

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

2012**Open to Public
Inspection****A For the 2012 calendar year, or tax year beginning****07/01, 2012, and ending****06/30, 2013****B** Check if applicable:

| | |
|--------------------------|---------------------|
| <input type="checkbox"/> | Address change |
| <input type="checkbox"/> | Name change |
| <input type="checkbox"/> | Initial return |
| <input type="checkbox"/> | Terminated |
| <input type="checkbox"/> | Amended return |
| <input type="checkbox"/> | Application pending |

C Name of organization

UPENDO VILLAGE NFP

Doing Business As

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

Room/suite

P.O. BOX 667

City, town or post office, state, and ZIP code

WHEATON, IL 60187-0667

F Name and address of principal officer: **STEPHEN A. MONACO**

P.O. BOX 667 WHEATON, IL 60187-0667

D Employer identification number

33-1007368

E Telephone number

(630) 909-6604

G Gross receipts \$

527,413.

H(a) Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** Are all affiliates included? ☐ Yes ☐ No

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

H(c) Group exemption number ▶

0928

I Tax-exempt status:☒

501(c)(3)

☐ 501(c) () ◀ (insert no.)☐ 4947(a)(1) or☐ 527**J** Website: ▶ WWW.UPENDOVILLAGE.ORG**K** Form of organization:☒

Corporation

☐ Trust☐ Association☐ Other ▶**L** Year of formation: 2002**M** State of legal domicile: IL**Part I Summary**

| | | | |
|---|--|---------------------------|--------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities: PROVIDE CARE AND QUALITY SERVICES FOR WOMEN, MEN AND CHILDREN LIVING WITH HIV AND AIDS IN KENYA. | | |
| | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets. | | |
| | 3 Number of voting members of the governing body (Part VI, line 1a) | 3 | 14. |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 13. |
| | 5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) | 5 | 0 |
| | 6 Total number of volunteers (estimate if necessary) | 6 | 50. |
| | 7a Total unrelated business revenue from Part VIII, column (C), line 12 | 7a | 0 |
| b Net unrelated business taxable income from Form 990-T, line 34 | 7b | 0 | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) | Prior Year | Current Year |
| | 9 Program service revenue (Part VIII, line 2g) | 569,057. | 522,367. |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 0 | 0 |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 994. | 772. |
| | 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 5,784. | 3,040. |
| | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 575,835. | 526,179. |
| | 14 Benefits paid to or for members (Part IX, column (A), line 4) | 395,422. | 463,672. |
| Expenses | 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 0 | 0 |
| | 16a Professional fundraising fees (Part IX, column (A), line 11e) | 0 | 0 |
| | b Total fundraising expenses (Part IX, column (D), line 25) ▶ | 56,395. | 0 |
| | 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 56,038. | |
| | 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 74,827. | 71,728. |
| | 19 Revenue less expenses. Subtract line 18 from line 12 | 526,644. | 535,400. |
| | 20 Total assets (Part X, line 16) | 49,191. | -9,221. |
| Net Assets or Fund Balances | 21 Total liabilities (Part X, line 26) | Beginning of Current Year | End of Year |
| | 22 Net assets or fund balances. Subtract line 21 from line 20. | 333,003. | 323,891. |
| | | 0 | 109. |
| | | 333,003. | 323,782. |

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer

Date

STEPHEN A. MONACO

TREASURER

Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

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

☐ Yes☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2012)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐ Yes ☒ No**1** Briefly describe the organization's mission:

ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code:) (Expenses \$ 463,672. including grants of \$ 463,672.) (Revenue \$)

ATTACHMENT 2

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4c** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ► 463,672.

Part IV Checklist of Required Schedules

| | Yes | No |
|---|-------|----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A | 1 X | |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? | 2 X | |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I | 3 | X |
| 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II | 4 X | |
| 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III | 5 | X |
| 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I | 6 | X |
| 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II | 7 | X |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III | 8 | X |
| 9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV | 9 | X |
| 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V | 10 | X |
| 11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. | | |
| a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI | 11a | X |
| b Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII | 11b | X |
| c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII | 11c | X |
| d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX | 11d | X |
| e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X | 11e | X |
| f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X | 11f | X |
| 12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII | 12a X | |
| b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional | 12b | X |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | 13 | X |
| 14 a Did the organization maintain an office, employees, or agents outside of the United States? | 14a | X |
| b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV | 14b X | |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV | 15 X | |
| 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV | 16 X | |
| 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) | 17 | X |
| 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II | 18 | X |
| 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III | 19 | X |
| 20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H | 20a | X |
| b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | 20b | |

Part IV Checklist of Required Schedules (continued)

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

Form 990 (2012)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V. X

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

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response to any question in this Part VI. ☒ X**Section A. Governing Body and Management**

| | Yes | No |
|---|-----|----|
| 1a Enter the number of voting members of the governing body at the end of the tax year. 1a 14 | | |
| If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. 1b 13 | | |
| 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | | X |
| 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? | | X |
| 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | | X |
| 5 Did the organization become aware during the year of a significant diversion of the organization's assets? | | X |
| 6 Did the organization have members or stockholders? | X | |
| 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | X | |
| 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | X | |
| 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | |
| a The governing body? | X | |
| b Each committee with authority to act on behalf of the governing body? | X | |
| 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | | X |

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

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

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶ STEPHEN MONACO P.O. BOX 667 WHEATON, IL 60187-0667 630-909-6604

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☒**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) SARAH HERZOG DIRECTOR | 0 40.00 | X | | | | | | 0 | 451,566. | 58,712. |
| (2) BEATRICE HERNANDEZ OSF CHAIR - DIRECTOR | 1.00 | X | | X | | | | 0 | 0 | 0 |
| (3) JAMES ALLEN MD PHD DIRECTOR | 1.00 | X | | | | | | 0 | 0 | 0 |
| (4) BEDE BALDRY FSC DIRECTOR | 1.00 | X | | | | | | 0 | 0 | 0 |
| (5) MARY ELLEN DURBIN DIRECTOR | 1.00 | X | | | | | | 0 | 0 | 0 |
| (6) KATHLEEN MCGOWAN DIRECTOR | 1.00 | X | | | | | | 0 | 0 | 0 |
| (7) PATRICIA MERRYWEATHER DIRECTOR | 1.00 | X | | | | | | 0 | 0 | 0 |
| (8) STEVEN NAPLETON DIRECTOR | 1.00 | X | | | | | | 0 | 0 | 0 |
| (9) SANDRA OYLER DIRECTOR | 1.00 | X | | | | | | 0 | 0 | 0 |
| (10) JOHN PLACKETT DIRECTOR | 1.00 | X | | | | | | 0 | 0 | 0 |
| (11) THERESA LANGFIELD OSF PRESIDENT - DIRECTOR | 40.00 | X | | X | | | | 0 | 0 | 0 |
| (12) CHERYL BLUM SECRETARY - DIRECTOR | 1.00 | X | | X | | | | 0 | 0 | 0 |
| (13) STEPHEN MONACO TREASURER - DIRECTOR | 30.00 | X | | X | | | | 0 | 0 | 0 |
| (14) LAURENCE BUCHMAN VICE CHAIR - DIRECTOR | 1.00 | X | | X | | | | 0 | 0 | 0 |

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

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| 15) MARYBETH MEDRANO ASST SECRETARY | 0 40.00 | | | X | | | | 0 | 34,035. | 8,671. |
| 16) FLORENCE MUIA ASN CHIEF MINISTRY OFFICER | 1.00 | | | X | | | | 0 | 0 | 0 |
| | | | | | | | | | | |
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| | | | | | | | | | | |
| 1b Sub-total | | | | | | | | 0 | 451,566. | 58,712. |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | 0 | 34,035. | 8,671. |
| d Total (add lines 1b and 1c) | | | | | | | | 0 | 485,601. | 67,383. |

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

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

Section B. Independent Contractors

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

| (A) Name and business address | (B) Description of services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| | | |
| | | |
| | | |
| | | |

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

Part VIII Statement of Revenue

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

☒ X

| | | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 |
|---|--|--|----------------------|----------------------|--|---|---|
| Contributions, Gifts, Grants and Other Similar Amounts | 1a | Federated campaigns | 1a | | | | |
| | b | Membership dues | 1b | | | | |
| | c | Fundraising events | 1c | 104. | | | |
| | d | Related organizations | 1d | 21,229. | | | |
| | e | Government grants (contributions) . . | 1e | | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above . | 1f | 501,034. | | | |
| | g | Noncash contributions included in lines 1a-1f: \$ | | | | | |
| | h | Total. Add lines 1a-1f | | 522,367. | | | |
| Program Service Revenue | | | | Business Code | | | |
| | 2a | | | | | | |
| | b | | | | | | |
| | c | | | | | | |
| | d | | | | | | |
| | e | | | | | | |
| | f | All other program service revenue | | | | | |
| | g | Total. Add lines 2a-2f | | 0 | | | |
| Other Revenue | 3 | Investment income (including dividends, interest, and other similar amounts) | | | 772. | | 772. |
| | 4 | Income from investment of tax-exempt bond proceeds . . . | | | 0 | | |
| | 5 | Royalties | | | 0 | | |
| | | (i) Real | (ii) Personal | | | | |
| | 6a | Gross rents | | | | | |
| | b | Less: rental expenses | | | | | |
| | c | Rental income or (loss) | | | | | |
| | d | Net rental income or (loss) | | | 0 | | |
| | | (i) Securities | (ii) Other | | | | |
| | 7a | Gross amount from sales of assets other than inventory | | | | | |
| | b | Less: cost or other basis and sales expenses | | | | | |
| | c | Gain or (loss) | | | | | |
| | d | Net gain or (loss) | | | 0 | | |
| | 8a | Gross income from fundraising events (not including \$ 104. of contributions reported on line 1c). See Part IV, line 18 | | ATCH 3 | | | |
| | a | | | | 2,789. | | |
| | b | Less: direct expenses | | ATCH 4 | | | |
| | c | Net income or (loss) from fundraising events | | | 2,610. | | 2,610. |
| | 9a | Gross income from gaming activities. See Part IV, line 19 | | | | | |
| | a | | | | 1,485. | | |
| | b | Less: direct expenses | | | | | |
| c | Net income or (loss) from gaming activities | | ATCH 5 | | 430. | 430. | |
| 10a | Gross sales of inventory, less returns and allowances | | | | | | |
| a | | | | | | | |
| b | Less: cost of goods sold | | | | | | |
| c | Net income or (loss) from sales of inventory | | | 0 | | | |
| Miscellaneous Revenue | | | Business Code | | | | |
| 11a | | | | | | | |
| b | | | | | | | |
| c | | | | | | | |
| d | All other revenue | | | | | | |
| e | Total. Add lines 11a-11d | | | 0 | | | |
| 12 | Total revenue. See instructions | | | 526,179. | | 3,812. | |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX ☐**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

| | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|--|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 | 0 | | | |
| 2 Grants and other assistance to individuals in the United States. See Part IV, line 22 | 0 | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 | 463,672. | 463,672. | | |
| 4 Benefits paid to or for members | 0 | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 0 | | | |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | 0 | | | |
| 7 Other salaries and wages | 0 | | | |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 0 | | | |
| 9 Other employee benefits | 0 | | | |
| 10 Payroll taxes | 0 | | | |
| 11 Fees for services (non-employees): | 0 | | | |
| a Management | 0 | | | |
| b Legal | 5,150. | | 5,150. | |
| c Accounting | 0 | | | |
| d Lobbying | 0 | | | |
| e Professional fundraising services. See Part IV, line 17 | 0 | | | |
| f Investment management fees | 0 | | | |
| g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) | 49,534. | | 4,953. | 44,581. |
| 12 Advertising and promotion | 0 | | | |
| 13 Office expenses | 2,863. | | 2,863. | |
| 14 Information technology | 1,568. | | 1,568. | |
| 15 Royalties | 0 | | | |
| 16 Occupancy | 0 | | | |
| 17 Travel | 4,468. | | | 4,468. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | 0 | | | |
| 19 Conferences, conventions, and meetings | 0 | | | |
| 20 Interest | 0 | | | |
| 21 Payments to affiliates | 0 | | | |
| 22 Depreciation, depletion, and amortization | 0 | | | |
| 23 Insurance | 0 | | | |
| 24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.) | | | | |
| a PRINTING | 6,371. | | 769. | 5,602. |
| b POSTAGE | 1,587. | | 337. | 1,250. |
| c MISCELLANEOUS EXPENSES | 187. | | 50. | 137. |
| d | | | | |
| e All other expenses | | | | |
| 25 Total functional expenses. Add lines 1 through 24e | 535,400. | 463,672. | 15,690. | 56,038. |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) | 0 | | | |

