Consolidated Financial Statements and Other Financial Information

Peninsula Regional Health System, Inc.
Years Ended June 30, 2011 and 2010
With Reports of Independent Auditors

Ernst & Young LLP

Peninsula Regional Health System, Inc.

Consolidated Financial Statements and Other Financial Information

Years Ended June 30, 2011 and 2010

Contents

Ernst & Young LLP
621 East Pratt Street
Baltimore, Maryland 21202

Tel: + 1 410 539 7940
Fax: + 1 410 783 3832
www.ey.com

Report of Independent Auditors

Board of Trustees
Peninsula Regional Health System, Inc.

We have audited the accompanying consolidated balance sheets of Peninsula Regional Health System, Inc. as of June 30, 2011 and 2010, and the related consolidated statements of operations and changes in net assets, and cash flows for the years then ended. These financial statements are the responsibility of the Health System's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Health System's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Health System's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Peninsula Regional Health System, Inc. at June 30, 2011 and 2010, and the consolidated results of its operations and changes in its net assets and its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

Ernst & Young LLP

September 16, 2011

Peninsula Regional Health System, Inc.

Consolidated Balance Sheets

(In Thousands)

	June 30 2011	June 30 2010
Assets		
Current assets:		
Cash and cash equivalents	**$ 34,454**	$ 30,708
Short-term investments	**5,836**	5,522
Accounts receivable, less allowance for uncollectible accounts (2011 – $7,172; 2010 – $7,845)	**36,598**	36,773
Inventories and other	**13,387**	12,584
Total current assets	**90,275**	85,587
Long-term investments	**136,117**	100,227
Board-designated investments	**16,420**	13,475
Assets limited as to use:		
Debt service reserve fund	**9,349**	9,376
Donor-restricted fund	**23,607**	19,937
Self-insurance fund	**14,459**	12,494
	47,415	41,807
Property and equipment, net	**210,441**	217,250
Unamortized financing costs, net of accumulated amortization (2011 – $606; 2010 – $493)	**2,464**	2,577
Other assets	**11,369**	10,020
Total assets	**$ 514,501**	$ 470,943

	June 30	
	2011	**2010**
Liabilities and net assets		
Current liabilities:		
Current portion of long-term debt	**$ 4,978**	$ 2,842
Current portion of accrued self-insured liabilities	**1,895**	695
Accounts payable and accrued liabilities	**28,191**	26,305
Advances from third-party payors	**8,461**	8,158
Total current liabilities	**43,525**	38,000
Long-term debt, net	**131,566**	136,843
Other liabilities	**12,246**	27,800
Total liabilities	**187,337**	202,643
Net assets:		
Unrestricted	**302,285**	246,015
Temporarily restricted	**14,335**	11,880
Permanently restricted	**8,065**	8,051
Peninsula Regional Health System, Inc net assets	**324,685**	265,946
Minority interest	**2,479**	2,354
Total net assets	**327,164**	268,300
Total liabilities and net assets	**$ 514,501**	$ 470,943

See accompanying notes.

Peninsula Regional Health System, Inc.

Consolidated Statements of Operations and Changes in Net Assets

(In Thousands)

	Year Ended June 30	
	2011	**2010**
Unrestricted revenue and other support:		
Net patient service revenue	**$ 386,791**	$ 375,459
Other operating revenue	**2,361**	1,991
Total unrestricted revenue and other support	**389,152**	377,450
Operating expenses:		
Salaries and wages	**138,742**	137,107
Supplies and other expenses	**152,704**	150,323
Employee benefits	**36,169**	36,592
Depreciation	**22,214**	21,327
Bad debts	**17,477**	18,111
Interest	**6,780**	7,036
Total operating expenses	**374,086**	370,496
Income from operations	**15,066**	6,954
Nonoperating income:		
Nonoperating income	**14,666**	11,979
Basis swap income	**3,128**	1,753
	17,794	13,732
Excess of unrestricted revenue and other support over expenses	**32,860**	20,686
Minority interest in earnings of controlled subsidiaries	**(559)**	(472)
Excess of unrestricted revenue and other support over expenses attributable to Peninsula Regional Health System, Inc.	**$ 32,301**	$ 20,214

(continued)

Peninsula Regional Health System, Inc.

Consolidated Statements of Operations and Changes in Net Assets (continued)
(In Thousands)

	Year Ended June 30	
	2011	**2010**
Unrestricted net assets:		
Excess of unrestricted revenue and other support over expenses attributable to Peninsula Regional Health System, Inc.	**$ 32,301**	$ 20,214
Net assets released from restrictions	**1,200**	2,530
Unrealized gains on investments	**13,006**	4,433
Pension adjustment	**10,216**	(1,620)
Other	**(453)**	24
Increase in unrestricted net assets	**56,270**	25,581
Temporarily restricted net assets:		
Donations	**1,141**	1,078
Net realized gains on investments	**1,222**	865
Unrealized gains on investments	**1,613**	541
Net assets released from restrictions	**(1,521)**	(2,942)
Increase (decrease) in temporarily restricted net assets	**2,455**	(458)
Permanently restricted net assets:		
Donations	**5**	12
Net realized gains on investments	**4**	3
Unrealized gain on investments	**5**	2
Increase in permanently restricted net assets	**14**	17
Increase in net assets	**58,739**	25,140
Net assets at beginning of year	**265,946**	240,806
Net assets at end of year	**$ 324,685**	$ 265,946

See accompanying notes.

Peninsula Regional Health System, Inc.

Consolidated Statements of Cash Flows
(In Thousands)

	Year Ended June 30 2011	2010
Operating activities		
Change in net assets	**$ 58,739**	$ 25,140
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation of property and equipment	**22,214**	21,267
Amortization of original issue premium	**(299)**	(297)
Amortization of intangible assets	**113**	112
(Gains) losses on sale of property and equipment	**(32)**	140
Net unrealized gains on investments	**(13,021)**	(4,976)
Net realized gains on investments	**(7,478)**	(5,813)
Non-cash change in donor-restricted fund	**(2,038)**	1,297
Proceeds from restricted contributions and realized losses on restricted investments	**1,226**	867
Minority interest in earnings of controlled subsidiaries	**125**	298
Changes in operating assets and liabilities:		
Accounts receivable	**175**	1,363
Inventories and other assets	**(2,152)**	(1,937)
Accounts payable and accrued liabilities	**1,886**	(2,177)
Other liabilities	**(14,354)**	(2,838)
Advances from third-party payors	**303**	13
Net cash provided by operating activities	**45,407**	32,459
Investing activities		
Purchase of investments	**(99,550)**	(95,247)
Proceeds from sales of investments	**79,990**	94,696
Purchases of property and equipment	**(15,373)**	(18,077)
Change in assets limited as to use	**(2,660)**	(1,546)
Net cash used in investing activities	**(37,593)**	(20,174)
Financing activities		
Proceeds from restricted contributions and realized losses on restricted investments	**(1,226)**	(867)
Repayments of long-term debt	**(2,842)**	(2,739)
Net cash used in financing activities	**(4,068)**	(3,606)
Net increase in cash and cash equivalents	**3,746**	8,679
Cash and cash equivalents at beginning of year	**30,708**	22,029
Cash and cash equivalents at end of year	**$ 34,454**	$ 30,708

See accompanying notes.

