

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990 and its instructions is at www.irs.gov/form990

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning JUL 1, 2013 **and ending** JUN 30, 2014

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 MaineGeneral Health and Affiliates Doing Business As See Schedule O Number and street (or P.O. box if mail is not delivered to street address) Room/suite 35 Medical Center Parkway City or town, state or province, country, and ZIP or foreign postal code Augusta, ME 04330 F Name and address of principal officer: Charles Hays same as C above	D Employer identification number 32-0265031 E Telephone number 207-626-1000 G Gross receipts \$ 635674006. H(a) Is this a group return for subordinates? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No H(b) Are all subordinates included? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶ 9706
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ www.mainegeneral.org		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1997 M State of legal domicile: ME

Part I Summary

	1 Briefly describe the organization's mission or most significant activities: See Schedule O.		
Activities & Governance	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	45
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	32
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	4639
	6 Total number of volunteers (estimate if necessary)	6	558
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	1561973.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	341972.
Revenue		Prior Year	Current Year
	8 Contributions and grants (Part VIII, line 1h)	25638428.	10500451.
	9 Program service revenue (Part VIII, line 2g)	422564317.	453624788.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5264693.	10708621.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3115199.	2474833.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	456582637.	477308693.
Expenses			
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	3500.	3000.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	233595243.	241384271.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 826190.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	201907168.	236588089.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	435505911.	477975360.
	19 Revenue less expenses. Subtract line 18 from line 12	21076726.	-666667.
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	679957724.	723768977.
	21 Total liabilities (Part X, line 26)	407393062.	455027938.
	22 Net assets or fund balances. Subtract line 21 from line 20	272564662.	268741039.

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 Terry Brann, Interim CFO Type or print name and title	Date			
Paid Preparer Use Only	Print/Type preparer's name E. Drew Cheney	Preparer's signature E. Drew Cheney	Date	Check if self-employed <input type="checkbox"/>	PTIN P00182972
	Firm's name ▶ Baker, Newman & Noyes, LLC Firm's address ▶ 280 Fore Street Portland, ME 04101	Firm's EIN ▶ 01-0494526	Phone no. 207-879-2100		

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:
MaineGeneral Health and Affiliates' mission is to enhance, every day,
the health of the people in the greater Kennebec Valley.

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 [X] 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? [X] 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 \$ 381553710. including grants of \$ 3000.) (Revenue \$ 398831289.)
See Schedule O.

4b (Code:) (Expenses \$ 18354370. including grants of \$) (Revenue \$ 19923827.)
See Schedule O.

4c (Code:) (Expenses \$ 17960011. including grants of \$) (Revenue \$ 19756427.)
See Schedule O.

4d Other program services (Describe in Schedule O.)
(Expenses \$ 2858690. including grants of \$) (Revenue \$ 24702394.)

4e Total program service expenses 420726781.

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)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		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? <i>If "Yes," complete Schedule C, Part II</i>	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? <i>If "Yes," complete Schedule C, Part III</i>		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? <i>If "Yes," complete Schedule D, Part I</i>		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? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		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? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	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? <i>If "Yes," complete Schedule D, Part VI</i>	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? <i>If "Yes," complete Schedule D, Part VII</i>		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? <i>If "Yes," complete Schedule D, Part VIII</i>		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? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	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)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		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? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		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? <i>If "Yes," complete Schedule G, Part I</i>		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? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	X	
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	X	
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	X	

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		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	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	X	
24b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
24c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
24d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
25b	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	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II		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):		
28a	a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b	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	
28c	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	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35b	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	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Main form area containing questions 1a through 14b with input fields and Yes/No columns.

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 or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (45), 1b (32), 2 (X), 3 (X), 4 (X), 5 (X), 6 (X), 7a (X), 7b (X), 8a (X), 8b (X), 9 (X).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a (X), 10b, 11a (X), 11b, 12a (X), 12b (X), 12c (X), 13 (X), 14 (X), 15a (X), 15b (X), 16a (X), 16b (X).

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed None
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. [X] Own website [] Another's website [X] 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: Jeremy Storer - 207-626-1289 35 Medical Center Parkway, Augusta, ME 04330

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

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

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Peter Alford Director	1.00 1.00	X					0.	0.	0.	
(2) Conrad Ayotte Director & Vice Chair	2.00 2.00	X		X			0.	0.	0.	
(3) Douglas Boyink, M.D. Director	45.00 5.00	X		X			279707.	0.	27234.	
(4) Stephanie Calkins, M.D. Director & Vice Chair	20.00 2.00	X		X			34676.	0.	976.	
(5) Douglas Cutchin Director	1.00 1.00	X					0.	0.	0.	
(6) Mark Ford Director	1.00 1.00	X					0.	0.	0.	
(7) Peter Guzzetti, D.O., D.D.S. Director	1.00 1.00	X					29000.	0.	0.	
(8) Allyson Handley, Ed.D. Director	1.00 1.00	X					0.	0.	0.	
(9) David Hay, M.D. Director	1.00 1.00	X					612526.	0.	20034.	
(10) Charles Hays President & CEO	5.00 50.00	X		X			0.	478533.	13388.	
(11) Jeffrey Hubert Director	2.00 2.00	X					0.	0.	0.	
(12) Mark Johnston Director	1.00 1.00	X					0.	0.	0.	
(13) Janice Kassman Director	1.00 1.00	X					0.	0.	0.	
(14) James Laliberty Director	1.00 1.00	X					0.	0.	0.	
(15) Robert Marden Director	1.00 1.00	X					0.	0.	0.	
(16) Barbara Mayer Director & Chair	2.00 1.00	X		X			0.	0.	0.	
(17) Roy Miller, M.D. Director	1.00 1.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Gary Peachey Director	1.00 1.00	X						0.	0.	0.
(19) Gordon Pow Director	1.00 1.00	X						0.	0.	0.
(20) Tobi Schneider, Esq. Director	1.00 1.00	X						0.	0.	0.
(21) William Sprague Director & Chair	2.00 2.00	X		X				0.	0.	0.
(22) Douglas Terp Director	1.00 1.00	X						0.	0.	0.
(23) Nona Boyink Director, CEO MGCC	50.00 5.00	X		X				95529.	90881.	14007.
(24) Richard Fein, D.O. Director, MGCC	45.00 1.00	X						196988.	0.	23096.
(25) Alicia Forster, M.D. Director, MGCC	20.00 1.00	X						18008.	0.	2204.
(26) Reynerio Sepe Lanoy, M.D. Director, MGCC & Vice Chair	45.00 1.00	X						205797.	0.	21575.
1b Sub-total								1472231.	569414.	122514.
c Total from continuation sheets to Part VII, Section A								4413539.	486450.	205390.
d Total (add lines 1b and 1c)								5885770.	1055864.	327904.

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 183

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		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? If "Yes," complete Schedule J for such individual	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? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
Robins & Morton/HP Cummings 18 Greenwood Park, Winthrop, ME 04364	Construction	76104350.
Maine Dartmouth Family Medicine Residency 15 E. Chestnut Street, Augusta, ME 04330	Residency Services	10383194.
Kennebec Anesthesia Associates, 35 Medical Center Parkway, Augusta, ME 04330	Healthcare Services	3974813.
Allscripts Healthcare Solutions, Inc., P.O. Box 8538-0133, Philadelphia, PA	Software Services	2474712.
Microsoft Licensing, GP 1950 N Street, Dallas, TX 75207	Software Licensing	1209945.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 58