Part X Balance Sheet

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

| | | (A) Beginning of year | | (B) End of year |
|---|---|--------------------------|----------|--------------------|
| Assets | 1 Cash - non-interest-bearing | 17,956. | 1 | 9,277. |
| | 2 Savings and temporary cash investments | 315,047. | 2 | 314,614. |
| | 3 Pledges and grants receivable, net | 0 | 3 | 0 |
| | 4 Accounts receivable, net | 0 | 4 | 0 |
| | 5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | 0 | 5 | 0 |
| | 6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L | 0 | 6 | 0 |
| | 7 Notes and loans receivable, net | 0 | 7 | 0 |
| | 8 Inventories for sale or use | 0 | 8 | 0 |
| | 9 Prepaid expenses and deferred charges | 0 | 9 | 0 |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a | | |
| | b Less: accumulated depreciation | 10b | 10c | 0 |
| | 11 Investments - publicly traded securities | 0 | 11 | 0 |
| | 12 Investments - other securities. See Part IV, line 11 | 0 | 12 | 0 |
| | 13 Investments - program-related. See Part IV, line 11 | 0 | 13 | 0 |
| | 14 Intangible assets | 0 | 14 | 0 |
| | 15 Other assets. See Part IV, line 11 | 0 | 15 | 0 |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 333,003. | 16 | 323,891. | |
| Liabilities | 17 Accounts payable and accrued expenses | 0 | 17 | 109. |
| | 18 Grants payable | 0 | 18 | 0 |
| | 19 Deferred revenue | 0 | 19 | 0 |
| | 20 Tax-exempt bond liabilities | 0 | 20 | 0 |
| | 21 Escrow or custodial account liability. Complete Part IV of Schedule D | 0 | 21 | 0 |
| | 22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | 0 | 22 | 0 |
| | 23 Secured mortgages and notes payable to unrelated third parties | 0 | 23 | 0 |
| | 24 Unsecured notes and loans payable to unrelated third parties | 0 | 24 | 0 |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D | 0 | 25 | 0 |
| | 26 Total liabilities. Add lines 17 through 25 | 0 | 26 | 109. |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | |
| | 27 Unrestricted net assets | 154,375. | 27 | 105,230. |
| | 28 Temporarily restricted net assets | 178,628. | 28 | 218,552. |
| | 29 Permanently restricted net assets | 0 | 29 | 0 |
| | Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. | | | |
| | 30 Capital stock or trust principal, or current funds | | 30 | |
| | 31 Paid-in or capital surplus, or land, building, or equipment fund | | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | |
| | 33 Total net assets or fund balances | 333,003. | 33 | 323,782. |
| | 34 Total liabilities and net assets/fund balances. | 333,003. | 34 | 323,891. |

Form 990 (2012)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☐

| | | | |
|-----------|--|-----------|----------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 526,179. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 535,400. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | -9,221. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 333,003. |
| 5 | Net unrealized gains (losses) on investments | 5 | 0 |
| 6 | Donated services and use of facilities | 6 | 0 |
| 7 | Investment expenses | 7 | 0 |
| 8 | Prior period adjustments | 8 | 0 |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | 0 |
| 10 | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 323,782. |

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

- 1** Accounting method used to prepare the Form 990: ☒ Cash ☐ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

| | Yes | No |
|-----------|-----|----|
| 2a | | X |
| 2b | X | |
| 2c | X | |
| 3a | | X |
| 3b | | |

Form **990** (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

UPENDO VILLAGE NFP

Employer identification number

33-1007368

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

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

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 ☒ An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III-Functionally integrated d ☐ Type III-Non-functionally integrated
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? ☐
- (ii) A family member of a person described in (i) above? ☐
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐
- h Provide the following information about the supported organization(s).

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

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

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

Schedule A (Form 990 or 990-EZ) 2012

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | | | | |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 4 Total. Add lines 1 through 3 | | | | | | |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f). | | | | | | |
| 6 Public support. Subtract line 5 from line 4. | | | | | | |

Section B. Total Support

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

Section C. Computation of Public Support Percentage

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

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---|----------|----------|----------|----------|----------|------------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 419,185. | 403,078. | 591,587. | 574,881. | 525,407. | 2,514,138. |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | 0 |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | 0 |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | 0 |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | 0 |
| 6 Total. Add lines 1 through 5 | 419,185. | 403,078. | 591,587. | 574,881. | 525,407. | 2,514,138. |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | 56,065. | 24,286. | 35,809. | 126,403. | 123,932. | 366,495. |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | 0 |
| c Add lines 7a and 7b. | 56,065. | 24,286. | 35,809. | 126,403. | 123,932. | 366,495. |
| 8 Public support (Subtract line 7c from line 6.) | | | | | | 2,147,643. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---|----------|----------|----------|----------|----------|------------|
| 9 Amounts from line 6. | 419,185. | 403,078. | 591,587. | 574,881. | 525,407. | 2,514,138. |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 606. | 417. | 744. | 994. | 772. | 3,533. |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | 0 |
| c Add lines 10a and 10b | 606. | 417. | 744. | 994. | 772. | 3,533. |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | 0 |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12.) | 419,791. | 403,495. | 592,331. | 575,875. | 526,179. | 2,517,671. |
| 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|---|-----------|--------|
| 15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)). | 15 | 85.30% |
| 16 Public support percentage from 2011 Schedule A, Part III, line 15. | 16 | 89.30% |

Section D. Computation of Investment Income Percentage

| | | |
|---|-----------|------|
| 17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) | 17 | .14% |
| 18 Investment income percentage from 2011 Schedule A, Part III, line 17 | 18 | .23% |

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☒

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

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

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2012**Name of the organization**

UPENDO VILLAGE NFP

Employer identification number

33-1007368

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☒ 501(c)(3) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐
- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use
- exclusively*
- for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an
- exclusively*
- religious, charitable, etc., purpose. Do not complete any of the parts unless the
- General Rule**
- applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2012

Open to Public
Inspection

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below.

▶ Attach to Form 990 or Form 990-EZ.

▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization

UPENDO VILLAGE NFP

Employer identification number

33-1007368

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$
- 3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955. ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
- 4a Was a correction made? ☐ Yes ☐ No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$
- 4 Did the filing organization file Form 1120-POL for this year? ☐ Yes ☐ No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

| (a) Name | (b) Address | (c) EIN | (d) Amount paid from filing organization's funds. If none, enter -0-. | (e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-. |
|----------|-------------|---------|---|--|
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |

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

Schedule C (Form 990 or 990-EZ) 2012

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check ☐ if the filing organization checked box A and "limited control" provisions apply.

| Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.) | | (a) Filing organization's totals | (b) Affiliated group totals | | | | | | | | | | | | |
|---|---|---|--|--------------------|-------------------------------|---|--|---|--|--|---|-------------------|--------------|--|--|
| 1a | Total lobbying expenditures to influence public opinion (grass roots lobbying) | | | | | | | | | | | | | | |
| b | Total lobbying expenditures to influence a legislative body (direct lobbying) | | | | | | | | | | | | | | |
| c | Total lobbying expenditures (add lines 1a and 1b) | | | | | | | | | | | | | | |
| d | Other exempt purpose expenditures | | | | | | | | | | | | | | |
| e | Total exempt purpose expenditures (add lines 1c and 1d) | | | | | | | | | | | | | | |
| f | Lobbying nontaxable amount. Enter the amount from the following table in both columns. | | | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table> | | If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e. | Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | Over \$17,000,000 | \$1,000,000. | | |
| If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | | | | | | | | | | | | | | |
| Not over \$500,000 | 20% of the amount on line 1e. | | | | | | | | | | | | | | |
| Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | | | | | | | | | | | | | | |
| Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | | | | | | | | | | | | | | |
| Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | | | | | | | | | | | | | | |
| Over \$17,000,000 | \$1,000,000. | | | | | | | | | | | | | | |
| g | Grassroots nontaxable amount (enter 25% of line 1f) | | | | | | | | | | | | | | |
| h | Subtract line 1g from line 1a. If zero or less, enter -0- | | | | | | | | | | | | | | |
| i | Subtract line 1f from line 1c. If zero or less, enter -0- | | | | | | | | | | | | | | |
| j | If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? | | <input type="checkbox"/> Yes <input type="checkbox"/> No | | | | | | | | | | | | |

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

| Lobbying Expenditures During 4-Year Averaging Period | | | | | |
|--|----------|----------|----------|----------|-----------|
| Calendar year (or fiscal year beginning in) | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) Total |
| 2a Lobbying nontaxable amount | | | | | |
| b Lobbying ceiling amount (150% of line 2a, column (e)) | | | | | |
| c Total lobbying expenditures | | | | | |
| d Grassroots nontaxable amount | | | | | |
| e Grassroots ceiling amount (150% of line 2d, column (e)) | | | | | |
| f Grassroots lobbying expenditures | | | | | |

Schedule C (Form 990 or 990-EZ) 2012

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

| | | (a) | | (b) |
|----|---|-----|----|--------|
| | | Yes | No | Amount |
| 1 | During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of: | | | |
| a | Volunteers? | | X | |
| b | Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? | | X | |
| c | Media advertisements? | | X | |
| d | Mailings to members, legislators, or the public? | | X | |
| e | Publications, or published or broadcast statements? | | X | |
| f | Grants to other organizations for lobbying purposes? | | X | |
| g | Direct contact with legislators, their staffs, government officials, or a legislative body? | | X | |
| h | Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? | | X | |
| i | Other activities? | X | | |
| j | Total. Add lines 1c through 1i | | | |
| 2a | Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? | | X | |
| b | If "Yes," enter the amount of any tax incurred under section 4912 | | | |
| c | If "Yes," enter the amount of any tax incurred by organization managers under section 4912 | | | |
| d | If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year? | | | |

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

| | Yes | No |
|---|-----|----|
| 1 Were substantially all (90% or more) dues received nondeductible by members? | 1 | |
| 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less? | 2 | |
| 3 Did the organization agree to carry over lobbying and political expenditures from the prior year? | 3 | |

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

| | | | |
|---|--|----|--|
| 1 | Dues, assessments and similar amounts from members | 1 | |
| 2 | Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid). | | |
| a | Current year | 2a | |
| b | Carryover from last year | 2b | |
| c | Total | 2c | |
| 3 | Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues | 3 | |
| 4 | If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year? | 4 | |
| 5 | Taxable amount of lobbying and political expenditures (see instructions) | 5 | |

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

SEE PAGE 4

Part IV Supplemental Information (continued)

SUPPLEMENTAL INFORMATION - SCHEDULE C

SCHEDULE C PART II-B LINE 1I

WHEATON FRANCISCAN HEALTHCARE AND FRANCISCAN MINISTRIES ARE PART OF A CONTROLLED GROUP OF HEALTHCARE AND HOUSING ORGANIZATIONS THAT ARE RELATED THROUGH A COMMON PARENT ORGANIZATION. CERTAIN ENTITIES WITHIN THIS CONTROLLED GROUP ENGAGE IN LIMITED LOBBYING ACTIVITIES THAT BENEFIT EACH ORGANIZATION COLLECTIVELY.

WHEATON FRANCISCAN HEALTHCARE EMPLOYS ONE FULL TIME VICE PRESIDENT OF STRATEGIC PLANNING AND GOVERNMENT RELATIONS WHOSE DUTIES INCLUDE A PORTION OF LOBBYING ACTIVITIES. THESE LOBBYING ACTIVITIES APPROXIMATE 20% OF TOTAL ANNUAL SALARY. A BENEFITS FACTOR OF 25% IS ADDED, AND THE TOTAL IS ALLOCATED AMONGST THE ORGANIZATIONS RECEIVING THE BENEFIT OF THESE SERVICES.

THE LOBBYING ACTIVITIES INCLUDE SUCH THINGS AS PRESERVATION OF MEDICARE AND MEDICAID FUNDING; MONITORING FEDERAL LEGISLATION THAT MAY IMPACT THE ORGANIZATION; PARTICIPATING IN AND COORDINATING VISITS WITH ELECTED OFFICIALS; COORDINATING ADVOCACY ACTIVITIES IN CONJUNCTION WITH RELEVANT TRADE ASSOCIATIONS; AND PROVIDING AWARENESS ON SPECIFIC STATE RELATED LEGISLATIVE ISSUES WHEN THE NEED ARISES (E.G.: STATE HOSPITAL ASSESSMENT LEGISLATION IN WISCONSIN).

THE PORTION OF DIRECT EXPENSES RELATED TO ANNUAL EMPLOYEE BUSINESS TRAVEL TO WASHINGTON DC OR OTHER LOCATIONS, IN ORDER TO LOBBY FOR ISSUES IMPORTANT TO HEALTHCARE PROVIDERS AND PATIENTS, HAVE BEEN INCLUDED IF

Part IV Supplemental Information (continued)

APPLICABLE.

