

SUNLINK HEALTH SYSTEMS INC  
Form 10-Q/A  
May 21, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

**FORM 10-Q/A**

(Amendment No. 1)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2011

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission File Number 1-12607

**SUNLINK HEALTH SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

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**Ohio** **31-0621189**  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)  
**900 Circle 75 Parkway, Suite 1120, Atlanta, Georgia 30339**  
(Address of principal executive offices)  
(Zip Code)  
**(770) 933-7000**  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filings requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter during the preceding 12 months (of for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of Common Shares, without par value, outstanding as of May 21, 2012 was 9,447,949.

**Amendment No. 1 Overview**

SunLink Health Systems, Inc. ( SunLink) is filing this Amendment No. 1 of Form 10-Q/A to our Form 10-Q for the three month period ended September 30, 2011 to reflect the restatement of our previously issued condensed consolidated financial statements and other in response to comments issued by the SEC and to clarify certain prior disclosures. For further discussion of the restatement, see Note 1, Restatement and Basis of Presentation, to our condensed consolidated financial statements and Item 4 contained herein.

The information contained in this Amendment, including the condensed consolidated financial statements and the notes hereto, amends only Items 1 and 2 of Part I and Item 4 of Part II of the originally filed Quarterly Report on Form 10-Q for the three month period ended September 30, 2011 and no other items in our originally filed Form 10-Q are hereby amended. Accordingly, this Form 10-Q/A should be read in conjunction with our filings made with the Securities and Exchange Commission. In addition, currently dated certifications from our Chief Executive Officer and Chief Financial Officer have been included as exhibits to this amendment.

**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****SUNLINK HEALTH SYSTEMS, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS**

(in thousands)

	September 30, 2011 (unaudited) (Restated)	June 30, 2011 (Restated)
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 408	\$ 7,250
Receivables - net	15,964	16,302
Inventory	4,501	4,371
Income tax receivable	1,749	1,526
Current assets of Memorial Hospital of Adel	363	437
Deferred income tax asset	6,515	8,846
Electronic Health Records incentive reimbursement receivable	466	277
Prepaid expense and other	4,131	4,356
<b>Total current assets</b>	<b>34,097</b>	<b>43,365</b>
Property, plant and equipment, at cost	66,196	65,967
Less accumulated depreciation	33,417	32,283
<b>Property, plant and equipment - net</b>	<b>32,779</b>	<b>33,684</b>
Noncurrent Assets:		
Intangible assets - net	3,435	3,477
Goodwill	1,392	1,392
Noncurrent assets of Adel	6,771	6,780
Deferred income tax asset	2,557	2,786
Other noncurrent assets	402	346
<b>Total noncurrent assets</b>	<b>14,557</b>	<b>14,781</b>
<b>TOTAL ASSETS</b>	<b>\$ 81,433</b>	<b>\$ 91,830</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 7,341	\$ 7,509
Revolving advances	6,200	5,300
Current maturities of long-term debt	1,816	1,814
Current maturities of subordinated long-term debt	300	300
Accrued payroll and related taxes	4,214	5,064
Deferred gain - Medicare Electronic Health Records incentive reimbursement	8,521	8,521
Other accrued expenses	3,367	2,824
<b>Total current liabilities</b>	<b>31,759</b>	<b>31,332</b>
Long-Term Liabilities		
Long-term debt	18,987	27,441

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Subordinated long-term debt	2,197	2,197
Noncurrent liability for professional liability risks	3,629	3,583
Other noncurrent liabilities	1,257	1,209
<b>Total long-term liabilities</b>	<b>26,070</b>	<b>34,430</b>
<b>Commitment and Contingencies</b>		
<b>Shareholders' Equity</b>		
Preferred Shares, authorized and unissued, 2,000 shares	0	0
Common Shares, without par value:		
Issued and outstanding, 9,448 shares at September 30, 2011 and 8,120 shares at June 30, 2011	4,724	4,060
Additional paid-in capital	13,437	11,751
Retained earnings	5,648	10,462
Accumulated other comprehensive loss	(278)	(278)
<b>Total Parent Company Shareholders' Equity</b>	<b>23,531</b>	<b>25,995</b>
Noncontrolling interest	73	73
<b>Total Shareholders' Equity</b>	<b>23,604</b>	<b>26,068</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 81,433</b>	<b>\$ 91,830</b>

See notes to condensed consolidated financial statements.

## SUNLINK HEALTH SYSTEMS, INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share amounts)

(unaudited)

	THREE MONTHS ENDED SEPTEMBER 30, 2011 (Restated)		2010
Net Revenues	\$	35,517	\$ 36,796
Costs and Expenses			
Cost of goods sold		4,934	5,808
Salaries, wages and benefits		15,876	15,758
Provision for bad debts		4,549	4,484
Supplies		2,566	2,883
Purchased services		2,449	2,508
Other operating expenses		4,976	4,998
Rent and lease expense		719	703
Depreciation and amortization		1,177	1,423
Medicaid Electronic Health Records incentive payments		(1,013)	0
Operating loss		(716)	(1,769)
Other Income (Expense):			
Interest expense		(1,306)	(848)
Interest income		2	1
Loss from Continuing Operations before income taxes		(2,020)	(2,616)
Income Tax Benefit		(769)	(565)
Loss from Continuing Operations		(1,251)	(2,051)
Loss from Discontinued Operations		(304)	(717)
Net Loss	\$	(1,555)	\$ (2,768)
Loss Per Share:			
Continuing Operations:			
Basic	\$	(0.15)	\$ (0.25)
Diluted	\$	(0.15)	\$ (0.25)
Discontinued Operations			
Basic	\$	(0.04)	\$ (0.09)
Diluted	\$	(0.04)	\$ (0.09)

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Net Loss:			
Basic	\$	(0.18)	\$ (0.34)
Diluted	\$	(0.18)	\$ (0.34)
Weighted-Average Common Shares Outstanding:			
Basic		8,581	8,081
Diluted		8,581	8,081

## SUNLINK HEALTH SYSTEMS, INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

(unaudited)

	THREE MONTHS ENDED SEPTEMBER 30,	
	2011	2010
Net Cash Provided by (Used in) Operating Activities	\$ (1,347)	\$ 1,020
Cash Flows from Investing Activities:		
Expenditures for property, plant and equipment - continuing operations	(230)	(507)
Expenditures for property, plant and equipment - discontinued operations	(44)	(97)
Net Cash Used in Investing Activities	(274)	(604)
Cash Flows from Financing Activities:		
Revolving advances - net	900	1,200
Payments on long-term debt	(8,466)	(451)
Net proceeds from issuance of common shares	2,345	8
Net Cash Provided by (Used in) Financing Activities	(5,221)	757
Net increase (decrease) in Cash and Cash Equivalents	(6,842)	1,173
Cash and Cash Equivalents Beginning of Period	7,250	1,704
Cash and Cash Equivalents End of Period	\$ 408	\$ 2,877
Supplement Disclosure of Cash Flow Information:		
Cash Paid (Received) for:		
Interest	\$ 333	\$ 748
Income taxes	(\$ 27)	\$ 413
Non-cash investing and financing activities:		
Assets acquired under capital lease obligation - discontinued operations	\$ 316	\$ 0

See notes to condensed consolidated financial statements.

**SUNLINK HEALTH SYSTEMS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**THREE MONTHS ENDED SEPTEMBER 30, 2011**

**(all dollar amounts in thousands except per share amounts)**

**(unaudited)**

**Note 1. Restatement and Basis of Presentation**

**Restatement**

We have restated our Condensed Consolidated Financial Statements and other financial information in our Quarterly Report on Form 10-Q for the three month periods ended September 30, 2011 in response to comments issued by the SEC and to clarify certain prior disclosures.

On May 7, 2012, the Board of Directors and Audit Committee of SunLink Health Systems, Inc., ( SunLink , or the Company ) concluded that, as a result of comments issued by the SEC on its Form 10-Q for the three months ended September 30, 2011, the financial statements for the three months ended September 30, 2011 should no longer be relied upon in light of existing non-authoritative guidance and Accounting Standards Codification 450-30, Gain Contingencies ( ASC 450-30 ) that Medicare and Medicaid incentive payments for implementation of electronic health records ( EHR ) technology be accounted for on the basis of the gain contingency accounting model rather than a grant based accounting model as employed by SunLink with respect to such payments in fiscal quarters ending prior to December 31, 2011. As a result, the Company is restating its financial statements for the three months ended September 30, 2011. The restatement of financial statements does not affect the amount or the timing of past or future Medicare and Medicaid incentive payments.

In an unrelated matter, the amended reports listed above will reflect the retroactive reclassification of financial information with respect to the reclassification of the Company s Memorial Hospital of Adel to discontinued operations ( Discontinued Operations Reclassification ) as a result of the Company s decision in the quarter ended March 31, 2012 to sell such operations and the entry by the Company and its HealthMont of Georgia, Inc. subsidiary, on March 8, 2012, into an Asset Purchase Agreement by and among HealthMont of Georgia, Inc., SunLink and Hospital Authority of Tift County, Georgia ( Buyer ) effective as of March 1, 2012 (the Adel Sale Agreement ) to sell substantially all of the assets of the Company s owned Memorial Hospital of Adel and Memorial Convalescent Center ( Adel ) to the Buyer for approximately \$8,300.

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The following table sets forth the effects of the restatement adjustments and discontinued operations reclassification on line items within our previously reported condensed consolidated balance sheet as of September 30, 2011:

	As of September 30, 2011			
	As Previously Reported	Restatement Adjustments	Discontinued Operations Reclassification	As Restated
<b>ASSETS</b>				
Current Assets:				
Cash and cash equivalents	\$ 408	\$	\$	\$ 408
Receivables - net	15,964			15,964
Inventory	4,827		(326)	4,501
Income tax receivable	1,749			1,749
Current assets of Memorial Hospital of Adel			363	363
Deferred income tax asset	5,767	748		6,515
Electronic Health Records incentive reimbursement receivable	1,533	(1,067)		466
Prepaid expense and other	4,223		(92)	4,131
<b>Total current assets</b>	<b>34,471</b>	<b>(319)</b>	<b>(55)</b>	<b>34,097</b>
Property, plant and equipment, at cost	75,611		(9,415)	66,196
Less accumulated depreciation	37,758		(4,341)	33,417
<b>Property, plant and equipment - net</b>	<b>37,853</b>		<b>(5,074)</b>	<b>32,779</b>
Noncurrent Assets:				
Intangible assets - net	3,789		(354)	3,435
Goodwill	2,976		(1,584)	1,392
Deferred income tax asset	2,557			2,557
Noncurrent Electronic Health Records incentive reimbursement receivable	1,044	(1,044)		
Noncurrent assets of Memorial Hospital of Adel			6,771	6,771
Other noncurrent assets	408		(6)	402
<b>Total noncurrent assets</b>	<b>10,774</b>	<b>(1,044)</b>	<b>4,827</b>	<b>14,557</b>
<b>TOTAL ASSETS</b>	<b>\$ 83,098</b>	<b>\$ (1,363)</b>	<b>\$ (302)</b>	<b>\$ 81,433</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>				
Current liabilities:				
Accounts payable	\$ 7,341	\$	\$	\$ 7,341
Revolving advances	6,200			6,200
Current maturities of long-term debt	1,871		(55)	1,816
Current maturities of subordinated long-term debt	300			300
Accrued payroll and related taxes	4,214			4,214
Deferred gain - Medicare Electronic Health Records incentive reimbursement		8,521		8,521
Other accrued expenses	3,367			3,367
<b>Total current liabilities</b>	<b>23,293</b>	<b>8,521</b>	<b>(55)</b>	<b>31,759</b>
Long-Term Liabilities				
Long-term debt	19,234		(247)	18,987
Subordinated long-term debt	2,197			2,197
Noncurrent liability for professional liability risks	3,629			3,629
Other noncurrent liabilities	1,257			1,257