See Part VII, Section A Continuation sheets

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(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			
(27) Michael Griffin, M.D. Director, MGCC & Chair	1.00 1.00	X						0.	0.	0.
(28) Rev. Cynthia N. Lepley Director, MGCC	1.00 1.00	X						0.	0.	0.
(29) Andrew B. MacLean, J.D. Director, MGCC	1.00 1.00	X						0.	0.	0.
(30) Elizabeth S. Miller Director, MGCC & Chair	1.00 1.00	X						0.	0.	0.
(31) Judith A. Plano, Esq. Director, MGCC	1.00 1.00	X						0.	0.	0.
(32) James Clair Director, MGCC	1.00 1.00	X						0.	0.	0.
(33) Danielle D. Martin Director, MGCC	1.00 1.00	X						0.	0.	0.
(34) Pamela J. Trinward Director, MGCC & Vice Chair	1.00 1.00	X						0.	0.	0.
(35) Lynn Roberts Reed Director, MGCC	1.00 1.00	X						0.	0.	0.
(36) Elizabeth Mitchell Director, MGRC & Chair	2.00 2.00	X		X				0.	0.	0.
(37) Rev. William DeWolfe Director, MGRC	1.00 1.00	X						0.	0.	0.
(38) Kenneth Harvey Director, MGRC	1.00 1.00	X						0.	0.	0.
(39) Richard Jordan Director, MGRC	1.00 1.00	X						0.	0.	0.
(40) Judith Shreiner Director, MGRC	1.00 1.00	X						0.	0.	0.
(41) Paul Stein Director, MGRC	45.00 5.00	X						87880.	119835.	21437.
(42) Mildred Stengel Director, MGRC	1.00 1.00	X						0.	0.	0.
(43) Rebecca Colwell Director, MGRC	45.00 5.00	X						115318.	0.	9954.
(44) Laurie Bourgoin Director, MGRC	45.00 5.00	X		X				103398.	0.	19143.
(45) Constance McDonald Director, MGRC	45.00 5.00	X						118174.	0.	15434.
(46) Michael Koziol Senior Vice President/CFO	5.00 50.00			X				0.	309129.	15587.
Total to Part VII, Section A, line 1c										

Part VIII Statement of Revenue

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

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a 81393.					
	b Membership dues	1b					
	c Fundraising events	1c 48221.					
	d Related organizations	1d 218221.					
	e Government grants (contributions)	1e 3031618.					
	f All other contributions, gifts, grants, and similar amounts not included above	1f 7120998.					
	g Noncash contributions included in lines 1a-1f: \$	2530333.					
	h Total. Add lines 1a-1f		10500451.				
	Program Service Revenue	Business Code					
2 a Hospital Revenues		621990	335322463.	335322463.			
b Physician Practice Revenues		621110	67435435.	67435435.			
c Long Term Care Revenues		623000	20413794.	20044317.	369477.		
d Hospice and Homecare Revenues		621610	15745762.	15745762.			
e Retirement Community Revenues		623990	3773593.	3773593.			
f All other program service revenue		446199	10933741.	10344774.	588967.		
g Total. Add lines 2a-2f			453624788.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1946711.			1946711.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	825266.				
		(ii) Personal					
		b Less: rental expenses	0.				
		c Rental income or (loss)	825266.				
	d Net rental income or (loss)		825266.	825266.			
	7 a Gross amount from sales of assets other than inventory	(i) Securities	162328086.				
		(ii) Other	4750144.				
		b Less: cost or other basis and sales expenses	155795561.	2520759.			
		c Gain or (loss)	6532525.	2229385.			
	d Net gain or (loss)		8761910.	8761910.			
	8 a Gross income from fundraising events (not including \$ 48221. of contributions reported on line 1c). See Part IV, line 18	a	124614.				
		b Less: direct expenses	38993.				
c Net income or (loss) from fundraising events			85621.			85621.	
9 a Gross income from gaming activities. See Part IV, line 19	a	30000.					
	b Less: direct expenses	10000.					
	c Net income or (loss) from gaming activities		20000.	20000.			
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold						
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a Joint Ventures		621990	1543946.	940417.	603529.		
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d		1543946.				
12 Total revenue. See instructions.			477308693.	463213937.	1561973.	2032332.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	3000.	3000.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1928967.	1713092.	215875.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	195579257.	182558532.	13020725.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	7625432.	7114391.	511041.	
9 Other employee benefits	22822276.	21292773.	1529503.	
10 Payroll taxes	13428339.	12528399.	899940.	
11 Fees for services (non-employees):				
a Management	23284285.		22458095.	826190.
b Legal	307451.		307451.	
c Accounting	14259.		14259.	
d Lobbying	52305.	52305.		
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	30429889.	27832838.	2597051.	
12 Advertising and promotion	993549.	991993.	1556.	
13 Office expenses	1657504.	1616705.	40799.	
14 Information technology	17407361.	16735837.	671524.	
15 Royalties				
16 Occupancy	16431647.	15794626.	637021.	
17 Travel	1372807.	1329043.	43764.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	856709.	738380.	118329.	
20 Interest	12812499.	12812499.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	25985789.	17712571.	8273218.	
23 Insurance	2643261.		2643261.	
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 Medical Supplies	26973531.	26973531.		
b Bad Debt Writeoffs	24446388.	24446388.		
c Drugs and Solutions	24055433.	24055433.		
d State Tax on Revenue	9609693.	9609693.		
e All other expenses	17253729.	14814752.	2438977.	
25 Total functional expenses. Add lines 1 through 24e	477975360.	420726781.	56422389.	826190.
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 if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	2820044.	1	666648.
	2 Savings and temporary cash investments	13213798.	2	28089051.
	3 Pledges and grants receivable, net	5494589.	3	3767755.
	4 Accounts receivable, net	65972784.	4	111211351.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	4573785.	8	6401348.
	9 Prepaid expenses and deferred charges	8172691.	9	5041672.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 639582983.		
	b Less: accumulated depreciation	10b 193928257.	395065684.	10c 445654726.
	11 Investments - publicly traded securities	176472835.	11	102897452.
	12 Investments - other securities. See Part IV, line 11		12	9406785.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	2522299.
	15 Other assets. See Part IV, line 11	8171514.	15	8109890.
16 Total assets. Add lines 1 through 15 (must equal line 34)	679957724.	16	723768977.	
Liabilities	17 Accounts payable and accrued expenses	33305694.	17	81629053.
	18 Grants payable		18	
	19 Deferred revenue	2430938.	19	2276462.
	20 Tax-exempt bond liabilities	309601771.	20	307761364.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	14823976.	23	13319617.
	24 Unsecured notes and loans payable to unrelated third parties	393571.	24	356508.
	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	46837112.	25	49684934.
	26 Total liabilities. Add lines 17 through 25	407393062.	26	455027938.
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	227059330.	27	243364635.
	28 Temporarily restricted net assets	29621123.	28	7801225.
	29 Permanently restricted net assets	15884209.	29	17575179.
	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	272564662.	33	268741039.	
34 Total liabilities and net assets/fund balances	679957724.	34	723768977.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	477308693.
2	Total expenses (must equal Part IX, column (A), line 25)	2	477975360.
3	Revenue less expenses. Subtract line 2 from line 1	3	-666667.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	272564662.
5	Net unrealized gains (losses) on investments	5	1743490.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-4900446.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	268741039.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
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.	X	
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?	X	
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	X	

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.

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2013

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

Name of the organization MaineGeneral Health and Affiliates	Employer identification number 32-0265031
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

	Yes	No
(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?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	
 - h Provide the following information about the supported organization(s).

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

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 2013 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

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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 <p style="text-align: center;">MaineGeneral Health and Affiliates</p>	Employer identification number <p style="text-align: center;">32-0265031</p>
---	---

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-.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2013

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												
1 a	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" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">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) 2010	(b) 2011	(c) 2012	(d) 2013	(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					

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)).

	(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		52305.
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			52305.
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

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.

Part II-B, Line 1, Lobbying Activities:

MaineGeneral Health and Affiliates is a member of various

healthcare related associations that do lobbying activities regarding

legislation that has a direct impact on healthcare organizations. The

healthcare associations have reported the percentage of association

dues that were spent on lobbying activities.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

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

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization

MaineGeneral Health and Affiliates

Employer identification number

32-0265031

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).

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

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

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

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

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

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

Yes No

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

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

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

Yes No

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

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

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

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

a Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

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

- a Public 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
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	96181870.	84994462.	67498904.	47265328.	27928069.
b Contributions	5988472.	21398575.	18436863.	17548714.	17940070.
c Net investment earnings, gains, and losses	3468726.	3127831.	-152687.	3703471.	3496146.
d Grants or scholarships	3000.	3500.	500.	14925.	15000.
e Other expenditures for facilities and programs	74913930.	13335498.	788118.	1003615.	2083957.
f Administrative expenses	0.	0.			0.
g End of year balance	30722138.	96181870.	84994462.	67498973.	47265328.