FINALLY, ANY TRADE ASSOCIATION DUES CONTAINING A PERCENTAGE PORTION
ALLOCABLE TO LOBBYING ACTIVITIES, HAS BEEN ADDED OR ESTIMATED, AS
APPROPRIATE.

LOBBYING EXPENSES INCURRED BY EACH ORGANIZATION DIRECTLY, ARE REFLECTED
ON THEIR RESPECTIVE IRS FORM 990, AND CAN BE SUMMARIZED AS FOLLOWS:

WHEATON FRANCISCAN SERVICES, INC.

#36-3262111

\$61,723

WHEATON FRANCISCAN HEALTHCARE - SOUTHEAST WISCONSIN, INC.

#39-1566865

\$57,464

WHEATON FRANCISCAN, INC.

#39-0816857

\$17,376

WHEATON FRANCISCAN HEALTHCARE - ST. FRANCIS, INC.

#39-0907740

\$9,567

WHEATON FRANCISCAN HEALTHCARE - ALL SAINTS, INC.

Part IV Supplemental Information (continued)

#39-1264986

\$10,156

WHEATON FRANCISCAN HEALTHCARE - FRANKLIN, INC.

#56-2592868

\$2,300

WHEATON FRANCISCAN HOME HEALTH AND HOSPICE, INC.

#39-1559428

\$ 852

MARIANJOY, INC.

#36-3483589

\$5,035

MARIANJOY REHABILITATION HOSPITALS AND CLINICS, INC.

#36-2680776

\$14,507

WHEATON FRANCISCAN HEALTHCARE - IOWA, INC.

#42-1177001

\$5,035

COVENANT MEDICAL CENTER, INC.

#42-1264647

\$26,692

Part IV Supplemental Information (continued)

SARTORI HOSPITAL, INC.

#42-0758901

\$4,668

MERCY HOSPITAL, INC.

#42-1178403

\$2,069

TOTAL LOBBYING EXPENSES: \$217,444

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

UPENDO VILLAGE NFP

Supplemental Financial Statements

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Employer identification number

33-1007368

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

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

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

(ii) Assets included in Form 990, Part X ▶ \$

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

a Revenues included in Form 990, Part VIII, line 1 ▶ \$

b Assets included in Form 990, Part X ▶ \$

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

Schedule D (Form 990) 2012

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

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

- a** ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations

- d** ☐ Loan or exchange programs
e ☐ Other _____

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

| | Amount |
|---|--------|
| 1c Beginning balance | |
| 1d Additions during the year | |
| 1e Distributions during the year | |
| 1f Ending balance | |

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII. ☐ Yes ☐ No

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

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

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

- a** Board designated or quasi-endowment %
b Permanent endowment %
c Temporarily restricted endowment %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

- (i)** unrelated organizations
(ii) related organizations

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

| | Yes | No |
|---------------|-----|----|
| 3a(i) | | |
| 3a(ii) | | |
| 3b | | |

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

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

| Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|---------------------------------|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | | | |
| d Equipment | | | | |
| e Other | | | | |

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

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

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

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

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

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

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

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

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

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

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

| | | | |
|----------|--|-----------|----------|
| 1 | Total revenue, gains, and other support per audited financial statements | 1 | 665,839. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | |
| a | Net unrealized gains on investments | 2a | |
| b | Donated services and use of facilities | 2b | 138,426. |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIII.) | 2d | |
| e | Add lines 2a through 2d | 2e | 138,426. |
| 3 | Subtract line 2e from line 1 | 3 | 527,413. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII.) | 4b | -1,234. |
| c | Add lines 4a and 4b | 4c | -1,234. |
| 5 | Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.) | 5 | 526,179. |

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

| | | | |
|----------|---|-----------|----------|
| 1 | Total expenses and losses per audited financial statements | 1 | 675,060. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | |
| a | Donated services and use of facilities | 2a | 138,426. |
| b | Prior year adjustments | 2b | |
| c | Other losses | 2c | |
| d | Other (Describe in Part XIII.) | 2d | 1,234. |
| e | Add lines 2a through 2d | 2e | 139,660. |
| 3 | Subtract line 2e from line 1 | 3 | 535,400. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII.) | 4b | |
| c | Add lines 4a and 4b | 4c | |
| 5 | Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.) | 5 | 535,400. |

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

SUPPLEMENTAL INFO - SCHEDULE D

VARIOUS ITEMS

SCHEDULE D PART XI LINE 4A:

FUNDRAISING AND GAMING EXPENSES \$1234

SCHEDULE D PART XII LINE 2D

FUNDRAISING AND GAMING EXPENSES \$1234

Part XIII Supplemental Information *(continued)*

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

► **Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.**

► **Attach to Form 990. ► See separate instructions.**

Name of the organization

UPENDO VILLAGE NFP

Employer identification number

33-1007368

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ **Yes** ☐ **No**

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

| (a) Region | (b) Number of offices in the region | (c) Number of employees, agents, and independent contractors in region | (d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region) | (e) If activity listed in (d) is a program service, describe specific type of service(s) in region | (f) Total expenditures for and investments in region |
|---|-------------------------------------|--|---|--|--|
| (1) SUB-SAHARAN AFRICA | | | GRANTMAKING | | 463,672. |
| (2) | | | | | |
| (3) | | | | | |
| (4) | | | | | |
| (5) | | | | | |
| (6) | | | | | |
| (7) | | | | | |
| (8) | | | | | |
| (9) | | | | | |
| (10) | | | | | |
| (11) | | | | | |
| (12) | | | | | |
| (13) | | | | | |
| (14) | | | | | |
| (15) | | | | | |
| (16) | | | | | |
| (17) | | | | | |
| 3a Sub-total, | | | | | 463,672. |
| b Total from continuation sheets to Part I | | | | | |
| c Totals (add lines 3a and 3b) | | | | | 463,672. |

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

Schedule F (Form 990) 2012

Schedule F (Form 990) 2012

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

| 1 | (a) Name of organization | (b) IRS code section and EIN (if applicable) | (c) Region | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|------|--------------------------|--|--------------------|----------------------|--------------------------|---------------------------------|-----------------------------------|--|---|
| (1) | | | SUB-SAHARAN AFRICA | GENERAL OPER | 204,605. | WIRE TNFR | | | |
| (2) | | | SUB-SAHARAN AFRICA | CHILDREN SPO | 96,043. | WIRE TNFR | | | |
| (3) | | | SUB-SAHARAN AFRICA | SELF-SUSTENA | 17,705. | WIRE TNFR | | | |
| (4) | | | SUB-SAHARAN AFRICA | MEDICAL LAB | 6,850. | WIRE TNFR | | | |
| (5) | | | SUB-SAHARAN AFRICA | DISASTER ASS | 7,000. | WIRE TNFR | | | |
| (6) | | | SUB-SAHARAN AFRICA | CONSTRUCTION | 100,000. | WIRE TNFR | | | |
| (7) | | | | | | | | | |
| (8) | | | | | | | | | |
| (9) | | | | | | | | | |
| (10) | | | | | | | | | |
| (11) | | | | | | | | | |
| (12) | | | | | | | | | |
| (13) | | | | | | | | | |
| (14) | | | | | | | | | |
| (15) | | | | | | | | | |
| (16) | | | | | | | | | |

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. 1.

3 Enter total number of other organizations or entities.

Schedule F (Form 990) 2012

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Region | (c) Number of recipients | (d) Amount of cash grant | (e) Manner of cash disbursement | (f) Amount of non-cash assistance | (g) Description of non-cash assistance | (h) Method of valuation (book, FMV, appraisal, other) |
|---------------------------------|--------------------|--------------------------|--------------------------|---------------------------------|-----------------------------------|--|---|
| (1) UPENDO VILLAGE - KENYA | SUB-SAHARAN AFRICA | 4. | 2,300. | WIRE TFR | | | |
| (2) UPENDO VILLAGE - KENYA | SUB-SAHARAN AFRICA | 11. | 27,169. | WIRE TFR | | | |
| (3) | | | | | | | |
| (4) | | | | | | | |
| (5) | | | | | | | |
| (6) | | | | | | | |
| (7) | | | | | | | |
| (8) | | | | | | | |
| (9) | | | | | | | |
| (10) | | | | | | | |
| (11) | | | | | | | |
| (12) | | | | | | | |
| (13) | | | | | | | |
| (14) | | | | | | | |
| (15) | | | | | | | |
| (16) | | | | | | | |
| (17) | | | | | | | |
| (18) | | | | | | | |

Part IV Foreign Forms

- 1** Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* ☐ Yes ☒ No
- 2** Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* ☐ Yes ☒ No
- 3** Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* ☐ Yes ☒ No
- 4** Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* ☐ Yes ☒ No
- 5** Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* ☐ Yes ☒ No
- 6** Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* ☐ Yes ☒ No

Schedule F (Form 990) 2012

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

SUPPLEMENTAL INFO - SCHEDULE F

SCHEDULE F, PART I, LINE 2

UPENDO VILLAGE, NFP RECEIVES DETAILED FINANCIAL REPORTS MONTHLY AND

OPERATING REPORTS EVERY TWO MONTHS FROM ASN UPENDO VILLAGE IN KENYA.

THIS INFORMATION IS SHARED WITH THE BOARD OF DIRECTORS AT ITS REGULARLY

SCHEDULED BOARD MEETINGS.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

UPENDO VILLAGE NFP

Employer identification number

33-1007368

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- ☐ First-class or charter travel
☐ Travel for companions
☐ Tax indemnification and gross-up payments
☐ Discretionary spending account

- ☐ Housing allowance or residence for personal use
☐ Payments for business use of personal residence
☐ Health or social club dues or initiation fees
☐ Personal services (e.g., maid, chauffeur, chef)

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

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

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

- ☐ Compensation committee
☐ Independent compensation consultant
☐ Form 990 of other organizations

- ☐ Written employment contract
☐ Compensation survey or study
☐ Approval by the board or compensation committee

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

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

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

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

- a** The organization?
b Any related organization?
If "Yes" to line 5a or 5b, describe in Part III.

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

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

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

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

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

| | Yes | No |
|-----------|-----|----|
| 1b | | |
| 2 | | |
| 4a | | X |
| 4b | | X |
| 4c | | X |
| 5a | | X |
| 5b | | X |
| 6a | | X |
| 6b | | X |
| 7 | | X |
| 8 | | X |
| 9 | | |

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

Schedule J (Form 990) 2012

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

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

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

| | (A) Name and Title | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported as deferred in prior Form 990 |
|----|--------------------------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| 1 | SARAH HERZOG DIRECTOR | 307,050. | 135,400. | 9,116. | 34,287. | 24,425. | 510,278. | 0 |
| 2 | | | | | | | | |
| 3 | | | | | | | | |
| 4 | | | | | | | | |
| 5 | | | | | | | | |
| 6 | | | | | | | | |
| 7 | | | | | | | | |
| 8 | | | | | | | | |
| 9 | | | | | | | | |
| 10 | | | | | | | | |
| 11 | | | | | | | | |
| 12 | | | | | | | | |
| 13 | | | | | | | | |
| 14 | | | | | | | | |
| 15 | | | | | | | | |
| 16 | | | | | | | | |

Part III Supplemental Information

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

SUPPLEMENTAL INFO - SCHEDULE J

VARIOUS

SCHEDULE J PART I LINE 3:

THE COMPENSATION OF THE FILING ORGANIZATION'S CEO AND/OR THE EXECUTIVE

DIRECTOR IS DETERMINED AT THE PARENT ORGANIZATION LEVEL, USING THE

PROCESS DESCRIBED IN SCHEDULE O RELATED TO PART VI SECTION B LINE 15.