1. Organization and Mission

Peninsula Regional Health System, Inc. (the Health System) serves as the parent company to Peninsula Regional Medical Center (the Hospital), Peninsula Regional Medical Center Foundation, Inc. (the Foundation) and Peninsula Health Ventures, Inc. (Health Ventures). The Health System is a not-for-profit Maryland membership corporation established to manage the integrated delivery of health care services to the community. The Health System is the sole corporate member of the Hospital and the Foundation. In its capacity as sole corporate member, the Health System will appoint trustees, approve major expenditures and approve long-term borrowings.

The Hospital is a not-for-profit, nonstock corporation founded in 1897 to serve the health care needs of its region. Primary service areas include the Maryland counties of Wicomico, Somerset and Worcester, southern Delaware and the northern Eastern Shore of Virginia. The Hospital's mission is to improve the health care of the community by providing exceptional quality primary, secondary, and selected tertiary health care services to patients in a competent and compassionate manner, designed to elicit a high degree of customer satisfaction. The Hospital provides services regardless of race, creed, sex, national origin, handicap or age.

The Foundation is a not-for-profit, nonstock corporation organized to raise contributions exclusively for the benefit of charitable, educational, medical and scientific purposes for the Hospital.

Health Ventures is a for-profit corporation organized for the purpose of owning, developing, operating and investing in health care enterprises on the Delmarva Peninsula. The Health System owns all of the outstanding shares of common stock of Health Ventures.

2. Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of the Health System and all wholly owned subsidiaries, principally the Hospital, the Foundation and Health Ventures. Additionally, the Health System has consolidated a 51%-owned affiliate, Delmarva Surgery Center, LLC, and recorded a minority interest liability equal to the remaining 49% ownership interest.

2. Significant Accounting Policies (continued)

Use of Estimates

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

Reclassifications

Certain amounts from the prior year financial statements have been reclassified in order to conform to the current year presentation.

Fair Value of Financial Instruments

The carrying amounts of financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and advances from third-party payors, approximate fair value given the short-term nature of these financial instruments.

Cash and Cash Equivalents

Cash and cash equivalents include surplus operating funds invested in money market funds and highly liquid corporate, U.S. government and agency obligations, all with maturities of less than three months when purchased.

Investments and Investment Income

Investments are carried at fair value. All such investments are considered available for sale and are classified as current or noncurrent assets based on management's intention as to use. Short-term investments represent investments with contractual maturities within one year and current investments in money market funds which have been designated for long-term investment purposes. Assets limited as to use by donor restriction are recorded at fair value at the date of donation and changes in fair value are recognized in the period in which the change occurs. Investment income from all unrestricted investments is reported as nonoperating (expense) income. Investment income on investments of restricted assets is added to or deducted from the appropriate restricted net assets when restricted as to use by the donor.

2. Significant Accounting Policies (continued)

The value of securities sold is based on the specific identification method.

The Health System periodically evaluates whether any declines in the fair value of investments are other than temporary. This evaluation consists of a review of several factors, including but not limited to: length of time and extent that a security has been in an unrealized loss position; the existence of an event that would impair the issuer's future earnings potential; the near-term prospects for recovery of the market value of a security; and the intent and ability of the Health System to hold the security until the market value recovers. Realized gains or losses are included in nonoperating (expense) income in the accompanying consolidated statements of operations and changes in net assets. Declines in fair value below cost that are deemed to be other than temporary would be recorded as realized losses within nonoperating (expense) income. Based on its evaluation, the Health System has recorded no other-than-temporary impairments for the years ended June 30, 2011 and 2010.

Derivative Instruments

The Hospital entered into a forward-starting interest rate exchange agreement on August 9, 2005 with Morgan Stanley Capital Services Inc. (the Counterparty) to reduce the risk of changing interest rates with a notional amount of $137,845. Under the agreement, the Hospital paid a fixed rate of approximately 3.5% and received a variable rate of 68% of three-month London Interbank Offered Rate (LIBOR). The Hospital unwound the agreement on January 24, 2006 and paid the Counterparty a termination payment of $1,575 on February 9, 2006 from proceeds of the 2006 Bond issue. The termination payment of $1,575 has been recognized as unamortized financing costs and is being amortized over the life of the 2006 Bond issue using the straight-line method, which approximates the effective interest method.

On January 26, 2006, the Hospital amended the August 9, 2005 agreement with the Counterparty and entered into an interest rate swap (the Basis Swap) on a notional amount of $142,910 under which the Hospital will pay the Counterparty floating rate payments based upon the Securities Industry and Financial Markets Association (SIFMA) Municipal Swap Index and will receive floating rate payments based upon 68% of three-month LIBOR, plus a fixed spread of 0.523%. Under Accounting Standards Codification No. 815, *Derivatives and Hedging*, the Hospital has recognized its derivative instruments in the balance sheets at fair value. As these derivative instruments are not designated as hedges, the changes in fair value have been recognized in the accompanying statements of operations and changes in net assets as mark-to-market adjustments, included within basis swap income (loss).

2. Significant Accounting Policies (continued)

The fair market value of the swap agreement is included in other liabilities or other assets in the accompanying consolidated balance sheets. The fair market value calculation includes a credit valuation adjustment (CVA) as required by ASC No. 820, *Fair Value Measurements and Disclosures*. At June 30, 2011, the valuation of the interest rate swap asset was increased by $447 when applying the CVA. At June 30, 2010, the valuation of the interest rate swap agreement liability position was reduced by $708 when applying the CVA. The change in the fair market value of the swap agreement is recorded in the performance indicator, as the swaps are not designated as an effective hedge.

Credit exposure associated with non-performance by the counterparty to the derivative instrument is generally limited to the uncollateralized fair value of the asset related to instruments recognized in the balance sheets.

The Hospital's derivative agreement does not contain any credit support provisions that require it to post collateral if there are declines in the derivative value or its credit rating.

At June 30, 2011, the value of this instrument was a $357 asset position, recorded in other assets. At June 30, 2010, the value of this instrument was a $2,075 liability position, recorded in other liabilities.

Accounts Receivable and Contractual Allowances

The Health System, through its member companies, provides services to patients in the Eastern Shore area of Maryland, Delaware and Virginia, the majority of whom are covered by third-party health insurance. The Health System bills the insurer directly for services provided.

Insurance coverage and financial information is obtained from patients upon admission when available. The Health System's policy is to perform in-house collection procedures for approximately 85 days. A determination is made at that time as to what additional collection efforts to pursue. A provision for uncollectible accounts is recorded for amounts not yet written off, which are expected to become uncollectible.

Discounts ranging from 2% to 6% of charges are given to Medicare, Medicaid and certain approved commercial health insurance and health maintenance organization programs for regulated services. Discounts in varying percentages are given for certain unregulated services. These major payors routinely review patient billings and deny payment for certain charges as

2. Significant Accounting Policies (continued)

medically unnecessary or as performed without appropriate preauthorization. Discounts and denials are recorded as reductions of net patient service revenue. Revenue and accounts receivable from these third-party payors have been adjusted to reflect the difference between charges and the estimated reimbursable amounts.