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

- a Board designated or quasi-endowment 29.30 %
- b Permanent endowment 57.20 %
- c Temporarily restricted endowment 13.50 %

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

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

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

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

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		4229061.		4229061.
b Buildings		426465691.	75455431.	351010260.
c Leasehold improvements		4114677.	1686024.	2428653.
d Equipment		193906584.	113041765.	80864819.
e Other		10866970.	3745037.	7121933.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				445654726.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. 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)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Workers Comp Accrual	1572925.
(3) Curr Portion Accrued Insur Res	7754101.
(4) Acc Pension Cost Net Curr Port	21059871.
(5) Deferred Revenue Refundable-	16919650.
(6) Purchase Deposits-	2400.
(7) Security Deposits-	144678.
(8) Other Long-Term Liabilities	1833784.
(9) FIN47 Environmental Liability	397525.
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	49684934.

2. Liability for uncertain tax positions. 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.

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

Table with 5 main rows and sub-rows (a-e) for adjustments. Columns include line numbers and descriptions. Total revenue is reported on line 5.

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

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

Table with 5 main rows and sub-rows (a-e) for adjustments. Columns include line numbers and descriptions. Total expenses are reported on line 5.

Part XIII Supplemental Information.

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

Part V, line 4:

The intended uses for MaineGeneral Health and Affiliates'

Endowments and Quasiendowments are as follows:

Charity care at the Organization's hospital and the Harold Alfond Cancer Center.

Funding educational programs for the Organization's nurses and other employees.

Funding capital expenditures, including a new hospital.

Part XIII Supplemental Information (continued)

Funding scholarships for individuals interested in careers in the
healthcare profession.

Part X, Line 2:

The Company and its affiliates have been determined to be
tax-exempt organizations as described in Section 501(c)(3) of the Internal
Revenue Code (the Code) and, accordingly, are exempt from federal income
taxes on related income pursuant to Section 501(a) of the Code.

Accordingly, no provision for income taxes has been recorded in the
accompanying consolidated financial statements for these tax-exempt
organizations.

The Captive is a limited liability company (LLC) under the Federal Income
Tax Code and as a LLC passes its income or loss for federal and state tax
purposes to its members.

Tax-exempt organizations could be required to record an obligation for
income taxes as the result of a tax position they have historically taken
on various tax exposure items including unrelated business income or tax
status. Under guidance issued by the Financial Accounting Standards
Board, assets and liabilities are established for uncertain tax positions
taken or positions expected to be taken in income tax returns when such
positions are judged to not meet the "more-likely-than-not" threshold,
based upon the technical merits of the position. Estimated interest and
penalties, if applicable, related to uncertain tax positions are included
as a component of income tax expense. The Company has evaluated the tax
positions taken on its filed tax returns. The Company has concluded no
uncertain income tax positions exist at June 30, 2013. The Company's tax

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		Walk for Hope (event type)	Aids Walk (event type)	None (total number)	
Revenue	1 Gross receipts	164714.	8121.		172835.
	2 Less: Contributions	48221.	0.		48221.
	3 Gross income (line 1 minus line 2)	116493.	8121.		124614.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	5571.	0.		5571.
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	32949.	473.		33422.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				38993.
	11 Net income summary. Subtract line 10 from line 3, column (d)				85621.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1 Gross revenue			30000.
Direct Expenses	2 Cash prizes			10000.	10000.
	3 Noncash prizes			0.	
	4 Rent/facility costs			0.	
	5 Other direct expenses			0.	
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes 100.00 % <input type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)				10000.	
8 Net gaming income summary. Subtract line 7 from line 1, column (d)				20000.	

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

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

**SCHEDULE H
(Form 990)**

Hospitals

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, question 20.**
▶ **Attach to Form 990. ▶ See separate instructions.**
▶ **Information about Schedule H (Form 990) and its instructions is at www.irs.gov/form990.**

Open to Public Inspection

Name of the organization: **MaineGeneral Health and Affiliates**
Employer identification number: **32-0265031**

Part I Financial Assistance and Certain Other Community Benefits at Cost

	Yes	No
1a Did the organization have a financial assistance policy during the tax year? If "No," skip to question 6a	X	
b If "Yes," was it a written policy?	X	
2 If the organization had multiple hospital facilities, indicate which of the following best describes application of the financial assistance policy to its various hospital facilities during the tax year. <input type="checkbox"/> Applied uniformly to all hospital facilities <input type="checkbox"/> Applied uniformly to most hospital facilities <input type="checkbox"/> Generally tailored to individual hospital facilities		
3 Answer the following based on the financial assistance eligibility criteria that applied to the largest number of the organization's patients during the tax year.		
a Did the organization use Federal Poverty Guidelines (FPG) as a factor in determining eligibility for providing <i>free</i> care? If "Yes," indicate which of the following was the FPG family income limit for eligibility for free care: <input type="checkbox"/> 100% <input type="checkbox"/> 150% <input type="checkbox"/> 200% <input checked="" type="checkbox"/> Other <u>175</u> %	X	
b Did the organization use FPG as a factor in determining eligibility for providing <i>discounted</i> care? If "Yes," indicate which of the following was the family income limit for eligibility for discounted care: <input type="checkbox"/> 200% <input type="checkbox"/> 250% <input type="checkbox"/> 300% <input type="checkbox"/> 350% <input type="checkbox"/> 400% <input checked="" type="checkbox"/> Other <u>225</u> %	X	
c If the organization used factors other than FPG in determining eligibility, describe in Part VI the income based criteria for determining eligibility for free or discounted care. Include in the description whether the organization used an asset test or other threshold, regardless of income, as a factor in determining eligibility for free or discounted care.		
4 Did the organization's financial assistance policy that applied to the largest number of its patients during the tax year provide for free or discounted care to the "medically indigent"?	X	
5a Did the organization budget amounts for free or discounted care provided under its financial assistance policy during the tax year?	X	
b If "Yes," did the organization's financial assistance expenses exceed the budgeted amount?	X	
c If "Yes" to line 5b, as a result of budget considerations, was the organization unable to provide free or discounted care to a patient who was eligible for free or discounted care?		X
6a Did the organization prepare a community benefit report during the tax year?	X	
b If "Yes," did the organization make it available to the public?	X	

Complete the following table using the worksheets provided in the Schedule H instructions. Do not submit these worksheets with the Schedule H.

7 Financial Assistance and Certain Other Community Benefits at Cost						
Financial Assistance and Means-Tested Government Programs	(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community benefit expense	(d) Direct offsetting revenue	(e) Net community benefit expense	(f) Percent of total expense
a Financial Assistance at cost (from Worksheet 1)			15074214.	86841.	14987373.	3.31%
b Medicaid (from Worksheet 3, column a)			73884873.	61871661.	12013212.	2.65%
c Costs of other means-tested government programs (from Worksheet 3, column b)						
d Total Financial Assistance and Means-Tested Government Programs			88959087.	61958502.	27000585.	5.96%
Other Benefits						
e Community health improvement services and community benefit operations (from Worksheet 4)			1752211.	768259.	983952.	.22%
f Health professions education (from Worksheet 5)			14332.	0.	14332.	.00%
g Subsidized health services (from Worksheet 6)			16021397.	11186715.	4834682.	1.07%
h Research (from Worksheet 7)						
i Cash and in-kind contributions for community benefit (from Worksheet 8)						
j Total. Other Benefits			17787940.	11954974.	5832966.	1.29%
k Total. Add lines 7d and 7j			106747027.	73913476.	32833551.	7.25%

Part II Community Building Activities Complete this table if the organization conducted any community building activities during the tax year, and describe in Part VI how its community building activities promoted the health of the communities it serves.