THE PARENT ORGANIZATION, WHEATON FRANCISCAN SERVICES, INC. (FEIN:

36-3262111) USES A COMPENSATION COMMITTEE, INDEPENDENT COMPENSATION

CONSULTANTS, AND COMPENSATION SURVEYS AND STUDIES TO DETERMINE

APPROPRIATE LEVELS OF COMPENSATION THAT ARE REFLECTIVE OF FAIR MARKET

VALUE. ALL COMPENSATION IS APPROVED BY THE INDEPENDENT BOARD AND/OR

COMPENSATION COMMITTEE, ACTING FREE FROM CONFLICTS OF INTEREST.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

UPENDO VILLAGE NFP

Employer identification number

33-1007368

SUPPLEMENTAL INFORMATION TO FORM 990

SCHEDULE O

PART V LINE 1A AND PART VII SECTION B LINE 1-2:

EFFECTIVE FOR CALENDAR YEAR 2011 AND BEYOND 1099-MISC REPORTING, WHEATON FRANCISCAN HEALTHCARE STREAMLINED THEIR REPORTING OF IRS FORMS 1099-MISC SO THAT MOST 1099-MISC WERE REPORTED USING THE FEIN NUMBER OF THE PARENT ORGANIZATION OR OF A RELATED ORGANIZATION. THE ACTUAL EXPENSE CONTINUES TO BE EITHER PAID BY, OR TRANSFERRED TO, THE INDIVIDUAL ENTITY, WHICH IS NORMALLY A SUBSIDIARY OR RELATED ORGANIZATION TO THE ORGANIZATION(S) ISSUING THE 1099. FOR THIS REASON, THE READER MAY NOTICE ON SOME 990'S THAT THERE ARE TOP 5 INDEPENDENT CONTRACTORS REPORTED, BUT NO 1099S ARE REPORTED. LIKewise ON THE 990'S OF THE ORGANIZATION(S) REPORTING NUMBER OF 1099'S, THERE MAY BE A DISPROPORTIONATE SHARE OF 1099'S REPORTED AS COMPARED WITH THE ACTUAL EXPENSES OF THE ORGANIZATION.

PART VI SECTION A LINE 6-8B:

UPENDO VILLAGE NFP HAS ONE MEMBER WHICH HOLDS SEVERAL RESERVED POWERS OVER UPENDO VILLAGE NFP. THESE RESERVED POWERS INCLUDE, BUT ARE NOT LIMITED TO, THE ELECTION OF MEMBERS OF THE GOVERNING BODY AND ELECTION OF OFFICERS, APPROVAL OF CERTAIN FINANCIAL EXPENDITURES IN ACCORDANCE WITH POLICY, AND APPROVAL OF BUDGETS AND STRATEGIC PLANS; THESE APPROVALS ARE BASED ON RECOMMENDATIONS FROM THE GOVERNING BODY.

PART VI SECTION B LINES 10A AND 10B:

Name of the organization

UPENDO VILLAGE NFP

Employer identification number

33-1007368

WHEATON FRANCISCAN HEALTHCARE AND FRANCISCAN MINISTRIES ARE PART OF A CONTROLLED GROUP OF HEALTH CARE AND HOUSING PROVIDERS, CONTROLLED UNDER A COMMON PARENT ORGANIZATION WHEATON FRANCISCAN SERVICES, INC. SOME OF THESE ORGANIZATIONS ARE EXEMPT THROUGH THE CATHOLIC GROUP RULING AND OTHER ORGANIZATIONS HAVE A STAND-ALONE EXEMPTION (IRS DETERMINATION) LETTER. AS SUCH, THESE RELATED AFFILIATES HAVE CERTAIN POLICIES AND PROCEDURES THAT WERE ADOPTED AT THE PARENT LEVEL, BUT ARE APPLICABLE TO THE ENTIRE CONTROLLED GROUP OF ORGANIZATIONS. ALL POLICY AND PROCEDURE MATTERS ARE HANDLED IN A MANNER TO ENSURE THAT ALL ACTIVITIES ARE CONSISTENT WITH THE ORGANIZATION'S OVERALL EXEMPT PURPOSES. PLEASE SEE SCHEDULE R FOR A FULL LISTING OF ALL RELATED AFFILIATE ORGANIZATIONS.

PART VI SECTION B LINES 11A AND 11B:

AFFILIATES OF WHEATON FRANCISCAN HEALTHCARE USE A MULTIPLE-LEVEL REVIEW PROCESS ON ALL FEDERAL AND STATE INFORMATION AND TAX RETURNS TO ENSURE ACCURATE AND TIMELY FILING FOR ALL ORGANIZATIONS. UNDER THE DIRECTION OF THE TAX MANAGER, THE ACCOUNTING DEPARTMENT PREPARES FORMS 990, 990-T, AND ASSOCIATED STATE FILINGS. WHEN COMPLETE, THE RETURN IS FIRST REVIEWED BY THE ACCOUNTING DIRECTOR, WHO FOCUSES ON THE INCOME STATEMENT AND BALANCE SHEET ITEMS, AND ALL SCHEDULES WHERE TRANSACTIONS OF THIS TYPE MIGHT BE REPORTED. IF DISCREPANCIES ARE FOUND, THE ITEM WILL BE CORRECTED PRIOR TO THE NEXT STEP IN THE REVIEW PROCESS.

ONCE CLEARED THROUGH ACCOUNTING, THE RETURN IS PROVIDED TO THE TAX DEPARTMENT, WHERE THE TAX MANAGER AND VICE PRESIDENT OF TREASURY AND RISK

Name of the organization

UPENDO VILLAGE NFP

Employer identification number

33-1007368

MANAGEMENT FOCUS THEIR REVIEW ON CONSISTENCY OF REPORTING BETWEEN ALL RETURNS, ACCURACY OF TAX RELATED INFORMATION, AND EXPLANATION AND UNDERSTANDING OF ANY OUTLIERS. AGAIN, ANY PROBLEMS OR QUESTIONS ARE INVESTIGATED AND CORRECTED.

DEPENDING ON THE LEVEL OF COMPLEXITY OF THE YEAR IN QUESTION, AS WELL AS THE INDIVIDUAL ISSUES SPECIFIC TO THAT FILING, CERTAIN RETURNS MAY BE SELECTED FOR OUTSIDE REVIEW BY A PUBLIC ACCOUNTING FIRM. THIS DECISION WILL VARY FROM YEAR TO YEAR BASED ON MANY FACTORS, AND SOMETIMES OUTSIDE REVIEW IS NOT UTILIZED AT ALL. ALSO, CERTAIN SCHEDULES, SUCH AS SCHEDULE K, SCHEDULE H, AND SCHEDULE J, MAY BE SELECTED FOR REVIEW BY OUTSIDE BOND COUNSEL, A COMMUNITY BENEFIT ASSOCIATE, AND/OR THE COMPENSATION COMMITTEE RESPECTFULLY AND AS NEEDED. THIS DECISION WILL VARY FROM YEAR TO YEAR, AGAIN BASED ON MANY FACTORS.

THE TAX DEPARTMENT, UPON COMPLETION OF ALL LEVELS OF REVIEW, WILL SCHEDULE AN APPOINTMENT WITH THE SENIOR VICE PRESIDENT AND CFO, WHO WILL PERFORM A REVIEW PRIOR TO SIGNING THE RETURN.

ONCE SIGNED, THE RETURN IS CLEARED TO PROVIDE TO MEMBERS OF THE BOARD OF DIRECTORS. THE PARENT ORGANIZATION, WHEATON FRANCISCAN SERVICES, INC. HAS DESIGNATED THAT THE AUDIT COMMITTEE REVIEW THE PARENT RETURN IN CERTAIN YEARS, WHERE THE 990 IS EXPLAINED AT A HIGH LEVEL BY MANAGEMENT REPRESENTATIVES, AND ANY QUESTIONS OR CONCERNS THAT THE COMMITTEE HAS CAN BE ADDRESSED. AT A LATER DATE AND PRIOR TO EFLING, THE FULL BOARD IS

Name of the organization

UPENDO VILLAGE NFP

Employer identification number

33-1007368

PROVIDED ACCESS TO ALL 990'S THROUGHOUT THE SYSTEM VIA AN ONLINE PORTAL.

A SIMILAR PROCESS EXISTS AT THE REGIONAL HOLDING COMPANY LEVELS - A 990 IS SELECTED FOR REVIEW IN CERTAIN YEARS BY THE FINANCE AND OPERATIONS COMMITTEE. SIMILARLY, THE 990 IS EXPLAINED AT A HIGH LEVEL, AND COMMITTEE QUESTIONS OR CONCERNS ARE ADDRESSED. MEMBERS OF THE FULL BOARD ARE PROVIDED ACCESS TO ALL 990'S WITHIN THAT REGION PRIOR TO EFILING VIA AN ONLINE PORTAL.

PART VI SECTION B LINES 12A - 12C:

AS PART OF AN ANNUAL PROCESS, CONFLICT OF INTEREST QUESTIONS ARE SENT OUT TO ALL OFFICERS, DIRECTORS, AND OTHER INDIVIDUALS IN KEY POSITIONS USING SOFTWARE DESIGNED TO CAPTURE THIS INFORMATION. THE RESPONSES ARE ANALYZED IN ORDER TO DETERMINE INFORMATION ON POTENTIAL CONFLICTS, AS WELL AS INFORMATION ON BUSINESS AND FAMILY RELATIONSHIPS FOR PURPOSES OF ANSWERING CERTAIN QUESTIONS ON IRS FORM 990. RESPONSES TO THESE QUESTIONS ARE REVIEWED BY THE VICE PRESIDENT OF COMPLIANCE AND THE MANAGER OF TAX COMPLIANCE, AND FOLLOW UP ACTION, IF ANY, ARE DOCUMENTED WITHIN THE SOFTWARE.

AFTER AN APPROXIMATE 3 AND AGAIN AT 6 WEEKS, NAMES OF ALL NON RESPONDERS ARE COMPILED, AND THESE INDIVIDUALS RECEIVE EITHER AN EMAIL OR LETTER REMINDING THEM TO COMPLETE THE INFORMATION. RESPONSES TO QUESTIONS CONTINUE TO BE REVIEWED AND DOCUMENTED THROUGHOUT THIS TIME PERIOD. APPROXIMATELY 1 MONTH PRIOR TO THE FILING DEADLINE OF IRS FORM 990, RESPONSES TO DATE ARE COMPILED. ANY RESPONSE REQUIRING DISCLOSURE IS

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ENTERED INTO THE INFORMATION RETURN. THE REMAINING NON RESPONDER NAMES ARE DETERMINED, AND A LETTER, ALONG WITH THE ACTUAL CONFLICT OF INTEREST POLICY, IS SENT TO THE CHAIRPERSON OF EACH BOARD. THE LETTER OUTLINES THE CURRENT NON RESPONDERS, AS WELL AS ANY OFFICER OR BOARD MEMBER THAT HAS DISCLOSED A FINANCIAL INTEREST THAT MIGHT POSE A POTENTIAL CONFLICT OF INTEREST.

DEPENDING UPON THE NATURE OF THE FINANCIAL INTEREST AND WORK DONE BY THE BOARD, SEVERAL ACTIONS MAY BE CONSIDERED - THE BOARD MEMBER WITH A FINANCIAL INTEREST WOULD NEED TO VOLUNTARILY EXCUSE HIM OR HERSELF FROM THE DELIBERATIONS AND/OR VOTING ON SUCH A MATTER; OR, IF NECESSARY, THE BOARD WOULD DETERMINE THAT THE SUBJECT'S FINANCIAL INTEREST WAS AN ACTUAL CONFLICT OF INTEREST, IN WHICH CASE THE BOARD MEMBER WOULD BE INFORMED BY THE BOARD CHAIRPERSON THAT HE OR SHE WOULD NOT BE ALLOWED TO VOTE IN ANY SUCH MATTERS DUE TO THIS REAL OR PERCEIVED CONFLICT OF INTEREST. MINUTES OF THE BOARD MEETING WOULD DOCUMENT THIS DECISION PROCESS, AND REFLECT WHATEVER ACTION(S) ARE ULTIMATELY TAKEN.

THE BOARD CHAIRPERSON IS ALSO REQUIRED TO DISCUSS WITH NON RESPONDERS THE REPERCUSSIONS OF NOT RESPONDING, AND REQUIRE THE BOARD MEMBER TO COMPLETE THE ANNUAL CONFLICT OF INTEREST DISCLOSURE QUESTIONS BEFORE BEING ALLOWED TO CONTINUE IN ANY BOARD MATTERS. IF THE BOARD MEMBER REFUSES, THE CHAIRPERSON HAS THE AUTHORITY TO DETERMINE THE APPROPRIATE ACTION, INCLUDING, BUT NOT LIMITED TO PROHIBITING THEM FROM PARTICIPATING IN DELIBERATIONS, PREVENTING THEM FROM VOTING, AND/OR REMOVING THEM AS A BOARD MEMBER.

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SUPPLEMENTAL INFORMATION TO FORM 990 CONTINUED

SCHEDULE O

PART VI SECTION B LINES 15A - 15B:

THE COMPENSATION OF THE CEO OF WHEATON FRANCISCAN SERVICES INC. (WFSI) AND OTHER OFFICERS AND KEY EMPLOYEES OF THE FILING ORGANIZATION IS REVIEWED AND APPROVED ON AN ANNUAL BASIS BY THE EXECUTIVE COMMITTEE OF THE WFSI BOARD OF DIRECTORS, AN INDEPENDENT BOARD, ACTING IN A MANNER CONSISTENT WITH ITS CONFLICTS OF INTEREST POLICY. THE BOARD'S DECISION IS INFORMED BY AN OPINION ON MARKET COMPARABLE COMPENSATION DATA PROVIDED TO THE BOARD BY AN INDEPENDENT COMPENSATION EXPERT. THE ORGANIZATION MAINTAINS CONTEMPORANEOUS DOCUMENTATION OF THE SUBSTANTIATION OF THE DELIBERATION AND DECISION BY THE BOARD.

