See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

AMENDED

No statute issue

SCANNED NOV 05 2013

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No. 1545-0047

2004

Open to Public Inspection

A For the 2004 calendar year, or tax year beginning , 2004, and ending

B Check if applicable:
- [X] Address change
- [ ] Name change
- [ ] Initial return
- [ ] Final return
- [X] Amended return
- [ ] Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization: COVENANT HEALTH SYSTEMS, INC.

Number and street (or P.O. box if mail is not delivered to street address): 100 AMES POND DRIVE — Room/suite: 102

City or town, state or country, and ZIP + 4: TEWKSBURY, MA 01876-1293

D Employer identification number: 22-2484505

E Telephone number: (781) 862-1634

F Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) ▶

- Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) If "Yes," enter number of affiliates ▶ N/A

H(c) Are all affiliates included? N/A [ ] Yes [ ] No (If "No," attach a list. See instructions.)

H(d) Is this a separate return filed by an organization covered by a group ruling? [ ] Yes [X] No

I Group Exemption Number ▶ N/A

G Website: ▶ WWW.COVENANTHS.ORG

J Organization type (check only one) ▶ [X] 501(c) (3) ◀ (insert no.) [ ] 4947(a)(1) or [ ] 527

K Check here ▶ [ ] if the organization's gross receipts are normally not more than $25,000. The organization need not file a return with the IRS; but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

M Check ▶ [X] if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

L Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 7,199,014.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See page 18 of the instructions.)

Revenue	1	Contributions, gifts, grants, and similar amounts received:			
	a	Direct public support	1a	16,480.	
	b	Indirect public support	1b		
	c	Government contributions (grants)	1c		
	d	Total (add lines 1a through 1c) (cash $)			1d 16,480.
	2	Program service revenue including government fees and contracts (from Part VII, line 93)			2 950,524.
	3	Membership dues and assessments			3 4,884,662.
	4	Interest on savings and temporary cash investments			4 232,905.
	5	Dividends and interest from securities			5 515,365.
	6a	Gross rents	6a		
	b	Less: rental expenses	6b		
	c	Net rental income or (loss) (subtract line 6b from line 6a)			6c
	7	Other investment income (describe ▶)			7
	8a	Gross amount from sales of assets other than inventory	(A) Securities 8a 59,315.	(B) Other 8a	
	b	Less: cost or other basis and sales expenses	8b 75,353.	8b	
	c	Gain or (loss) (attach schedule) STMT 1	8c -16,038.	8c	
	d	Net gain or (loss) (combine line 8c, columns (A) and (B))			8d -16,038.
	9	Special events and activities (attach schedule) If any amount is from gaming, check here ▶ [ ]			
	a	Gross revenue (not including $ of contributions reported on line 1a)	9a		
	b	Less direct expenses other than fundraising expenses	9b		
	c	Net income or (loss) from special events (subtract line 9b from line 9a)			9c
	10a	Gross sales of inventory, less returns and allowances	10a		
	b	Less: cost of goods sold	10b		
	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)			10c
	11	Other revenue (from Part VII, line 103)			11 539,763.
	12	**Total revenue** (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)			12 7,123,661.
Expenses	13	Program services (from line 44, column (B))			13 7,254,939.
	14	Management and general (from line 44, column (C))			14
	15	Fundraising (from line 44, column (D))			15
	16	Payments to affiliates (attach schedule)			16
	17	**Total expenses** (add lines 16 and 44, column (A))			17 7,254,939.
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)			18 -131,278.
	19	Net assets or fund balances at beginning of year (from line 73, column (A))			19 12,382,464.
	20	Other changes in net assets or fund balances (attach explanation) STMT 2, STMT 3			20 759,087.
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)			21 13,010,273.

STATUTE LIMIT
RECEIVED
OCT 24 2013
TPR BRANCH
OGDEN

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. Form 990 (2004)