Approximately 33% and 35% of accounts receivable were due from the Medicare program as of June 30, 2011 and 2010, respectively.

Laws and regulations governing Medicare and Medicaid programs are complex and subject to interpretation. The Health System believes that it is in compliance with all applicable laws and regulations and is not aware of any pending or threatened investigations involving allegations of potential wrongdoing that would have a material effect on the consolidated financial statements. Compliance with such laws and regulations can be subject to future government review and interpretation as well as significant regulatory action including fines, penalties and exclusion from Medicare and Medicaid programs.

Inventories and Other Assets

Inventories and other primarily includes inventories of supplies and prepaid expenses. Inventories of supplies are carried at lower of cost or market, using the first-in, first-out method.

Other Assets

Other assets primarily include investments in joint ventures and an investment in a limited partnership. These investments are accounted for under the equity method of accounting.

Assets Limited as to Use

Assets limited as to use primarily include assets held by trustees under indenture agreements, assets held by trustees under irrevocable self-insurance trust agreements and assets, including pledges receivable, whose use has been limited by the donor of the underlying funds. Amounts required to meet current liabilities have been classified in the consolidated balance sheets as current assets.

2. Significant Accounting Policies (continued)

Board-Designated Investments

Board-designated investments include assets set aside by the Board of Trustees for future capital improvements and expansion. The Board of Trustees retains control of these assets and may, at its discretion, subsequently use them for other purposes.

Property and Equipment

Property and equipment acquisitions are recorded at cost. Depreciation is provided over the estimated useful life of each class of depreciable asset and is computed using the straight-line method. Interest cost incurred on borrowed funds during the period of construction of capital assets is capitalized as a component of the cost of acquiring those assets.

Gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted donations. Absent explicit donor stipulations about how long those assets must be maintained, expirations of donor restrictions are reported when the donated or acquired long-lived assets are placed in service.

Unamortized Financing Costs

Financing costs incurred in issuing the Maryland Health and Higher Educational Facilities Authority Project and Refunding Revenue Bonds have been capitalized and are being amortized using the straight-line method over the life of the bonds, which approximates the effective interest method. The amount amortized is recorded as an operating expense.

Estimated Self-Insurance Liabilities and Workers' Compensation

The provision for estimated professional liability claims, general liability claims and workers' compensation claims includes estimates of the ultimate costs for both reported claims and claims incurred but not reported.

(In Thousands)

2. Significant Accounting Policies (continued)

Pension Benefits

Pension benefits are recorded in accordance with ASC No. 715, *Compensation – Retirement Benefits*, which requires the recognition of the funded status of pension plans within the accompanying balance sheets. As of June 30, 2011 and 2010, the funded status of the pension plan has been recorded within other long-term assets and other long-term liabilities respectively.

Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets are those whose use by the Health System has been limited by donors to a specific time period or purpose. Temporarily restricted net assets are to be used for capital purposes and other health care services.

Permanently restricted net assets have been restricted by donors to be maintained by the Health System in perpetuity.

Net Patient Service Revenue

Net patient service revenue is reported at the estimated realizable amounts from patients, third-party payors and others for services rendered. During 2011 and 2010, approximately 49% and 49% of net patient service revenue was received under the Medicare program, 13% and 14% from CareFirst Blue Cross Blue Shield, 30% and 29% from contracts with other third parties, and 8% and 8% from other sources, respectively.

The following table sets forth the detail of net patient service revenue:

	Year Ended June 30	
	2011	**2010**
Gross patient service revenue	**$ 475,084**	$ 444,498
Revenue deductions:		
Charity care	**15,662**	13,865
Contractual and other allowances	**72,631**	55,174
Net patient service revenue	**$ 386,791**	$ 375,459

2. Significant Accounting Policies (continued)

Charity Care

The Health System provides care to patients who meet certain criteria under its charity care policy without charge or at amounts less than its established rates. Because the Health System does not pursue collection of amounts determined to qualify as charity care, they are not reported as revenue.

Donor-Restricted Gifts

Unconditional promises to give cash and other assets to the Health System are reported at fair value at the date the promise is received. Conditional promises to give and indications of intentions to give are reported at fair value at the date the gift is received. The gifts are reported as either temporarily or permanently restricted donations if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or the purpose of the restriction is accomplished, temporarily restricted net assets are reclassified as unrestricted net assets and reported in the consolidated statements of operations and changes in net assets as net assets released from restrictions. Donor-restricted contributions whose restrictions are met within the same year as received are reported as unrestricted contributions in the accompanying consolidated financial statements.

Nonoperating Income

Nonoperating income primarily includes investment income from short-term and long-term investments, board-designated investments and investments within assets limited as to use. In addition, investment income is also recorded for certain equity method investments that are included within other assets.

(In Thousands)

2. Significant Accounting Policies (continued)

The components of nonoperating income are as follows:

	Year Ended June 30 2011	2010
Interest and dividend income	**$ 3,380**	$ 3,231
Realized gains , net	**7,478**	5,813
Income earned on equity method investments	**3,718**	2,773
Other	**90**	162
Total	**$ 14,666**	$ 11,979

Income Taxes

The Health System is a not-for-profit corporation as described in Section 501(c)(3) of the Internal Revenue Code and is exempt from federal income taxes on related income pursuant to Section 501(a) of the Code.

Performance Indicator

The performance indicator for the Health System is excess of unrestricted revenue and other support over expenses, which includes all changes in unrestricted net assets except for changes in unrealized gains and losses on investments, pension adjustments in accordance with ASC No. 958-715 – *Not for Profit Entities* – *Compensation* – *Retirement Benefits* and net assets released from restrictions for property acquisitions.

Recent Accounting Pronouncements

In January 2010, the FASB issued ASC Accounting Standards Update (ASU) No. 2010-06 (ASU 2010-06), which guidance clarifies certain existing fair value measurement disclosure requirements of ASC Topic 820 – *Fair Value Measurements and Disclosures* and also requires additional fair value measurement disclosures. Specifically, ASU 2010-06 clarifies that assets and liabilities must be leveled by major class of asset or liability, and provides guidance regarding the identification of such major classes. Additionally, disclosures are required about valuation techniques and the inputs to those techniques, for those assets or liabilities designated

2. Significant Accounting Policies (continued)

as Level 2 or Level 3 instruments. Disclosures regarding transfers between Level 1 and Level 2 assets and liabilities are required, as well as a deeper level of disaggregation of activity within existing rollforwards of the fair value of Level 3 assets and liabilities. The adoption of this guidance did not have a significant impact on the Health System's consolidated financial statements for the year ended June 30, 2011.

In August 2010, the FASB issued ASU 2010-23 which provided guidance on measuring charity care for disclosure purposes. This guidance requires that cost be used as the measurement basis for charity care disclosure purposes and that cost be identified as the direct and indirect costs of providing charity care. Disclosure requirements include the method used to identify or determine such costs. This guidance is effective for the Health System for the fiscal year ending June 30, 2012. The Health System is currently evaluating the impact of this guidance.