PART VI SECTION C LINE 19:

AFFILIATES OF WHEATON FRANCISCAN HEALTHCARE AND FRANCISCAN MINISTRIES PROVIDE UPON REQUEST CERTAIN DOCUMENTS INCLUDING OUR FINANCIAL STATEMENTS, CONFLICT OF INTEREST POLICY, AND GOVERNING DOCUMENTS THAT SUPPORT OUR TAX EXEMPT STATUS, INCLUDING, BUT NOT LIMITED TO, ARTICLES OF INCORPORATION AND BYLAWS. REQUESTS FOR INFORMATION ARE CONSIDERED ON A CASE-BY-CASE BASIS, AND THIS PROCESS IS OUTLINED IN OUR PUBLIC DISCLOSURE POLICY.

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AS PART OF THE REQUIREMENTS FOR TAX EXEMPT BOND FINANCING, THE CONSOLIDATED FINANCIAL STATEMENTS OF WHEATON FRANCISCAN SERVICES, INC. (#36-3262111), THE PARENT CORPORATION OF WHEATON FRANCISCAN HEALTHCARE AND FRANCISCAN MINISTRIES AFFILIATES ARE REQUIRED TO BE PROVIDED EACH QUARTER TO THE MUNICIPAL SECURITIES RULE MAKING BOARD (MSRB). THE VEHICLE USED TO ACCOMPLISH THIS IS THROUGH AN EXTERNAL WEBSITE ([HTTP://EMMA.MSRB.ORG/](http://emma.msrb.org/)) REFERRED TO AS "EMMA" (ELECTRONIC MUNICIPAL MARKET ACCESS SYSTEM). THE FINANCIAL STATEMENTS ARE UPLOADED EACH QUARTER TO THE WEBSITE, AND ALONG WITH OTHER INFORMATION PROVIDED AT THE BOND'S INCEPTION, ARE AVAILABLE FOR VIEWING BY THE GENERAL PUBLIC.

PART VII COLUMN B:

WHEATON FRANCISCAN HEALTHCARE AND FRANCISCAN MINISTRIES ARE A CONTROLLED GROUP OF RELATED HEALTHCARE AND HOUSING ORGANIZATIONS. AS SUCH, MANY EMPLOYEES WHO ARE AT THE DIRECTOR LEVEL OR ABOVE, OR WHO ARE OFFICERS AND/OR DIRECTORS OF ORGANIZATIONS WHERE WHEATON HAS COMMON BOARDS AND OTHER OVERLAPS, SPEND SIGNIFICANT TIME DEVOTED TO TASKS NOT ONLY FOR THE FILING ORGANIZATION, BUT ALSO FOR RELATED ORGANIZATIONS. WHILE THERE IS NO OFFICIAL TIME STUDY TRACKING THAT IS DONE, IT IS ESTIMATED THAT FOR EACH EMPLOYEE, TASKS DEVOTED TO RELATED ORGANIZATIONS COULD APPROXIMATE UP TO 80% OR MORE OF TOTAL HOURS.

DISCLOSURE STATEMENT RELATED TO FORMS 5471:

INFORMATION RETURN OF US PERSONS WITH RESPECT TO CERTAIN FOREIGN CORPORATIONS FILED ON BEHALF OF THE TAXPAYER

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UNDER THE CONSTRUCTIVE OWNERSHIP RULES OF INTERNAL REVENUE CODE SECTIONS 958(A) AND (B), THE TAXPAYER IS REQUIRED TO FILE FORMS 5471, INFORMATION RETURN OF US PERSONS WITH RESPECT TO CERTAIN FOREIGN CORPORATIONS, AS A CATEGORY 5 FILER WITH RESPECT TO CERTAIN CONTROLLED FOREIGN CORPORATIONS (CFCS). THESE FILING REQUIREMENTS ARE OR WILL BE SATISFIED THROUGH THE FILING OF FORMS 5471 FOR THESE CFCS BY OTHER US TAXPAYERS IDENTIFIED BELOW WHO HAVE THE SAME FILING REQUIREMENT.

TAXPAYER NAME: WHEATON FRANCISCAN SERVICES, INC.

ADDRESS: 26 W171 ROOSEVELT ROAD, WHEATON IL 60187

FEIN NUMBER OF US TAX RETURN WITH WHICH FORM 5471 WAS FILED: 36-3262111

IRS SERVICE CENTER WHERE US TAX RETURN WAS OR WILL BE FILED: E-FILED

ATTACHMENT 1FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

AS A MEMBER OF WHEATON FRANCISCAN HEALTHCARE, OUR AFFILIATES STRIVE TO LIVE OUT THE HEALING MINISTRY OF JESUS WHILE PROVIDING EXCEPTIONAL AND COMPASSIONATE HEALTHCARE SERVICES THAT PROMOTE THE DIGNITY AND WELL-BEING OF THE PATIENTS AND COMMUNITIES WE SERVE. OUR VISION IS

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ATTACHMENT 1 (CONT'D)FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

TO BE RECOGNIZED FOR SUPERIOR HEALTHCARE SERVICE, CLINICAL
EXCELLENCE, AS THE HEALTHCARE EMPLOYER OF CHOICE, AND THE PREFERRED
PARTNER OF PHYSICIANS.

ATTACHMENT 2FORM 990, PART III - PROGRAM SERVICE, LINE 4A

WHEATON FRANCISCAN SERVICES, INC. (WFSI) IS A CATHOLIC,
NOT-FOR-PROFIT HEALTH CARE AND HOUSING ORGANIZATION SERVING AT
SITES IN WISCONSIN, IOWA, ILLINOIS, AND COLORADO. THE SYSTEM
INCLUDES 15 HOSPITAL SITES*, THREE TRANSITIONAL AND EXTENDED-CARE
FACILITIES, TWO HOME HEALTH AGENCIES, MORE THAN 3,000 PHYSICIANS,
MORE THAN 70 CLINIC SITES WITH 518 EMPLOYED PHYSICIANS, AND
APPROXIMATELY 2,620 UNITS OF ASSISTED LIVING AND OTHER HOUSING,
AND THE CORPORATE SERVICES OFFICES IN WHEATON, ILLINOIS, AND
GLENDALE, WISCONSIN. STARTED MORE THAN 130 YEARS AGO AND FORMALLY
INCORPORATED IN 1983, WFSI IS COMMITTED TO LIVING OUT THE MISSION
AND VALUES OF ITS SPONSORS, THE WHEATON FRANCISCAN SISTERS, BY
PROVIDING EXCELLENT AND COMPASSIONATE HEALTH CARE AND HOUSING
SERVICES TO ALL, REGARDLESS OF THEIR ABILITY TO PAY.

WFSI WAS INCORPORATED IN 1983 TO PRESERVE AND STRENGTHEN
JUDEO-CHRISTIAN VALUES, PROVIDE A FRAMEWORK FOR LAY EXPERTISE AND
INVOLVEMENT, RESPOND TO AN INCREASINGLY COMPLEX ENVIRONMENT,
ENSURE CONTINUITY OF FRANCISCAN SPONSORSHIP, AND ASSURE VIABILITY
AND EXCELLENCE THROUGHOUT THE ORGANIZATION. AS A NOT-FOR-PROFIT

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ATTACHMENT 2 (CONT'D)

ORGANIZATION, WFSI REINVESTS ALL NET INCOME INTO THE COMMUNITIES IT SERVES. ITS MULTIPLE ENTITIES ARE DEDICATED TO DELIVERING QUALITY HEALTH CARE TO PATIENTS AND RESIDENTS THROUGH HIGHLY-TRAINED STAFF, ADVANCED TECHNOLOGY, AND SUPERIOR AND COMPASSIONATE SERVICE; CARING FOR EACH PERSON'S BODY, MIND, AND SPIRIT WITH RESPECT AND DIGNITY; WORKING TO IMPROVE THE HEALTH OF THE COMMUNITIES; AND ENSURING HEALTH CARE ACCESS FOR EVERYONE.

WFSI IS ORGANIZED INTO MARKET-BASED REGIONAL HOLDING COMPANIES ORGANIZED IN THE SOUTHEAST, WISCONSIN REGION, AS WELL AS OTHER REGIONAL HOLDING COMPANIES CONDUCTING SERVICES IN ILLINOIS, IOWA, AND COLORADO. THE SYSTEM'S HOUSING AND SPIRITUAL DEVELOPMENT SERVICES ARE ORGANIZED UNDER THE HOLDING COMPANY NAME OF FRANCISCAN MINISTRIES, INC. SINCE 2006, THE "DOING BUSINESS AS" NAME FOR WFSI'S HEALTH CARE MINISTRY HAS BEEN WHEATON FRANCISCAN HEALTHCARE (WFH).

2012 MARKED THE 11TH CONSECUTIVE YEAR WHEATON FRANCISCAN HEALTHCARE IN SOUTHEAST WISCONSIN WAS NAMED ONE OF THE TOP 100 MOST EFFICIENT, BEST PERFORMING HEALTH CARE NETWORKS IN THE NATION, ACCORDING TO IMS (FORMERLY SDI), THE NATION'S PREMIER INTEGRATED HEALTH NETWORK (IHN) EVALUATION SYSTEM. THE TOP 100 RANKING IS BASED ON INTEGRATION IN AREAS SUCH AS MANAGED CARE, INFORMATION SYSTEMS, AND PHYSICIAN AFFILIATIONS. WHEATON FRANCISCAN HEALTHCARE SCORED ABOVE THE NATION'S TOP 100 INTEGRATED HEALTH NETWORKS' AVERAGE SCORE IN THE AREAS OF HOSPITAL

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ATTACHMENT 2 (CONT'D)

UTILIZATION, PHYSICIAN PARTICIPATION, SERVICES AND ACCESS,
OUTPATIENT UTILIZATION, INTEGRATION, AND INTEGRATED TECHNOLOGY.
OTHER NATIONAL RECOGNITIONS INCLUDE BEING NAMED ONE OF THE BEST
PERFORMING 50 SYSTEMS IN THOMPSON REUTERS' 100 TOP HOSPITALS:
HEALTH SYSTEMS QUALITY/EFFICIENCY STUDY IN 2009.

WHEATON FRANCISCAN HEALTHCARE HAS BEEN RECOGNIZED FOR ITS
DEDICATION TO PATIENT PRIVACY AND IS NOW A FAIRWARNING® READY
CERTIFIED CARE PROVIDER. WHEATON RECEIVED THE CERTIFICATION FOR
TAKING CUTTING-EDGE MEASURES TO ENSURE SENSITIVE PATIENT
INFORMATION IS PROTECTED AT ALL TIMES, AND PATIENT PRIVACY
MONITORING IS ONE OF THE ESSENTIALS.

WHEATON FRANCISCAN HEALTHCARE IS ALSO A RECIPIENT OF THE ECRI
INSTITUTE'S HEALTHCARE SUPPLY CHAIN ACHIEVEMENT AWARD. THE AWARD
HONORS ORGANIZATIONS THAT DEMONSTRATE EXCELLENCE IN OVERALL COST
MANAGEMENT AND IN ADOPTING BEST PRACTICE SOLUTIONS IN SUPPLY CHAIN
PROCESSES. WHEATON IS ONE OF FIVE HEALTH CARE ORGANIZATIONS
NATIONWIDE TO BE HONORED.

WHEATON FRANCISCAN HEALTHCARE HAS ALSO RECEIVED A 2009 VIP AWARD
FROM MCKESSON TECHNOLOGY SOLUTIONS FOR ITS SUCCESS IN USING
INFORMATION TECHNOLOGY TO ENHANCE PATIENT SAFETY ACROSS NINE
HOSPITAL SITES AND MORE THAN 100 PHYSICIAN OFFICES. THE VIP AWARDS
ARE PRESENTED ANNUALLY TO ORGANIZATIONS THAT DEMONSTRATE VISION,

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ATTACHMENT 2 (CONT'D)

INNOVATION AND PERFORMANCE IN THE USE OF HEALTHCARE IT. WHEATON FRANCISCAN HEALTHCARE WAS ONE OF FIVE HEALTH CARE ORGANIZATIONS SELECTED BY A PANEL OF EXPERTS IN THE FIELD OF HEALTH CARE IT USE TO RECEIVE THE AWARD.