JSA
4E1010 1.000

G 1,13

Part II Statement of Functional Expenses All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See page 22 of the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) (cash $ _____ noncash $ _____)	22				
23 Specific assistance to individuals (attach schedule)	23				
24 Benefits paid to or for members (attach schedule)	24				
25 Compensation of officers, directors, etc.	25	811,291.	811,291.		
26 Other salaries and wages	26	2,480,378.	2,480,378.		
27 Pension plan contributions	27	751,468.	751,468.		
28 Other employee benefits	28	287,214.	287,214.		
29 Payroll taxes	29	180,475.	180,475.		
30 Professional fundraising fees	30				
31 Accounting fees	31	116,715.	116,715.		
32 Legal fees	32	73,225.	73,225.		
33 Supplies	33	30,564.	30,564.		
34 Telephone	34	30,800.	30,800.		
35 Postage and shipping	35	20,463.	20,463.		
36 Occupancy	36	222,176.	222,176.		
37 Equipment rental and maintenance	37	32,917.	32,917.		
38 Printing and publications	38	32,490.	32,490.		
39 Travel	39				
40 Conferences, conventions, and meetings	40	340,309.	340,309.		
41 Interest	41	548,641.	548,641.		
42 Depreciation, depletion, etc. (attach schedule) STMT 3A	42	137,153.	137,153.		
43 Other expenses not covered above (itemize): STMT 4	43a	1,158,660.	1,158,660.		
b	43b				
c	43c				
d	43d				
e	43e				
44 Total functional expenses (add lines 22 through 43) *Organizations completing columns (B)-(D), carry these totals to lines 13-15*	44	7,254,939.	7,254,939.		

Joint Costs. Check ▶ ☐ if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ▶ ☐ Yes ☒ No

If "Yes," enter (i) the aggregate amount of these joint costs $ _____ ; (ii) the amount allocated to Program services $ _____ ;

(iii) the amount allocated to Management and general $ _____ ; and (iv) the amount allocated to Fundraising $ _____

Part III Statement of Program Service Accomplishments (See page 25 of the instructions.)

What is the organization's primary exempt purpose? ▶ STMT 5

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

		Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts, but optional for others.)
a	SEE STATEMENT 5A (Grants and allocations $)	7,254,939.
b	(Grants and allocations $)	
c	(Grants and allocations $)	
d	(Grants and allocations $)	
e	Other program services (attach schedule) (Grants and allocations $)	
f	**Total of Program Service Expenses** (should equal line 44, column (B), Program services) ▶	7,254,939.

OR4634 7377 04/28/2005 10:35:50 V04-5.1

Part IV Balance Sheets (See page 25 of the instructions.)

	Note: *Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.*			(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing			621,075.	45	1,234,049.
	46 Savings and temporary cash investments				46	
	47a Accounts receivable	47a	322,047.			
	b Less: allowance for doubtful accounts	47b		467,320.	47c	322,047.
	48a Pledges receivable	48a				
	b Less: allowance for doubtful accounts	48b			48c	
	49 Grants receivable				49	
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)				50	
	51a Other notes and loans receivable (attach schedule) STMT 6	51a	2,106,356.			
	b Less: allowance for doubtful accounts	51b		2,310,213.	51c	2,106,356.
	52 Inventories for sale or use				52	
	53 Prepaid expenses and deferred charges			93,639.	53	184,797.
	54 Investments - securities (attach schedule) ▶ ☐ Cost ☐ FMV				54	
	55a Investments - land, buildings, and equipment. basis	55a				
	b Less. accumulated depreciation (attach schedule)	55b			55c	
	56 Investments - other (attach schedule) STMT 7			23,500,944.	56	18,089,734.
	57a Land, buildings, and equipment basis	57a	808,861.			
	b Less: accumulated depreciation (attach schedule) STMT 3A	57b	555,954.	324,831.	57c	252,907.
	58 Other assets (describe ▶ STMT 8)			1,591,679.	58	1,415,945.
	59 **Total assets** (add lines 45 through 58) (must equal line 74)			28,909,701.	59	23,605,835.
Liabilities	60 Accounts payable and accrued expenses			968,242.	60	903,435.
	61 Grants payable				61	
	62 Deferred revenue			247,964.	62	NONE
	63 Loans from officers, directors, trustees, and key employees (attach schedule)				63	
	64a Tax-exempt bond liabilities (attach schedule)				64a	
	b Mortgages and other notes payable (attach schedule)				64b	
	65 Other liabilities (describe ▶ STMT 9)			15,311,031.	65	9,692,127.
	66 **Total liabilities** (add lines 60 through 65)			16,527,237.	66	10,595,562.
Net Assets or Fund Balances	**Organizations that follow SFAS 117, check here** ▶ ☒ and complete lines 67 through 69 and lines 73 and 74.					
	67 Unrestricted			12,382,464.	67	13,010,273.
	68 Temporarily restricted				68	
	69 Permanently restricted				69	
	Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 70 through 74.					
	70 Capital stock, trust principal, or current funds				70	
	71 Paid-in or capital surplus, or land, building, and equipment fund				71	
	72 Retained earnings, endowment, accumulated income, or other funds				72	
	73 **Total net assets or fund balances** (add lines 67 through 69 or lines 70 through 72; column (A) **must** equal line 19; column (B) **must** equal line 21)			12,382,464.	73	13,010,273.
	74 **Total liabilities and net assets / fund balances** (add lines 66 and 73)			28,909,701.	74	23,605,835.

