

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>HILL-ROM RETIREMENT ACCOUNT PROGRAM</u>	1b Three-digit plan number (PN) ► <u>010</u> 1c Effective date of plan <u>11/18/1994</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>HILL-ROM HOLDINGS, INC.</u> <u>1069 STATE ROUTE 46 EAST</u> <u>BATESVILLE, IN 47006</u>	2b Employer Identification Number (EIN) <u>35-1160484</u> 2c Sponsor's telephone number <u>812-934-7777</u> 2d Business code (see instructions) <u>339900</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/05/2012</u>	<u>MICHAEL MACEK</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") HILL-ROM HOLDINGS, INC. PENSION ADMINISTRATION COMMITTEE 1069 STATE ROUTE 46 EAST BATESVILLE, IN 47006	3b Administrator's EIN 35-1472580 3c Administrator's telephone number 812-934-7777
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	430
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	173
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	221
d Subtotal. Add lines 6a , 6b , and 6c	6d	395
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	5
f Total. Add lines 6d and 6e	6f	400
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	372
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2F 2G 2J 3H 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information)
- (4) ☐ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>HILL-ROM RETIREMENT ACCOUNT PROGRAM</u>	B Three-digit plan number (PN)	<u>010</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>HILL-ROM HOLDINGS, INC.</u>	D Employer Identification Number (EIN) <u>35-1160484</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: HILL-ROM HOLDINGS INC. MASTER TRUST

b Name of sponsor of entity listed in (a): HILL-ROM HOLDINGS INC.

c EIN-PN <u>35-1160484-003</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>14447974</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-
12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-
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code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-
12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan HILL-ROM RETIREMENT ACCOUNT PROGRAM	B Three-digit plan number (PN) ►	010
C Plan sponsor's name as shown on line 2a of Form 5500 HILL-ROM HOLDINGS, INC.	D Employer Identification Number (EIN) 35-1160484	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	5118	3451
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	15431345	14447974
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	15436463	14451425

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	15436463	14451425
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	232	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		232
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		-53968
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		-53736

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	930810	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		930810
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	492	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		492
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		931302

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-985038
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: KATZ SAPPER MILLER LLP

(2) EIN: 35-1090346

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>HILL-ROM RETIREMENT ACCOUNT PROGRAM</u>	B Three-digit plan number (PN) ▶ <u>010</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HILL-ROM HOLDINGS, INC.</u>	D Employer Identification Number (EIN) <u>35-1160484</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

HILL-ROM, INC. RETIREMENT ACCOUNT PROGRAM

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

December 31, 2011 and 2010

HILL-ROM, INC. RETIREMENT ACCOUNT PROGRAM

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Independent Auditors' Report

To the Plan Administrator
Hill-Rom, Inc. Retirement Account Program

We were engaged to audit the accompanying financial statements of Hill-Rom, Inc. Retirement Account Program as of December 31, 2011 and 2010, and for the year ended December 31, 2011, and the supplemental schedule as of December 31, 2011, as listed in the accompanying table of contents. These financial statements and the schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the investment information certified by the Trustee with the related investment information included in the financial statements and the supplemental schedule. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the Trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the investment information provided to the Plan Administrator by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and the supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and the supplemental schedule, other than that derived from the investment information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Katz, Sapper & Miller, LLP

Indianapolis, Indiana
September 28, 2012

HILL-ROM, INC. RETIREMENT ACCOUNT PROGRAM
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

	2011	2010
ASSETS		
Investments at fair value:		
Investment in Hill-Rom Holdings, Inc. Master Trust	\$ 14,447,974	\$ 15,431,345
Notes receivable from participants	<u>3,451</u>	<u>5,118</u>
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	14,451,425	15,436,463
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(9,468)</u>	<u>(28,648)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 14,441,957</u></u>	<u><u>\$ 15,407,815</u></u>

See accompanying notes.

HILL-ROM, INC. RETIREMENT ACCOUNT PROGRAM
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2011

ADDITIONS TO NET ASSETS ATTRIBUTED TO

Net investment loss from the Hill-Rom Holdings, Inc. Master Trust	\$ (34,788)
Interest income on notes receivable from participants	<u>232</u>
Total	<u>(34,556)</u>

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO

Benefits paid	930,810
Administrative expenses	<u>492</u>
Total Deductions	<u>931,302</u>

NET DECREASE	(965,858)
---------------------	-----------

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of Year	<u>15,407,815</u>
End of Year	<u><u>\$ 14,441,957</u></u>

See accompanying notes.