PLEASE SEE OUR FULL 2013 ANNUAL REPORT ONLINE AT:
WWW.WHEATONANNUALREPORT.ORG

CORPORATE STRUCTURE:

PARENT COMPANY: WHEATON FRANCISCAN SERVICES, INC. DBA WHEATON FRANCISCAN HEALTHCARE

HEALTH CARE MINISTRY: WHEATON FRANCISCAN HEALTHCARE

HOUSING MINISTRY: FRANCISCAN MINISTRIES, INC.

HEALTH CARE MISSION: WHEATON FRANCISCAN HEALTHCARE IS COMMITTED TO LIVING OUT THE HEALING MINISTRY OF JESUS BY PROVIDING EXCEPTIONAL AND COMPASSIONATE HEALTH CARE SERVICE THAT PROMOTES THE DIGNITY AND WELL BEING OF THE PEOPLE WE SERVE.

HEALTH CARE VISION: OUR HEALTH MINISTRIES WILL BE RECOGNIZED IN EACH COMMUNITY WE SERVE FOR SUPERIOR AND COMPASSIONATE PATIENT SERVICE, CLINICAL EXCELLENCE, AS THE HEALTH CARE EMPLOYER OF CHOICE, AND THE PREFERRED PARTNER OF PHYSICIANS.

HOUSING MISSION: FRANCISCAN MINISTRIES IS COMMITTED TO PROVIDING

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ATTACHMENT 2 (CONT'D)

QUALITY AND AFFORDABLE HOUSING IN A COMPASSIONATE ENVIRONMENT THAT
PROMOTES WHOLENESS OF LIFE WITHIN OURSELVES AND THE COMMUNITIES WE
SERVE.

HOUSING VISION: OUR HOUSING MINISTRIES WILL BE RECOGNIZED FOR
EXCELLENCE IN PROPERTY MANAGEMENT AND A WELL-INTEGRATED NETWORK OF
SUPPORT SERVICES THAT PROVIDE HOPE, GROWTH, AND OPPORTUNITY.

VALUES:

OUR COMMON VALUES, WHICH FLOW FROM OUR MISSION AND CATHOLIC
TRADITION, MUST HAVE MEANING FOR EVERY ONE OF US. THROUGH THEM WE
PUT THE HEALING MINISTRY OF JESUS INTO PRACTICE THROUGHOUT THE
WHEATON FRANCISCAN SYSTEM.

RESPECT: WE VALUE EACH PERSON AS SACRED, CREATED IN THE IMAGE AND
LIKENESS OF GOD, WHICH GIVES WORTH AND MEANING TO EACH PERSON'S
LIFE.

INTEGRITY: WE VALUE HONESTY AND WORDS AND ACTIONS THAT BUILD
TRUST.

DEVELOPMENT: WE VALUE PERSONAL AND PROFESSIONAL GROWTH THAT
COMBINES THE PHYSICAL, EMOTIONAL, SPIRITUAL AND RELATIONAL ASPECTS
OF LIFE AND WORK.

EXCELLENCE: WE VALUE SUPERIOR PERFORMANCE IN OUR WORK AND

| | |
|--------------------------|--------------------------------|
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ATTACHMENT 2 (CONT'D)

SERVICE.

STEWARDSHIP: WE VALUE OUR RESPONSIBILITY TO USE HUMAN, FINANCIAL,
AND NATURAL RESOURCES ENTRUSTED TO US FOR THE COMMON GOOD, WITH
SPECIAL CONCERN FOR THOSE WHO ARE POOR.

WHEATON FRANCISCAN HEALTHCARE
WHEATON FRANCISCAN SERVICES, INC.'S HEALTH CARE DIVISION, DOING
BUSINESS AS WHEATON FRANCISCAN HEALTHCARE (WFH), CONSISTS OF
FACILITIES IN ILLINOIS, IOWA, AND WISCONSIN.

SYSTEM STATISTICS

HOSPITAL SITES: 15

STAFFED HOSPITAL BEDS: 1,679

LONG-TERM CARE FACILITIES: 3

HOME HEALTH AGENCIES: 2

UNITS OF HOUSING: 2,620

ASSOCIATES: 17,229

AFFILIATED PHYSICIANS: 2,172

EMPLOYED PHYSICIANS: 518

EMERGENCY ROOM VISITS: 332,308

NEWBORNS: 8,418

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ATTACHMENT 2 (CONT'D)

HOSPITAL ADMISSIONS: 66,820

HOSPITAL PATIENT DAYS: 322,563

SKILLED NURSING UNIT PATIENT DAYS: 19,025

LONG-TERM CARE FACILITY PATIENT DAYS: 83,354

HOSPITAL OUTPATIENT VISITS: 1,576,902

HOSPICE DAYS: 27,743

HOME HEALTH VISITS: 124,106

MEDICAL GROUP PHYSICIAN VISITS: 1,518,467

WFH ORGANIZATIONS

IOWA

COVENANT MEDICAL CENTER, INC.

MERCY HOSPITAL OF FRANCISCAN SISTERS, INC.

SARTORI MEMORIAL HOSPITAL, INC.

COVENANT CLINIC

COVENANT FOUNDATION, INC.

SARTORI HEALTH CARE FOUNDATION, INC.

ILLINOIS

MARIANJOY REHABILITATION HOSPITAL AND CLINICS

MARIANJOY MEDICAL GROUP

MARIANJOY FOUNDATION

RUSH OAK PARK HOSPITAL, INC.

OSF SERVICES

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ATTACHMENT 2 (CONT'D)

CANTICLE MINISTRIES

UPENDO VILLAGE

WISCONSIN

WHEATON FRANCISCAN - ELMBROOK MEMORIAL, MIDWEST SPINE AND

ORTHOPEDIC HOSPITAL AND WISCONSIN HEART HOSPITAL, AND ST. JOSEPH

CAMPUSES

ALL SAINTS

ST. FRANCIS

FRANKLIN

FRANCISCAN WOODS

THE TERRACE AT ST. FRANCIS

WHEATON FRANCISCAN HOME HEALTH

WHEATON FRANCISCAN HOSPICE

WHEATON FRANCISCAN LABORATORIES

WHEATON FRANCISCAN MEDICAL GROUP

ALL SAINTS FOUNDATION

VOLUNTEERS IN PARTNERSHIP WITH WHEATON FRANCISCAN HEALTHCARE-ALL

SAINTS

ST. JOSEPH FOUNDATION

ELMBROOK MEMORIAL FOUNDATION

CIRCLE OF LIFE FOUNDATION

THE FOUNDATION FOR ST. FRANCIS AND FRANKLIN

AFFILIATIONS INCLUDE:

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ATTACHMENT 2 (CONT'D)

MIDWEST ORTHOPEDIC SPECIALTY HOSPITAL - FRANKLIN, WI

UNITED HOSPITAL SYSTEM - KENOSHA, WISCONSIN

ST. CATHERINE'S MEDICAL CENTER AND KENOSHA MEDICAL CENTER
CAMPUSES

WHEATON FRANCISCAN HEALTHCARE COMMUNITY IMPACT FOR SYSTEM / 2013

CHARITY CARE: \$43,946,084. CHARITY CARE IS DEFINED AS FREE OR
DISCOUNTED HEALTH SERVICES PROVIDED TO THOSE WHO CANNOT AFFORD TO
PAY AND WHO MEET ALL CRITERIA FOR FINANCIAL ASSISTANCE. CHARITY
CARE IS BASED ON ACTUAL COSTS, NOT CHARGES, AND DOES NOT INCLUDE
BAD DEBT.

UNREIMBURSED COST OF PUBLIC PROGRAMS: \$99,435,176. UNREIMBURSED
COST OF PUBLIC PROGRAMS IS DEFINED AS THE SHORTFALL EXPERIENCED
WHEN PAYMENTS RECEIVED ARE BELOW THE COST OF TREATING PUBLIC
BENEFICIARIES THROUGH MEDICAID AND OTHER LOCAL PUBLIC PROGRAMS.

COMMUNITY HEALTH IMPROVEMENT SERVICES: \$3,807,719. COMMUNITY
HEALTH IMPROVEMENT SERVICES ARE DEFINED AS CLINICAL AND
NON-CLINICAL SERVICES DESIGNED TO IMPROVE COMMUNITY HEALTH, WHICH
ARE PROVIDED TO THE COMMUNITY FOR FREE OR FOR FEES THAT DID NOT
COVER COSTS.

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ATTACHMENT 2 (CONT'D)

FINANCIAL CONTRIBUTIONS: \$2,697,345. FINANCIAL CONTRIBUTIONS ARE DEFINED AS CONTRIBUTIONS, INCLUDING CASH, NON-CASH ITEMS SUCH AS FOOD, FURNITURE, EQUIPMENT, SUPPLIES, AND LOANED STAFF FOR VOLUNTEER AND CHARITABLE PURPOSES, MADE TO INDIVIDUALS, COMMUNITY GROUPS, OR NONPROFIT ORGANIZATIONS FOR CHARITABLE PURPOSES.

HEALTH PROFESSIONS EDUCATION: \$10,303,368. HEALTH PROFESSIONS EDUCATION IS DEFINED AS DIRECT COSTS INCURRED FOR ACCREDITED TRAINING AND EDUCATION PROGRAMS FOR PHYSICIANS, NURSES, ALLIED HEALTH PROFESSIONALS AND TECHNICIANS (DOES NOT INCLUDE ONGOING EDUCATION FOR STAFF).

COMMUNITY BUILDING ACTIVITIES: \$593,099. COMMUNITY BUILDING ACTIVITIES ARE DEFINED AS PROGRAMS THAT, WHILE NOT DIRECTLY RELATED TO HEALTH CARE, PROVIDE OPPORTUNITIES TO ADDRESS THE ROOT CAUSES OF HEALTH PROBLEMS, SUCH AS POVERTY, HOMELESSNESS, AND ENVIRONMENTAL ISSUES. COSTS FOR THESE ACTIVITIES INCLUDE CASH AND IN-KIND DONATIONS.

COMMUNITY BENEFIT OPERATIONS: \$165,671. COMMUNITY BENEFIT OPERATIONS ARE DEFINED AS COSTS ASSOCIATED WITH DEDICATED STAFF AND COMMUNITY HEALTH NEEDS AND/OR ASSETS ASSESSMENT, AS WELL AS OTHER COSTS ASSOCIATED WITH COMMUNITY BENEFIT STRATEGY AND OPERATIONS.

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ATTACHMENT 2 (CONT'D)

RESEARCH: \$642,925. RESEARCH IS DEFINED AS COSTS INCURRED FOR HEALTH-RELATED RESEARCH, SUCH AS MEDICAL EQUIPMENT TESTING, CONTROLLED STUDIES OF THERAPEUTIC PROTOCOLS, AND STUDIES OF HEALTH CARE DELIVERY METHODS.

SUBSIDIZED HEALTH SERVICES: \$14,147,011. SUBSIDIZED HEALTH SERVICES ARE DEFINED AS THE NEGATIVE MARGIN FOR CLINICAL SERVICES THAT ARE PROVIDED DESPITE A FINANCIAL LOSS BECAUSE OF AN IDENTIFIED COMMUNITY NEED THAT WOULD NEED TO BE MET BY THE GOVERNMENT OR ANOTHER NOT-FOR-PROFIT IF IT WAS NOT OFFERED. THE FINANCIAL LOSSES ARE SO SIGNIFICANT THAT NEGATIVE MARGINS REMAIN AFTER REMOVING THE EFFECTS OF CHARITY CARE, BAD DEBT, AND MEDICAID SHORTFALLS.

TOTAL BENEFIT TO THE COMMUNITY FOR SYSTEM 2013: \$175,738,398.

UPENDO VILLAGE

THE PURPOSE OF UPENDO VILLAGE NFP IS TO ASSIST THE WHEATON FRANCISCAN SISTERS AND THE ASSUMPTION SISTERS OF NAIROBI IN THEIR MISSION OF BRINGING LOVE, LIFE AND HOPE TO KENYANS LIVING WITH HIV/AIDS IN THE AREA OF NAIVASHA TOWN, KENYA. THROUGH ITS FUND DEVELOPMENT, EDUCATION, OVERSIGHT, AND SHARING OF EXPERTISE, UPENDO VILLAGE, NFP ASSISTS THE SEPARATE UNRELATED ENTITY, ASN UPENDO VILLAGE IN KENYA, TO MAINTAIN AND EXPAND PROVISION OF

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ATTACHMENT 2 (CONT'D)

COMPREHENSIVE PROGRAMS THAT SAVE LIVES AND ENGENDER HOPE,
 OPPORTUNITY AND GROWTH FOR THOSE SERVED, WHILE PROMOTING DIGNITY,
 SELF-RELIANCE AND QUALITY OF LIFE.