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Total long-term liabilities	26,317	(247)	26,070
Commitment and Contingencies			
Shareholders' Equity			
Preferred Shares, authorized and unissued, 2,000 shares			
Common Shares, without par value:			
Issued and outstanding, 9,448 shares at September 30, 2011 and 8,120 shares at June 30, 2011			
	4,724		4,724
Additional paid-in capital	13,437		13,437
Retained earnings	15,532	(9,884)	5,648
Accumulated other comprehensive loss	(278)		(278)
Total Parent Company Shareholders' Equity	33,415	(9,884)	23,531
Noncontrolling interest	73		73
Total Shareholders' Equity	33,488	(9,884)	23,604
Total Liabilities and Shareholders' Equity	\$ 83,098	\$ (1,363)	\$ 81,433

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The impact of the restatement adjustments and discontinued operations reclassification on the Company's previously reported condensed consolidated statement of earnings and loss for the three months ended September 30, 2011 is shown in the following table (in thousands, except per share data):

	Three Months Ended September 30, 2011			
	As Previously Reported	Restatement Adjustments	Discontinued Operations Reclassification	As Restated
Net Revenues	\$ 43,053	\$ (2,998)	\$ (4,538)	\$ 35,517
Costs and Expenses				
Cost of goods sold	4,934	0	0	4,934
Salaries, wages and benefits	18,235	0	(2,359)	15,876
Provision for bad debts	5,476	0	(927)	4,549
Supplies	3,062	0	(496)	2,566
Purchased services	2,797	0	(348)	2,449
Other operating expenses	5,640	0	(664)	4,976
Rent and lease expense	794	0	(75)	719
Depreciation and amortization	1,304	0	(127)	1,177
Medicaid Electronic Health Records incentives	0	(1,013)	0	(1,013)
Operating profit (loss)	811	(1,985)	458	(716)
Other Income (Expense):				
Interest expense	(1,311)	0	5	(1,306)
Interest income	2	0	0	2
Loss from Continuing Operations before taxes	(498)	(1,985)	463	(2,020)
Income Tax Benefit	(193)	(748)	172	(769)
Loss from Continuing Operations	(305)	(1,237)	291	(1,251)
Loss from Discontinued Operations	(13)	0	(291)	(304)
Net Loss	\$ (318)	\$ (1,237)	0	\$ (1,555)
Loss Per Share:				
Continuing Operations:				
Basic	\$ (0.04)	\$ (0.14)	\$ 0.03	\$ (0.15)
Diluted	\$ (0.04)	\$ (0.14)	\$ 0.03	\$ (0.15)
Discontinued Operations				
Basic	\$ (0.00)	\$ 0.00	\$ (0.03)	\$ (0.04)
Diluted	\$ (0.00)	\$ 0.00	\$ (0.03)	\$ (0.04)
Net Loss:				
Basic	\$ (0.04)	\$ (0.14)	\$ 0.00	\$ (0.18)
Diluted	\$ (0.04)	\$ (0.14)	\$ 0.00	\$ (0.18)



## **Basis of Presentation**

The accompanying unaudited Condensed Consolidated Financial Statements as of and for the three month period ended September 30, 2011 have been prepared in accordance with Rule 10-01 of Regulation S-X of the Securities and Exchange Commission ( SEC ) and, as such, do not include all information required by accounting principles generally accepted in the United States of America. These Condensed Consolidated Financial Statements should be read in conjunction with the audited consolidated financial statements included in the SunLink Health Systems, Inc. ( SunLink , we , our , ours , us or the Company ) Annual Report on Form 10-K/A for the fiscal year ended June 30, 2011, filed with the SEC on May 21, 2012. In the opinion of management, the Condensed Consolidated Financial Statements, which are unaudited, include all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the financial position and results of operations for the periods indicated. The results of operations for the three month period ended September 30, 2011 are not necessarily indicative of the results that may be expected for the entire fiscal year or any other interim period.

## **Note 2. Business Operations**

### Business Operations

SunLink Health Systems, Inc. is a provider of healthcare services in certain rural and exurban markets in the United States. SunLink's business is composed of two business segments:

Healthcare Facilities, which consist of

Our five community hospitals which have a total of 282 licensed beds;

Our two nursing homes, which have a total of 166 licensed beds, each of which is located adjacent to a corresponding SunLink community hospital; and

Our one home health agency, which operates in connection with a corresponding SunLink community hospital.

Specialty Pharmacy, which consists of

Specialty pharmacy services;

Durable medical equipment;

Institutional pharmacy services; and

Retail pharmacy products and services, all of which are conducted in rural markets.

SunLink has conducted its healthcare facilities business since 2001 and its specialty pharmacy business since April 2008.

On April 8, 2011, SunLink Health Systems, Inc. announced that it has reached a preliminary agreement and executed a letter of intent with Foundation HealthCare Affiliates, LLC ( Foundation ) and New Age Fuel, Inc. ( New Age ), and Foundation Investment Affiliates I, LLC ( FIA ) for the non-cash merger of certain Foundation and New Age, FIA, subsidiaries and affiliates with and into newly formed acquisition subsidiaries of SunLink. On November 8, 2011, SunLink and Foundation announced that they had ended their previously announced merger discussions. SunLink's Board and management concluded that the business plan that the Company has adopted is fundamentally sound and has determined to focus the Company's strategic efforts on enhancing its existing hospital portfolio and on pursuing potential hospital acquisitions. SunLink is

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committed to enhancing shareholder value while maintaining high standards of responsibility to its patients, employees and the communities it serves and will continue to pursue strategic alternatives consistent with that commitment.

### **Note 3. Subsequent Events**

On March 8, 2012, the Company and its HealthMont of Georgia, Inc. subsidiary entered into an Asset Purchase Agreement by and among HealthMont of Georgia, Inc., SunLink and Hospital Authority of Tift

County, Georgia ( Buyer ) effective March 1, 2012 to sell substantially all of the assets of the Company s owned Memorial Hospital of Adel and Memorial Convalescent Center ( Adel ) to the Buyer for approximately \$8,300. Effective April 1, 2012 that Buyer began management of Adel pursuant to the terms of a management agreement from such date until closing. The transaction is subject to a number of conditions, including buyer due diligence and lender approvals, and is expected to close in SunLink s first fiscal quarter of 2013. (See Note 4. Discontinued Operations.)

On March 26, 2012, SunLink Health Systems, Inc., HealthMont of Missouri, LLC ( Borrower ), HealthMont LLC ( HLLC ) entered into and closed on a \$5,000 Loan Agreement with a bank dated as of March 16, 2012 (the Callaway RDA Loan ). The loan is guaranteed by the Company and HLLC. HealthMont of Missouri, LLC owns and operates Callaway Community Hospital ( Callaway ) in Fulton, Missouri. The Loan Agreement consists of two promissory notes; a \$4,000 note and \$1,000 note. The \$4,000 was drawn in its entirety on March 26, 2012. The \$1,000 will be drawn upon commencement of construction and improvement projects.

**Note 4. Discontinued Operations**

All of the businesses discussed below are reported as discontinued operations and the condensed consolidated financial statements for all prior periods have been adjusted to reflect this presentation.

Results for all of the businesses included in discontinued operations are presented in the following table:

	<b>Three Months Ended September 30,</b>	
	<b>2011</b>	<b>2010</b>
<b>Net Revenues:</b>		
Memorial Hospital of Adel	\$ 4,538	\$ 4,070
Chilton Medical Center	0	3,338
	\$ 4,538	\$ 7,408
<b>Loss from discontinued operations:</b>		
Memorial Hospital of Adel		
Earnings (loss) from operations	\$ (463)	\$ (340)
Income tax expense (benefit)	(172)	(128)
<b>Earnings (loss) from Memorial Hospital of Adel after taxes</b>	<b>(291)</b>	<b>(212)</b>
Life sciences and engineering segment:		
Loss from operations	(22)	(21)
Income tax benefit	(9)	(8)
<b>Loss from life sciences and engineering segment after taxes</b>	<b>(13)</b>	<b>(13)</b>
Chilton Medical Center:		
Loss from operations	0	(500)
Income tax benefit	0	(119)
<b>Loss from Chilton Medical Center after taxes</b>	<b>0</b>	<b>(381)</b>
Mountainside Medical Center:		
Loss from operations	0	(178)
Income tax benefit	0	(67)
<b>Loss from Mountainside Medical Center after taxes</b>	<b>0</b>	<b>(111)</b>

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Loss from discontinued operations	\$ (304)	\$ (717)
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**Memorial Hospital of Adel** On March 8, 2012, the Company and its HealthMont of Georgia, Inc. subsidiary entered into an Asset Purchase Agreement by and among HealthMont of Georgia, Inc., SunLink and Buyer effective March 1, 2012 to sell substantially all of the assets of the Company's owned Memorial Hospital of Adel and Memorial Convalescent Center to the Buyer for approximately \$8,300. Excluded assets include accounts receivable as of the Cutoff Date and all Medicare and Medicaid incentive payments for meaningful use of electronic health record technology and all receivables, claims and settlements made pursuant to the Indigent Care Trust Fund of the State of Georgia, in each case, paid with respect to the fiscal year ending June 30, 2012. Retained liabilities generally consist of liabilities incurred prior to the closing date of the transaction. Effective April 1, 2012, Buyer began management of Adel under a management agreement to continue from such date until the scheduled date of closing. The Buyer is to retain any profit earned and fund any losses incurred during the management period. The transaction is subject to a number of conditions and is expected to close in SunLink's first fiscal quarter of 2013. The agreement may be terminated by either SunLink or the Buyer if the transaction is not consummated prior to July 31, 2012 or such later date as the parties may agree. Subject to certain conditions, if the Buyer terminates the agreement during the period April 1, 2012 through July 31, 2012 from other than a default by the Company, SunLink will be entitled to a breakup fee of \$900. SunLink anticipates that the sale of assets of Adel for approximately \$8,300, less estimated sale expenses, will result in net proceeds of approximately \$7,500 to the Company and that the Company will be required to use all or substantially all of the net proceeds to pay down senior debt under the Company's Credit Facility.

Adel's operations have been reclassified as discontinued operations in our condensed consolidated financial statements for the three month periods ended September 30, 2011 and 2010 and as of June 30, 2011.

**Chilton Medical Center** On March 1, 2011, SunLink entered into an agreement to lease its owned Chilton Medical Center ( Chilton ) and sold its 83% membership interest in Clanton Hospital LLC ( Clanton ), which manages Chilton, to Carraway Medical Systems, Inc. ( Carraway ). The lease agreement is for a six-year term with monthly rent of \$37 and includes an option under which Carraway can purchase Chilton from SunLink. The option purchase price is \$3,700, less the amount paid, up to a maximum of \$615, to purchase the 17% membership interest of Clanton owned by local physicians. The purchase price of SunLink's 83% membership interest in Clanton was a \$1,000 six-year zero-coupon note plus a six-year 6% note for the net working capital of Clanton at purchase. If the purchase option for Chilton is exercised during the six-year term of the lease, any amount paid under the \$1,000 note will be credited to the option purchase price and any remaining balance on the note will be cancelled. As a result, the note at September 30, 2011 was recorded on the balance sheet at net \$0. Pursuant to the terms of the sale and lease and agreement, SunLink is entitled to receive 75% of the Electronic Health Records Medicare and Medicaid incentive reimbursements received by Clanton.