HILL-ROM, INC. RETIREMENT ACCOUNT PROGRAM

NOTES TO FINANCIAL STATEMENTS December 31, 2011 and 2010

NOTE 1 – PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES

The following description of Hill-Rom, Inc. Retirement Account Program (the Plan) provides only general information. Plan participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General: The Plan was organized effective November 18, 1994, and has since been amended and restated on January 1, 2009, as a defined contribution plan covering all eligible employees of Hill-Rom Holdings, Inc. and its subsidiaries (the Employer). Effective April 9, 2009, Liko North America Corp. 401(k) Profit Sharing Plan and Trust (Liko) was merged into the Plan. Effective September 1, 2009, Hill-Rom, Inc. Sales Executives Pension Plan (HSEPP) was merged into the Plan. All participants from Liko, HSEPP, and previously merged plans became 100% vested in their account balances as of the respective merger dates. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

Estimates: The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Contributions: The Plan includes only account balances transferred from other plans that were frozen prior to the transfer. Therefore, no new participants will be added to the Plan and no further contributions are permitted for current participants under the frozen Plan.

Participant Accounts: Participants direct the investment of their account balances into various investment options offered by the Plan. Each participant's account is credited with allocations of Plan earnings. Participant accounts may also be charged with an allocation of certain administrative expenses of the Plan. Allocations are based on participant earnings or account balances, or specific participant transactions, as defined in the Plan Agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting and Forfeitures: Participants are 100% vested in their account balances.

At December 31, 2011 and 2010, forfeited nonvested accounts of terminated participants totaled \$200. These accounts will be used to pay Plan expenses. In 2011, no forfeited nonvested accounts were used to pay Plan expenses.

Notes Receivable from Participants: The Plan no longer permits participants to borrow from their accounts. However, participants who had loans prior to the disallowed date and participants with loans from plans that merged into the Plan are permitted to repay their loans under the terms of the original note receivable agreements. The notes are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through regular payroll deductions.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes are treated as distributions based upon the terms of the Plan Agreement.

NOTE 1 – PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Payment of Benefits: Upon the occurrence of a distributable event due to separation from service by termination, death, disability, or retirement, as defined by the Plan Agreement, a participant may elect to receive a lump-sum cash distribution equal to the value of the participant's vested interest in his or her account. Hardship and in-service withdrawals, as defined in the Plan Agreement, are also permitted from a participant's account. Benefits are recorded by the Plan when paid.

Investment Valuation and Income Recognition: The Hill-Rom Holdings, Inc. Master Trust (Master Trust) was established on April 1, 2008, to hold the investment assets of the following plans sponsored by Hill-Rom Holdings, Inc.: Hill-Rom, Inc. Retirement Account Program, and Hill-Rom, Inc. Savings Plan. Investments, and the income therefrom, are based on segregated investment portfolios within the Master Trust. Accordingly, the Plan's net investment income (loss) from the Master Trust includes only its segregated share of the Master Trust's interest and dividends and net appreciation (depreciation) in fair value of investments.

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 2 for discussion of fair value measurements.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Master Trust's assets include fully benefit-responsive investment contracts in a guaranteed investment contract and a common collective trust (see Note 3). The Plan's statements of net assets available for benefits presents the fair value of these investments, as well as the adjustment of these investments from fair value to contract value. The Plan's statement of changes in net assets available for benefits is prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Plan Expenses: Administrative expenses for maintaining the Plan may be paid by the Employer or the Plan, at the Employer's discretion. Loan administration fees are charged directly to the participant's account and are included in administrative expenses.

Plan Termination: Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

Tax Status: The Internal Revenue Service (IRS) has determined and informed the Employer by a letter dated November 19, 2010, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC. Therefore, the Plan Administrator believes that the Plan is qualified and the related trust is tax-exempt.

NOTE 1 – PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Accounting principles generally accepted in the United States require management to evaluate tax positions taken by the Plan and to recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other taxing authorities. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2011, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements.

The Plan is subject to routine audits by taxing authorities; however, there are currently no audits for any tax periods in process. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2008.

Subsequent Events: The Plan Administrator has evaluated the financial statements for subsequent events occurring through September 28, 2012, the date the financial statements were available to be issued.

NOTE 2 – FAIR VALUE MEASUREMENTS

The Plan has categorized its assets and liabilities that are measured at fair value into a three-level fair value hierarchy. The hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The three levels of the fair value hierarchy are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

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

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement. In situations where there is little or no market activity for the assets or liability, the Plan makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

Following is a description of the valuation methodologies used by the Plan for the investment assets held in the Hill-Rom Holdings, Inc. Master Trust, and that are measured at fair value on a recurring basis. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Mutual Fund Shares and Money Market Fund Shares: Valued at the published net asset value (NAV) of the shares held by the Plan at the reporting date.