In July 2011, the FASB issued ASU 2011-07 which provided guidance on the presentation and disclosure of patient service revenue, provisions for bad debts, and the allowance for doubtful accounts for certain health care entities. This guidance changes the presentation of the statement of operations by reclassifying the provision for bad debts associated with patient service revenue from an operating expense to a deduction from patient service revenue (net of contractual allowances and discounts). Additionally, the guidance requires enhanced disclosures about the policies for recognizing revenue and assessing bad debts, as well as qualitative and quantitative information about changes in the allowance for doubtful accounts. This guidance is effective for the Health System for the fiscal year ending June 30, 2013. The Health System is currently evaluating the impact of this guidance.

(In Thousands)

3. Property and Equipment

A summary of property and equipment follows:

	Estimated Useful Lives	June 30 2011	2010
Land	–	**$ 11,241**	$ 11,241
Land improvements	20	**11,368**	10,766
Buildings and improvements	15 – 40	**194,486**	191,893
Fixed equipment	20	**30,270**	30,270
Movable equipment	7 – 10	**192,430**	182,607
		439,795	426,777
Less accumulated depreciation		**(236,681)**	(215,624)
		203,114	211,153
Construction in progress		**7,327**	6,097
Property and equipment, net		**$ 210,441**	$ 217,250

As of June 30, 2011, the Hospital was committed to building and equipment purchases totaling approximately $1,279.

4. Other Liabilities

The components of other liabilities are as follows:

	June 30 2011	2010
Long-term benefit obligation	**$ –**	$ 14,610
Self insurance obligations	**11,695**	10,087
Interest rate swap liabilities	**112**	2,294
Other	**439**	809
Total	**$ 12,246**	$ 27,800

(In Thousands)

5. Long-Term Debt

Long-term debt consists of the following:

	June 30	
	2011	**2010**
Maryland Health and Higher Educational Facilities Authority Revenue Bonds Series 2006:		
Serial bonds with interest rates ranging from 3.50% to 5.00% and effective rates ranging from 3.49% to 4.67% due in various annual amounts on July 1 of each year from 2007 through 2021 and 2027	**$ 36,560**	$ 39,265
5.00% term bonds with effective rate of 4.44% due July 1, 2026	**24,635**	24,635
5.00% term bonds with effective rate of 4.63% due July 1, 2036	**69,505**	69,505
Property acquisition note:		
5.50% due March 1 of each year from 2007 to 2015	**60**	75
Building and equipment collateral loans:		
7.24% fixed rate due monthly from 2007 to 2009 and 7.68% fixed rate due monthly from 2007 to 2012	**2,168**	2,290
	132,928	135,770
Less: Current portion of Maryland Health and Higher Educational Facilities Authority Series 2006 serial bonds	**2,795**	2,705
Less: Property acquisition note	**15**	15
Less: Current portion of building and equipment collateral loans	**2,168**	122
	127,950	132,928
Original issue premium	**3,616**	3,915
Long-term debt, less current portion	**$ 131,566**	$ 136,843

5. Long-Term Debt (continued)

On February 9, 2006, the Maryland Health and Higher Educational Facilities Authority (MHHEFA) authorized the issuance of $142,910 aggregate principal amount of Revenue Bonds (Series 2006 Bonds) at a premium of $5,333. The proceeds of the issue, after payment of financing costs, were used primarily: (i) to finance and refinance a portion of the costs of construction, renovation, acquisition and equipping of the 2006 Project; (ii) to refund outstanding 1993 bonds; (iii) to pay a portion of the interest accruing on the Series 2006 Bonds for a period to extend to January 1, 2009; and (iv) to pay the Counterparty a termination payment of $1,575 in connection with a forward starting interest rate exchange agreement entered into on August 9, 2005 and unwound on January 24, 2006.

Under the terms of the 2006 project and refunding revenue bonds, the Hospital is required to maintain certain deposits with a trustee. Such deposits are included within assets limited as to use. The revenue note indenture also places limits on the incurrence of additional borrowings and requires that the Hospital satisfy certain measures of financial performance as long as the notes are outstanding.

The Hospital is required to make semiannual payments to the trustee sufficient to meet the annual debt service requirements of the refunding bond issue for the succeeding year. Annual sinking fund installments for the term bonds range from $3,690 on July 1, 2027 to $8,820 at maturity. The premium on the Series 2006 Bonds is being amortized over the life of the bonds using the effective interest method.

As security for the debt service requirements of the Series 2006 Bonds, the MHHEFA has a first lien and claim on all receipts of the Hospital. The terms of the indenture agreement restrict the Hospital's ability to create additional indebtedness and its use of the facilities, and require the Hospital to maintain stipulated insurance coverage and a rate structure in each year sufficient to meet certain rate covenant requirements.

On March 1, 2006, the Hospital entered into a promissory note for the acquisition of property in the amount of $135 ($60 outstanding at June 30, 2011). The interest rate is 5.50% with principal and interest due annually through 2015.

(In Thousands)

5. Long-Term Debt (continued)

On October 30, 2001, Delmarva Surgery Center, LLC (the Company), a 51%-owned subsidiary of Health Ventures, entered into variable rate loan agreements with M&T Bank in the amount of $4,500 ($2,168 outstanding at June 30, 2011) with monthly payments in various amounts through May 2012 to build and equip an ambulatory surgery center. The Company has entered into interest rate swap agreements that effectively convert its variable rate debt to a fixed rate basis for the years ended June 30, 2011 and 2010. The unrealized gain or loss on the interest rate swap is not significant.

Health Ventures has guaranteed the loan limited to its pro rata interest. In addition, the Hospital has entered into an agreement with M&T Bank to guarantee Health Ventures' commitment for this loan.

Scheduled principal repayments on long-term debt for the years ending June 30 are as follows:

2012	$ 4,978
2013	2,930
2014	3,055
2015	3,185
2016	3,330
2017 and thereafter	115,450
	$ 132,928

Fair values of long-term debt are estimated using discounted cash flow analyses, based on current incremental borrowing rates for similar types of borrowing arrangements.

The fair value of the Health System's long-term debt outstanding as of June 30, 2011 and 2010 was $132,799 and $138,189, respectively.

Total interest paid for fiscal years 2011 and 2010 was $6,718 and $6,836, respectively.

(In Thousands)

6. Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets are available for the following purposes:

	June 30	
	2011	**2010**
Health care services:		
Capital purposes	**$ 10,310**	$ 8,095
Patient services	**3,295**	3,027
Educational purposes	**730**	758
	$ 14,335	$ 11,880

Permanently restricted net assets are restricted to:

	June 30	
	2011	**2010**
Investments to be held in perpetuity, the income from which is expendable to support health care services	**$ 8,065**	$ 8,051

The Foundation initiated a major fundraising campaign for capital funds during fiscal year 2005 to support the Hospital's capital plans that include expansion and modernization of facilities. The Foundation has raised approximately $14,834 as of June 30, 2011, which includes net pledges receivable present valued at approximately $2,515. There were two large donations that represent approximately 32% and 35%, respectively, of the net pledges receivable at year-end The Foundation expects to receive payment on the majority of the pledges by 2014 and all payments by 2025.