	(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community building expense	(d) Direct offsetting revenue	(e) Net community building expense	(f) Percent of total expense
1 Physical improvements and housing						
2 Economic development						
3 Community support						
4 Environmental improvements						
5 Leadership development and training for community members						
6 Coalition building						
7 Community health improvement advocacy	427	28039	1114966.	85892.	1029074.	.23%
8 Workforce development						
9 Other						
10 Total	427	28039	1114966.	85892.	1029074.	.23%

Part III Bad Debt, Medicare, & Collection Practices

		Yes	No
Section A. Bad Debt Expense			
1	Did the organization report bad debt expense in accordance with Healthcare Financial Management Association Statement No. 15?	1	
2	Enter the amount of the organization's bad debt expense. Explain in Part VI the methodology used by the organization to estimate this amount	2	10931196.
3	Enter the estimated amount of the organization's bad debt expense attributable to patients eligible under the organization's financial assistance policy. Explain in Part VI the methodology used by the organization to estimate this amount and the rationale, if any, for including this portion of bad debt as community benefit	3	0.
4	Provide in Part VI the text of the footnote to the organization's financial statements that describes bad debt expense or the page number on which this footnote is contained in the attached financial statements.		
Section B. Medicare			
5	Enter total revenue received from Medicare (including DSH and IME)	5	148042160.
6	Enter Medicare allowable costs of care relating to payments on line 5	6	180567775.
7	Subtract line 6 from line 5. This is the surplus (or shortfall)	7	-32525615.
8	Describe in Part VI the extent to which any shortfall reported in line 7 should be treated as community benefit. Also describe in Part VI the costing methodology or source used to determine the amount reported on line 6. Check the box that describes the method used: <input checked="" type="checkbox"/> Cost accounting system <input type="checkbox"/> Cost to charge ratio <input type="checkbox"/> Other		
9a	Did the organization have a written debt collection policy during the tax year?	9a	X
9b	If "Yes," did the organization's collection policy that applied to the largest number of its patients during the tax year contain provisions on the collection practices to be followed for patients who are known to qualify for financial assistance? Describe in Part VI	9b	X

Part IV Management Companies and Joint Ventures (owned 10% or more by officers, directors, trustees, key employees, and physicians - see instructions)

(a) Name of entity	(b) Description of primary activity of entity	(c) Organization's profit % or stock ownership %	(d) Officers, directors, trustees, or key employees' profit % or stock ownership %	(e) Physicians' profit % or stock ownership %
1 Augusta Mobile MRI Owners, LLC	MRI imaging services at the Augusta Hospital facility.	50.00%	.00%	50.00%
2 Waterville Mobile MRI Owners, LLC	MRI imaging services at the Waterville Hospital facility.	50.00%	.00%	50.00%
3 MaineGeneral Cardiac Catheterization Lab, LLC	Cardiac catheterization services at the Augusta Hospital facility	50.00%	.00%	50.00%

Part V Facility Information (continued)

Section B. Facility Policies and Practices

(Complete a separate Section B for each of the hospital facilities or facility reporting groups listed in Part V, Section A)

Name of hospital facility or facility reporting group MaineGeneral Medical Center

If reporting on Part V, Section B for a single hospital facility only: line number of hospital facility (from Schedule H, Part V, Section A) 1

	Yes	No
Community Health Needs Assessment (Lines 1 through 8c are optional for tax years beginning on or before March 23, 2012)		
1 During the tax year or either of the two immediately preceding tax years, did the hospital facility conduct a community health needs assessment (CHNA)? If "No," skip to line 9	X	
If "Yes," indicate what the CHNA report describes (check all that apply):		
a <input checked="" type="checkbox"/> A definition of the community served by the hospital facility		
b <input checked="" type="checkbox"/> Demographics of the community		
c <input checked="" type="checkbox"/> Existing health care facilities and resources within the community that are available to respond to the health needs of the community		
d <input checked="" type="checkbox"/> How data was obtained		
e <input checked="" type="checkbox"/> The health needs of the community		
f <input checked="" type="checkbox"/> Primary and chronic disease needs and other health issues of uninsured persons, low-income persons, and minority groups		
g <input checked="" type="checkbox"/> The process for identifying and prioritizing community health needs and services to meet the community health needs		
h <input checked="" type="checkbox"/> The process for consulting with persons representing the community's interests		
i <input type="checkbox"/> Information gaps that limit the hospital facility's ability to assess the community's health needs		
j <input type="checkbox"/> Other (describe in Section C)		
2 Indicate the tax year the hospital facility last conducted a CHNA: <u>20 13</u>		
3 In conducting its most recent CHNA, did the hospital facility take into account input from persons who represent the broad interests of the community served by the hospital facility, including those with special knowledge of or expertise in public health? If "Yes," describe in Section C how the hospital facility took into account input from persons who represent the community, and identify the persons the hospital facility consulted	X	
4 Was the hospital facility's CHNA conducted with one or more other hospital facilities? If "Yes," list the other hospital facilities in Section C		X
5 Did the hospital facility make its CHNA report widely available to the public?	X	
If "Yes," indicate how the CHNA report was made widely available (check all that apply):		
a <input checked="" type="checkbox"/> Hospital facility's website (list url): <u>https://www.mainegeneral.org/Pages/Commun</u>		
b <input type="checkbox"/> Other website (list url):		
c <input checked="" type="checkbox"/> Available upon request from the hospital facility		
d <input checked="" type="checkbox"/> Other (describe in Section C)		
6 If the hospital facility addressed needs identified in its most recently conducted CHNA, indicate how (check all that apply as of the end of the tax year):		
a <input checked="" type="checkbox"/> Adoption of an implementation strategy that addresses each of the community health needs identified through the CHNA		
b <input checked="" type="checkbox"/> Execution of the implementation strategy		
c <input type="checkbox"/> Participation in the development of a community-wide plan		
d <input checked="" type="checkbox"/> Participation in the execution of a community-wide plan		
e <input checked="" type="checkbox"/> Inclusion of a community benefit section in operational plans		
f <input checked="" type="checkbox"/> Adoption of a budget for provision of services that address the needs identified in the CHNA		
g <input checked="" type="checkbox"/> Prioritization of health needs in its community		
h <input checked="" type="checkbox"/> Prioritization of services that the hospital facility will undertake to meet health needs in its community		
i <input type="checkbox"/> Other (describe in Section C)		
7 Did the hospital facility address all of the needs identified in its most recently conducted CHNA? If "No," explain in Section C which needs it has not addressed and the reasons why it has not addressed such needs		X
8a Did the organization incur an excise tax under section 4959 for the hospital facility's failure to conduct a CHNA as required by section 501(r)(3)?		X
8b If "Yes" to line 8a, did the organization file Form 4720 to report the section 4959 excise tax?		
c If "Yes" to line 8b, what is the total amount of section 4959 excise tax the organization reported on Form 4720 for all of its hospital facilities? \$		

Part V Facility Information (continued) **MaineGeneral Medical Center**

Financial Assistance Policy		Yes	No
Did the hospital facility have in place during the tax year a written financial assistance policy that:			
9	Explained eligibility criteria for financial assistance, and whether such assistance includes free or discounted care?	X	
10	Used federal poverty guidelines (FPG) to determine eligibility for providing <i>free</i> care?	X	
If "Yes," indicate the FPG family income limit for eligibility for free care: <u>175</u> %			
If "No," explain in Section C the criteria the hospital facility used.			
11	Used FPG to determine eligibility for providing <i>discounted</i> care?	X	
If "Yes," indicate the FPG family income limit for eligibility for discounted care: <u>225</u> %			
If "No," explain in Section C the criteria the hospital facility used.			
12	Explained the basis for calculating amounts charged to patients?	X	
If "Yes," indicate the factors used in determining such amounts (check all that apply):			
a	<input checked="" type="checkbox"/> Income level		
b	<input checked="" type="checkbox"/> Asset level		
c	<input checked="" type="checkbox"/> Medical indigency		
d	<input checked="" type="checkbox"/> Insurance status		
e	<input type="checkbox"/> Uninsured discount		
f	<input checked="" type="checkbox"/> Medicaid/Medicare		
g	<input checked="" type="checkbox"/> State regulation		
h	<input type="checkbox"/> Residency		
i	<input type="checkbox"/> Other (describe in Section C)		
13	Explained the method for applying for financial assistance?	X	
14	Included measures to publicize the policy within the community served by the hospital facility?	X	
If "Yes," indicate how the hospital facility publicized the policy (check all that apply):			
a	<input checked="" type="checkbox"/> The policy was posted on the hospital facility's website		
b	<input checked="" type="checkbox"/> The policy was attached to billing invoices		
c	<input checked="" type="checkbox"/> The policy was posted in the hospital facility's emergency rooms or waiting rooms		
d	<input checked="" type="checkbox"/> The policy was posted in the hospital facility's admissions offices		
e	<input checked="" type="checkbox"/> The policy was provided, in writing, to patients on admission to the hospital facility		
f	<input checked="" type="checkbox"/> The policy was available on request		
g	<input type="checkbox"/> Other (describe in Section C)		
Billing and Collections			
15	Did the hospital facility have in place during the tax year a separate billing and collections policy, or a written financial assistance policy (FAP) that explained actions the hospital facility may take upon non-payment?	X	
16	Check all of the following actions against an individual that were permitted under the hospital facility's policies during the tax year before making reasonable efforts to determine the individual's eligibility under the facility's FAP:		
a	<input checked="" type="checkbox"/> Reporting to credit agency		
b	<input type="checkbox"/> Lawsuits		
c	<input checked="" type="checkbox"/> Liens on residences		
d	<input type="checkbox"/> Body attachments		
e	<input type="checkbox"/> Other similar actions (describe in Section C)		
17	Did the hospital facility or an authorized third party perform any of the following actions during the tax year before making reasonable efforts to determine the individual's eligibility under the facility's FAP?		X
If "Yes," check all actions in which the hospital facility or a third party engaged:			
a	<input type="checkbox"/> Reporting to credit agency		
b	<input type="checkbox"/> Lawsuits		
c	<input type="checkbox"/> Liens on residences		
d	<input type="checkbox"/> Body attachments		
e	<input type="checkbox"/> Other similar actions (describe in Section C)		