Collective Trust Fund: Valued at the unit price of the fund reported by the sponsoring trust company. Generally, the unit price is based on quoted market prices of the fund's underlying investments, less any accrual of fees and expenses borne by the fund, and divided by the number of units outstanding.

NOTE 2 – FAIR VALUE MEASUREMENTS (CONTINUED)

Guaranteed Investment Contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan's management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain assets could result in a different fair value measurement at the reporting date.

Following is a summary, by major nature and risks class within each level of the fair value hierarchy, of the Plan's investment assets that are measured at fair value on a recurring basis as of December 31, 2011 and 2010:

2011	Level 1	Level 2	Level 3	Total
Investment in Hill-Rom Holdings, Inc. Master Trust:				
Mutual fund shares:				
Index funds	\$ 1,211,902			\$ 1,211,902
Target retirement date funds	2,509,333			2,509,333
International funds	741,501			741,501
Fixed income funds	959,961			959,961
Growth funds	3,873,751			3,873,751
Value funds	2,444,647			2,444,647
Money market fund shares	243			243
Guaranteed investment contract:				
Stable value fund			\$2,706,636	2,706,636
Total Investments at Fair Value	<u>\$11,741,338</u>		<u>\$2,706,636</u>	<u>\$14,447,974</u>
2010				
Investment in Hill-Rom Holdings, Inc. Master Trust:				
Mutual fund shares:				
Index funds	\$ 1,145,429			\$ 1,145,429
Target retirement date funds	2,690,236			2,690,236
International funds	1,141,774			1,141,774
Fixed income funds	953,568			953,568
Growth funds	4,202,323			4,202,323
Value funds	2,396,505			2,396,505
Money market fund shares	200			200
Collective trust fund:				
Short-term bond fund		\$2,901,310		2,910,310
Total Investments at Fair Value	<u>\$12,530,035</u>	<u>\$2,901,310</u>		<u>\$15,431,345</u>

There were no significant transfers between Level 1 and Level 2 investments during 2011.

NOTE 2 – FAIR VALUE MEASUREMENTS (CONTINUED)

Following is a summary of the changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2011:

	Guaranteed Investment Contract
Balance at beginning of year	\$ 0
Unrealized gains relating to instruments still held at the reporting date	12,217
Purchases	2,699,567
Sales	<u>(5,148)</u>
Balance at end of year	<u>\$2,706,636</u>

At December 31, 2011 and 2010, the Plan had no other assets and no liabilities that are measured at fair value on a recurring basis.

NOTE 3 – INVESTMENT IN MASTER TRUST

At December 31, 2011 and 2010, the Plan's investment assets were held in the Hill-Rom Holdings, Inc. Master Trust at Fidelity Management Trust Company (the Plan's trustee). The Master Trust also includes the investment assets of other plans sponsored by the Employer, as identified in Note 1.

The Master Trust was comprised of the following investments at December 31, 2011 and 2010:

	2011	2010
Mutual fund shares	\$291,513,343	\$290,054,943
Guaranteed investment contract	52,548,583	
Collective trust fund		51,365,829
Money market fund shares	<u>85,627</u>	<u>110,125</u>
Total Investments at Fair Value	<u>\$344,147,553</u>	<u>\$341,530,897</u>

The net investment income (loss) from the Master Trust for the year ended December 31, 2011 was comprised of the following:

	2011
Interest and dividend income	<u>\$ 8,674,426</u>
Net appreciation (depreciation) in fair value of investments:	
Fair value measured by quoted prices in an active market:	
Mutual fund shares	\$(10,713,291)
Fair value measured by other methods:	
Guaranteed investment contract	<u>53,315</u>
	<u>\$(10,659,976)</u>

The Plan's interest in the Master Trust as of December 31, 2011 and 2010, and for the year ended December 31, 2011, is presented in Note 4.

NOTE 3 – INVESTMENT IN MASTER TRUST (CONTINUED)

The Plan's investment in the Master Trust includes investments in the Prudential Stable Value Fund as of December 31, 2011 and in the Fidelity Managed Income Portfolio II as of December 31, 2010, both of which are benefit-responsive funds. As described in Note 1, because the investment funds are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to these funds. Contract value, as reported to the Plan by Fidelity Management Trust Company and Prudential Insurance Company of America, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield rate based on actual earnings of the funds was approximately 1.92% for 2011 and 2.25% for 2010, and the average interest rate credited to participants was approximately 1.60% for 2011 and 1.82% for 2010.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) communications from the Plan's sponsor designed to induce participants to transfer from the fund, (4) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (5) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