ATTACHMENT 3FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

| <u>DESCRIPTION</u> | <u>AMOUNT</u> |
|---------------------|---------------|
| HOLIDAY MARKETPLACE | 104. |
| TOTAL | <u>104.</u> |

ATTACHMENT 4FORM 990, PART VIII - FUNDRAISING EVENTS

| <u>DESCRIPTION</u> | <u>GROSS INCOME</u> | <u>DIRECT EXPENSES</u> | <u>NET INCOME</u> |
|---------------------|-------------------------|----------------------------|-----------------------|
| HOLIDAY MARKETPLACE | 2,300. | 80. | 2,220. |
| CRAFT FAIR | 489. | 99. | 390. |
| TOTALS | <u>2,789.</u> | <u>179.</u> | <u>2,610.</u> |

ATTACHMENT 5FORM 990, PART VIII - GAMING ACTIVITIES

| <u>DESCRIPTION</u> | <u>GROSS INCOME</u> | <u>DIRECT EXPENSES</u> | <u>NET INCOME</u> |
|---------------------|-------------------------|----------------------------|-----------------------|
| HOLIDAY MARKETPLACE | 1,485. | 1,055. | 430. |
| TOTALS | <u>1,485.</u> | <u>1,055.</u> | <u>430.</u> |

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service**Related Organizations and Unrelated Partnerships**

► Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
 ► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2012**Open to Public
Inspection**

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

| | (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|-----|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | | | | | | |
| (4) | | | | | | |
| (5) | | | | | | |
| (6) | | | | | | |

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| | (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|-----|---|-------------------------|--|----------------------------|---|----------------------------------|--|----|
| | | | | | | | Yes | No |
| (1) | WHEATON FRANCISCAN SERVICES INC 26 W 171 ROOSEVELT RD WHEATON, IL 60187 | PARENT CORP | IL | 501(C)(3) | 11 - III-FI | N/A | | X |
| (2) | WFH - SOUTHEAST WISCONSIN INC 400 WEST RIVER WOODS PARKWAY GLENDALE, WI 53212 | HOLDING CO | IL | 501(C)(3) | 11 - III-FI | WFSI | | X |
| (3) | WFH - ALL SAINTS INC 3801 SPRING STREET RACINE, WI 53405 | HOSPITAL | WI | 501(C)(3) | 3 | WFH-SE WI | | X |
| (4) | WFH - ALL SAINTS FOUNDATION INC 3805B SPRING STREET RACINE, WI 53405 | FOUNDATION | WI | 501(C)(3) | 11 - I | WFH-AS INC | | X |
| (5) | VOLUNTEERS IN PARTNERSHIP WITH WFH-AS INC 3807 SPRING STREET RACINE, WI 53405 | FOUNDATION | WI | 501(C)(3) | 11 - III-O | WFH-AS INC | | X |
| (6) | WFH - CIRCLE OF LIFE FOUNDATION INC 4300 WEST BROWN DEER RD, STE 2 BROWN DEER, WI 53223 | FOUNDATION | WI | 501(C)(3) | 11 - I | WFH-PE | | X |
| (7) | WHEATON FRAN HOME HEALTH & HOSPICE INC 3070 NORTH 51ST STREET, STE 40 MILWAUKEE, WI 53210 | HOME HLTH | WI | 501(C)(3) | 3 | WFH-SE WI | | X |

For Paperwork Reduction Act Notice, see the Instructions for Form 990.**Schedule R (Form 990) 2012**

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

UPENDO VILLAGE NFP

Employer identification number

33-1007368

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

| (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
| (1) ----- | | | | | |
| (2) ----- | | | | | |
| (3) ----- | | | | | |
| (4) ----- | | | | | |
| (5) ----- | | | | | |
| (6) ----- | | | | | |

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|--|-------------------------|--|----------------------------|---|----------------------------------|--|----|
| | | | | | | Yes | No |
| (1) WHEATON FRANCISCAN MEDICAL GROUP INC 400 WEST RIVER WOODS PARKWAY GLENDALE, WI 53212 | MED GROUP | WI | 501 (C) (3) | 3 | WFH-SE WI | | X |
| (2) WHEATON FRANCISCAN -ELMBROOK FNDN 19333 WEST NORTH AVENUE BROOKFIELD, WI 53045 | FOUNDATION | WI | 501 (C) (3) | 11 - I | WF INC | | X |
| (3) WHEATON FRANCISCAN LABORATORIES INC 3237 SOUTH 16TH STREET MILWAUKEE, WI 53215 | LABORATORY | WI | 501 (C) (3) | 9 | WFH-SE WI | | X |
| (4) WFH PHARMACY ENT AND FRAN WOODS INC 19525 WEST NORTH AVENUE BROOKFIELD, WI 53005 | PHARMACY | WI | 501 (C) (3) | 9 | WFH-SE WI | | X |
| (5) WFH - ST FRANCIS INC 3237 SOUTH 16TH STREET MILWAUKEE, WI 53215 | HOSPITAL | WI | 501 (C) (3) | 3 | WFH-SE WI | | X |
| (6) WF - ST JOSEPH FOUNDATION INC 5000 WEST CHAMBERS STREET MILWAUKEE, WI 53210 | FOUNDATION | WI | 501 (C) (3) | 11 - I | WF INC | | X |
| (7) WHEATON FRANCISCAN INC 5000 WEST CHAMBERS STREET MILWAUKEE, WI 53210 | HOSPITAL | WI | 501 (C) (3) | 3 | WFH-SE WI | | X |

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

Schedule R (Form 990) 2012

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service**Related Organizations and Unrelated Partnerships**

► Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
 ► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2012**Open to Public
Inspection**

Name of the organization

UPENDO VILLAGE NFP

Employer identification number

33-1007368

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

| | (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|-----|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | | | | | | |
| (4) | | | | | | |
| (5) | | | | | | |
| (6) | | | | | | |

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| | (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|-----|---|-------------------------|--|----------------------------|---|----------------------------------|--|----|
| | | | | | | | Yes | No |
| (1) | WFH-FNDN FOR ST FRANCIS AND FRANKLIN INC 32-0135258 3237 SOUTH 16TH STREET MILWAUKEE, WI 53215 | FOUNDATION | WI | 501 (C) (3) | 11 - I | WFH-SFH | | X |
| (2) | WFH - TERRACE AT ST FRANCIS INC 39-1486775 3200 SOUTH 20TH STREET MILWAUKEE, WI 53215 | NURSING HOME | WI | 501 (C) (3) | 9 | WFH-SE WI | | X |
| (3) | WFH - FRANKLIN INC 56-2592868 10101 SOUTH 27TH STREET FRANKLIN, WI 53132 | HOSPITAL | WI | 501 (C) (3) | 3 | WFH-SE WI | | X |
| (4) | WHEATON WAY CONDO OWNERS ASSCN INC 30-0659830 10101 SOUTH 27TH STREET FRANKLIN, WI 53132 | CONDO ASSCN | WI | N/A | N/A | WFH-FRKLN | | X |
| (5) | METRO PHYSICIANS INC 94-3436893 400 WEST RIVER WOODS PARKWAY GLENDALE, WI 53212 | MEID GROUP | WI | 501 (C) (3) | 3 | WFMG | | X |
| (6) | MARIANJOY INC 36-3483589 26 W 171 ROOSEVELT RD WHEATON, IL 60187 | HOLDING CO | IL | 501 (C) (3) | 11 - III-FI | WFSI | | X |
| (7) | MARIANJOY FOUNDATION INC 35-2165613 26 W 171 ROOSEVELT RD WHEATON, IL 60187 | FOUNDATION | IL | 501 (C) (3) | 7 | MJ HOSP | | X |

For Paperwork Reduction Act Notice, see the Instructions for Form 990.**Schedule R (Form 990) 2012**

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service

Name of the organization

UPENDO VILLAGE NFP

Related Organizations and Unrelated Partnerships

► Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
 ► Attach to Form 990. ► See separate instructions.

Employer identification number
33-1007368OMB No. 1545-0047
2012Open to Public
Inspection**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

| | (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|-----|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | | | | | | |
| (4) | | | | | | |
| (5) | | | | | | |
| (6) | | | | | | |

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| | (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|-----|--|-------------------------|--|----------------------------|---|----------------------------------|--|----|
| | | | | | | | Yes | No |
| (1) | MARIANJOY REHAB CENTER AUXILIARY INC 26 W 171 ROOSEVELT RD WHEATON, IL 60187 36-3896976 | AUXILIARY | IL | 501 (C) (3) | 11 - I | MJ HOSP | | X |
| (2) | MARIANJOY REHAB HOSPITAL & CLINICS INC 26 W 171 ROOSEVELT RD WHEATON, IL 60187 36-2680776 | REHAB HOSPITA | IL | 501 (C) (3) | 3 | MARIANJOY | | X |
| (3) | REHABILITATION MEDICINE CLINIC INC 26 W 171 ROOSEVELT RD WHEATON, IL 60187 36-3236791 | MEDICAL GRP | IL | 501 (C) (3) | 3 | MARIANJOY | | X |
| (4) | OSF SERVICES INC PO BOX 667 WHEATON, IL 60187-0667 39-1471463 | HOLDING CO | WI | 501 (C) (3) | 11 - III-FI | WFSI | | X |
| (5) | CANTICLE MINISTRIES INC PO BOX 667 WHEATON, IL 60187-0667 36-4091836 | HOUSING/ADVCY | IL | 501 (C) (3) | 7 | OSF SVCS INC | | X |
| (6) | FRANCISCAN SISTERS CHARITABLE FUND OF CO 2626 OSCEOLA STREET DENVER, CO 80212 84-0733072 | AUXILIARY | CO | 501 (C) (3) | 7 | OSF SVCS INC | | X |
| (7) | RUSH OAK PARK HOSPITAL INC 520 SOUTH MAPLE AVENUE OAK PARK, IL 60304 36-2183812 | HOSPITAL | IL | 501 (C) (3) | 3 | OSF SVCS INC | | X |

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

Schedule R (Form 990) 2012

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

UPENDO VILLAGE NFP

Employer identification number
33-1007368**Part I** Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

| | (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|-----|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | | | | | | |
| (4) | | | | | | |
| (5) | | | | | | |
| (6) | | | | | | |

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| | (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|-----|--|-------------------------|--|----------------------------|---|----------------------------------|--|----|
| | | | | | | | Yes | No |
| (1) | SET MINISTRY INC 2977 NORTH 50TH STREET MILWAUKEE, WI 53210 | SOCIAL WORK | WI | 501 (C) (3) | 9 | OSF SVCS INC | | X |
| (2) | ST CATHERINE'S HOSPITAL INC 9555 76TH STREET PLEASANT PRAIRIE, WI 53158 | HOSPITAL | WI | 501 (C) (3) | 3 | OSF SVCS INC | | X |
| (3) | SYNERGON HEALTH SYSTEM INC (2) 520 SOUTH MAPLE AVENUE OAK PARK, IL 60304 | HOSPITAL | IL | 501 (C) (3) | 3 | NONE | | X |
| (4) | UHS INC (3) 6308 EIGHTH AVENUE KENOSHA, WI 53143 | HOSPITAL | WI | 501 (C) (3) | 3 | NONE | | X |
| (5) | WFH - IOWA INC 3421 WEST NINTH STREET WATERLOO, IA 50702 | HOLDING CO | IA | 501 (C) (3) | 11 - III-FI | WFSI | | X |
| (6) | COVENANT FOUNDATION INC 3421 WEST NINTH STREET WATERLOO, IA 50702 | FOUNDATION | IA | 501 (C) (3) | 9 | COV MED CTR | | X |
| (7) | COVENANT MEDICAL CENTER INC 3421 WEST NINTH STREET WATERLOO, IA 50702 | HOSPITAL | IA | 501 (C) (3) | 3 | WFH-IOWA | | X |

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Schedule R (Form 990) 2012

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

UPENDO VILLAGE NFP

Employer identification number

33-1007368

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

| | (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|-----|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | | | | | | |
| (4) | | | | | | |
| (5) | | | | | | |
| (6) | | | | | | |