Part V Facility Information (continued) **MaineGeneral Medical Center**

18 Indicate which efforts the hospital facility made before initiating any of the actions listed in line 17 (check all that apply):

- a Notified individuals of the financial assistance policy on admission
- b Notified individuals of the financial assistance policy prior to discharge
- c Notified individuals of the financial assistance policy in communications with the individuals regarding the individuals' bills
- d Documented its determination of whether individuals were eligible for financial assistance under the hospital facility's financial assistance policy
- e Other (describe in Section C)

Policy Relating to Emergency Medical Care

19 Did the hospital facility have in place during the tax year a written policy relating to emergency medical care that requires the hospital facility to provide, without discrimination, care for emergency medical conditions to individuals regardless of their eligibility under the hospital facility's financial assistance policy?

	Yes	No
19	x	

If "No," indicate why:

- a The hospital facility did not provide care for any emergency medical conditions
- b The hospital facility's policy was not in writing
- c The hospital facility limited who was eligible to receive care for emergency medical conditions (describe in Section C)
- d Other (describe in Section C)

Charges to Individuals Eligible for Assistance under the FAP (FAP-Eligible Individuals)

20 Indicate how the hospital facility determined, during the tax year, the maximum amounts that can be charged to FAP-eligible individuals for emergency or other medically necessary care.

- a The hospital facility used its lowest negotiated commercial insurance rate when calculating the maximum amounts that can be charged
- b The hospital facility used the average of its three lowest negotiated commercial insurance rates when calculating the maximum amounts that can be charged
- c The hospital facility used the Medicare rates when calculating the maximum amounts that can be charged
- d Other (describe in Section C)

21		x
22		x

21 During the tax year, did the hospital facility charge any FAP-eligible individual to whom the hospital facility provided emergency or other medically necessary services more than the amounts generally billed to individuals who had insurance covering such care?

If "Yes," explain in Section C.

22 During the tax year, did the hospital facility charge any FAP-eligible individual an amount equal to the gross charge for any service provided to that individual?

If "Yes," explain in Section C.

Part V Facility Information (continued)

Section C. Supplemental Information for Part V, Section B. Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

MaineGeneral Medical Center:

Part V, Section B, Line 3: The method used for MaineGeneral's assessment

in FY 2013 involved a review of community health trends utilizing

secondary data sources from the 2010 Statewide Community Health Assessment

(Appendix A); the 2012 State of Maine Public Health Assessment (Appendix

B); and primary data collection regarding priorities by stakeholders after

they reviewed the 2010 and 2012 data trends (Appendix C). Four strategies

were used to select priorities taking into consideration the broad

interests of the community MGMC serves.

1) MaineGeneral's Prevention Center staff, Public Health personnel and

community partners review the data and selected key priorities and metrics

to monitor the impact of interventions.

2) Participation in the Central Public Health District review of the 2010

and 2012 data to identify priorities that would be worked on

collaboratively within the Central Public Health District as outlined in

the 2013 Central District Health Improvement Plan.

3) Survey of community stakeholders using an online survey. This included

a review of data trends from 2010 and 2012, and the review of selected

priorities and goals to be worked on in 2013 through 2015. A survey tool

using Survey Monkey was distributed to community stakeholders in the

Central Public Health District that includes the towns in MaineGeneral

Medical Center's primary and secondary service areas. The survey was sent

out via an email with a link to the survey tool, along with a data summary

Part V Facility Information *(continued)*

Section C. Supplemental Information for Part V, Section B. Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

of the 2010 CHNA and the 2012 State Community Health Assessment. The stakeholders are members of the Central Public Health District Coordinating Council, as well as a list of participants who participated in the 2010-11 Community Health Assessment forums held collaboratively with the Central Public Health District, MGMC and EMH. Twenty-one stakeholders completed the survey. 33 percent represented nonprofit community organizations, seven percent represented healthcare (non-physician), 26 percent represented public health, 13 percent represented physicians, 13 percent represented Community Health Coalitions and seven percent represented schools.

MaineGeneral Medical Center:

Part V, Section B, Line 5d: We have made the Needs Assessment available to all of our public health partners.

MaineGeneral Medical Center:

Part V, Section B, Line 7: Two other priorities were identified by the assessment process that the stakeholders felt should be addressed. These are teen pregnancy and oral health. MaineGeneral, due to its other priorities for resources, will not be establishing goals, strategies and metrics for the problems of teen pregnancy, oral health care screening for children 4 to 17, and urgent oral health care and preventive care for adults who have no dental insurance.

MaineGeneral does not have the financial or staff resources and expertise

Part V Facility Information (continued)

Section C. Supplemental Information for Part V, Section B. Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

by itself to address these issues; however, MaineGeneral will participate

with its community partners, such as the Sadie and Harry Davis Foundation,

MaineHealth, and The Community Dental Centers in Waterville and Augusta to

address the oral health access priorities identified. The Family Planning

Association of Maine and several community coalitions are examining the

teen pregnancy issues. MaineGeneral will explore how it can support these

efforts, but will not be committing resources to these priorities.

MaineGeneral Medical Center:

Part V, Section B, Line 20d: MaineGeneral Medical Center charges the same

gross charge rates for all services provided, regardless of payment

source. If patients are uninsured we will make every effort to assist

them in filling out the paperwork for qualification for the MaineCare

system. If they do not qualify for MaineCare we will help them to apply

for our charity care program.

Part VI Supplemental Information

Provide the following information.

- 1 Required descriptions.** Provide the descriptions required for Part I, lines 3c, 6a, and 7; Part II and Part III, lines 2, 3, 4, 8 and 9b.
- 2 Needs assessment.** Describe how the organization assesses the health care needs of the communities it serves, in addition to any CHNAs reported in Part V, Section B.
- 3 Patient education of eligibility for assistance.** Describe how the organization informs and educates patients and persons who may be billed for patient care about their eligibility for assistance under federal, state, or local government programs or under the organization's financial assistance policy.
- 4 Community information.** Describe the community the organization serves, taking into account the geographic area and demographic constituents it serves.
- 5 Promotion of community health.** Provide any other information important to describing how the organization's hospital facilities or other health care facilities further its exempt purpose by promoting the health of the community (e.g., open medical staff, community board, use of surplus funds, etc.).
- 6 Affiliated health care system.** If the organization is part of an affiliated health care system, describe the respective roles of the organization and its affiliates in promoting the health of the communities served.
- 7 State filing of community benefit report.** If applicable, identify all states with which the organization, or a related organization, files a community benefit report.

Part I, Line 7:

Charity care is billed at no more than the "amount generally billed" i.e. the best, or an average of the three best, negotiated commercial rates or Medicare rates for emergency and other medically necessary services, and is included in net patient service revenues. Costs and expenses incurred in providing these services are included in operating expenses. Charges for services rendered to individuals from whom payment is expected and ultimately not received are written off and included as an operating expense as part of the provision for bad debts.

The organization's bad debt expense cost is calculated using a ratio of total patient related expense over gross charges. This is applied to total provision for bad debts, which is recorded at gross charges.

Part I, Ln 7 Col(f):

A provision for charges for services rendered to individuals from whom payment is expected and ultimately not received is written off and included as an operating expense as part of the provision for bad

Part VI Supplemental Information (Continuation)

debts.

The organization's bad debt expense is calculated using a ratio of total expenses over gross charges. This is applied to total provision for bad debts which is recorded at gross charge less any applicable discounts.