NOTE 4 – INVESTMENT INFORMATION CERTIFIED BY TRUSTEE

All investment information disclosed in the accompanying financial statements, related notes and supplemental schedule has not been audited, but was obtained or derived from information provided to the Plan Administrator by the Plan's trustee. The following is a summary of the Plan's investment information which has been certified as complete and accurate as of December 31, 2011 and 2010, and for the year ended December 31, 2011, by Fidelity Management Trust Company, the Trustee, in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA:

	2011	2010
Mutual Fund Shares:		
Fidelity Contrafund	\$ 1,885,343*	\$ 2,166,122*
Fidelity Magellan Fund		1,050,249*
Fidelity Government Income Fund	731,686*	489,742
Allianz NFJ Small Cap Value Fund I	709,029	633,171
Allianz NFJ Dividend Value Fund	1,575,727*	1,410,924*
Loomis Sayles Strategic Income Fund Y	55,727	191,176
Munder Mid-Cap Growth Fund Y	1,000,529*	985,952*
Perkins Mid-Cap Core Value Fund I	62,901	60,410
Royce Value Plus Fund	12,498	100,824
Columbia/ACORN International Fund Z	21,582	139,257
Fidelity Diversified International Fund		707,321
Fidelity Freedom Income Fund	20,427	21,360
Fidelity Freedom 2000 Fund	40,528	25,338
Fidelity Freedom 2005 Fund	154	154
Fidelity Freedom 2010 Fund	224,327	224,946
Fidelity Freedom 2015 Fund	278,392	287,111
Fidelity Freedom 2020 Fund	402,542	407,313
Fidelity Freedom 2025 Fund	253,319	298,884

NOTE 4 – INVESTMENT INFORMATION CERTIFIED BY TRUSTEE (CONTINUED)

	2011	2010
Mutual Fund Shares (Continued):		
Fidelity Freedom 2030 Fund	\$ 1,213,733*	\$ 1,341,810*
Fidelity Freedom 2035 Fund	55,465	60,986
Fidelity Freedom 2040 Fund	19,911	20,878
Fidelity Freedom 2045 Fund	535	1,456
Vanguard Institutional Index Fund	1,211,902*	1,145,429*
Harbor International Fund Institutional Class Fund	719,919	295,196
T. Rowe Price New America Growth Fund	987,879*	
Oppenheimer Developing Markets Fund Y	14,910	
Invesco International Growth Fund I	10,529	
Allianz NFJ International Value Fund I	3,326	
PIMCO Total Return Fund Institutional Class Fund	<u>228,275</u>	<u>463,826</u>
Total Mutual Fund Shares	<u>11,741,095</u>	<u>12,529,835</u>
Money Market Fund Shares:		
Fidelity Retirement Money Market Fund	<u>243</u>	<u>200</u>
Collective Trust Fund:		
Fidelity Managed Income Portfolio II (at contract value)	<u></u>	<u>2,872,662*</u>
Guaranteed Investment Contract:		
Prudential Stable Value Fund (at contract value)	<u>2,697,168*</u>	<u></u>
Total	<u>\$14,438,506</u>	<u>\$15,402,697</u>

* Represents 5% or more of the Plan's net assets available for benefits at the dated indicated.

	2011
Interest and dividends	<u>\$ 339,813</u>
Net appreciation (depreciation) in fair value of investments:	
Fair value measured by quoted prices in an active market:	
Mutual fund shares	(377,350)
Fair value measured by other methods:	
Guaranteed investment contract	<u>2,749</u>
	<u>(374,601)</u>
Net Investment Loss	<u>\$ (34,788)</u>

NOTE 5 – PLAN AMENDMENTS

The Plan Agreement was amended during 2011 to provide for a one-year suspension for certain minimum required distributions, to make changes to the hardship withdrawal provisions, and to make a change to the permissible distribution options following a participant's death.

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee association, or relatives of such persons.

Certain Plan investments are managed by Fidelity Management Trust Company, the trustee of the Plan and its affiliates; therefore, transactions in these investments qualify as exempt party-in-interest transactions under ERISA. The Trustee and its affiliates also receive indirect fees from investments which are deducted from investment returns. Direct fees paid by the Plan to the Trustee and/or its affiliate totaled \$492 in 2011.

The Employer provides certain accounting, administrative and investment management services to the Plan for which it receives no compensation.

Notes receivable from participants are permitted party-in-interest transactions.