(In Thousands)

6. Temporarily and Permanently Restricted Net Assets (continued)

Scheduled payments on pledges receivable for the years ending June 30 are as follows:

2012	$	1,336
2013 – 2016		1,070
2017 and thereafter		730
		3,136
Less:		
Impact of discounting of pledges receivable to net present value		(276)
Allowance for uncollectible pledges		(345)
Net pledges receivable, capital campaign		2,515
Other pledges receivable		424
Total pledges receivable	$	2,939

7. Functional Expenses

The Health System considers health care services and management and general to be its primary functional categories for purposes of expense classification. Depreciation and interest costs are included in health care services. The Health System's operating expenses by functional classification are as follows:

	Year Ended June 30	
	2011	**2010**
Health care services	**$ 342,380**	$ 341,250
Management and general	**31,706**	29,246
	$ 374,086	$ 370,496

8. Estimated Self-Insured Liability Claims and Workers' Compensation

The Hospital is self-insured for professional liability claims up to an annual limit of $2,000 per claim and $8,000 in aggregate. The Hospital carries an excess liability insurance policy for claims above these limits. There are known claims and incidents that may result in the assertion of additional claims, as well as claims from unknown incidents that may be asserted arising from services provided to patients. The Hospital has employed independent actuaries to estimate the

8. Estimated Self-Insured Liability Claims and Workers' Compensation (continued)

ultimate costs, if any, of the settlement of such claims. The accrued self-insurance professional liability losses have been discounted at 4% and in management's opinion provide an adequate reserve for loss contingencies. As of June 30, 2011 and 2010, respectively, $10,953 and $8,326 have been reserved for professional liability loss contingencies.

The Hospital established a trust for the purpose of setting aside assets based on actuarial funding recommendations. Under the trust agreement, the trust assets can only be used for payment of malpractice losses, related expenses and the cost of administering the trust. The assets of the trust are reported in assets limited as to use; income from trust assets, administrative costs and the Hospital's annual estimate of malpractice losses are reported in the consolidated statements of operations and changes in net assets.

The Hospital is self-insured for general liability claims beginning March 1, 2004 up to an annual limit of $1,000 per claim and $3,000 in aggregate. The Hospital carries an excess liability insurance policy for claims above these limits.

The Hospital is also self-insured for workers' compensation up to an annual limit of $400 per occurrence. The Hospital carries an excess liability insurance policy for workers' compensation claims above this limit. As of June 30, 2011 and 2010, respectively, $2,592 and $2,410 have been reserved for workers' compensation loss contingencies.

9. Investments

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

Fair values of all investments, including short-term investments, long-term investments, board-designated investments, and assets limited to use are based on quoted market prices and/or prices obtained from a third party using other market data for the same or comparable instruments and transactions in establishing the prices. Assets limited as to use also include the Foundation's temporarily restricted net assets which primarily consist of pledges receivable. Certain long-term pledges receivable have been discounted.

(In Thousands)

9. Investments (continued)

Fair value of investments and certain assets limited as to use held by the Hospital is summarized as follows:

	June 30	
	2011	**2010**
Investments:		
Cash and cash equivalents	**$ 14,368**	$ 6,988
U.S. treasury securities	**20,118**	14,651
Corporate bonds	**37,067**	36,143
Equity securities	**111,410**	79,025
Government sponsored mortgage-backed securities	**19,013**	20,097
Other (including pledges receivable held at the Foundation)	**4,169**	4,127
Total	**$ 206,145**	$ 161,031

ASC No. 320, *Investments – Debt and Equity Securities,* provides guidance on the recognition and presentation of other-than-temporary impairments. In addition, additional disclosures are required related to other-than-temporary impairments. Under this revised guidance, if a debt security is in an unrealized loss position and the Health System has the intent to sell the debt security, or it is more likely than not that the Health System will have to sell the debt security before recovery of its amortized cost basis, the decline in value is deemed to be other-than-temporary and is recorded to other-than-temporary impairment losses recognized in the performance indicator in the consolidated statements of operations. For impaired debt securities that the Health System does not intend to sell or it is more likely than not that the Health System will not have to sell such securities, but the Health System expects that it will not fully recover the amortized cost basis, the credit component of the other-than-temporary impairment is recognized in other-than-temporary impairment losses recognized in income in the consolidated statements of operations and the non-credit component of the other-than-temporary impairment is recognized as a change in unrestricted net assets.

The credit component of other-than-temporary impairment is determined by comparing the net present value of projected future cash flows with the amortized cost basis of the debt security. The net present value is calculated by discounting the best estimate of projected future cash flows at the effective interest rate implicit in the debt security at the date of acquisition.

(In Thousands)

9. Investments (continued)

Cash flow estimates are driven by assumptions regarding probability of default, including changes in credit ratings, and estimates regarding timing and amount of recoveries associated with a default. Furthermore, unrealized losses entirely caused by non-credit-related factors related to debt securities for which the Health System expects to fully recover the amortized cost basis continue to be recognized as an unrealized loss on investments within the changes in unrestricted net assets.

The following table shows the gross unrealized losses and fair value of the Health System's investments with unrealized losses that are not deemed to be other than temporarily impaired, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at June 30, 2011 and 2010:

	Fair Value < 1 year	Unrealized Losses < 1 year	Fair Value > 1 year	Unrealized Losses > 1 year	Total Unrealized Losses
June 30, 2011					
Government sponsored mortgage backed securities	**$ 10,647**	**$ 111**	**$ –**	**$ –**	**$ 111**
Corporate debt securities	**6,429**	**86**	**–**	**–**	**86**
Equity securities	**14,395**	**922**	**1,260**	**146**	**1,068**
Total investments	**$ 31,471**	**$ 1,119**	**$ 1,260**	**$ 146**	**$ 1,265**

	Fair Value < 1 year	Unrealized Losses < 1 year	Fair Value > 1 year	Unrealized Losses > 1 year	Total Unrealized Losses
June 30, 2010					
Government sponsored mortgage backed securities	$ 1,407	$ 17	$ –	$ –	$ 17
Corporate debt securities	2,608	134	–	–	134
Equity securities	30,773	2,884	233	18	2,902
Total investments	$ 34,788	$ 3,035	$ 233	$ 18	$ 3,053

10. Fair Value Measurements

ASC No. 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC No. 820 are described below:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Health System has the ability to access.
- Level 2 – Inputs to the valuation methodology include:
  - Quoted prices for similar assets or liabilities in active markets;
  - Quoted prices for identical or similar assets or liabilities in inactive markets;
  - Inputs other than quoted prices that are observable for the asset or liability;
  - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

(In Thousands)

10. Fair Value Measurements (continued)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Health System believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table presents the Health System's assets and liabilities measured at fair value, aggregated by level in the fair value hierarchy within which those measurements fall:

	Assets at Fair Value as of June 30, 2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Assets				
Cash and cash equivalents	**$ 14,368**	**$ –**	**$ –**	**$ 14,368**
U.S. government securities	**20,118**	**–**	**–**	**20,118**
Corporate debt securities	**–**	**37,067**	**–**	**37,067**
Government sponsored mortgage–backed securities	**–**	**19,013**	**–**	**19,013**
Publically traded equity securities	**111,010**	**400**	**–**	**111,410**
Other	**873**	**357**	**2,939**	**4,169**
Total assets	**$ 146,369**	**$ 56,837**	**$ 2,939**	**$ 206,145**
Liabilities				
Interest rate swap liabilities:	**$ –**	**$ (112)**	**$ –**	**$ (112)**
Total liabilities	**$ –**	**$ (112)**	**$ –**	**$ (112)**

(In Thousands)

10. Fair Value Measurements (continued)

	Assets at Fair Value as of June 30, 2010			
	Level 1	**Level 2**	**Level 3**	**Total**
Assets				
Cash and cash equivalents	$ 6,988	$ –	$ –	$ 6,988
U.S. government securities	14,651	–	–	14,651
Corporate debt securities	–	36,143	–	36,143
Government sponsored mortgage–backed securities	–	20,097	–	20,097
Publically traded equity securities	78,889	136	–	79,025
Other	940	–	3,187	4,127
Total assets	$ 101,468	$ 56,376	$ 3,187	$ 161,031
Liabilities				
Interest rate swap liabilities:	$ –	$ (2,294)	$ –	$ (2,294)
Total liabilities	$ –	$ (2,294)	$ –	$ (2,294)

The fair values of securities are determined by third-party service providers utilizing various methods dependent upon the specific type of investment. Where quoted prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Where significant inputs, including benchmark yields, broker-dealer quotes, issuer spreads, bids, offers, the LIBOR curve and measures of volatility, are used by these third-party dealers or independent pricing services to determine fair values, the securities are classified within Level 2.

(In Thousands)

10. Fair Value Measurements (continued)

Long-term pledges receivable, which are measured at fair value on a non-recurring basis, are discounted to net present value upon receipt using an appropriate risk-free discount rate based on the term of the receivable. Pledges receivable are recorded net of an allowance for uncollectible pledges. The following table provides a reconciliation of the beginning and ending balances of pledges receivable at fair value that used significant unobservable inputs (Level 3):

	Year Ended June 30	
	2011	**2010**
Pledges Receivable		
Balance at July 1	**$ 3,187**	$ 4,483
New pledges	**482**	–
Collections on pledges	**(667)**	(1,591)
Write-off of pledges	**(133)**	(45)
Changes in reserves	**70**	340
Balance at June 30	**$ 2,939**	$ 3,187

11. Pension Plan

The Hospital has a cash balance-type defined benefit pension plan covering substantially all of its employees. The Plan benefits are based on years of service and the employees' compensation during the last five years of covered employment. The Hospital's funding policy is to make sufficient contributions to the Plan to comply with the minimum funding provisions of the Employee Retirement Income Security Act. Contributions are intended to provide not only for benefits attributed to service to date but also for those expected to be earned in the future.

The Peninsula Regional Medical Center PensionPlus Plan (the Plan) provides annual allocations to a participant's hypothetical account. When a participant retires, the participant has the choice to receive a lump-sum distribution equal to the value of the hypothetical account or to receive an annuity based on the value of the hypothetical account.

11. Pension Plan (continued)

Prior to January 1, 2009, the Plan provided three different allocations: (i) a service-related allocation, (ii) an age-related allocation and (iii) a matching allocation. Both the service-related allocation and the age-related allocation were determined by multiplying a participant's annual compensation by a certain percentage. The matching allocation operated to provide an annual allocation in the Plan based on the participant's contribution to the Hospital's 403(b) Plan.

The IRS issued new regulations that were effective as of January 1, 2009. The new regulations prohibited a pension plan from providing a matching allocation based on a participant's contributions to a different plan. The Plan provided a matching allocation based on a participant's contribution to a 403(b) Plan. In order to comply with the new tax law requirements, the Plan was amended effective as of December 31, 2008, to eliminate future matching allocations in the Plan. At the same time, the Hospital adopted a 403(b) plan effective as of January 1, 2009 and provided a replacement matching contribution in the 403(b) plan.

The assets of the Plan are available to pay the benefits of eligible employees of all participating entities. The Plan had a net prepaid asset of $2,016 and an unfunded liability of $14,610 as of June 30, 2011 and 2010, respectively.

(In Thousands)

11. Pension Plan (continued)

The following provides a reconciliation of the changes in fair value of the Plans' assets and projected benefit obligations, and the Plans' funded status:

	2011	2010
Accumulated benefit obligation	**$ 79,466**	$ 73,326
Projected benefit obligation, beginning of year	**$ 80,834**	$ 72,140
Service cost	**3,825**	3,450
Interest cost	**4,444**	4,397
Actuarial (gain) loss	**(1,133)**	3,947
Benefits paid	**(2,739)**	(3,100)
Projected benefit obligation, end of year	**85,231**	80,834
Fair value of plan assets, beginning of year	**66,224**	55,926
Actual gain on plan assets	**12,762**	5,398
Employer contributions	**11,000**	8,000
Benefits paid	**(2,739)**	(3,100)
Fair value of plan assets, end of year	**87,247**	66,224
Fair value of plan assets less the projected benefit obligation	**2,016**	(14,610)
Prepaid (accrued) pension cost recorded in the balance sheets	**$ 2,016**	$ (14,610)

(In Thousands)

11. Pension Plan (continued)

Components of net periodic benefit cost are as follows:

	Year Ended June 30 2011	2010
Service cost	**$ 3,825**	$ 3,450
Interest cost	**4,444**	4,397
Expected return on plan assets	**(6,214)**	(5,543)
Amortization of prior service credit	**(126)**	(126)
Recognized net actuarial loss	**2,661**	2,598
Net periodic benefit cost	**$ 4,590**	$ 4,776

Net amount recognized in unrestricted net assets that have not been recognized in net periodic benefit cost are as follows:

	2011	2010
Net actuarial loss	**$ 30,341**	$ 40,682
Prior service credit	**(692)**	(818)
Total recognized in unrestricted net assets	**$ 29,649**	$ 39,864

The estimated net actuarial loss and prior service credit for the Plan that will be amortized from unrestricted net assets into net periodic benefit cost over the next fiscal year are $2,106 and $(126), respectively.