**Mountainside Medical Center** On June 1, 2004, SunLink sold its Mountainside Medical Center ( Mountainside ) hospital in Jasper, Georgia, for approximately \$40,000 pursuant to the terms of an asset sale agreement. In connection with this sale, claims by the buyer and counter claims by SunLink were litigated which resulted in a judgment for SunLink. The judgment, which included damages, prejudgment interest and certain losses, was collected by SunLink in the amount of \$1,246 in May 2010 and \$540 in December 2010, and the parties executed a mutual release. Included in the pre-tax loss of Mountainside for the three months ended September 30, 2010 were legal expenses related to the litigation with the buyer's claim and SunLink's counterclaim.

**Life Sciences and Engineering Segment** SunLink retained a defined benefit retirement plan which covered substantially all of the employees of this segment when the segment was sold in fiscal 1998. Effective February 28, 1997, the plan was amended to freeze participant benefits and close the plan to new participants. Pension expense and related tax benefit or expense is reflected in the results of operations for this segment for the three months ended September 30, 2011 and 2010. The components of pension expense for the three months ended September 30, 2011 and 2010, respectively, were as follows:

	<b>Three Months Ended September 30,</b>	
	<b>2011</b>	<b>2010</b>
Interest Cost	\$ 18	\$ 18
Expected return on assets	(10)	(11)
Amortization of prior service cost	14	14
Net pension expense	\$ 22	\$ 21

SunLink did not contribute to the plan in the three months ended September 30, 2011. We expect to make no contribution to the plan through the end of the fiscal year ending June 30, 2012.

**Discontinued Operations Reserves** Over the past 23 years, SunLink has discontinued operations carried on by its former Chilton Medical Center, Mountainside Medical Center, and its former industrial, U.K. leisure marine, life sciences and engineering, and European child safety segments, as well as the U.K. housewares segment. SunLink's reserves relating to discontinued operations of these segments represent management's best estimate of SunLink's possible liability for property, product liability and other claims for which SunLink may incur liability.

#### **Note 5. Shareholders Equity**

##### *Stock-Based Compensation*

For the three months ended September 30, 2011 and 2010, the Company recognized \$5 and \$12, respectively, in salaries, wages and benefit expense for share options issued to employees and directors of the Company. The fair value of the share options granted was estimated using the Black-Scholes option pricing model. There were 180,000 share options granted during the three months ended September 30, 2011 under the 2005 Equity Incentive Plan and no share options granted during the three months ended September 30, 2010.

##### *Private Placement of Shares*

In the first quarter of fiscal 2012, the Company sought to sell up to 3,800,000 common shares in a private offering at a price equal to the average closing price for the shares over the ten trading days prior to the applicable closing with a minimum placement of \$2,500.

On July 28, 2011, SunLink announced a closing under the private placement of approximately 1,329,000 common shares at approximately \$1.90 per share. Such shares were sold to certain of the Company's officers and directors and/or their affiliates. The net proceeds of the private placement of approximately \$2,500 were used, together with the Company's operating funds, to make an \$8,000 pre-payment on the Credit Facility Term Loan. Concurrent with and conditioned upon the Term Loan pre-payment, the Company's lenders modified the Credit Facility to reduce the interest rate, revise certain financial and other covenants and extend the maturity date of the Credit Facility until January 1, 2013. See Note 8 Long-Term Debt. A special committee of the Company's Board of Directors comprised of non-participating disinterested directors evaluated the private placement transaction and obtained an opinion of an outside advisor selected by the special committee that the price and terms of the private placement were fair from a financial point of view to the Company.

**Note 6. Receivables- net**

Summary information for receivables is as follows:

	September 30, 2011	June 30, 2011
Accounts receivable (net of contractual allowances)	\$ 28,428	\$ 28,619
Less allowance for doubtful accounts	(12,464)	(12,317)
<b>Receivables - net</b>	<b>\$ 15,964</b>	<b>\$ 16,302</b>

Net revenues included increases of \$0 and \$9 for the three months ended September 30, 2011 and 2010, respectively, for the settlements and filings of prior year Medicare and Medicaid cost reports.

**Note 7. Medicare and Medicaid Electronic Health Records Incentives****Deferred Gain Medicare Electronic Health Records Incentives**

Electronic Health Records ( EHR ) incentive reimbursements are payments received under the Health Information Technology for Economic and Clinical Health Act (the HITECH Act ) which was enacted into law on February 17, 2009 as part of the American Recovery and Reinvestment Act of 2009 ( ARRA ). The HITECH Act includes provisions designed to increase the use of EHR by both physicians and hospitals. Beginning with federal fiscal year 2011 (federal fiscal year is October 1 through September 30) and extending through federal fiscal year 2016, eligible hospitals and critical access hospitals ( CAH ) participating in the Medicare and Medicaid programs are eligible for reimbursement incentives based on successfully demonstrating meaningful use of their certified EHR technology. Conversely, those hospitals that do not successfully demonstrate meaningful use of EHR technology are subject to payment penalties or downward adjustments to their Medicare payments beginning in federal fiscal year 2015.

The Company accounts for EHR incentive payments in accordance with ASC 450-30. In accordance with ASC 450-30, the Company recognizes EHR incentive payments when all contingencies relating to the incentive payment have been satisfied and compliance with the EHR meaningful use criteria have been attested to. For recognition of Medicaid EHR incentive payments, recognition of the payments will be at the time of attestation to EHR meaningful use criteria since Medicaid payments for the states in which the Company operates are based upon historical cost report information with no subsequent payment adjustment. However, for Medicare EHR incentive payments, recognition is being deferred until both the Medicare federal fiscal year during which EHR meaningful use was demonstrated ends and the cost report information utilized to determine the final amount of reimbursement is known. The demonstration of meaningful use is based on meeting a series of objectives and varies among hospitals, between the Medicare and Medicaid programs, and within the Medicaid program from state to state. Additionally, meeting the series of objectives in order to demonstrate meaningful use becomes progressively more stringent as its implementation is phased in through stages as outlined by the Centers for Medicare and Medicaid Services.

SunLink's five operating hospitals and Adel and Chilton (see Note 4. Discontinued Operations) successfully attested for the Medicare EHR program for the fiscal year ended June 30, 2011. Incentive payments for all five operating hospital and Adel and Chilton totaling \$8,521 were received by SunLink during the quarter ended June 30, 2011. As Medicare EHR incentive payments cannot be recognized until the cost report information utilized to determine the final amount of reimbursement is known, SunLink has recorded the \$8,521 of deferred gain as of December 31, 2011 and June 30, 2011. This deferred gain is expected to be recognized in the quarter ended June 30, 2012, when information for the cost report period July 1, 2011 through June 30, 2012 is known.

SunLink's two Missouri hospitals, its two Georgia hospitals, and Chilton successfully attested for the Medicaid EHR program for the federal attestation year ending September 30, 2011 and recognized and received the EHR incentive payments in the six month period ended December 31, 2011 in the amount of \$1,013.

**Note 8. Goodwill and Intangible Assets**

SunLink has goodwill and intangible assets related to its Healthcare Facilities and Specialty Pharmacy Segments.

Intangibles consist of the following, net of amortization:

	September 30, 2011	June 30, 2011
<b>Healthcare Facilities Segment</b>		
Certificates of Need	\$ 630	\$ 630
Noncompetition Agreements	83	83
	713	713
Accumulated Amortization	(293)	(280)
	420	433
<b>Specialty Pharmacy Segment</b>		
Trade Name	2,000	2,000
Customer Relationships	1,089	1,089
Medicare License	769	769
	3,858	3,858
Accumulated Amortization	(489)	(453)
	3,369	3,405
<b>Total</b>	<b>\$ 3,789</b>	<b>\$ 3,838</b>

The trade name intangible asset under the Specialty Pharmacy Segment is a non-amortizing intangible asset.

Amortization expense was \$43 and \$153 for the quarters ended September 30, 2011 and 2010, respectively.

Goodwill consists of the following:

	September 30, 2011	June 30, 2011
Healthcare Facilities Segment	\$ 931	\$ 931
Specialty Pharmacy Segment	461	461
	\$ 1,392	\$ 1,392

**Note 9. Long-Term Debt**

Long-term debt consisted of the following:

	September 30, 2011	June 30, 2011
Term Loan	\$ 20,648	\$ 29,086
Capital lease obligations	155	169
<b>Total</b>	<b>20,803</b>	<b>29,255</b>
Less current maturities	(1,816)	(1,814)
	<b>\$ 18,987</b>	<b>\$ 27,441</b>

**SunLink Credit Facility** On April 23, 2008, SunLink entered into a \$47,000 seven-year senior secured credit facility ( Credit Facility ) comprised of a revolving line of credit of up to \$12,000 (the Revolving Loan ) and a \$35,000 term loan (the Term Loan ). The Credit Facility has subsequently been amended by three modification agreements, on July 28, 2011 ( July 2011 Modification ), March 1, 2011 ( March 2011 Modification ), and September 27, 2010 ( September 2010 Modification ). The termination date for the Credit Facility currently is January 1, 2013 and the maximum Revolving Loan commitment currently is \$9,000. Borrowings under the Credit Facility are at LIBOR plus the applicable interest rate. Under the Credit Facility, LIBOR is defined as the Thirty-Day published rate, not to be less than 2.75%, nor more than 5.50%. The maximum availability of the Revolving Loan is keyed to the calculated net collectible value of eligible accounts receivable.

At September 30, 2011, SunLink's calculated net collectible value of eligible accounts receivable was \$8,294, the Revolving Loan balance was \$6,200 with an interest rate at LIBOR plus 10.5% (13.25% at September 30, 2011), and the Term Loan balance was \$20,648 with an interest rate at LIBOR plus 12.07% (14.82% at September 30, 2011).

The Credit Facility is secured by a first priority security interest in substantially all real and personal property of the Company and its consolidated domestic subsidiaries, including a pledge of all of the equity interests in such subsidiaries. The Credit Facility contains various terms and conditions, including operational and financial restrictions and limitations, and affirmative and negative covenants. The covenants include financial covenants measured on a quarterly basis which require SunLink to comply with maximum leverage and minimum fixed charge ratios, maximum capital expenditure amounts, collateral value to loan amount and liquidity and cash flow measures, all as defined in the Credit Facility. We believe that the Company should be able to continue in compliance with the revised levels of financial covenants and terms in the Credit Facility during the fiscal year ending June 30, 2012, but there is no assurance that the Company will be able to do so. If we fail to remain in compliance with the Credit Facility as modified, we would cease to have a right to draw on the revolving line of credit facility and the lenders would, among other things, be entitled to call a default and demand repayment of the indebtedness outstanding. If SunLink or its applicable subsidiaries experience a material adverse change in their business, assets, financial condition, management or operations, or if the value of the collateral securing the Credit Facility decreases, we may be unable to draw on the Revolving Loan.

Unamortized financing costs and expenses related to the Credit Facility of \$182 are being amortized over the current remaining life of the Credit Facility. Accumulated amortization was approximately \$2,364 and \$944 as of the three months ended September 30, 2011 and 2010, respectively. Amortization expense was \$42 and \$107 for the three months ended September 30, 2011 and 2010, respectively.