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See page 27 of the instructions.)

a	Total revenue, gains, and other support per audited financial statements ▶	a	8,271,846.
b	Amounts included on line a but not on line 12, Form 990.		
(1)	Net unrealized gains on investments $ 1,148,185.		
(2)	Donated services and use of facilities $		
(3)	Recoveries of prior year grants $		
(4)	Other (specify): $		
	Add amounts on lines (1) through (4) ▶	b	1,148,185.
c	Line a minus line b ▶	c	7,123,661.
d	Amounts included on line 12, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990 $		
(2)	Other (specify): $		
	Add amounts on lines (1) and (2) ▶	d	
e	Total revenue per line 12, Form 990 (line c plus line d) ▶	e	7,123,661.

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a	Total expenses and losses per audited financial statements ▶	a	7,112,164.
b	Amounts included on line a but not on line 17, Form 990:		
(1)	Donated services and use of facilities $		
(2)	Prior year adjustments reported on line 20, Form 990 $		
(3)	Losses reported on line 20, Form 990 $		
(4)	Other (specify): STMT 10 $ -142,775.		
	Add amounts on lines (1) through (4) ▶	b	-142,775.
c	Line a minus line b ▶	c	7,254,939.
d	Amounts included on line 17, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990 $		
(2)	Other (specify): $		
	Add amounts on lines (1) and (2) ▶	d	
e	Total expenses per line 17, Form 990 (line c plus line d) ▶	e	7,254,939.

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated; see page 27 of the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
SEE STATEMENTS 11 - 13		811,291.	75,602.	NONE

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than $100,000 from your organization and all related organizations, of which more than $10,000 was provided by the related organizations? ▶ ☐ Yes ☒ No

If "Yes," attach schedule - see page 28 of the instructions.

Part VI Other Information (See page 2[illegible] the instructions.)

			Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	77		X
78a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	78a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	78b	N/A	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79		X
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a	X	
b	If "Yes," enter the name of the organization ▶ STMT 14 and check whether it is [X] exempt or [X] nonexempt.			
81a	Enter direct and indirect political expenditures. See line 81 instructions. 81a NONE			
b	Did the organization file Form 1120-POL for this year?	81b		X
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a		X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.) 82b N/A			
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	N/A	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A	
85	*501(c)(4), (5), or (6) organizations.* a Were substantially all dues nondeductible by members?	85a	N/A	
b	Did the organization make only in-house lobbying expenditures of $2,000 or less?	85b	N/A	
	If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.			
c	Dues, assessments, and similar amounts from members 85c N/A			
d	Section 162(e) lobbying and political expenditures 85d N/A			
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices 85e N/A			
f	Taxable amount of lobbying and political expenditures (line 85d less 85e) 85f N/A			
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A	
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A	
86	*501(c)(7) orgs.* Enter: a Initiation fees and capital contributions included on line 12 86a N/A			
b	Gross receipts, included on line 12, for public use of club facilities 86b N/A			
87	*501(c)(12) orgs.* Enter: a Gross income from members or shareholders 87a N/A			
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) 87b N/A			
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88		X
89a	*501(c)(3) organizations.* Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ NONE ; section 4912 ▶ NONE ; section 4955 ▶ NONE			
b	*501(c)(3) and 501(c)(4) orgs.* Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b		X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ NONE			
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization ▶ NONE			
90a	List the states with which a copy of this return is filed ▶ MASSACHUSETTS			
b	Number of employees employed in the pay period that includes March 12, 2004 (See instructions.)	90b	24	
91	The books are in care of ▶ JOHN AHLE, CHIEF FIN OFFICER Telephone no. ▶ 978-654-6363 Located at ▶ 100 AMES POND DR, TEWKSBURY, MA ZIP + 4 ▶ 01876-1293			
92	*Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041* - Check here ▶ [ ] and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 92 N/A			

JSA
4E1041 1 000

Part VII Analysis of Income-Produc[illegible] Activities (See page 33 of the instruction

Note: Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a MANAGEMENT FEES					950,524.
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					4,884,662.
95 Interest on savings and temporary cash investments			14	232,905.	
96 Dividends and interest from securities			14	515,365.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	-16,038.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue. a					
b OTHER REVENUE					539,763.
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				732,232.	6,374,949.
105 Total (add line 104, columns (B), (D), and (E)) ▶					7,107,181.