Part II, Community Building Activities:

MaineGeneral Health and Affiliates offers a variety of classes and community health outreach events to support and build our community. Such events range from cancer survivor classes and support groups, breastfeeding classes, sibling classes, a safe babysitter program and parenting education.

The organization provides a wide range of programs to support a healthy and well educated community throughout all ages and health care situations. The organization offers diabetes care and smoking cessation classes, along with support groups for area individuals with a variety of health problems including Alzheimer's disease, bariatric surgery needs, brain injury, stroke and hospice. Space is provided free of charge and in some cases the support groups are managed and staffed by MaineGeneral employees.

Part III, Line 4:

For receivables associated with self-pay patients (which includes both patients without insurance and patients with deductible and copayment balances due for which third-party coverage exists for part of the bill), the Company records a provision for bad debts in the period of service on the basis of its past experience, which indicates that many

Part VI Supplemental Information (Continuation)

patients are unable or unwilling to pay the portion of their bill for which they are financially responsible. The difference between standard rates (or discounted rates if negotiated) and the amounts actually collected after all reasonable collection efforts have been exhausted is charged off against the allowance for doubtful accounts.

The organization's bad debt expense is calculated using a ratio of total expenses over gross charges. This is applied to total provision for bad debts which is recorded at gross charges less any applicable discounts.

A significant portion of the uncollectable patient balances relate to individuals and families which are uninsured and with income levels over the uncompensated care guidelines. The write-off of these uncompensated balances provides community benefit for patients and families that can not afford to pay for their healthcare costs in addition to their other living expenses.

Part III, Line 8:

The shortfall above reflects the amount of unreimbursed cost the organization funded to benefit the health of the community. The organization's Medicare allowable cost of care is calculated using a ratio of total expenses over gross charges. This is applied to total expenses and adjusted by actual Medicare payor mix percentage.

Part III, Line 9b:

In accordance with the Affordable Care Act and the IRS 990 rules, individuals, once identified as eligible for the Organization's uncompensated care program, will be billed no more than the amount

Part VI Supplemental Information (Continuation)

generally billed i.e. the best, or an average of the three best,
negotiated commercial rates or Medicare rates for emergency and other
medically necessary services.

Part VI, Line 2:

The method used for MaineGeneral's assessment in FY 2013
involved a review of community health trends utilizing secondary data
sources from the 2010 Statewide Community Health Assessment (Appendix A);
the 2012 State of Maine Public Health Assessment (Appendix B); and primary
data collection regarding priorities by stakeholders after they reviewed
the 2010 and 2012 data trends (Appendix C). Four strategies were used to
select priorities taking into consideration the broad interests of the
community MGMC serves.

1) MaineGeneral's Prevention Center staff, Public Health personnel and
community partners review the data and selected key priorities and metrics
to monitor the impact of interventions.

2) Participation in the Central Public Health District review of the 2010
and 2012 data to identify priorities that would be worked on
collaboratively within the Central Public Health District as outlined in
the 2013 Central District Health Improvement Plan.

3) Survey of community stakeholders using an online survey. This included
a review of data trends from 2010 and 2012, and the review of selected
priorities and goals to be worked on in 2013 through 2015. A survey tool
using Survey Monkey was distributed to community stakeholders in the
Central Public Health District that includes the towns in MaineGeneral

Part VI Supplemental Information (Continuation)

Medical Center's primary and secondary service areas. The survey was sent out via an email with a link to the survey tool, along with a data summary of the 2010 CHNA and the 2012 State Community Health Assessment. The stakeholders are members of the Central Public Health District Coordinating Council, as well as a list of participants who participated in the 2010-11 Community Health Assessment forums held collaboratively with the Central Public Health District, MGMC and EMH. Twenty-one stakeholders completed the survey. 33 percent represented nonprofit community organizations, seven percent represented healthcare (non-physician), 26 percent represented public health, 13 percent represented physicians, 13 percent represented Community Health Coalitions and seven percent represented schools.

Part VI, Line 3:

For inpatient stays, the Medical Center Patient Registration Department provides a written notice regarding the availability of the uncompensated services program to inpatients upon admission or, in the case of an emergency, before discharge.

In those rare cases where the notice was not given to the patient at admission or upon discharge due to unavoidable circumstances, a charity care notice was sent with the initial patient bill.

All outpatient departments including provider based practices provide patients access to the written notice of the availability of the uncompensated services program at the time of service. Initial patient bills include a notification to patients on the availability of the uncompensated services program. Subsequent patient billings also include

Part VI Supplemental Information (Continuation)

notices to patients about the availability of the program.

During this process, if it appears that a patient is qualified for the government programs, the program application is provided to the patient and a patient financial services representative provides any assistance required in educating the patient on properly preparing the application.

Current income guidelines are displayed in all business offices, main patient registration areas and emergency departments. The posted guidelines are updated annually based on changes in the federal poverty guidelines.

The Hospital makes all reasonable efforts to communicate the contents of the income guidelines to persons that it has reason to believe cannot read the notice.

Part VI, Line 4:

MaineGeneral Medical Center's service area consists of a population of approximately 180,000 residents covering 120 square miles living in 82 communities. This population represents 100% of Kennebec County, 87% of Somerset County, 24 % of Waldo County, 20% of Lincoln County, 8% of Sagadahoc County and 3% of the Knox County population. The primary service area (PSA) is defined as the zip codes where MGH has the majority of discharges. The secondary service area (SSA) is defined as zip codes where MGH has 15% or greater, but less than a majority of total discharges.

Part VI, Line 5:

Part VI Supplemental Information (Continuation)

MaineGeneral Health and Affiliates supports the health of the community by being involved with several of the non-profit organizations in the area. Several of our staff serve on the board of directors of these organizations, as well as volunteer their time in other capacities for local non-profit organizations. Our staff also commit their time to serving in several health care leadership organizations. They provide their knowledge and experience to promote higher quality health care throughout our community.

Part VI, Line 6:

MaineGeneral Health and Affiliates includes:

MaineGeneral Medical Center, which provides a wide variety of hospital, primary care, specialty care and emergency care services to the community.

MaineGeneral Community Care, which provides homecare, hospice, behavioral health and substance abuse services.

MaineGeneral Rehabilitation & Long Term Care, which provides long term, skilled nursing and residential care services. It also provides Alzheimer's residential care and Alzheimer's day care services.

MaineGeneral Retirement Community, which provides independent and assisted living services, as well as an Alzheimer's care unit.

All of the affiliates provide care regardless of an individual's ability to pay.

Part VI Supplemental Information *(Continuation)*

Part VI, Line 7, List of States Receiving Community Benefit Report:

ME

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2013

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization MaineGeneral Health and Affiliates	Employer identification number 32-0265031
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Part I Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input checked="" type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	X	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?	X	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <input checked="" type="checkbox"/> Compensation committee <input checked="" type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization: a Receive a severance payment or change-of-control payment?		X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?		X
c Participate in, or receive payment from, an equity-based compensation arrangement?		X
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?		X
b Any related organization?		X
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?		X
b Any related organization?		X
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	X	
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		X
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?		

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

Schedule J (Form 990) 2013

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) Douglas Boyink, M.D. Director	(i)	260791.	16193.	2723.	20227.	7007.	306941.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) David Hay, M.D. Director	(i)	411791.	198831.	1904.	9482.	10552.	632560.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) Charles Hays President & CEO	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	421310.	50000.	7223.	10200.	3188.	491921.	0.
(4) Nona Boyink Director, CEO MGCC	(i)	94491.	0.	1038.	3899.	3639.	103067.	0.
	(ii)	81493.	0.	9388.	3352.	3117.	97350.	0.
(5) Richard Fein, D.O. Director, MGCC	(i)	185985.	5400.	5603.	7870.	15226.	220084.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) Reynerio Sepe Lanoy, M.D. Director, MGCC & Vice Chair	(i)	189257.	12000.	4540.	7793.	13782.	227372.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) Paul Stein Director, MGRC	(i)	67880.	20000.	0.	3169.	5274.	96323.	0.
	(ii)	119835.	0.	0.	4569.	8425.	132829.	0.
(8) Michael Koziol Senior Vice President/CFO	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	307787.	0.	1342.	8145.	7442.	15587.	0.
(9) Anthony Mancini, M.D. Physician	(i)	312784.	611500.	749.	10200.	16409.	951642.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(10) Jose Ramirez, M.D. Physician	(i)	345940.	331915.	2277.	8408.	14613.	703153.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(11) Joseph Lopes, M.D. Physician	(i)	453774.	385903.	720.	8247.	2611.	851255.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(12) Stephen Coleman, M.D. Physician	(i)	746530.	67443.	1681.	10100.	16971.	842725.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(13) Sean McGarr, M.D. Physician	(i)	592332.	134582.	639.	10030.	13457.	751040.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

Part I, Line 1a:

Charles Hays \$6,640 Treated as taxable compensation

Barbara Crowley, M.D. \$4,350 Treated as taxable compensation

Nona Boyink \$8,467 Treated as taxable compensation

Part I, Line 7:

A portion of compensation is at risk and variable and is

based on the quality of job performance.