Under the terms of the July 2011 Modification, the termination date of the Credit Facility was extended to January 1, 2013, Under the terms of the July 2011 Modification, SunLink also made an \$8,000 prepayment on the Term Loan and paid a modification fee of \$131. The source of the repayment was \$2,500 of proceeds from a private placement of SunLink common shares and \$5,500 of operating funds. Under the July 2011 Modification, the interest rate under the Revolving Loan was adjusted to LIBOR plus an applicable interest rate of 8.875%, or a total interest rate of 11.625% at July 28, 2011 and the

interest rate under the Term Loan was adjusted to LIBOR plus an applicable interest rate of 10.82%, or a total interest rate of 13.57% at July 28, 2011. The July 2011 Modification also included covenants calling for further reductions in the principal balance of the term loan in September and December of 2011. Under the September 2011 and December 2011 Term Loan Reduction Covenants, if the principal balance under the Term Loan is not reduced by the prescribed amounts, the interest rate for both the Term Loan and the Revolving Loan may increase by an aggregate additional 0.50% over the prescribed interest rate for the remainder of the Credit Facility's term. Because the September 2011 Term Loan Reduction Covenant was not met, the interest on the Term Loan and the Revolving Loan increased by 0.25% at October 1, 2011. If the December 2011 Term Loan Reduction Covenant is met, the applicable interest rate for both the Term Loan and the Revolving Loan may decrease by 1.25% over the then current interest rate for the remainder of the Credit Facility's term.

The March 2011 Modification and the September 2010 included increases to the interest rate for the Revolving Loan to LIBOR plus 6.50% from the waiver date through November 14, 2010, LIBOR plus 7.50% from November 15, 2010 to February 15, 2011, LIBOR plus 8.50% from February 16, 2011 to April 14, 2011, LIBOR plus 9.50% from April 15, 2011 to May 15, 2011, LIBOR plus 10.50% from May 16, 2011 to July 15, 2011 and LIBOR plus 11.50% from July 16, 2011 through the July 28, 2011 closing date of the July 2011 Modification. Such modifications also increased the interest rate for the Term Loan to LIBOR plus 8.07% from the September 2010 Modification date through November 14, 2010, LIBOR plus 9.07% from November 15, 2010 to February 15, 2011, LIBOR plus 10.07% from February 16, 2011 to April 15, 2011, LIBOR plus 11.07% from April 15, 2011 to May 15, 2011, LIBOR plus 12.07% from May 16, 2011 to July 15, 2011 and LIBOR plus 13.07% from July 16, 2011 through the July 28, 2011, the effective date of the July 2011 Modification

Under the terms of the September 2010 Modification, the Revolving Loan commitment was reduced to \$9,000. Under the September 2010 Modification, the term of the Credit Facility also was shortened and the termination date of the Credit Facility was changed from April 22, 2015 to September 30, 2011. The September 2010 Modification also contained conditions for waivers of the non-compliance with financial covenants for the quarters ended September 30, 2010, December 31, 2010 and March 31, 2011. A waiver fee of 2.00% of the then current Credit Facility commitment totaling approximately \$788 was paid at the September 2010 Modification closing and additional waiver fees of 0.50% of the then current total Credit Facility commitment were paid at November 15, 2010, February 15, 2011 and May 15, 2011.

**Note 10. Subordinated Long-Term Debt**

Subordinated long-term debt consisted of the following:

	September 30, 2011	June 30, 2011
Carmichael's	\$ 2,497	\$ 2,497
Less current maturities	(300)	(300)
	\$ 2,197	\$ 2,197

**Carmichael Notes** On April 22, 2008, SunLink Scripts Rx, LLC (formerly known as SunLink Homecare Services, LLC) entered into a \$3,000 promissory note agreement with an interest rate of 8% with the former owners of Carmichael as part of the acquisition purchase price (the Carmichael Purchase Note). The Carmichael Purchase Note is payable in semi-annual installments of \$150, which began on April 22, 2009, with the remaining balance of \$1,200 due April 22, 2015. Interest is payable in arrears semi-annually on the six and twelve-month anniversary of the issuance of the note. The Carmichael Purchase Note is guaranteed by SunLink Health Systems, Inc. The note and the guarantee are subordinate to the Credit Facility.

On April 12, 2011, an amendment to the Carmichael Note (Carmichael Note Amendment) was entered into under which SunLink has the option to issue subordinated promissory notes to the former owners of

Carmichael in payment of up to two semi-annual payments of principal and interest due under the Carmichael Note (the PIK Notes and together with the Purchase Note the Carmichael Notes ). The notes bear an interest rate of 8% and are due on April 22, 2015. A PIK Note for \$247 was issued on April 22, 2011 for the principal and interest payment that would have been due on April 22, 2011. A PIK Note for \$252 was issued on October 22, 2011 for the principal and interest payment that would have been due on October 22, 2011.

Under the terms of the Credit Facility (see Note 9. Long-Term Debt), if SunLink is in violation of certain terms and conditions of such facility, the Company cannot make principal payments due under the Carmichael Notes without permission of the agent for the lenders of the Credit Facility.

**Note 11. Income Taxes**

Income tax benefit of \$769 (\$693 federal tax benefit and \$76 state tax benefit) and income tax benefit of \$565 (\$745 federal tax benefit and \$180 state tax expense) was recorded for the three months ended September 30, 2011 and 2010, respectively.

We had an estimated net operating loss carry-forward for federal income tax purposes of approximately \$6,150 at September 30, 2011. Use of this net operating loss carry-forward is subject to the limitations of the provisions of Internal Revenue Code Section 382. As a result, not all of the net operating loss carry-forward is available to offset federal taxable income in the current year. At September 30, 2011, we have provided a partial valuation allowance against the deferred tax asset so that the net tax asset was \$9,072. Based upon management's assessment that it was more likely than not that a portion of its deferred tax asset (primarily its net operating losses subject to limitation) would not be recovered, the Company established a valuation allowance for the portion of the tax asset which management estimates will not be utilized.

The Company accounts for uncertainty in income taxes for a change in judgment related to prior years' tax positions in the quarter of such change. Activity in the unrecognized tax benefit liability account was as follows from July 1, 2008 through September 30, 2011:

Balance at July 1, 2008	\$ 58
Additions based on tax positions related to current year	31
Reduction for tax positions of prior years	(23)
Balance at June 30, 2009	66
Additions based on tax positions related to current year	35
Reduction for tax positions of prior years	(30)
Balance at June 30, 2010	71
Reduction for tax positions of prior years	(34)
Balance at June 30, 2011	37
Additions based on tax positions related to current year	(6)
Reduction for tax positions of prior years	2
Balance at September 30, 2011	\$ 33

**Note 12. Noncontrolling Interest**

On July 1, 2009, SunLink sold 49% of its Specialty Pharmacy operations subsidiary in Ellijay, Georgia, to an unaffiliated buyer at a sales price of \$76.

**Note 13. Commitments and Contingencies**

Legal Proceedings

The Company is a party to claims and litigation incidental to its business, for which it is not currently possible to determine the ultimate liability, if any. Based on an evaluation of information currently available and consultation with legal counsel, management believes that resolution of such claims and litigation is not likely to have a material effect on the financial position, cash flows, or results of operations of the Company. The Company expenses legal costs as they are incurred.

On December 7, 2007, Southern Health Corporation of Ellijay, Inc. ( SHC-Ellijay ), a SunLink subsidiary, filed a Complaint against James P. Garrett and Roberta Mundy, both individually and as Fiduciary of the Estate of Randy Mundy (collectively, Defendants ), seeking specific performance of an Option Agreement (the Option Agreement ) dated April 17, 2007, between SHC-Ellijay, Mr. Garrett, and Ms. Mundy as Executrix of the Estate of Randy Mundy for the sale of approximately 24.74 acres of real property located in Gilmer County, Georgia, and recovery of SHC-Ellijay's damages suffered as a result of Defendants' failure to close the transaction in accordance with the Option Agreement. SHC-Ellijay also stated alternative claims for breach of the Option Agreement and fraud, along with claims to recover attorney's fees and punitive damages.

In January 2008, Ms. Mundy and Mr. Garrett filed motions to strike, motions to dismiss, answers, affirmative defenses, and counterclaims against SHC-Ellijay. On March 3, 2009, SHC-Ellijay filed a First Amended and Restated Complaint for Damages, which effectively dropped the cause of action for specific performance of the Option Agreement. On May 7, 2009, Mr. Garrett and Ms. Mundy served a motion for summary judgment on all counts and causes of action stated in the First Amended Complaint, contending that Mr. Garrett and Ms. Mundy did not intentionally breach the Option Agreement. SHC-Ellijay filed opposition papers in June 2009. In May 2011, SHC-Ellijay filed a motion for partial summary judgment on Count I of the Amended Complaint, seeking a judgment holding that Defendants willfully and intentionally breached the Option Agreement in eight ways, which would entitle SHC-Ellijay to recover damages from Defendants. In July 2011, SHC-Ellijay filed a reply brief in further support of its motion for partial summary judgment on the complaint and full summary judgment on the Defendants' counterclaims and brief in opposition to Defendants' cross motion for summary judgment. The summary judgment motions remain pending.

SunLink denies that it has any liability to Mr. Garrett and Ms. Mundy and intends to vigorously defend the claims asserted against SunLink by Mr. Garrett's and Ms. Mundy's counterclaims and to vigorously pursue its claims against Mr. Garrett and Ms. Mundy. While the ultimate outcome and materiality of the litigation cannot be determined, in management's opinion the litigation will not have a material adverse effect on SunLink's financial condition or results of operations.

Contractual Obligations, Commitments and Contingencies

Contractual obligations, commitments and contingencies related to long-term debt, non-cancelable operating leases, physician guarantees and interest on outstanding debt from continuing operations at September 30, 2011 were as follows:

		Subordinated	Operating	Physician	Interest	Interest	Interest
	Long-Term Debt	Long-Term Debt	Leases	Guarantees	Outstanding Debt	on Outstanding Subordinated Debt	on Outstanding Subordinated Debt
Payments due in:							
1 year	\$ 1,871	\$ 300	\$ 2,937	\$ 63	\$ 3,023	\$ 188	
2 years	19,234	300	1,085	63	1,951	164	
3 years	0	300	631	63	11	140	
4 years	0	1,597	520	61	7	64	
5+ years	0	0	1,046	0	2	0	
	\$ 21,105	\$ 2,497	\$ 6,219	\$ 250	\$ 4,994	\$ 556	

At September 30, 2011, SunLink had guarantee agreements with two physicians. A physician with whom a guarantee agreement is made generally agrees to maintain his or her practice within a hospital geographic area for a specific period (normally three years) or be liable to repay all or a portion of the guarantee received. The physician's liability for any guarantee repayment due to non-compliance with the provisions of a guarantee agreement generally is collateralized by the physician's patient accounts receivable and/or a promissory note from the physician. Included in the Company's consolidated balance sheet at September 30, 2011 is a liability of \$250 for one physician guarantee. SunLink expensed \$62 and \$44 on physician guarantees and recruiting for the three months ended September 30, 2011 and 2010, respectively. The table above shows non-cancelable commitments under physician guarantee contracts as of September 30, 2011.

**Note 14. Related Party Transactions**

A director of the Company and our company secretary (who was a director of SunLink until November 2003 and is now a director emeritus) are members of two different law firms, each of which provides services to SunLink. The Company has paid an aggregate of \$255 and \$267 for legal services to these law firms in the three months ended September 30, 2011 and 2010, respectively.

**Note 15. Financial Information by Segments**

Under ASC Topic No. 280, Segment Reporting, operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. Our chief operating decision-making group is composed of SunLink's chief executive officer and other members of SunLink's senior management. Our two reportable operating segments are Healthcare Facilities and Specialty Pharmacy.