Note: *Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.*

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 34 of the instructions.)

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
93A	FEES FROM MEMBER ORGANIZATIONS TO COORDINATE THE CORPORATE,
94 &	ADMINISTRATIVE, CLINICAL AND SERVICE STRENGTHS AND POTENTIAL
103B	OF ITS MEMBERS.

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 34 of the instructions)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 34 of the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . ☐ Yes ☒ No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

Note: *If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).*

Please Sign Here

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

▶ [signature] 10/05/13

Signature of officer. Date

▶ JOHN AHLE, CHIEF FINANCIAL OFFICER

Type or print name and title.

Paid Preparer's Use Only

Preparer's signature ▶	Date 10/6/13	Check if self-employed ▶ ☐	Preparer's SSN or PTIN (See Gen Inst. W)
			P00233103

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶	EIN ▶	Phone no ▶
WILLIAM STEELE & ASSOCIATES, P.C. 40 STARK STREET MANCHESTER, NH 03101	02-0383073	603-622-8881

SCHEDULE A (Form 990 or 990-EZ)
Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information - (See separate instructions.)

▶ MUST be completed by the above organizations and attached to their Form 990 or 990-EZ

OMB No. 1545-0047

2004

Name of the organization: COVENANT HEALTH SYSTEMS, INC.

Employer identification number: 22-2484505

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
KENNETH FERRON C/O COVENANT HEALTH SYSTEMS 420 BEDFORD ST.,LEXINGTON, MA	VP OF ADMIN 40 HRS/WK	245,027.	36,833.	NONE
SUSAN MCDONOUGH C/O COVENANT HEALTH SYSTEMS 420 BEDFORD ST.,LEXINGTON, MA	VP OF STRATEGY 40 HRS/WK	238,050.	36,649.	NONE
THOMAS LUCAS C/O COVENANT HEALTH SYSTEMS 420 BEDFORD ST.,LEXINGTON, MA	VP OF FINANCE 40 HRS/WK	190,158.	33,822.	NONE
ARNOLD GOLDIE C/O COVENANT HEALTH SYSTEMS 420 BEDFORD ST.,LEXINGTON, MA	REG CONTROLLER 40 HRS/WK	106,194.	23,143.	NONE
DAVID FRASER C/O COVENANT HEALTH SYSTEMS 420 BEDFORD ST.,LEXINGTON, MA	DIR OF HR 40 HRS/WK	112,385.	17,565.	NONE
Total number of other employees paid over $50,000 ▶	12			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
PRICEWATERHOUSECOOPERS, LLP BOSTON, MA 02241	ACCOUNTING/AUDIT SVC	139,821.
VAN WERT,ZIMMER,BONESTEEL,CONLIN & MCCANN 245 WINTER ST. STE 400 WALTHAM, MA 02451	LEGAL SERVICES	150,100.
DIGIORGIO ASSOCIATES, INC. 225 FRIEND STREET, BOSTON, MA 02114	DESIGN & CONSTRUCTION SVCS	83,971.
MERCER HUMAN RESOURCE CONSULTING, INC. 200 CLARENDON STREET, BOSTON, MA 02116	HR CONSULTING	120,844.
SISTERS OF ST. FRANCIS OF PHILIADELPHIA OUR LADY OF ANGELS CONVENT 609 SOUTH CONVENT ROAD, ASTON, PA 19014	EMPLOYMENT SERVICES	212,376.
Total number of others receiving over $50,000 for professional services ▶ 1		

Part III Statements About Activities (See page 2 of the instructions.)

			Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ $ NONE (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)	1		X
	Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.			
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? *(If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)*			
a	Sale, exchange, or leasing of property?	2a		X
b	Lending of money or other extension of credit?	2b		X
c	Furnishing of goods, services, or facilities? STMT 15	2c	X	
d	Payment of compensation (or payment or reimbursement of expenses if more than $1,000)? STMT 16	2d	X	
e	Transfer of any part of its income or assets?	2e		X
3a	Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)	3a		X
b	Do you have a section 403(b) annuity plan for your employees?	3b	X	
4a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4a		X
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	4b		X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 ☐ A school Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 ☐ A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). **Enter the hospital's name, city, and state** ▶
- 10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 ☒ An organization that normally receives: **(1) more than 33 1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and **(2) no more than 33 1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: **(1)** lines 5 through 12 above; or **(2)** section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See page 5 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 5 of the instructions.)