Supplemental Information on Tax-Exempt Bonds

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**

▶ **Attach to Form 990.** ▶ **See separate instructions.** ▶ **Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990**

Name of the organization

MaineGeneral Health and Affiliates

Employer identification number

32-0265031

Part I Bond Issues See Part VI for Column (f) Continuations

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
A	Maine Health and Higher Education Facilities Authority	01-0314384	560427WV4	05/23/13	64030000.	Refinance 2003D Maine Health and Higher Education		X		X	X	
B	Maine Health and Higher Education Facilities Authority	01-0314384	560425469	02/02/06	53803882.	Build Cancer Center, renovate emergency rooms		X		X	X	
C	Maine Health and Higher Education Facilities Authority	01-0314384	560427MR4	08/11/11	280812878.	Build a New Regional Hospital in North Augusta		X		X		X
D												

Part II Proceeds

	A		B		C		D	
1 Amount of bonds retired								
2 Amount of bonds legally defeased		3180000.						
3 Total proceeds of issue		2739130.	44329813.		280812878.			
4 Gross proceeds in reserve funds		702750.	5703670.		11182099.			
5 Capitalized interest from proceeds					15217025.			
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds		35170.	274637.		5215393.			
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds			3094733.					
10 Capital expenditures from proceeds			35021485.		249198361.			
11 Other spent proceeds								
12 Other unspent proceeds								
13 Year of substantial completion	2013		2008					
	Yes	No	Yes	No	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?		X		X		X		
15 Were the bonds issued as part of an advance refunding issue?	X			X		X		
16 Has the final allocation of proceeds been made?		X		X		X		
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X			

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		X		X		
2 Are there any lease arrangements that may result in private business use of bond-financed property?	X		X		X			

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X		X		X		
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government43 %		1.56 %		1.49 %		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government		2.64 %		%		%		%
6 Total of lines 4 and 5		3.07 %		1.56 %		1.49 %		%
7 Does the bond issue meet the private security or payment test?		X		X		X		
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%		%		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?		X		X		X		

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X	X			X		
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?	X				X			
b Exception to rebate?		X				X		
c No rebate due?		X				X		
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X		X		X		
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X		X		
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X	X		X			
b Name of provider			FSA		NATIXIS			
c Term of GIC			29.4100000		29.8300000			
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?			X		X			
6 Were any gross proceeds invested beyond an available temporary period?		X		X		X		
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X		X			

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X		X		X			

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

Schedule K, Part I, Bond Issues:

(a) Issuer Name: Maine Health and Higher Education Facilities Authority

(f) Description of Purpose:

Refinance 2003D Maine Health and Higher Education Facilities Authority Bond

(a) Issuer Name: Maine Health and Higher Education Facilities Authority

(f) Description of Purpose:

Build Cancer Center, renovate emergency rooms in Augusta and Waterville

(a) Issuer Name: Maine Health and Higher Education Facilities Authority

(f) Description of Purpose:

Build a New Regional Hospital in North Augusta.

SCHEDULE L

(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2013

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b. Attach to Form 990 or Form 990-EZ. See separate instructions. Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Open To Public Inspection

Name of the organization: MaineGeneral Health and Affiliates; Employer identification number: 32-0265031

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

Table with 4 main columns: (a) Name of disqualified person, (b) Relationship between disqualified person and organization, (c) Description of transaction, (d) Corrected? (Yes/No)

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 \$
3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

Table with 9 main columns: (a) Name of interested person, (b) Relationship with organization, (c) Purpose of loan, (d) Loan to or from the organization? (To/From), (e) Original principal amount, (f) Balance due, (g) In default? (Yes/No), (h) Approved by board or committee? (Yes/No), (i) Written agreement? (Yes/No)

Total \$

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

Table with 5 main columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of assistance, (d) Type of assistance, (e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
Michelle Bragg	Employee of organiz	67812.	Compensatio		X
Lawrence Kassman	Employee of organiz	91898.	Compensatio		X
Steven Neumeister	Employee of organiz	66583.	Compensatio		X
Megan Gasbarrone	Employee of organiz	56995.	Compensatio		X

Part V Supplemental Information

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

Sch L, Part IV, Business Transactions Involving Interested Persons:

(a) Name of Person: Michelle Bragg

(b) Relationship Between Interested Person and Organization:

Employee of organization and daughter of Conrad Ayotte

(d) Description of Transaction: Compensation

(a) Name of Person: Lawrence Kassman

(b) Relationship Between Interested Person and Organization:

Employee of organization and husband of Janice Kassman

(d) Description of Transaction: Compensation

(a) Name of Person: Steven Neumeister

(b) Relationship Between Interested Person and Organization:

Employee of organization and domestic partner of Tobi Schneider

(d) Description of Transaction: Compensation

(a) Name of Person: Megan Gasbarrone

(b) Relationship Between Interested Person and Organization:

Employee of organization and daughter of William Sprague

(d) Description of Transaction: Compensation

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

- ▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
- ▶ **Attach to Form 990.**
- ▶ **Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990**

Name of the organization **MaineGeneral Health and Affiliates** Employer identification number **32-0265031**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art	X	1	4000.	Appraisal
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	12	2523354.	Market Value
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>Nautilus brac</u>)	X	1	1000.	FMV
26 Other ▶ (<u>Television</u>)	X	1	779.	FMV
27 Other ▶ (<u>Laptop</u>)	X	1	600.	FMV
28 Other ▶ (<u>IPad Mini-Tab</u>)	X	1	600.	FMV

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 - 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	X	
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

Part II **Supplemental Information.** Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Schedule M, Line 32b:

MaineGeneral Health and Affiliates uses two investment

brokers to receive and sell all stock gifts as soon as practicable.

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.

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

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2013

**Open to Public
Inspection**

Name of the organization MaineGeneral Health and Affiliates	Employer identification number 32-0265031
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Form 990, Part I, Doing Business As:

MaineGeneral Ear, Nose and Throat

MaineGeneral Employee Assistance Program

MaineGeneral Express Care

MaineGeneral Gastroenterology

MaineGeneral Health Plan Pharmacy

MaineGeneral Inpatient Detoxification

MaineGeneral Intensive Outpatient Treatment

MaineGeneral Inpatient Psychiatric Treatment

MaineGeneral Neurology

MaineGeneral Obstetrics and Gynecology

MaineGeneral Outpatient Psychiatry

MaineGeneral Residential Services

MaineGeneral Surgery

Name of the organization MaineGeneral Health and Affiliates	Employer identification number 32-0265031
--	--

MaineGeneral Rehabilitation & Long Term Care

at Graybirch

MaineGeneral Thoracic & Vascular Surgery

MaineGeneral Vascular & General Surgery

MaineGeneral Community Care Hospice

MaineGeneral Retired and Senior Volunteer Program

MaineGeneral Harm Reduction Program

Women, Infants and Children Nutrition Program

MaineGeneral Assertive Community Treatment

MaineGeneral Allergy & Asthma

MaineGeneral Hearing Evaluations and Hearing Aids

MaineGeneral Incontinence Program

MaineGeneral Kidney Care

MaineGeneral Midwifery Services

Name of the organization MaineGeneral Health and Affiliates	Employer identification number 32-0265031
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MaineGeneral Occupational Therapy

MaineGeneral Speech Therapy

MaineGeneral Sports Medicine

MaineGeneral Counseling Services

Augusta Family Medicine

Gardiner Family Medicine

Winthrop Family Practice

MaineGeneral Urology

MaineGeneral Orthopaedics

Alzheimer's Care Center

MaineGeneral Kidney Center

MaineGeneral Pulmonology

MaineGeneral Mental Health and Substance Abuse

MaineGeneral Rehabilitation & Long Term Care at Glenridge

Name of the organization MaineGeneral Health and Affiliates	Employer identification number 32-0265031
--	--

Form 990, Part I, Line 1

MaineGeneral Health and Affiliates' mission is to enhance,
every day, the health of the people in the greater Kennebec Valley.