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We evaluate performance of our operating segments based on revenue and operating income (loss). Segment information for the three months ended September 30, 2011 and 2010 is as follows:

	Healthcare Facilities	Specialty Pharmacy	Corporate and Other	Total
<b><u>Three months ended September 30, 2011</u></b>				
Net revenues from external customers	\$ 27,762	\$ 7,755	\$ 0	\$ 35,517
Operating profit (loss)	790	(274)	(1,232)	(716)
Depreciation and amortization	814	228	135	1,177
Assets	54,859	11,633	14,941	81,433
Expenditures for property, plant and equipment	98	113	18	229
<b><u>Three months ended September 30, 2010</u></b>				
Net revenues from external customers	\$ 27,894	\$ 8,902	\$ 0	\$ 36,796
Operating loss	(293)	(205)	(1,271)	(1,769)
Depreciation and amortization	920	388	115	1,423
Assets	57,785	25,335	14,609	97,729
Expenditures for property, plant and equipment	266	169	72	507

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(dollars in thousands, except per share and admissions data)

**Amendment No. 1 Overview**

As discussed in Note 1, Basis of Presentation and Restatement, in the Notes to the condensed consolidated financial statements, we have restated our previously issued financial statements for the three months ended September 30, 2011; accordingly, Management's Discussion and Analysis of Financial Condition and Results of Operations have been revised for the effects of the restatement.

**Forward-Looking Statements**

This Quarterly Report and the documents that are incorporated by reference in this Quarterly Report contain certain forward-looking statements within the meaning of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

Forward-looking statements include all statements that do not relate solely to historical or current facts and may be identified by the use of words such as may, believe, will, expect, project, estimate, anticipate, plan or continue. These forward-looking statements are based on our current plans and expectations and are subject to a number of risks, uncertainties and other factors which could significantly affect current plans and expectations and our future financial condition and results. These factors, which could cause actual results, performance and achievements to differ materially from those anticipated, include, but are not limited to:

*General Business Conditions*

general economic and business conditions in the U.S., both nationwide and in the states in which we operate;

increases in uninsured and/or underinsured patients due to unemployment or other conditions resulting in higher bad debt amounts;

the competitive nature of the U.S. community hospital, nursing home, homecare and specialty pharmacy businesses;

demographic changes in areas where we operate;

the availability of new long-term financing to replace our existing credit facility;

the availability of cash or borrowings to fund working capital, renovations, replacements, expansions and capital improvements at existing hospital facilities and for acquisitions and replacement hospital facilities;

changes in accounting principles generally accepted in the U.S.; and,

fluctuations in the market value of equity securities including SunLink common shares;

*Operational Factors*

inability to operate profitably in one or more segments of the healthcare business;

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the availability of, and our ability to attract and retain, sufficient qualified staff physicians, management, nurses, pharmacists and staff personnel for our operations;

timeliness and amount of reimbursement payments received under government programs;

increases in interest rates under debt agreements

the inability to refinance existing indebtedness and potential defaults under existing indebtedness;

restrictions imposed by debt agreements;

the cost and availability of insurance coverage including professional liability (e.g., medical malpractice) and general liability insurance;

the efforts of insurers, healthcare providers, and others to contain healthcare costs;

the impact on hospital services of the treatment of patients in lower acuity healthcare settings, whether with drug therapy or in alternative healthcare settings, such as surgery centers or urgent care centers;

changes in medical and other technology;

risks of changes in estimates of self insurance claims and reserves;

increases in prices of materials and services utilized in our Healthcare Facilities and Specialty Pharmacy Segments;

increases in wages as a result of inflation or competition for management, physician, nursing, pharmacy and staff positions;

increases in the amount and risk of collectability of accounts receivable, including deductibles and co-pay amounts;

the functionality or costs with respect to our information systems for our Healthcare Facilities and Specialty Pharmacy Segments and our corporate office, including both software and hardware; and

the availability of and competition from alternative drugs or treatments provided by our Specialty Pharmacy Segment;

*Liabilities, Claims, Obligations and Other Matters*

claims under leases, guarantees and other obligations relating to discontinued operations, including sold facilities, retained or acquired subsidiaries and former subsidiaries;

potential adverse consequences of known and unknown government investigations;

claims for product and environmental liabilities from continuing and discontinued operations;

professional, general and other claims which may be asserted against us; and,

natural disasters and weather-related events such as earthquakes, flooding, snow, ice and wind damage and population evacuations affecting areas in which we operate.

*Regulation and Governmental Activity*

existing and proposed governmental budgetary constraints;

the regulatory environment for our businesses, including state certificate of need laws and regulations, rules and judicial cases relating thereto;

anticipated adverse changes in the levels and terms of government (including Medicare, Medicaid and other programs) and private reimbursement for SunLink's healthcare services including the payment arrangements and terms of managed care agreements;

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changes in or failure to comply with Federal, state or local laws and regulations affecting the healthcare industry including Federal healthcare reform legislation and,

the possible enactment of Federal healthcare reform laws or reform laws in states where we operate hospital and pharmacy facilities (including Medicaid waivers and other reforms);

### *Acquisition Related Matters*

the availability and terms of capital to fund acquisitions;

impairment or uncollectibility of certain acquired assets;

assumed liabilities discovered subsequent to an acquisition;

our ability to integrate acquired healthcare businesses and implement our business strategy; and,

competition in the market for acquisitions of hospitals and healthcare businesses.

The foregoing are significant factors we think could cause our actual results to differ materially from expected results. However, there could be additional factors besides those listed herein that also could affect SunLink in an adverse manner.

You should read this Quarterly Report completely and with the understanding that actual future results may be materially different from what we expect. You are cautioned not to unduly rely on forward-looking statements when evaluating the information presented in this Quarterly Report or our other disclosures because current plans, anticipated actions, and future financial conditions and results may differ from those expressed in any forward-looking statements made by or on behalf of SunLink.

We have not undertaken any obligation to publicly update or revise any forward-looking statements. All of our forward-looking statements speak only as of the date of the document in which they are made or, if a date is specified, as of such date. We disclaim any obligation or undertaking to provide any updates or

revisions to any forward-looking statement to reflect any change in our expectations or any changes in events, conditions, circumstances or information on which the forward-looking statement is based. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the foregoing factors and the risk factors set forth elsewhere in this report and in our Annual Report on Form 10-K/A.

### **Corporate Business Strategy**

On April 8, 2011, SunLink Health Systems, Inc. announced that it has reached a preliminary agreement and executed a letter of intent with Foundation HealthCare Affiliates, LLC ( Foundation ) and New Age Fuel, Inc. ( New Age ), and Foundation Investment Affiliates I, LLC ( FIA ) for the non-cash merger of certain Foundation and New Age, FIA, subsidiaries and affiliates with and into newly formed acquisition subsidiaries of SunLink. On November 8, 2011, SunLink and Foundation announced that they had ended their previously announced merger discussions. SunLink's Board and management concluded that the business plan that the Company has adopted is fundamentally sound and has determined to focus the Company's strategic efforts on enhancing its existing hospital portfolio and on pursuing potential hospital acquisitions. SunLink is committed to enhancing shareholder value while maintaining high standards of responsibility to its patients, employees and the communities it serves and will continue to pursue strategic alternatives consistent with that commitment.

### *Operations*

Our operational strategy is focused on efforts to improve operations and generate internal growth. Our primary operational strategy for our community hospitals is to improve the operations and profitability of such hospitals by reducing out-migration of patients, recruiting physicians, improving quality and safety of services, expanding services and implementing and maintaining effective cost controls. Our operational strategy for our nursing homes and home health agency is similar to that for our community hospitals and is focused on quality patient care, expanding services and implementing and maintaining effective cost controls. Our operational strategy for our Specialty Pharmacy Segment is focused on increasing market share, expanding services, and implementing and maintaining effective cost controls.

### *Acquisitions and Dispositions Strategy*

The Company continues to evaluate certain rural and exurban hospitals and healthcare businesses, which may be for sale, and monitor other selected rural and exurban healthcare acquisition targets which it believes might become available for sale or lease.

We believe there may be renewed opportunities for acquisitions or dispositions of individual hospitals in the future due to, among other things, continued negative trends in certain government reimbursement programs and other factors. We also believe there may be opportunities for the acquisition or disposition of individual or groups of hospitals in the future as other for-profit hospital operators seeking to re-align the focus of their portfolios.

We also may consider the disposition of one or more of our healthcare facilities, Specialty Pharmacy Segment service lines or business segments, particularly if we determine that the operating results or potential growth of such facility, service line or segment no longer meet our business objectives.

### **Critical Accounting Estimates**

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires us to make estimates and assumptions that affect reported amounts and related disclosures. We consider an accounting estimate to be critical if:

it requires assumptions to be made that were uncertain at the time the estimate was made; and

changes in the estimate or different estimates that could have been made could have a material impact on our consolidated results of operations or financial condition.

Our critical accounting estimates are more fully described in our 2011 Annual Report on Form 10-K/A and continue to include the following areas:

Receivables net and provision for doubtful accounts;

Revenue recognition / Net Patient Service Revenues;

Goodwill, intangible assets and accounting for business combinations;

Professional and general liability claims; and

Accounting for income taxes; and

Electronic Health Record incentives;

**Financial Summary**

The results of continuing operations shown in the financial summary below are for our two business segments, Healthcare Facilities and Specialty Pharmacy.

	THREE MONTHS ENDED		
	2011	September 30, 2010	% Change
Net Revenues - Healthcare Facilities	\$ 27,762	\$ 27,894	-0.5%
Net Revenues - Specialty Pharmacy	7,755	8,902	-12.9%
<b>Total Net Revenues</b>	<b>35,517</b>	<b>36,796</b>	<b>-3.5%</b>
Costs and expenses	(36,233)	(38,565)	-6.0%
Operating loss	(716)	(1,769)	59.5%
Interest expense	(1,306)	(848)	54.0%
Interest income	2	1	100.0%
Loss from continuing operations before income taxes	\$ (2,020)	\$ (2,616)	22.8%
<b>Healthcare Facilities Segment:</b>			
Admissions	1,181	1,266	-7%
Equivalent admissions	4,135	4,174	-1%
Surgeries	553	668	-17%
Revenue per equivalent admission	\$ 6,687	\$ 6,683	0%

*Equivalent admissions* Equivalent admissions is used by management (and certain investors) as a general measure of combined inpatient and outpatient volume for our hospital operations. Equivalent admissions are computed by multiplying admissions (inpatient volume) by the sum of gross inpatient revenues and gross outpatient revenues and dividing the result by gross inpatient revenues. The equivalent admissions computation is intended to relate outpatient revenues to the volume measure (admissions) used to measure inpatient volume to result in a general approximation of combined inpatient and outpatient volume (equivalent admissions).



**Results of Operations**

Our net revenues are from our two business segments, healthcare facilities and specialty pharmacy.

**Healthcare Facilities Segment**

Net revenues for the quarter ended September 30, 2011 were \$27,762 with a total of 4,135 equivalent admissions and revenue per equivalent admission of \$6,687 compared to net revenues of \$27,894 with a total of 4,174 equivalent admissions and revenue per equivalent admission of \$6,683 for the quarter ended September 30, 2010.