NOTE 7 – RISKS AND UNCERTAINTIES

The Plan's investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Plan's financial statements

NOTE 8 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to net assets per Form 5500 at December 31, 2011 and 2010:

	2011	2010
Net assets available for benefits per the financial statements	\$14,441,957	\$15,407,815
Adjustment from contract value to fair value for benefit-responsive investment contracts	<u>9,468</u>	<u>28,648</u>
Net Assets per Form 5500	<u>\$14,451,425</u>	<u>\$15,436,463</u>

The following is a reconciliation of net decrease per the financial statements to net loss per Form 5500 for the year ended December 31, 2011:

Net decrease per the financial statements	\$(965,858)
Change in adjustment from contract value to fair value for benefit-responsive investment contracts	<u>(19,180)</u>
Net loss per Form 5500	<u>\$(985,038)</u>

HILL-ROM, INC. RETIREMENT ACCOUNT PROGRAM

EIN 35-1160484 PN 010

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) December 31, 2011

(a)	(b) and (c)	(d)	(e)
	Identity of Issue / Description of Investment	Cost	Current Value
*	Investment in the Hill-Rom Holdings, Inc. Master Trust at Fidelity Management Trust Company	**	\$ 14,447,974
*	Notes receivable from participants, bearing interest at 4.75-6.00%, with maturities through May 2017	0	<u>3,451</u>
	TOTAL		<u><u>\$ 14,451,425</u></u>

* Party-in-interest, but not prohibited transactions.

** Cost has been omitted for participant-directed investments.

HILL-ROM, INC. RETIREMENT ACCOUNT PROGRAM

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

December 31, 2011 and 2010

HILL-ROM, INC. RETIREMENT ACCOUNT PROGRAM

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Independent Auditors' Report

To the Plan Administrator
Hill-Rom, Inc. Retirement Account Program

We were engaged to audit the accompanying financial statements of Hill-Rom, Inc. Retirement Account Program as of December 31, 2011 and 2010, and for the year ended December 31, 2011, and the supplemental schedule as of December 31, 2011, as listed in the accompanying table of contents. These financial statements and the schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the investment information certified by the Trustee with the related investment information included in the financial statements and the supplemental schedule. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the Trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the investment information provided to the Plan Administrator by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and the supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and the supplemental schedule, other than that derived from the investment information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Katz, Sapper & Miller, LLP

Indianapolis, Indiana
September 28, 2012

HILL-ROM, INC. RETIREMENT ACCOUNT PROGRAM
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

	2011	2010
ASSETS		
Investments at fair value:		
Investment in Hill-Rom Holdings, Inc. Master Trust	\$ 14,447,974	\$ 15,431,345
Notes receivable from participants	<u>3,451</u>	<u>5,118</u>
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	14,451,425	15,436,463
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(9,468)</u>	<u>(28,648)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 14,441,957</u></u>	<u><u>\$ 15,407,815</u></u>

See accompanying notes.

HILL-ROM, INC. RETIREMENT ACCOUNT PROGRAM
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2011

ADDITIONS TO NET ASSETS ATTRIBUTED TO

Net investment loss from the Hill-Rom Holdings, Inc. Master Trust	\$ (34,788)
Interest income on notes receivable from participants	<u>232</u>
Total	<u>(34,556)</u>

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO

Benefits paid	930,810
Administrative expenses	<u>492</u>
Total Deductions	<u>931,302</u>

NET DECREASE	(965,858)
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NET ASSETS AVAILABLE FOR BENEFITS

Beginning of Year	<u>15,407,815</u>
End of Year	<u><u>\$ 14,441,957</u></u>

See accompanying notes.

HILL-ROM, INC. RETIREMENT ACCOUNT PROGRAM

NOTES TO FINANCIAL STATEMENTS December 31, 2011 and 2010

NOTE 1 – PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES

The following description of Hill-Rom, Inc. Retirement Account Program (the Plan) provides only general information. Plan participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General: The Plan was organized effective November 18, 1994, and has since been amended and restated on January 1, 2009, as a defined contribution plan covering all eligible employees of Hill-Rom Holdings, Inc. and its subsidiaries (the Employer). Effective April 9, 2009, Liko North America Corp. 401(k) Profit Sharing Plan and Trust (Liko) was merged into the Plan. Effective September 1, 2009, Hill-Rom, Inc. Sales Executives Pension Plan (HSEPP) was merged into the Plan. All participants from Liko, HSEPP, and previously merged plans became 100% vested in their account balances as of the respective merger dates. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

Estimates: The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Contributions: The Plan includes only account balances transferred from other plans that were frozen prior to the transfer. Therefore, no new participants will be added to the Plan and no further contributions are permitted for current participants under the frozen Plan.

Participant Accounts: Participants direct the investment of their account balances into various investment options offered by the Plan. Each participant's account is credited with allocations of Plan earnings. Participant accounts may also be charged with an allocation of certain administrative expenses of the Plan. Allocations are based on participant earnings or account balances, or specific participant transactions, as defined in the Plan Agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting and Forfeitures: Participants are 100% vested in their account balances.