Form 990, Part III, Line 3, Changes in Program Services:

Explanation: During the year, MaineGeneral Medical Center sold its
outpatient Dialysis business at the Waterville Campus.

Form 990, Part III, Line 4a

MaineGeneral Medical Center is a non-profit acute care
hospital with facilities in both Augusta and Waterville, Maine, that
provides comprehensive healthcare services to the community, regardless
of a patient's ability to pay. Both campuses provide emergency and
outpatient lab and diagnostic services. The Augusta campus also
provides critical care, a full range of inpatient and outpatient
surgical services, substance abuse and mental health services, cancer
care, maternal, newborn and child health services and inpatient
diagnostic services. In addition, the Jackman Region Health Center, in
northern Somerset County, which is a part of MaineGeneral Medical
Center, provides an 18-bed nursing home. During the fiscal year ending
June 30, 2014 MaineGeneral Medical Center provided care for 10,356
inpatients, 2,444 inpatient and 7,908 outpatient surgeries, 976 births,
70,633 oncology procedures, 951,586 laboratory procedures, 157,425
diagnostic imaging procedures, and 84,086 emergency procedures.

MaineGeneral Medical Center also provides physician care services
through hospital based physician practices throughout Kennebec County.

Name of the organization MaineGeneral Health and Affiliates	Employer identification number 32-0265031
--	--

These physician practices include primary care as well as a wide variety of specialty services. During fiscal year 2014 the MaineGeneral Physician Practices provided 128,007 adult primary care visits, 29,650 pediatric primary care visits, 24,511 express care visits and 105,058 visits for various specialty care practices.

Form 990, Part III, Line 4b

MaineGeneral Community Care operates a homecare and hospice program throughout the Kennebec Valley and surrounding areas. During the fiscal year ending June 30, 2014, MaineGeneral Community Care provided 63,498 days of homecare services and 44,359 days of hospice care. The company also provides several community support programs for mental health and substance abuse treatment. MaineGeneral Community Care provided 7,250 service hours of outpatient counseling, 6,140 days of service through the men's and women's residential care programs; and 4,781 visits through the ACT program during the fiscal year ending June 30, 2014.

Form 990, Part III, Line 4c

MaineGeneral Rehabilitation & Long Term Care provides long-term care, assisted living, respite and day care services to the community, regardless of an individual's ability to pay. Graybirch and Glenridge nursing facilities in Augusta, Maine provided 82,725 days of skilled and residential care services to residents requiring long-term care services during the fiscal year ending June 30, 2014.

Name of the organization MaineGeneral Health and Affiliates	Employer identification number 32-0265031
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The Alzheimer's Care Center in Gardiner, Maine provides residential care, respite, and day care services to residents with memory loss. The center provided 10,834 days of residential care services and 14,279 hours of service in the day care program during the fiscal year ending June 30, 2014.

In addition, MaineGeneral Rehabilitation operates an early learning center that provides child care services to employees' children and provides assisted living services to residents living at the Inn at City Hall in Augusta, Maine.

Form 990, Part III, Line 4d, Other Program Services:

MaineGeneral Retirement Community provides various stages of assisted living support to an elderly community. The company provided 35,747 days of independent living in the various lodge and cottage units and 7,518 days of assisted living in the assisted living and Alzheimer's units.

Expenses \$ 2858690. including grants of \$ 0. Revenue \$ 24702394.

Form 990, Part VI, Section A, line 2:

Douglas Boyink and Nona Boyink have a family relationship.

Form 990, Part VI, Section B, line 11:

All Forms 990 and related attachments were reviewed by appropriate members of senior management, the Finance Committee, and the Board of Directors before the filings were sent to the Internal Revenue Service. Final drafts of Forms 990 were available thirty days prior to the

Name of the organization MaineGeneral Health and Affiliates	Employer identification number 32-0265031
--	--

filing deadline in order to be formally reviewed by the Senior Vice

President and Chief Financial Officer, the Compliance Officer, the entire

senior management team, the Finance Committee, and the Board of Directors.

Forms 990 and related attachments were provided to and reviewed by the

Finance Committee in April 2015 and by the Board of Directors in May 2015.

Form 990, Part VI, Section B, Line 12c:

MaineGeneral Health and Affiliates' Conflict of Interest

Policy requires disclosure of any actual or potential conflict of interest

to the Board Chair. Interested persons are prohibited from participating in

the governing body's deliberations and decisions regarding any transactions

when they have a conflict of interest. If the Board or Committee has

reasonable cause to believe that a member has failed to disclose actual or

possible conflicts of interest, the Board or Committee shall investigate

and then determine by a majority vote whether a conflict of interest exists

and whether the violation is grounds for removal from the Board or

Committee. There are formal records of these proceedings. In addition, each

director, officer, and member of the Board is required to annually complete

and sign a Conflict of Interest Disclosure Statement. Employees must

disclose in writing to their supervisors any conflicts of interest prior to

engaging in transactions or taking positions with MaineGeneral Health and

Affiliates. In addition, these disclosures must be approved by the

supervisor's manager or, as applicable, the Board Chair, in conjunction

with the Human Resources Compliance Officer. If management has reasonable

cause to believe that an employee has intentionally failed to disclose a

conflict of interest, appropriate disciplinary or corrective action up to

and including termination shall be taken. In addition, upon hire or

promotion to a management position, all management employees shall complete

Name of the organization MaineGeneral Health and Affiliates	Employer identification number 32-0265031
--	--

a Conflict of Interest Disclosure Statement, which will be submitted to the Ethics and Compliance Department for review and reporting to the Chief Compliance Officer, who will record and report each validated conflict of interest to the Board.

Form 990, Part VI, Section B, Line 15:

The Board of Directors is responsible for determining the compensation package for the Chief Executive Officer. An independent compensation consultant advises the Board, using comparability data, expert compensation studies and other means. Paid executives who hold voting privileges may not vote or participate in discussions regarding their compensation. However, they may answer questions that will help the Board in its deliberations. For other officer and key employee positions, salary structures are developed and maintained based on national compensation data for healthcare organizations. The Chief Executive Officer's compensation was last reviewed in December of 2012.

Form 990, Part VI, Section C, Line 19:

MaineGeneral Health and Affiliates makes its governing documents, conflict of interest policy and financial statements, whether or not audited, available to the general public by use of the organization's website and providing copies immediately upon request. In addition, the Controller distributes financial statements and budgets on a quarterly and annual basis to designated third parties.

Form 990, Part XI, line 9, Changes in Net Assets:

Additional Pension Liability	455599.
Cumulative effect of change in accounting principles	-5356045.

Name of the organization MaineGeneral Health and Affiliates	Employer identification number 32-0265031
--	--

Other Changes in net assets-990 0.

Total to Form 990, Part XI, Line 9 -4900446.

Form 990, Part XI, Line 2C

Change in oversight or selection process during the tax

year: MaineGeneral Health and Affiliates did not change its oversight

process or selection process during the tax year.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

MaineGeneral Health and Affiliates

Employer identification number

32-0265031

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
Kennebec Risk, LLC - 45-5473855 199 Main Street Burlington, VT 05401	Captive Insurance Company	Vermont	2477002.	3427905.	MaineGeneral Medical Center

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
MaineGeneral Health - 04-3369649 35 Medical Center Parkway Augusta, ME 04330	Provider of management support service to non-profit healthcare	Maine	501(c)(3)	Line 11b, II	NA		X

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

Schedule R (Form 990) 2013

See Part VII for Continuations

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

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

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

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

Part VII Supplemental Information

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

Part I, Identification of Disregarded Entities:

Name, Address, and EIN of Disregarded Entity:

Kennebec Risk, LLC

EIN: 45-5473855

199 Main Street

Burlington, VT 05401

Primary Activity: Captive Insurance Company

Direct Controlling Entity: MaineGeneral Medical Center

Part II, Identification of Related Tax-Exempt Organizations:

Name of Related Organization:

MaineGeneral Health

Primary Activity: Provider of management support service to non-profit

healthcare subsidiaries