The following table sets forth the percentage of net patient revenues, from major payor sources for the Company's six hospitals during the periods indicated:

<b>Source:</b>	<b>Three Months Ended</b>	
	<b>September 30,</b>	
	<b>2011</b>	<b>2010</b>
Medicare	41.1%	40.6%
Medicaid	12.9%	11.2%
Self-pay	16.2%	16.5%
Managed Care Insurance & Other	29.8%	31.7%
	100.0%	100.0%

Self-pay and managed care insurance and other net revenues decreased as a percentage of net revenue in the three months ended September 30, 2011 due to decreases in volume compared to the comparable prior year. The increase in Medicare and Medicaid as a percentage of total revenues in the current year's quarter compared to the comparable prior year quarter was due to a shift in payor mix from self-pay and managed care insurance and other net revenues.

**Specialty Pharmacy Segment**

Specialty Pharmacy net revenue for the three months ended September 30, 2011 was \$7,755, a decrease of \$1,147, or 12.9%, from \$8,902 for the three months ended September 30, 2010. The decrease was due to the conversion of numerous institutional pharmacy direct-servicing contracts to pharmacy management contracts, the loss of certain other institutional contracts and a decrease in the sale of the seasonal infusion therapy drug from the same period of the prior year, offset somewhat by the realization of net revenues related to the a component of the institutional pharmacy business.

**Healthcare Facilities Segment Cost and Expenses**

Costs and expenses for our Healthcare Facilities, including depreciation and amortization, were \$26,972 and \$28,189 for the three months ended September 30, 2011 and 2010, respectively.

	<b>Cost and Expenses as a % of Net Revenues</b>	
	<b>Three Months Ended September 30,</b>	
	<b>2011</b>	<b>2010</b>
Salaries, wages and benefits	48.4%	47.4%
Provision for bad debts	15.1%	15.2%
Supplies	9.1%	10.1%
Purchased services	7.7%	7.6%
Medicaid EHR incentive payments	-3.7%	0.0%
Other operating expenses	16.1%	15.4%
Rent and lease expense	2.2%	2.1%
Depreciation and amortization expense	2.9%	3.4%

Supplies decreased in the three months ended September 30, 2011 due to an increase in net revenues combined with a decrease in the number of surgeries performed as compared to the three months ended September 30, 2010. Surgeries for the three months ended September 30, 2011 were 553 compared to 661 for the comparable prior year period.

EHR incentive payments as a percent of net revenue is a negative 3.7% for the 3 months ended September 30, 2011. This is related to the \$1,013 of Medicaid EHR incentive payments recognized in the three months ended September 30, 2011. There were no Medicaid EHR incentive payments recognized in the three months ended September 30, 2011.

Depreciation and amortization expense for the three months ended September 30, 2011 and 2010 were \$814 and \$920, respectively. The decrease in the current year quarter compared to the comparable prior year quarter is due to increased net revenues combined with assets being fully depreciated in the current period as compared to the prior year period.

All other costs and expenses decreased as a percentage of net revenues due to decreased net revenues for the three months ended September 30, 2011 as compared to the three months ended September 30, 2010.

**Specialty Pharmacy Segment Cost and Expenses**

Cost and expenses for our Specialty Pharmacy Segment, including depreciation and amortization, were \$8,029 and \$9,105 for the three months ended September 30, 2011 and 2010, respectively.

	<b>Cost and Expenses as a % of Net Revenues</b>	
	<b>Three Months Ended</b>	
	<b>September 30,</b>	
	<b>2011</b>	<b>2010</b>
Cost of goods sold	63.6%	65.3%
Salaries, wages and benefits	22.9%	20.2%
Provision for bad debts	3.5%	2.8%
Supplies	0.7%	0.7%
Purchased services	4.2%	4.4%
Other operating expenses	4.6%	3.6%
Rent and lease expense	1.0%	0.9%
Depreciation and amortization expense	2.7%	3.4%

Cost of goods sold as a percent of net revenues decreased in the three months ended September, 2011 as compared to the comparable period of the prior year due to sales product mix (e.g., the current period's reduction in sales of certain high volume infusion therapy products, which have a higher cost of sales as a percentage of net revenues), favorable purchasing contracts negotiations and improved margins for the institutional pharmacy business.

Salaries, wages and benefits increased as a percent of net revenues in the three months ended September 30, 2011 as compared to the comparable period of the prior year due to the increased staffing requirements related to a new component of the institutional pharmacy business. Provision for bad debts increased as a percent of net revenues in the three months ended September 30, 2011 as compared to the comparable period of the prior year due primarily to the continued decline of economic conditions in the region. Other operating expenses increased as a percent of net revenues in the three months ended September 30, 2011 as compared to the comparable period of the prior year due to increased utilities, fuel and insurance costs and expenses, offset somewhat by the impact of cost-cutting measures.

Depreciation and amortization expense decreased due to impairment of certain intangible assets during FY 2011 which decreased the amount of annual amortization on the remaining intangible assets. Amortization expense for three months ended September 30, 2011 was \$36 compared to \$146 for the comparable prior year period.

**Corporate Overhead Costs and Expenses**

Cost and expenses for Corporate Overhead including depreciation and amortization, was \$1,232 and \$1,271 for the three months ended September 30, 2011 and 2010, respectively.

**Operating Profit**

SunLink had an operating loss of \$716 for the three months ended September 30, 2011 and an operating loss of \$1,769 for the three months ended September 30, 2010. The decrease in operating loss resulted from \$1,013 of Medicaid EHR incentive payments recognized during the three months ended September 30, 2011.

**Interest Expense**

Interest expense was \$1,306 and \$848 for the three months ended September 30, 2011 and 2010, respectively. Interest expense for the three months ended September 30, 2011 increased from the same period last year primarily due to approximately \$131 in waiver fees paid in the three months ended September 30, 2011 as required under the Credit Facility Waiver and increased interest rates charged as a result of the Credit Facility Waiver offset by a \$65 decrease in deferred financing cost amortization this year resulting from the change in the termination date of the Credit Facility from September 2011 to January 2013.

**Income Taxes**

Income tax benefit of \$769 (\$693 federal tax benefit and \$76 state tax benefit) and income tax benefit of \$565 (\$745 federal tax benefit and \$180 state tax expense) was recorded for the three months ended September 30, 2011 and 2010, respectively.

We had an estimated net operating loss carry-forward for federal income tax purposes of approximately \$6,150 at September 30, 2011. Use of this net operating loss carry-forward is subject to the limitations of the provisions of Internal Revenue Code Section 382. As a result, not all of the net operating loss carry-forward is available to offset federal taxable income in the current year. At September 30, 2011, we have provided a partial valuation allowance against the domestic deferred tax asset so that the net domestic tax asset was \$8,324. Based upon management's assessment that it was more likely than not that a portion of its deferred tax asset (primarily its net operating losses subject to limitation) would not be recovered, the Company established a valuation allowance for the portion of the tax asset which management estimates will not be utilized.

**Earnings (Loss) After Taxes**

Loss from continuing operations was \$2,020 (\$0.15 loss per fully diluted share) for the quarter ended September 30, 2011 compared to loss from continuing operations of \$2,616 (\$0.25 loss per fully diluted share) for the quarter ended September 30, 2010. The decreased loss in the current year's quarter resulted from the decrease in operating loss for the three months ended September 30, 2011 as compared to the prior year period, partially offset by increased interest expense from the prior year.

Loss from discontinued operations of \$304 for the three months ended September 30, 2011 resulted from operating losses from Adel of \$291 and losses resulting from domestic pension items relating to discontinued operations.

Net loss for the quarter ended September 30, 2011 was \$1,555 (\$0.18 loss per fully diluted share) compared to net loss of \$2,768 (\$0.34 loss per fully diluted share) for the quarter ended September 30, 2010.

**Adjusted earnings before income taxes, interest, depreciation and amortization**

Earnings before income taxes, interest, depreciation and amortization ( EBITDA ) represent the sum of income before income taxes, interest, depreciation and amortization. We understand that certain industry analysts and investors generally consider EBITDA to be one measure of the liquidity of a company, and it is presented to assist analysts and investors in analyzing the ability of a company to generate cash, service debt and meet capital requirements. We believe increased EBITDA is an indicator of improved ability to service existing debt and to satisfy capital requirements. EBITDA, however, is not a measure of financial performance under accounting principles generally accepted in the United States of America and should not be considered an alternative to net income as a measure of operating performance or to cash liquidity. Because EBITDA is not a measure determined in accordance with accounting principles generally accepted in the United States of America and is thus susceptible to varying calculations, EBITDA, as presented, may not be comparable to other similarly titled measures of other corporations. Where we adjust EBITDA for non-cash charges we refer to such measurement as Adjusted EBITDA , which we

report on a company wide basis. Non-cash adjustments in Adjusted EBITDA are not intended to be identified or characterized in any respect as non-recurring, infrequent or unusual, if we believe such charge is reasonably likely to recur within two years, or if there was a similar charge (or gain) within the prior two years. Where we report Adjusted EBITDA, we typically also report Healthcare Facilities Segment Adjusted EBITDA and Specialty Pharmacy Segment Adjusted EBITDA which is the EBITDA for the applicable segments without any allocation of corporate overhead, which we report as a separate line item, gains on sales of businesses and without any allocation of the non-cash adjustments, which we also report as a separate line item in Adjusted EBITDA. Net cash used in operations for the quarter ended September 30, 2011 and 2010, respectively, is shown below.

	Three Months Ended September 30,	
	2011	2010
Healthcare Facilities Adjusted EBITDA	\$ 1,604	\$ 627
Specialty Pharmacy Adjusted EBITDA	(46)	183
Corporate overhead costs	(1,097)	(1,156)
Taxes and interest expense	(360)	38
Other non-cash expenses and net change in operating assets and liabilities	(1,448)	1,328
Net cash provided by (used in) operations	\$ (1,347)	\$ 1,020

### **Liquidity and Capital Resources**

Our primary sources of liquidity are cash generated from continuing operations, including EHR Revenues and availability under the Revolving Loan under our Credit Facility which is discussed below. Subject to the risks and uncertainties discussed herein, we believe we have adequate financing and liquidity to support our current level of operations through the next twelve months.

On April 23, 2008, SunLink entered into a \$47,000 seven-year senior secured credit facility ( Credit Facility ) comprised of a revolving line of credit of up to \$12,000 (the Revolving Loan ) and a \$35,000 term loan (the Term Loan ). The Credit Facility has subsequently been amended by three modification agreements, on July 28, 2011 ( July 2011 Modification ), March 1, 2011 ( March 2011 Modification ), and September 27, 2010 ( September 2010 Modification ). The termination date for the Credit Facility currently is January 1, 2013 and the maximum Revolving Loan commitment currently is \$9,000. Borrowings under the Credit Facility are at LIBOR plus the applicable interest rate. Under the Credit Facility, LIBOR is defined as the Thirty-Day published rate, not to be less than 2.75%, nor more than 5.50%. The maximum availability of the Revolving Loan is keyed to the calculated net collectible value of eligible accounts receivable.

At September 30, 2011, SunLink's calculated net collectible value of eligible accounts receivable was \$8,294, the Revolving Loan balance was \$6,200 with an interest rate at LIBOR plus 10.5% (13.25% at September 30, 2011), and the Term Loan balance was \$20,648 with an interest rate at LIBOR plus 12.07% (14.82% at September 30, 2011).