At December 31, 2011 and 2010, forfeited nonvested accounts of terminated participants totaled \$200. These accounts will be used to pay Plan expenses. In 2011, no forfeited nonvested accounts were used to pay Plan expenses.

Notes Receivable from Participants: The Plan no longer permits participants to borrow from their accounts. However, participants who had loans prior to the disallowed date and participants with loans from plans that merged into the Plan are permitted to repay their loans under the terms of the original note receivable agreements. The notes are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through regular payroll deductions.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes are treated as distributions based upon the terms of the Plan Agreement.

NOTE 1 – PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Payment of Benefits: Upon the occurrence of a distributable event due to separation from service by termination, death, disability, or retirement, as defined by the Plan Agreement, a participant may elect to receive a lump-sum cash distribution equal to the value of the participant's vested interest in his or her account. Hardship and in-service withdrawals, as defined in the Plan Agreement, are also permitted from a participant's account. Benefits are recorded by the Plan when paid.

Investment Valuation and Income Recognition: The Hill-Rom Holdings, Inc. Master Trust (Master Trust) was established on April 1, 2008, to hold the investment assets of the following plans sponsored by Hill-Rom Holdings, Inc.: Hill-Rom, Inc. Retirement Account Program, and Hill-Rom, Inc. Savings Plan. Investments, and the income therefrom, are based on segregated investment portfolios within the Master Trust. Accordingly, the Plan's net investment income (loss) from the Master Trust includes only its segregated share of the Master Trust's interest and dividends and net appreciation (depreciation) in fair value of investments.

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 2 for discussion of fair value measurements.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Master Trust's assets include fully benefit-responsive investment contracts in a guaranteed investment contract and a common collective trust (see Note 3). The Plan's statements of net assets available for benefits presents the fair value of these investments, as well as the adjustment of these investments from fair value to contract value. The Plan's statement of changes in net assets available for benefits is prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Plan Expenses: Administrative expenses for maintaining the Plan may be paid by the Employer or the Plan, at the Employer's discretion. Loan administration fees are charged directly to the participant's account and are included in administrative expenses.

Plan Termination: Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

Tax Status: The Internal Revenue Service (IRS) has determined and informed the Employer by a letter dated November 19, 2010, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC. Therefore, the Plan Administrator believes that the Plan is qualified and the related trust is tax-exempt.

NOTE 1 – PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Accounting principles generally accepted in the United States require management to evaluate tax positions taken by the Plan and to recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other taxing authorities. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2011, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements.

The Plan is subject to routine audits by taxing authorities; however, there are currently no audits for any tax periods in process. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2008.

Subsequent Events: The Plan Administrator has evaluated the financial statements for subsequent events occurring through September 28, 2012, the date the financial statements were available to be issued.

NOTE 2 – FAIR VALUE MEASUREMENTS

The Plan has categorized its assets and liabilities that are measured at fair value into a three-level fair value hierarchy. The hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The three levels of the fair value hierarchy are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

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

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement. In situations where there is little or no market activity for the assets or liability, the Plan makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

Following is a description of the valuation methodologies used by the Plan for the investment assets held in the Hill-Rom Holdings, Inc. Master Trust, and that are measured at fair value on a recurring basis. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Mutual Fund Shares and Money Market Fund Shares: Valued at the published net asset value (NAV) of the shares held by the Plan at the reporting date.

Collective Trust Fund: Valued at the unit price of the fund reported by the sponsoring trust company. Generally, the unit price is based on quoted market prices of the fund's underlying investments, less any accrual of fees and expenses borne by the fund, and divided by the number of units outstanding.

NOTE 2 – FAIR VALUE MEASUREMENTS (CONTINUED)

Guaranteed Investment Contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan's management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain assets could result in a different fair value measurement at the reporting date.

Following is a summary, by major nature and risks class within each level of the fair value hierarchy, of the Plan's investment assets that are measured at fair value on a recurring basis as of December 31, 2011 and 2010:

2011	Level 1	Level 2	Level 3	Total
Investment in Hill-Rom Holdings, Inc. Master Trust:				
Mutual fund shares:				
Index funds	\$ 1,211,902			\$ 1,211,902
Target retirement date funds	2,509,333			2,509,333
International funds	741,501			741,501
Fixed income funds	959,961			959,961
Growth funds	3,873,751			3,873,751
Value funds	2,444,647			2,444,647
Money market fund shares	243			243
Guaranteed investment contract:				
Stable value fund			\$2,706,636	2,706,636
Total Investments at Fair Value	<u>\$11,741,338</u>		<u>\$2,706,636</u>	<u>\$14,447,974</u>
2010				
Investment in Hill-Rom Holdings, Inc. Master Trust:				
Mutual fund shares:				
Index funds	\$ 1,145,429			\$ 1,145,429
Target retirement date funds	2,690,236			2,690,236
International funds	1,141,774			1,141,774
Fixed income funds	953,568			953,568
Growth funds	4,202,323			4,202,323
Value funds	2,396,505			2,396,505
Money market fund shares	200			200
Collective trust fund:				
Short-term bond fund		\$2,901,310		2,910,310
Total Investments at Fair Value	<u>\$12,530,035</u>	<u>\$2,901,310</u>		<u>\$15,431,345</u>

There were no significant transfers between Level 1 and Level 2 investments during 2011.

NOTE 2 – FAIR VALUE MEASUREMENTS (CONTINUED)

Following is a summary of the changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2011:

	Guaranteed Investment Contract
Balance at beginning of year	\$ 0
Unrealized gains relating to instruments still held at the reporting date	12,217
Purchases	2,699,567
Sales	<u>(5,148)</u>
Balance at end of year	<u>\$2,706,636</u>

At December 31, 2011 and 2010, the Plan had no other assets and no liabilities that are measured at fair value on a recurring basis.

NOTE 3 – INVESTMENT IN MASTER TRUST

At December 31, 2011 and 2010, the Plan's investment assets were held in the Hill-Rom Holdings, Inc. Master Trust at Fidelity Management Trust Company (the Plan's trustee). The Master Trust also includes the investment assets of other plans sponsored by the Employer, as identified in Note 1.

The Master Trust was comprised of the following investments at December 31, 2011 and 2010:

	2011	2010
Mutual fund shares	\$291,513,343	\$290,054,943
Guaranteed investment contract	52,548,583	
Collective trust fund		51,365,829
Money market fund shares	<u>85,627</u>	<u>110,125</u>
Total Investments at Fair Value	<u>\$344,147,553</u>	<u>\$341,530,897</u>

The net investment income (loss) from the Master Trust for the year ended December 31, 2011 was comprised of the following:

	2011
Interest and dividend income	<u>\$ 8,674,426</u>
Net appreciation (depreciation) in fair value of investments:	
Fair value measured by quoted prices in an active market:	
Mutual fund shares	\$(10,713,291)
Fair value measured by other methods:	
Guaranteed investment contract	<u>53,315</u>
	<u>\$(10,659,976)</u>

The Plan's interest in the Master Trust as of December 31, 2011 and 2010, and for the year ended December 31, 2011, is presented in Note 4.

NOTE 3 – INVESTMENT IN MASTER TRUST (CONTINUED)

The Plan's investment in the Master Trust includes investments in the Prudential Stable Value Fund as of December 31, 2011 and in the Fidelity Managed Income Portfolio II as of December 31, 2010, both of which are benefit-responsive funds. As described in Note 1, because the investment funds are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to these funds. Contract value, as reported to the Plan by Fidelity Management Trust Company and Prudential Insurance Company of America, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield rate based on actual earnings of the funds was approximately 1.92% for 2011 and 2.25% for 2010, and the average interest rate credited to participants was approximately 1.60% for 2011 and 1.82% for 2010.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) communications from the Plan's sponsor designed to induce participants to transfer from the fund, (4) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (5) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

NOTE 4 – INVESTMENT INFORMATION CERTIFIED BY TRUSTEE

All investment information disclosed in the accompanying financial statements, related notes and supplemental schedule has not been audited, but was obtained or derived from information provided to the Plan Administrator by the Plan's trustee. The following is a summary of the Plan's investment information which has been certified as complete and accurate as of December 31, 2011 and 2010, and for the year ended December 31, 2011, by Fidelity Management Trust Company, the Trustee, in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA:

	2011	2010
Mutual Fund Shares:		
Fidelity Contrafund	\$ 1,885,343*	\$ 2,166,122*
Fidelity Magellan Fund		1,050,249*
Fidelity Government Income Fund	731,686*	489,742
Allianz NFJ Small Cap Value Fund I	709,029	633,171
Allianz NFJ Dividend Value Fund	1,575,727*	1,410,924*
Loomis Sayles Strategic Income Fund Y	55,727	191,176
Munder Mid-Cap Growth Fund Y	1,000,529*	985,952*
Perkins Mid-Cap Core Value Fund I	62,901	60,410
Royce Value Plus Fund	12,498	100,824
Columbia/ACORN International Fund Z	21,582	139,257
Fidelity Diversified International Fund		707,321
Fidelity Freedom Income Fund	20,427	21,360
Fidelity Freedom 2000 Fund	40,528	25,338
Fidelity Freedom 2005 Fund	154	154
Fidelity Freedom 2010 Fund	224,327	224,946
Fidelity Freedom 2015 Fund	278,392	287,111
Fidelity Freedom 2020 Fund	402,542	407,313
Fidelity Freedom 2025 Fund	253,319	298,884