(In Thousands)

11. Pension Plan (continued)

Weighted average assumptions used to determine projected benefit obligations and net periodic benefit costs at June 30 were as follows:

Projected benefit obligation	**2011**	**2010**
Discount rate	**6.00%**	5.60%
Rates of increase in compensation levels	**3.70**	5.00

Net periodic benefit cost	**2011**	**2010**
Discount rate	**5.60%**	6.31%
Rates of increase in compensation levels	**5.00**	5.00
Expected long-term rate of return on assets	**7.75**	8.00

The defined benefit pension plan asset allocation as of the measurement date and the target asset allocation, presented as a percentage of total plan assets, were as follows:

	2011	**2010**	**Target Allocation**
Debt securities	**30%**	36%	25% – 40%
Equity securities	**65**	59	45% – 75%
Cash and cash equivalents	**5**	5	1% – 10%
Total	**100%**	100%	

The Hospital's defined benefit plan invests in a diversified mix of traditional asset classes. Investments in U.S. equity securities and fixed income securities are made to maximize long-term results while recognizing the need for adequate liquidity to meet ongoing benefit and administrative obligations. Risk tolerance of unexpected investment and actuarial outcomes is continually evaluated by understanding the pension plan's liability characteristics. This is performed through forecasting and assessing ranges of investment outcomes over short- and long-term horizons, and by assessing the Hospital's financial condition and its future potential obligations from both the pension and general operational requirements. Complementary investment styles, such as growth and value equity investing techniques, are utilized by the

(In Thousands)

11. Pension Plan (continued)

Hospital's investment advisors to further improve portfolio and operational risk characteristics. Equity investments, both active and passively managed, are used primarily to increase overall plan returns. Fixed income investments provide diversification benefits and liability hedging attributes that are desirable, especially in falling interest rate environments.

Asset allocations and investment performance are formally reviewed at regularly scheduled meetings of the Hospital's Financial Resources Committee.

The overall rate of expected return on assets assumption was based on historical returns, with adjustments made to reflect expectations of future returns. The extent to which the future expectations were recognized included the target rates of return for the future which have not historically changed.

The fair value of the Hospital's pension plan assets as of June 30, 2011 and June 30. 2010, by asset category (see Note 10, *Fair Value Measurements* for a description of the asset categories) are as follows:

June 30, 2011	Level 1	Level 2	Level 3	Total
Assets				
Investments at fair value:				
Cash and cash equivalents	$ 864	$ –	$ –	$ 846
U.S. Treasuries	5,396	–	–	5,396
United States government and agency obligations	–	4,792	–	4,792
Corporate debt securities	–	15,461	–	15,461
Money market funds	4,269	–	–	5,133
Publically traded equity securities	55,929	182		56,111
Other	354	–	–	354
Total investments	$ 66,812	$ 20,435	$ –	$ 87,247

(In Thousands)

11. Pension Plan (continued)

June 30, 2010	Level 1	Level 2	Level 3	Total
Assets				
Investments at fair value:				
Cash and cash equivalents	$ 349	$ –	$ –	$ 349
United States government and agency obligations	5,223	3,560	–	8,783
Corporate debt securities	–	14,922	–	14,922
Money market funds	3,540	–	–	3,540
Publically traded equity securities	38,630	–	–	38,630
Total investments	$ 47,742	$ 18,482	$ –	$ 66,224

The following methods and assumptions were used to estimate fair value of each class of financial instrument:

United States government and agency obligations: the fair value is determined by an active price for an identical security in an observable market.

Corporate debt securities: the fair value is estimated using quoted prices for similar assets in active markets or quoted prices for identical or similar assets in non-active markets (few transactions, limited information, non-current prices, and high variability over time).

Money market funds: the carrying value of these money market funds approximates fair value as the maturities are less than three months.

Publically traded equity securities: the fair value is determined by market quotes for an identical security in an observable market.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Hospital believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

(In Thousands)

11. Pension Plan (continued)

Cash Flows

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid as follows for the years ending June 30:

2012	$7,449
2013	7,784
2014	8,015
2015	8,032
2016	7,907
2017 – 2019	37,781

The Hospital intends to make voluntary contributions to the defined benefit pension plan of $4,500 through June 30, 2012. This funding level exceeds any regulatory requirements for 2011.

12. Commitments and Contingencies

Agreement in Principle with the Office of Inspector General

The Health System received several subpoenas from the Office of Inspector General of the U.S. Department of Health and Human Services (“OIG”), requiring the production of certain documents related to claims for physician health care services provided by a former Medical Staff Member. These subpoenas were issued in connection with a civil investigation being conducted by the U.S. Attorney’s Office for the District of Maryland. In January 2011, the Health System reached a tentative “Agreement in Principle”, which was ultimately approved by the U.S. Department of Justice, the OIG, the Office of Personnel Management (OPM), and the state of Maryland in August 2011, to resolve all remaining potential civil claims arising out of the Health System’s medical services to patients of the physician. The Health System reached this agreement without admitting liability in order to avoid the expense and uncertainty of litigation and to allow the Health System to move forward. In this regard and consistent with the settlement, an amount of $1.8 million was paid in June 2011 and recorded as an other expense in the accompanying 2011 consolidated statement of operations and changes in net assets. The settlement also includes a five year Corporate Integrity Agreement that will require the Health System to establish and/or enhance various compliance processes and also have several independent peer review reports completed on an annual basis.

12. Commitments and Contingencies (continued)

Other

The Health System has been named as a defendant in various lawsuits arising from the performance of its normal activities. In the opinion of the Health System's management, after discussion with legal counsel, the amount, if any, of the Health System's ultimate liability under these lawsuits will not have a material adverse effect on the consolidated financial position of the Health System.

A portion of the Health System's revenues is received from health maintenance organizations and other managed care payors. Managed care payors generally use case management activities to control utilization. These payors also have the ability to select providers offering the most cost-effective care. Management does not believe that the organization has undue exposure to any one managed care payor.

The Health System's revenues may be subject to adjustment as a result of examination by government agencies or contractors, and as a result of differing interpretation of government regulations, medical diagnosis, charge coding, medical necessity, or other contract terms. The resolution of these matters, if any, often is not finalized until subsequent to the period during which the services were rendered.

13. Maryland Health Services Cost Review Commission

Certain Hospital charges are subject to review and approval by the Maryland Health Services Cost Review Commission (the Commission). Hospital management has filed the required forms with the Commission and believes the Hospital to be in compliance with Commission requirements.

The current rate of reimbursement for principally all inpatient services and certain other services to patients under the Medicare and Medicaid programs is based on an agreement between the Centers for Medicare and Medicaid Services and the Commission. This agreement is based upon a waiver from Medicare prospective payment system reimbursement principles granted to the State of Maryland under Section 1814(b) of the Social Security Act and will continue as long as the rate of increase for costs per hospital inpatient admission in Maryland is below the national average. Management expects this agreement will remain in effect at least through June 30, 2012.

13. Maryland Health Services Cost Review Commission (continued)

The Commission and the Hospital entered into an agreement that is based on a rate methodology for those hospital service centers that provide inpatient services. Under this methodology, a target average charge per case is established for the Hospital based on past actual charges and case mix indices. The actual average charge per case is compared with the target average charge per case, and to the extent that the actual average exceeds or is less than the target, the difference adjusted for applicable penalties will reduce or increase the approved target for future rate years. For the year ended June 30, 2011, the Hospital was in compliance with its average charge per case target.

The Commission's rate-setting methodology for hospital service centers that provide both inpatient and outpatient services or only outpatient services consists of establishing an acceptable unit rate for defined inpatient and outpatient service centers within the hospital. The actual average unit charge for each service center is compared to the approved rate monthly and annually. Overcharges and undercharges due to either patient volume or price variances, adjusted for penalties where applicable, are applied to decrease (in the case of overcharges) or increase (in the case of undercharges) future approved rates on an annual basis.