The Credit Facility is secured by a first priority security interest in substantially all real and personal property of the Company and its consolidated domestic subsidiaries, including a pledge of all of the equity interests in such subsidiaries. The Credit Facility contains various terms and conditions, including operational and financial restrictions and limitations, and affirmative and negative covenants. The covenants include financial covenants measured on a quarterly basis which require SunLink to comply with maximum leverage and minimum fixed charge ratios, maximum capital expenditure amounts, collateral value to loan amount and liquidity and cash flow measures, all as defined in the Credit Facility. We believe that the Company should be able to continue in compliance with the revised levels of financial covenants and terms in the Credit Facility during the fiscal year ending June 30, 2012, but there is no assurance that the Company will be able to do so. If we fail to remain in compliance with the Credit

Facility as modified, we would cease to have a right to draw on the revolving line of credit facility and the lenders would, among other things, be entitled to call a default and demand repayment of the indebtedness outstanding. If SunLink or its applicable subsidiaries experience a material adverse change in their business, assets, financial condition, management or operations, or if the value of the collateral securing the Credit Facility decreases, we may be unable to draw on the Revolving Loan.

We also believe our current level of operations will allow us to continue to borrow under the Revolving Loan if we otherwise remain in compliance with all of the current terms and covenants under the Credit Facility. Failure to remain in compliance with all the terms of and covenants under the Credit Facility could have adverse material effects on the Company. The current remaining availability under the Revolving Loan could be adversely affected by, among other things, the risk, uncertainties and other factors listed in Item 3, as well as lower earnings due to lower demand for our services by patients, changes in patient mix and changes in terms and levels of government and private reimbursement for services. Cash generated from operations could be adversely affected by, among other things, the risks, uncertainties and other factors listed in Item 3, as well as lower patient demand for our services, higher operating costs (including, but not limited to, salaries, wages and benefits, provisions for bad debts, general liability and other insurance costs, cost of pharmaceutical drugs and other operating expenses) or by changes in terms and levels of government and private reimbursement for services, and the regulatory environment of the community hospital segment.

Unamortized financing costs and expenses related to the Credit Facility of \$182 are being amortized over the current remaining life of the Credit Facility. Accumulated amortization was approximately \$2,364 and \$944 as of the three months ended September 30, 2011 and 2010, respectively. Amortization expense was \$42 and \$107 for the three months ended September 30, 2011 and 2010, respectively.

Under the terms of the July 2011 Modification, the termination date of the Credit Facility was extended to January 1, 2013. Under the terms of the July 2011 Modification, SunLink also made an \$8,000 prepayment on the Term Loan and paid a modification fee of \$131. The source of the repayment was \$2,500 of proceeds from a private placement of SunLink common shares and \$5,500 of operating funds. Under the July 2011 Modification, the interest rate under the Revolving Loan was adjusted to LIBOR plus an applicable interest rate of 8.875%, or a total interest rate of 11.625% at July 28, 2011 and the interest rate under the Term Loan was adjusted to LIBOR plus an applicable interest rate of 10.82%, or a total interest rate of 13.57% at July 28, 2011. The July 2011 Modification also included covenants calling for further reductions in the principal balance of the term loan in September and December of 2011. Under the September 2011 and December 2011 Term Loan Reduction Covenants, if the principal balance under the Term Loan is not reduced by the prescribed amounts, the interest rate for both the Term Loan and the Revolving Loan may increase by an aggregate additional 0.50% over the prescribed interest rate for the remainder of the Credit Facility's term. Because the September 2011 Term Loan Reduction Covenant was not met, the interest on the Term Loan and the Revolving Loan increased by 0.25% at October 1, 2011. If the December 2011 Term Loan Reduction Covenant is met, the applicable interest rate for both the Term Loan and the Revolving Loan may decrease by 1.25% over the then current interest rate for the remainder of the Credit Facility's term.

The March 2011 Modification and the September 2010 included increases to the interest rate for the Revolving Loan to LIBOR plus 6.50% from the waiver date through November 14, 2010, LIBOR plus 7.50% from November 15, 2010 to February 15, 2011, LIBOR plus 8.50% from February 16, 2011 to April 14, 2011, LIBOR plus 9.50% from April 15, 2011 to May 15, 2011, LIBOR plus 10.50% from May 16, 2011 to July 15, 2011 and LIBOR plus 11.50% from July 16, 2011 through the July 28, 2011 closing date of the July 2011 Modification. Such modifications also increased the interest rate for the Term Loan to LIBOR plus 8.07% from the September 2010 Modification date through November 14, 2010, LIBOR plus 9.07% from November 15, 2010 to February 15, 2011, LIBOR plus 10.07% from February 16, 2011 to April 15, 2011, LIBOR plus 11.07% from April 15, 2011 to May 15, 2011, LIBOR plus 12.07% from May 16, 2011 to July 15, 2011 and LIBOR plus 13.07% from July 16, 2011 through the July 28, 2011, the effective date of the July 2011 Modification

Under the terms of the September 2010 Modification, the Revolving Loan commitment was reduced to \$9,000. Under the September 2010 Modification, the term of the Credit Facility also was shortened and the termination date of the Credit Facility was changed from April 22, 2015 to September 30, 2011. The September 2010 Modification also contained conditions for waivers of the non-compliance with financial covenants for the quarters ended September 30, 2010, December 31, 2010 and March 31, 2011. A waiver fee of 2% of the then current Credit Facility commitment totaling approximately \$788 was paid at the September 2010 Modification closing and additional waiver fees of 0.5% of the then current total Credit Facility commitment were paid at November 15, 2010, February 15, 2011 and May 15, 2011.

We used \$1,347 of cash in operations during the three months ended September 30, 2011 compared to \$1,059 generated from operations during the comparable prior year period. Cash usage resulted from net loss and increased interest expense as compared to the comparable prior year period.

**Contractual Obligations, Commitments and Contingencies**

Contractual obligations, commitments and contingencies related to long-term debt, non-cancelable operating leases, physician guarantees and interest on outstanding debt from continuing operations at September 30, 2011 were as follows:

Payments due in:	Long-Term Debt	Subordinated Long-Term Debt	Operating Leases	Physician Guarantees	Interest	Interest
					on Outstanding Debt	on Outstanding Subordinated Debt
1 year	\$ 1,871	\$ 300	\$ 2,937	\$ 63	\$ 3,023	\$ 188
2 years	19,234	300	1,085	63	1,951	164
3 years	0	300	631	63	11	140
4 years	0	1,597	520	61	7	64
5+ years	0	0	1,046	0	2	0
	\$ 21,105	\$ 2,497	\$ 6,219	\$ 250	\$ 4,994	\$ 556

At September 30, 2011, SunLink had guarantee agreements with two physicians. A physician with whom a guarantee agreement is made generally agrees to maintain his or her practice within a hospital geographic area for a specific period (normally three years) or be liable to repay all or a portion of the guarantee received. The physician's liability for any guarantee repayment due to non-compliance with the provisions of a guarantee agreement generally is collateralized by the physician's patient accounts receivable and/or a promissory note from the physician. Included in the Company's consolidated balance sheet at September 30, 2011 is a liability of \$250 for one physician guarantee. SunLink expensed \$62 and \$44 on physician guarantees and recruiting for the three months ended September 30, 2011 and 2010, respectively. The table above shows non-cancelable commitments under physician guarantee contracts as of September 30, 2011.

At September 30, 2011, we had outstanding long-term debt and subordinated debt of \$23,299 of which \$20,648 was incurred under the Term Loan, \$2,497 was incurred under the subordinated Carmichael Notes, and \$154 was related to capital leases. Also outstanding at September 30, 2011 was \$6,200 under the Revolving Loan.

**Discontinued Operations**

On March 8, 2012, the Company and its HealthMont of Georgia, Inc. subsidiary entered into an Asset Purchase Agreement by and among HealthMont of Georgia, Inc., SunLink and Hospital Authority of Tift County, Georgia ( Buyer ) effective March 1, 2012 to sell substantially all of the assets of the Company's owned Memorial Hospital of Adel and Memorial Convalescent Center ( Adel ) to the Buyer for approximately \$8,300. Excluded assets include accounts receivable as of the Cutoff Date and all Medicare and Medicaid incentive payments for meaningful use of electronic health record technology and all

receivables, claims and settlements made pursuant to the Indigent Care Trust Fund of the State of Georgia, in each case, paid with respect to the fiscal year ending June 30, 2012. Retained liabilities generally consist of liabilities incurred prior to the closing date of the transaction. Effective April 1, 2012, Buyer began management of Adel under a management agreement to continue from such date until the scheduled date of closing. Pursuant to the management agreement, Buyer is to retain any profit earned and fund any losses incurred during the management period. The transaction is subject to a number of conditions and is expected to close in SunLink's first fiscal quarter of 2013. The agreement may be terminated by either SunLink or the Buyer if the transaction is not consummated prior to July 31, 2012 or such later date as the parties may agree. Subject to certain conditions, if the Buyer terminates the agreement during the period April 1, 2012 through July 31, 2012 from other than default by the Company, SunLink will be entitled to a breakup fee of \$900. SunLink anticipates that the sale of assets of Adel for approximately \$8,300, less estimated sale expenses, will result in net proceeds of approximately \$7,500 to the Company and that the Company will be required to use all or substantially all of the net proceeds to pay down senior debt under the Company's Credit Facility.

Adel's operations have been reclassified as discontinued operations in our condensed consolidated financial statements for the three and nine month periods ended September 30, 2011 and 2010 and as of June 30, 2011.

On March 1, 2011, SunLink entered into an agreement to lease its owned Chilton Medical Center ( Chilton ) and sold its 83% membership interest in Clanton Hospital LLC ( Clanton ), which manages Chilton, to Carraway Medical Systems, Inc. ( Carraway ). The lease agreement is for a six-year term with monthly rent of \$37 and includes an option under which Carraway can purchase Chilton from SunLink. The option purchase price is \$3,700, less the amount paid, up to a maximum of \$615, to purchase the 17% membership interest of Clanton owned by local physicians. The purchase price of SunLink's 83% membership interest of Clanton was a \$1,000 six-year zero-coupon note plus a six-year 6% note for the net working capital of Clanton at purchase. If the purchase option for Chilton is exercised during the six-year term of the lease, any amount paid under the \$1,000 note will be credited to the option purchase price and any remaining balance on the note will be cancelled. As a result, the note is reserved on the balance sheet at \$1,000. Pursuant to the terms of the sale and lease and agreement, SunLink is entitled to receive 75% of the Electronic Health Records Medicare and Medicaid incentive reimbursements received by Clanton.

#### **Related Party Transactions**

A director of the Company and our company secretary (who was a director of SunLink until November 2003 and is now a director emeritus) are members of two different law firms, each of which provides services to SunLink. The Company has paid an aggregate of \$255 and \$267 for legal services to these law firms in the three months ended September 30, 2011 and 2010, respectively.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to interest rate changes, primarily as a result of borrowing under our Credit Facility. At September 30, 2011, borrowings under the Credit Facility of \$26,848 have been drawn at an interest rate based upon LIBOR. A one percent change in the LIBOR rate or the applicable interest rate would result in a change in interest expense of \$268 on an annual basis. No action has been taken to mitigate our exposure to interest rate market risk and we are not a party to any interest rate market risk management activities.

### ITEM 4. CONTROLS AND PROCEDURES

#### Disclosure Controls and Procedures

We seek to maintain controls and procedures designed to ensure that we are able to collect the information we are required to disclose in the reports we file with the SEC, and to process, summarize and disclose this information within the time periods specified in the rules of the SEC.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 as amended (the Exchange Act )) as of the end of the period covered by this report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, for the reasons set forth below under Restatement, our disclosure controls and procedures were not effective as of June 30, 2011. In addition, our chief executive officer and chief financial officer also have reevaluated the conclusions regarding our disclosure controls and procedures for other prior periods and have concluded that our disclosure controls and procedures were not effective as of: the quarterly period ended March 31, 2011, the quarterly period ended September 30, 2011 and the quarterly period ended December 31, 2011 for the same reason.