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| | (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|-----|---|-------------------------|--|----------------------------|---|----------------------------------|--|----|
| | | | | | | | Yes | No |
| (1) | MERCY HOSPITAL OF FRANCISCAN SISTERS INC 42-11178403 3421 WEST NINTH STREET WATERLOO, IA 50702 | HOSPITAL | IA | 501 (C) (3) | 3 | WFH-IOWA | | X |
| (2) | N.E. IOWA REAL ESTATE INVESTMENTS LTD 42-1207432 3421 WEST NINTH STREET WATERLOO, IA 50702 | HOLDING CO | IA | 501 (C) (2) | N/A | WFH-IOWA | | X |
| (3) | SARTORI HEALTH CARE FOUNDATION INC 42-1240996 3421 WEST NINTH STREET WATERLOO, IA 50702 | FOUNDATION | IA | 501 (C) (3) | 11 - I | SARTORI HOSP | | X |
| (4) | SARTORI MEMORIAL HOSPITAL INC 42-0758901 515 COLLEGE STREET CEDAR FALLS, IA 50613 | HOSPITAL | IA | 501 (C) (3) | 3 | WFH-IOWA | | X |
| (5) | FRANCISCAN MINISTRIES INC 36-3259684 26W171 ROOSEVELT ROAD WHEATON, IL 60187-0667 | HOLDING CO | IL | 501 (C) (3) | 11 - III-FI | WFSI | | X |
| (6) | ASSISI HOMES - BATAVIA APARTMENTS INC 36-3914084 1259 EAST WILSON STREET BATAVIA, IL 60510 | HOUSING | IL | 501 (C) (3) | 9 | FMI | | X |
| (7) | ASSISI HOMES - COLONY PARK INC 36-4039278 550 EAST THORNHILL DRIVE CAROL STREAM, IL 60188 | HOUSING | IL | 501 (C) (3) | 9 | FMI | | X |

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

Schedule R (Form 990) 2012

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service**Related Organizations and Unrelated Partnerships**

► **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
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OMB No. 1545-0047

2012**Open to Public
Inspection**

Name of the organization

UPENDO VILLAGE NFP

Employer identification number
33-1007368**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

| | (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|-----|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | | | | | | |
| (4) | | | | | | |
| (5) | | | | | | |
| (6) | | | | | | |

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| | (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? |
|-----|---|-------------------------|--|----------------------------|---|----------------------------------|--|
| | | | | | | Yes | No |
| (1) | ASSISI HOMES - CONSTITUTION HOUSE INC 401 NORTH CONSTITUTION DRIVE AURORA, IL 60506 36-4049150 | HOUSING | IL | 501 (C) (3) | 9 | FMI | X |
| (2) | ASSISI HOMES - JEFFERSON COURT INC 415 EAST KNAPP STREET MILWAUKEE, WI 53202 39-1771526 | HOUSING | WI | 501 (C) (3) | 9 | FMI | X |
| (3) | ASSISI HOMES - KENOSHA INC 1860 27TH AVENUE KENOSHA, WI 53140 39-1814815 | HOUSING | WI | 501 (C) (3) | 9 | FMI | X |
| (4) | ASSISI HOMES - SAXONY INC 1876 22ND AVENUE KENOSHA, WI 53140 39-1790498 | HOUSING | WI | 501 (C) (3) | 9 | FMI | X |
| (5) | ASSISI HOMES OF GURNEE INC 3495 WEST GRAND AVENUE GURNEE, IL 60031 36-3942336 | HOUSING | IL | 501 (C) (3) | 9 | FMI | X |
| (6) | ASSISI HOMES OF ILLINOIS INC 2126 WEST ROOSEVELT ROAD WHEATON, IL 60187 36-3803443 | HOUSING | IL | 501 (C) (3) | 9 | FMI | X |
| (7) | ASSISI HOMES OF NEENAH INC 210 BYRD AVENUE NEENAH, WI 54946 36-3767250 | HOUSING | WI | 501 (C) (3) | 9 | FMI | X |

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SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service**Related Organizations and Unrelated Partnerships**

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OMB No. 1545-0047

2012**Open to Public
Inspection**

Name of the organization

UPENDO VILLAGE NFP

Employer identification number
33-1007368**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

| | (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|-----|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | | | | | | |
| (4) | | | | | | |
| (5) | | | | | | |
| (6) | | | | | | |

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| | (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? |
|-----|---|-------------------------|--|----------------------------|---|----------------------------------|--|
| | | | | | | Yes | No |
| (1) | CANTICLE PLACE INC 26W171 ROOSEVELT ROAD WHEATON, IL 60187-0667 36-3957850 | HOUSING | IL | 501 (C) (3) | 9 | FMI | X |
| (2) | CATHERINE MARIAN HOUSING INC 806 SOUTH WISCONSIN AVENUE RACINE, WI 53403 39-1657098 | HOUSING | WI | 501 (C) (3) | 9 | FMI | X |
| (3) | CLARE GARDENS INC 2626 OSCEOLA STREET DENVER, CO 80212 23-7200039 | HOUSING | CO | 501 (C) (3) | 9 | FMI | X |
| (4) | CLARE OF ASSISI HOMES-WESTMINSTER INC 2451 WEST 82ND PLACE WESTMINSTER, CO 80031 74-2740978 | HOUSING | CO | 501 (C) (3) | 9 | FMI | X |
| (5) | DAYSpring VILLA INC 3777 WEST 26TH AVENUE DENVER, CO 80211 36-3933908 | HOUSING | CO | 501 (C) (3) | 9 | FMI | X |
| (6) | FRANCIS HEIGHTS INC 2626 OSCEOLA STREET DENVER, CO 80212 84-0626174 | HOUSING | CO | 501 (C) (3) | 9 | FMI | X |
| (7) | FRANCISCAN MINISTRIES COMMUNITY FUND INC 26W171 ROOSEVELT ROAD WHEATON, IL 60187-0667 36-4456204 | FOUNDATION | IL | 501 (C) (3) | 11 - II | FMI | X |

For Paperwork Reduction Act Notice, see the Instructions for Form 990.**Schedule R (Form 990) 2012**

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

UPENDO VILLAGE NFP

Employer identification number
33-1007368

OMB No. 1545-0047

2012

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

| | (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|-----|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | | | | | | |
| (4) | | | | | | |
| (5) | | | | | | |
| (6) | | | | | | |

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| | (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|-----|---|-------------------------|--|----------------------------|---|----------------------------------|--|----|
| | | | | | | | Yes | No |
| (1) | MARIAN HOUSING CENTER INC 4105 SPRING STREET RACINE, WI 53405 39-1515867 | HOUSING | WI | 501 (C) (3) | 9 | FMI | | X |
| (2) | MARIAN PARK INC 2126 WEST ROOSEVELT ROAD WHEATON, IL 60187 36-2750105 | HOUSING | IL | 501 (C) (3) | 9 | FMI | | X |
| (3) | RIDGEWAY PLACE INC 155 EAST RIDGEWAY AVENUE WATERLOO, IA 50702 42-1416064 | HOUSING | IA | 501 (C) (3) | 9 | FMI | | X |
| (4) | VILLIA MARIA INC 2461 WEST 82ND PLACE WESTMINSTER, CO 80031 84-1347868 | HOUSING | CO | 501 (C) (3) | 9 | FMI | | X |
| (5) | VILLIA ST CLARE INC 130 BYRD AVENUE NEENAH, WI 54946 39-1769395 | HOUSING | WI | 501 (C) (3) | 9 | FMI | | X |
| (6) | ASSISI HOMES LASALLE MANOR INC 26W171 ROOSEVELT ROAD WHEATON, IL 60189-0795 80-0623447 | HOUSING | IL | 501 (C) (3) | 9 | FMI | | X |
| (7) | | | | | | | | |

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

Schedule R (Form 990) 2012

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

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (f) Share of total income | (g) Share of end-of- year assets | (h) Disproportionate allocations? | | (i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|--|-------------------------|--|-------------------------------------|---|---------------------------------|--|---|-------|---|---|-------|--------------------------------|
| | | | | | | | Yes | No | | Yes | No | |
| (1) SRLM LTD PSHP (1) 36-3811835 PO BOX 667 WHEATON, IL 60187 | HOUSING | IL | SRLM INC | | | | | | 0 | | | |
| (2) _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| (3) _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| (4) _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| (5) _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| (6) _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| (7) _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |

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

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percen- tage ownership | (i) Section 512(b)(13) controlled entity? | |
|--|-------------------------|--|-------------------------------------|--|---------------------------------|---------------------------------------|-------------------------------------|---|-------|
| | | | | | | | | Yes | No |
| (1) WHEATON FRANCISCAN ENTERPRISES INC 400 WEST RIVER WOODS PARKWAY GLENDALE, WI 53212 | HOLDING CO | WI | WF HOLDINGS INC | C CORP | | | | | X |
| (2) WHEATON FRANCISCAN HOLDINGS INC 400 WEST RIVER WOODS PARKWAY GLENDALE, WI 53212 | HOLDING CO | WI | WFH-SE WI | C CORP | | | | | X |
| (3) WHEATON FRANCISCAN MED GRP-SUSSEX INC 400 WEST RIVER WOODS PARKWAY GLENDALE, WI 53212 | MED GROUP | WI | WF HOLDINGS INC | C CORP | | | | | X |
| (4) WHEATON FRANCISCAN PROVIDER NETWORK INC 400 WEST RIVER WOODS PARKWAY GLENDALE, WI 53212 | PROVDR CONTRACT | WI | WFH-SE WI | C CORP | | | | | X |
| (5) WHEATON FRANCISCAN INSURANCE COMPANY PO BOX 69 GT GEORGETOWN, GRAND CAYMAN | FINANCIAL | UK | WFSI | | | | | | X |
| (6) _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| (7) _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |

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

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

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

| | Yes | No |
|---|-----|----|
| a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity | | X |
| b Gift, grant, or capital contribution to related organization(s) | | X |
| c Gift, grant, or capital contribution from related organization(s) | X | |
| d Loans or loan guarantees to or for related organization(s) | | X |
| e Loans or loan guarantees by related organization(s) | | X |
| f Dividends from related organization(s) | | |
| g Sale of assets to related organization(s) | | X |
| h Purchase of assets from related organization(s) | | X |
| i Exchange of assets with related organization(s) | | X |
| j Lease of facilities, equipment, or other assets to related organization(s) | | X |
| k Lease of facilities, equipment, or other assets from related organization(s) | | X |
| l Performance of services or membership or fundraising solicitations for related organization(s) | | X |
| m Performance of services or membership or fundraising solicitations by related organization(s) | | X |
| n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) | | X |
| o Sharing of paid employees with related organization(s) | | X |
| p Reimbursement paid to related organization(s) for expenses | | X |
| q Reimbursement paid by related organization(s) for expenses | | X |
| r Other transfer of cash or property to related organization(s) | | X |
| s Other transfer of cash or property from related organization(s) | | X |

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

| | (a) Name of other organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|-----|-----------------------------------|-------------------------------|------------------------|--|
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |

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

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

| (a) Name, address, and EIN of entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Predominant income (related, unrelated, excluded from tax under section 512-514) | (e) Are all partners section 501(c)(3) organizations? | | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? | | (i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|---|-------------------------|--|---|---|----|---------------------------------|--|---|----|---|---|----|--------------------------------|
| | | | | Yes | No | | | Yes | No | | Yes | No | |
| (1) ----- | | | | | | | | | | | | | |
| (2) ----- | | | | | | | | | | | | | |
| (3) ----- | | | | | | | | | | | | | |
| (4) ----- | | | | | | | | | | | | | |
| (5) ----- | | | | | | | | | | | | | |
| (6) ----- | | | | | | | | | | | | | |
| (7) ----- | | | | | | | | | | | | | |
| (8) ----- | | | | | | | | | | | | | |
| (9) ----- | | | | | | | | | | | | | |
| (10) ----- | | | | | | | | | | | | | |
| (11) ----- | | | | | | | | | | | | | |
| (12) ----- | | | | | | | | | | | | | |
| (13) ----- | | | | | | | | | | | | | |
| (14) ----- | | | | | | | | | | | | | |
| (15) ----- | | | | | | | | | | | | | |
| (16) ----- | | | | | | | | | | | | | |

Part VII Supplemental Information

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

SUPPLEMENTAL INFORMATION**FOOTNOTES**

(1) STARVED ROCK - LASALLE MANOR, LTD PARTNERSHIP WAS TERMINATED ON 02/11/2013, AND AS SUCH, THIS IS THE LAST FISCAL YEAR THE ORGANIZATION WILL BE LISTED AS RELATED.

(2) SYNERGON HEALTH SYSTEM INC IS LISTED WITH NO DIRECT CONTROLLING ENTITY BECAUSE OF THE TWO ORGANIZATIONS WITH AN INTEREST, RUSH PRESBYTERIAN AND OSF SERVICES INC, NEITHER CAN APPOINT A MAJORITY OF THE BOARD, THEREFORE NEITHER ORGANIZATION "CONTROLS".

(3) UHS, INC. IS LISTED WITHOUT A DIRECT CONTROLLING ENTITY BECAUSE OF THE TWO ORGANIZATIONS WITH AN INTEREST, KHMC COMMUNITY BOARD AND OSF SERVICES INC, NEITHER CAN APPOINT A MAJORITY OF THE BOARD, AND SINCE KHMC IS NOT AN ENTITY (IT IS A COMMUNITY BOARD), NEITHER BODY "CONTROLS".