Under the Commission's rate methodology for certain outpatient services, a target average charge per visit was established for the Hospital based on past actual charges and case mix indices. The actual average charge per visit is compared with the target average charge per visit, and to the extent that the actual average exceeds or is less than the target, it will reduce or increase the approved rates for future years. Management believes that this methodology will not have a significant impact on the Hospital in future years.

The timing of the Commission's rate adjustments for the Hospital could result in an increase or reduction in rates due to the variances and penalties described above in a year subsequent to the year in which such items occurs and there is at least a possibility that the amounts may be material. The Hospital's policy is to record revenue based on actual charges for services to patients in the year in which the services are performed. The Hospital recognizes unbilled revenue for in-house patients.

14. Subsequent Events

The Health System has evaluated subsequent events through September 16, 2011, the date the financial statements were issued.

Other Financial Information

ERNST & YOUNG

Ernst & Young LLP
621 East Pratt Street
Baltimore, Maryland 21202

Tel: + 1 410 539 7940
Fax: + 1 410 783 3832
www.ey.com

Report of Independent Auditors on Other Financial Information

Board of Trustees
Peninsula Regional Health System, Inc.

Our audit was conducted for the purpose of forming an opinion on the June 30, 2011 consolidated financial statements taken as a whole. The June 30, 2011 supplementary consolidating information is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information has been subjected to the auditing procedures applied in our audit of the June 30, 2011 consolidated financial statements and, in our opinion, is fairly stated in all material respects in relation to the June 30, 2011 consolidated financial statements taken as a whole.

Ernst & Young LLP

September 16, 2011

Peninsula Regional Health System, Inc.

Consolidating Balance Sheet
(In Thousands)

June 30, 2011

	Peninsula Regional Medical Center	Peninsula Regional Medical Center Foundation, Inc.	Peninsula Health Ventures, Inc.	Peninsula Regional Health System, Inc.	Eliminations	Consolidated
Assets						
Current assets:						
Cash and cash equivalents	$ 25,638	$ 1,019	$ 7,782	$ 15	–	$ 34,454
Short-term investments	5,836	–	–	–	–	5,836
Accounts receivable, less allowance for	–	–	–	–	–	–
uncollectible accounts	35,572	–	1,026	–	–	36,598
Inventories and other	13,119	–	268	–	–	13,387
Total current assets	80,165	1,019	9,076	15	–	90,275
Long-term investments	136,117	–	–	–	–	136,117
Investment in subsidiaries	–	–	–	329,100	(329,100) [a]	–
Board-designated investments	16,420	–	–	–	–	16,420
Assets limited as to use:						
Debt service reserve fund	9,349	–	–	–	–	9,349
Donor-restricted fund	23,607	4,430	–	–	(4,430) [b]	23,607
Self-insurance fund	14,459	–	–	–	–	14,459
Total assets limited as to use	47,415	4,430	–	–	(4,430)	47,415
Property and equipment, net	206,154	–	4,287	–	–	210,441
Unamortized financing costs, net of accumulated						–
amortization	2,450	–	14	–	–	2,464
Other assets	3,687	–	7,682	–	–	11,369
Total assets	$ 492,408	$ 5,449	$ 21,059	$ 329,115	$ (333,530)	$ 514,501

(a) Investments in subsidiaries
(b) Intercompany transfer of net assets

Peninsula Regional Health System, Inc.

Consolidating Balance Sheet (continued)

(In Thousands)

June 30, 2011

	Peninsula Regional Medical Center	Peninsula Regional Medical Center Foundation, Inc.	Peninsula Health Ventures, Inc.	Peninsula Regional Health System, Inc.	Eliminations	Consolidated
Liabilities and net assets						
Current liabilities:						
Current portion of long-term debt	$ 2,810	$ –	$ 2,168	$ –	$ –	$ 4,978
Current portion of accrued self-insured liabilities	1,895	–	–	–	–	1,895
Accounts payable and accrued liabilities	26,507	–	1,684	–	–	28,191
Advances from third-party payors	8,461	–	–	–	–	8,461
Total current liabilities	39,673	–	3,852	–	–	43,525
Long-term debt, net	131,566	–	–	–	–	131,566
Other liabilities	12,134	–	112	–	–	12,246
Total liabilities	183,373	–	3,964	–	–	187,337
Net assets:						
Unrestricted	286,635	1,019	14,616	302,285	(302,270) [a]	302,285
Temporarily restricted	14,335	4,430	–	18,765	(23,195) [a]	14,335
Permanently restricted	8,065	–	–	8,065	(8,065) [a, b]	8,065
Peninsula Regional Health System, Inc net assets	309,035	5,449	14,616	329,115	(333,530)	324,685
Minority interest	–	–	2,479	–	–	2,479
Total net assets	309,035	5,449	17,095	329,115	(333,530)	327,164
Total liabilities and net assets	$ 492,408	$ 5,449	$ 21,059	$ 329,115	$ (333,530)	$ 514,501

(a) Investments in subsidiaries
(b) Intercompany transfer of net assets

Peninsula Regional Health System, Inc.

Consolidating Statement of Operations
(In Thousands)

Year Ended June 30, 2011

	Peninsula Regional Medical Center	Peninsula Regional Medical Center Foundation, Inc.	Peninsula Health Ventures, Inc.	Peninsula Regional Health System, Inc.	Eliminations	Consolidated
Unrestricted revenue and other support:						
Net patient service revenue	$ 380,052	$ –	$ 6,739	$ –	$ –	$ 386,791
Other operating revenue	2,357	–	4	–	–	2,361
Net assets released from restrictions	–	1,459	–	–	(1,459) [b]	–
Total unrestricted revenue and other support	382,409	1,459	6,743	–	(1,459)	389,152
Operating expenses:						
Salaries and wages	138,742	–	–	–	–	138,742
Supplies and other expenses	146,120	–	6,584	–	–	152,704
Employee benefits	36,169	–	–	–	–	36,169
Depreciation	21,829	–	385	–	–	22,214
Bad debts	17,411	–	66	–	–	17,477
Interest	6,591	–	189	–	–	6,780
Contributions to Hospital	–	1,459	–	–	(1,459) [b]	–
Total operating expenses	366,862	1,459	7,224	–	(1,459)	374,086
Income (loss) from operations	15,547	–	(481)	–	–	15,066
Nonoperating income:						
Nonoperating income	12,164	2	2,500	–	–	14,666
Basis swap income	3,128	–	–	–	–	3,128
	15,292	2	2,500	–	–	17,794
Excess of unrestricted revenue and other support over expenses	30,839	2	2,019	–	–	32,860
Minority interest in earnings of controlled subsidiaries	–	–	(559)	–	–	(559)
Excess of unrestricted revenue and other support over expenses attributable to PRHS	$ 30,839	$ 2	$ 1,460	$ –	$ –	$ 32,301

[b] Intercompany transfer of net assets

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