#### Restatement

The Health Information Technology for Economic and Clinical Health Act, promulgated as part of the American Recovery and Reinvestment Act of 2009, provides for Medicare and Medicaid incentive payments beginning in calendar year 2011 for eligible hospitals and professionals that implement and achieve meaningful use of certified electronic health record technology. Each of SunLink's five operating hospitals and its formerly owned Chilton Medical Center ( Chilton ) and its held-for-sale Memorial Hospital of Adel ( Adel ) registered for the program with CMS and, on April 18, 2011, all successfully attested compliance with Part I of the Medicare EHR incentive program for such first year. The Company has also successfully attested to the meaningful use requirements for Medicaid programs for its five operating hospitals as have Chilton and Adel. The Company has the right to receive 75% of EHR received by Chilton under a 2011 sale agreement. The Company has received approximately \$7,731 in Medicare EHR incentive funds and approximately \$2,169 in Medicaid EHR incentive funds to date, which includes Adel's funds. The Company also has received approximately \$790 Medicare EHR incentive funds and approximately \$188 Medicaid HER incentive funds to date from Chilton.

For Medicare and Medicaid EHR incentive payments prior to the beginning of the quarter ended December 31, 2011, SunLink followed what it considered the existing accounting guidance and utilized a grant accounting model to recognize these incentive payments. Under this accounting policy, EHR incentive payments were recognized as revenues when attestation that the EHR meaningful use criteria for the required period of time was demonstrated and were recognized ratably over the relevant cost report period to determine the amount of reimbursement. This accounting policy was specifically reviewed on several occasions in the past by the Company's management and the Audit Committee of the Company's Board of Directors. In addition, the Company's believed its practices were similar to those being used by other healthcare companies.

During the quarter ended December 31, 2011, SunLink became aware of what it understood to be the position of the staff ( Staff ) of the SEC regarding incentive reimbursement accounting for public companies. The Company gained such knowledge from its review of filings of other public companies and the issues analysis paper issued by the Healthcare Financial Management Association in December 2011. In light of what the Company understood were the Staff 's views, the Company elected to apply such interpretation of accounting for the EHR incentive reimbursement to future transactions beginning with the quarter ended December 31, 2011. Accordingly, the Company changed its recognition policy to a gain contingency accounting model for incentive payments recognized after October 1, 2011 based upon the Company 's understanding of the informal guidance provided by the SEC and certain other non-authoritative guidance. SunLink also reclassified the incentive payment income to a line item in the Costs and Expense category of the Consolidated Statement of Earnings and Loss and is reclassifying herein the amounts previously reported as revenue as a line item in the Costs and Expense category of the consolidated Statement of Earnings and Loss for previously reported periods presented in this and other applicable amended periodic reports. Under the gain contingency based model, EHR incentive payments are recognized when all contingencies relating to the incentive payment have been satisfied and compliance with the EHR meaningful use criteria have been attested to. For recognition of Medicaid EHR incentive payments, recognition of the payments will be at the time of attestation to EHR meaningful use criteria since Medicaid payments for the states in which the Company operates are based upon historical cost report information with no subsequent payment adjustment. However, for Medicare EHR incentive payments, recognition is being deferred until both the Medicare federal fiscal year during which EHR meaningful use was demonstrated ends and the cost report information utilized to determine the final amount of reimbursement is known.

On February 2, 2012, the Company received a letter from the Staff of the SEC with respect to the Staff 's review of, and comments on, the Company 's Form 10-K for the fiscal year ended June 30, 2011 (the Form 10-K ) and the Company 's Form 10-Q for the fiscal quarter ended September 30, 2011 (the Form 10-Q ). Following correspondence and other communications with the Staff, on April 24, 2012, SunLink received correspondence from the Staff asserting the Staff 's view that, among other things, the Company 's prior accounting for EHR incentive payments should have been on a contingency based model rather than the grant model being utilized. Subsequent to the Company 's receipt of the Staff 's April 2012 letter and following additional consultation by management with the Company 's independent registered public accounting firm and the Audit Committee of the Company 's Board of Directors, SunLink concluded that, in light of Accounting Standards Codification 450-30, Gain Contingencies , ( ASC 450-30 ) and the existing non-authoritative guidance, it will use the gain contingency based model for recognition of EHR payments rather than the grant model in order for the Company 's financial statements to be reported in accordance with generally accepted accounting principles in the United States ( GAAP ). Accordingly, management determined and the Audit Committee concurred that the Company should report on Form 8-K (filed on May 8, 2012) that the Company 's historical financial statements with respect to EHR incentive payments should no longer be relied upon and that the Company 's applicable periodic reports should be amended and its historical financial statements restated to reflect the gain contingency based model for recognition of EHR incentive payments. Such restatements of SunLink 's financial statements did not and will not affect the amount or the timing of receipts of past or future Medicare and Medicaid EHR incentive payments.

Based on the Public Company Accounting Oversight Board 's Auditing Standard No. 2, an Audit of Internal Control over Financial Reporting Performed in Conjunction with Audit of Financial Statements , restatement of financial statements in prior filings with the SEC is said to be a strong indicator of the existence of a material weakness in the design or operation of internal control over financial reporting. The Company has concluded that, because its historical financial statements required restatement in light of ASC 450-30 such that treatment of the EHR incentive payments be based upon the contingency based model, a material weakness existed in the effectiveness of the Company 's internal controls to provide reasonable assurance that its accounting for EHR incentive payments was in accordance with GAAP as of the date of the Company 's annual report on Form 10-K for the period ended June 30, 2011, and as of the date of the Company 's quarterly report on Form 10-Q for the period ended March 31, 2011, Form 10-Q for the period ended September 30, 2011 and quarterly report on Form 10-Q for the period ended December 30, 2011 and assuming it should have used the gain contingency based model, to this extent, its internal control over financial reporting was not effective.

This annual report (restated) does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the SEC that permit the Company to provide only management's report in this annual report.

**Remediation of Material Weakness in Internal Control**

As noted under Restatement above, we identified a material weakness in our accounting for EHR incentive payments as a result of our use of the grant method rather than the gain contingency method for accounting for EHR incentive payments. The change from the grant model to the gain contingency model required that previously issued financial statements of the Company be restated. The Company believes that it has implemented procedures which will remediate for future periods such material weakness in internal controls resulting by reason of our accounting for EHR incentive payments on the grant method rather than the gain contingency method.

**Changes in Internal Control Over Financial Reporting**

Except as described above, there were no changes during the quarter ended September 30, 2011, or in the other periods referred to above, in our internal control over financial reporting or in other factors that materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

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## PART II. OTHER INFORMATION

Items required under Part II not specifically shown below are not applicable.

### ITEM 1. LEGAL PROCEEDINGS

There have been no material developments in the legal proceeding previously reported in SunLink's Annual Report on Form 10-K for the period ended June 30, 2011.

On December 7, 2007, Southern Health Corporation of Ellijay, Inc. (SHC-Ellijay), a SunLink subsidiary, filed a Complaint against James P. Garrett and Roberta Mundy, both individually and as Fiduciary of the Estate of Randy Mundy (collectively, Defendants), seeking specific performance of an Option Agreement (the Option Agreement) dated April 17, 2007, between SHC-Ellijay, Mr. Garrett, and Ms. Mundy as Executrix of the Estate of Randy Mundy for the sale of approximately 24.74 acres of real property located in Gilmer County, Georgia, and recovery of SHC-Ellijay's damages suffered as a result of Defendants' failure to close the transaction in accordance with the Option Agreement. SHC-Ellijay also stated alternative claims for breach of the Option Agreement and fraud, along with claims to recover attorney's fees and punitive damages.

In January 2008, Ms. Mundy and Mr. Garrett filed motions to strike, motions to dismiss, answers, affirmative defenses, and counterclaims against SHC-Ellijay. On March 3, 2009, SHC-Ellijay filed a First Amended and Restated Complaint for Damages, which effectively dropped the cause of action for specific performance of the Option Agreement. On May 7, 2009, Mr. Garrett and Ms. Mundy served a motion for summary judgment on all counts and causes of action stated in the First Amended Complaint, contending that Mr. Garrett and Ms. Mundy did not intentionally breach the Option Agreement. SHC-Ellijay filed opposition papers in June 2009. In May 2011, SHC-Ellijay filed a motion for partial summary judgment on Count I of the Amended Complaint, seeking a judgment holding that Defendants willfully and intentionally breached the Option Agreement in eight ways, which would entitle SHC-Ellijay to recover damages from Defendants. In July 2011, SHC-Ellijay filed a reply brief in further support of its motion for partial summary judgment on the complaint and full summary judgment on the Defendants' counterclaims and brief in opposition to Defendants' cross motion for summary judgment. The summary judgment motions remain pending.

SunLink denies that it has any liability to Mr. Garrett and Ms. Mundy and intends to vigorously defend the claims asserted against SunLink by Mr. Garrett's and Ms. Mundy's counterclaims and to vigorously pursue its claims against Mr. Garrett and Ms. Mundy. While the ultimate outcome and materiality of the litigation cannot be determined, in management's opinion the litigation will not have a material adverse effect on SunLink's financial condition or results of operations.

SunLink is a party to claims and litigation incidental to its business, for which it is not currently possible to determine the ultimate liability, if any. Based on an evaluation of information currently available and consultation with legal counsel, management believes that resolution of such claims and litigation is not likely to have a material effect on the financial position, cash flows, or results of operations of the Company. The Company expenses legal costs as they are incurred.

### ITEM 1A. RISK FACTORS

#### Risk Factors Relating to an Investment in SunLink

Information regarding risk factors appears in MD&A Forward-Looking Statements, in Part I Item 2 of this Form 10-Q/A and in MD&A Risks Factors Relating to an Investment in SunLink in Part I Item 1A of the Company's Annual Report on Form 10-K for the year ended June 30, 2011. While we believe there have been no material changes from the risk factors previously disclosed in such Annual Report, you should carefully consider, in addition to the other information set forth in this report, the risk factors discussed in our Annual Report which could materially affect our business, financial condition or future results. Such risk factors are expressly incorporated herein by reference. The risks described in our

Annual Report are not the only risks facing our Company. In addition to risks and uncertainties inherent in forward looking statements contained in this Report on Form 10-Q/A, additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results. Whenever we refer to SunLink, Company, we, our, or us in this Item 1A, we mean SunLink Health Systems, Inc. and its subsidiaries, unless the context suggests otherwise.

**ITEM 6. EXHIBITS**

**Exhibits:**

- 31.1 Chief Executive Officer's Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
- 31.2 Chief Financial Officer's Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
- 32.1 Chief Executive Officer's Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Chief Financial Officer's Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 The following materials from the Company's quarterly report on Form 10-Q/A for the three months ended September 30, 2011, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets as of September 30, 2011 (unaudited) and June 30, 2011, (ii) Condensed Consolidated Statements of Operations for the three ended September 30, 2011 and 2010 (unaudited), (iii) Condensed Consolidated Statements of Cash Flows, for the three months ended September 30, 2011 and 2010 (unaudited), and (iv) Notes to Condensed Consolidated Financial Statements (unaudited), tagged as blocks of text.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, SunLink Health Systems, Inc. has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SunLink Health Systems, Inc.

By: /s/ Mark J. Stockslager  
Mark J. Stockslager  
Chief Financial Officer

Dated: May 21, 2012