NOTE 4 – INVESTMENT INFORMATION CERTIFIED BY TRUSTEE (CONTINUED)

	2011	2010
Mutual Fund Shares (Continued):		
Fidelity Freedom 2030 Fund	\$ 1,213,733*	\$ 1,341,810*
Fidelity Freedom 2035 Fund	55,465	60,986
Fidelity Freedom 2040 Fund	19,911	20,878
Fidelity Freedom 2045 Fund	535	1,456
Vanguard Institutional Index Fund	1,211,902*	1,145,429*
Harbor International Fund Institutional Class Fund	719,919	295,196
T. Rowe Price New America Growth Fund	987,879*	
Oppenheimer Developing Markets Fund Y	14,910	
Invesco International Growth Fund I	10,529	
Allianz NFJ International Value Fund I	3,326	
PIMCO Total Return Fund Institutional Class Fund	<u>228,275</u>	<u>463,826</u>
Total Mutual Fund Shares	<u>11,741,095</u>	<u>12,529,835</u>
Money Market Fund Shares:		
Fidelity Retirement Money Market Fund	<u>243</u>	<u>200</u>
Collective Trust Fund:		
Fidelity Managed Income Portfolio II (at contract value)	<u> </u>	<u>2,872,662*</u>
Guaranteed Investment Contract:		
Prudential Stable Value Fund (at contract value)	<u>2,697,168*</u>	<u> </u>
Total	<u>\$14,438,506</u>	<u>\$15,402,697</u>

* Represents 5% or more of the Plan's net assets available for benefits at the dated indicated.

	2011
Interest and dividends	<u>\$ 339,813</u>
Net appreciation (depreciation) in fair value of investments:	
Fair value measured by quoted prices in an active market:	
Mutual fund shares	(377,350)
Fair value measured by other methods:	
Guaranteed investment contract	<u>2,749</u>
	<u>(374,601)</u>
Net Investment Loss	<u>\$ (34,788)</u>

NOTE 5 – PLAN AMENDMENTS

The Plan Agreement was amended during 2011 to provide for a one-year suspension for certain minimum required distributions, to make changes to the hardship withdrawal provisions, and to make a change to the permissible distribution options following a participant's death.

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee association, or relatives of such persons.

Certain Plan investments are managed by Fidelity Management Trust Company, the trustee of the Plan and its affiliates; therefore, transactions in these investments qualify as exempt party-in-interest transactions under ERISA. The Trustee and its affiliates also receive indirect fees from investments which are deducted from investment returns. Direct fees paid by the Plan to the Trustee and/or its affiliate totaled \$492 in 2011.

The Employer provides certain accounting, administrative and investment management services to the Plan for which it receives no compensation.

Notes receivable from participants are permitted party-in-interest transactions.

NOTE 7 – RISKS AND UNCERTAINTIES

The Plan's investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Plan's financial statements

NOTE 8 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to net assets per Form 5500 at December 31, 2011 and 2010:

	2011	2010
Net assets available for benefits per the financial statements	\$14,441,957	\$15,407,815
Adjustment from contract value to fair value for benefit-responsive investment contracts	<u>9,468</u>	<u>28,648</u>
Net Assets per Form 5500	<u>\$14,451,425</u>	<u>\$15,436,463</u>

The following is a reconciliation of net decrease per the financial statements to net loss per Form 5500 for the year ended December 31, 2011:

Net decrease per the financial statements	\$(965,858)
Change in adjustment from contract value to fair value for benefit-responsive investment contracts	<u>(19,180)</u>
Net loss per Form 5500	<u>\$(985,038)</u>

HILL-ROM, INC. RETIREMENT ACCOUNT PROGRAM

EIN 35-1160484 PN 010

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) December 31, 2011

(a)	(b) and (c)	(d)	(e)
	Identity of Issue / Description of Investment	Cost	Current Value
*	Investment in the Hill-Rom Holdings, Inc. Master Trust at Fidelity Management Trust Company	**	\$ 14,447,974
*	Notes receivable from participants, bearing interest at 4.75-6.00%, with maturities through May 2017	0	<u>3,451</u>
	TOTAL		<u><u>\$ 14,451,425</u></u>

* Party-in-interest, but not prohibited transactions.

** Cost has been omitted for participant-directed investments.