Part IV-A Support Schedule (Complete o. if you checked a box on line 10, 11, or 12.) Use sh method of accounting.

Note: *You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.*

Calendar year (or fiscal year beginning in) ▶	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
16 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	17,420.	4,072.	4,923.	NONE	26,415.
17 Membership fees received	2,085,597.	2,001,916.	1,754,579.	1,558,953.	7,401,045.
18 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	1,532,920.	1,410,782.	1,272,011.	1,084,777.	5,300,490.
19 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	751,576.	637,203.	572,747.	933,430.	2,894,956.
20 Net income from unrelated business activities not included in line 18					
21 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
22 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
23 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
24 Total of lines 15 through 22	4,387,513.	4,053,973.	3,604,260.	3,577,160.	15,622,906.
25 Line 23 minus line 17	2,854,593.	2,643,191.	2,332,249.	2,492,383.	10,322,416.
26 Enter 1% of line 23	43,875.	40,540.	36,043.	35,772.	

26 Organizations described on lines 10 or 11:

a Enter 2% of amount in column (e), line 24 NOT APPLICABLE ▶ 26a

b *Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2000 through 2003 exceeded the amount shown in line 26a* **Do not file this list with your return.** Enter the total of all these excess amounts ▶ 26b

c Total support for section 509(a)(1) test: Enter line 24, column (e) ▶ 26c

d Add: Amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b _____ ▶ 26d

e Public support (line 26c minus line 26d total) ▶ 26e

f **Public support percentage (line 26c (numerator) divided by line 26c (denominator))** ▶ 26f %

27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." **Do not file this list with your return.** Enter the sum of such amounts for each year:

(2003) _____ (2002) _____ (2001) _____ (2000) _____

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) $5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) **Do not file this list with your return.** After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:

(2003) _____ (2002) _____ (2001) _____ (2000) _____

c Add Amounts from column (e) for lines: 15 26,415. 16 7,401,045. 17 5,300,490. 20 _____ 21 _____ ▶ 27c 12,727,950.

d Add Line 27a total _____ and line 27b total _____ ▶ 27d

e *Public support (line 27c total minus line 27d total)* ▶ 27e 12,727,950.

f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) ▶ 27f 15,622,906.

g **Public support percentage (line 27e (numerator) divided by line 27f (denominator))** ▶ 27g 81.4698 %

h **Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))** ▶ 27h 18.5302 %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant **Do not file this list with your return.** Do not include these grants in line 15

JSA
4E1221 1 000

OR4634 7377 04/12/2005 15:38:53 V04-5.1

Part V **Private School Questionnaire** (See page 7 of the instructions.) NOT APPLICABLE

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

			Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?	31		
	If "Yes," please describe, if "No," please explain. (If you need more space, attach a separate statement.)			
32	Does the organization maintain the following:			
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d		
	If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)			
33	Does the organization discriminate by race in any way with respect to:			
a	Students' rights or privileges?	33a		
b	Admissions policies?	33b		
c	Employment of faculty or administrative staff?	33c		
d	Scholarships or other financial assistance?	33d		
e	Educational policies?	33e		
f	Use of facilities?	33f		
g	Athletic programs?	33g		
h	Other extracurricular activities?	33h		
	If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)			
34a	Does the organization receive any financial aid or assistance from a governmental agency?	34a		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.	34b		
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation	35		

Part VI-A **Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions.)
(To be completed **ONLY** by an eligible organization that filed Form 5768) NOT APPLICABLE

Check ▶ a | If the organization belongs to an affiliated group Check ▶ b | If you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38 Total lobbying expenditures (add lines 36 and 37)	38		
39 Other exempt purpose expenditures	39		
40 Total exempt purpose expenditures (add lines 38 and 39)	40		
41 Lobbying nontaxable amount Enter the amount from the following table -			
If the amount on line 40 is - / **The lobbying nontaxable amount is -**			
Not over $500,000 / 20% of the amount on line 40	41		
Over $500,000 but not over $1,000,000 / $100,000 plus 15% of the excess over $500,000			
Over $1,000,000 but not over $1,500,000 / $175,000 plus 10% of the excess over $1,000,000			
Over $1,500,000 but not over $17,000,000 / $225,000 plus 5% of the excess over $1,500,000			
Over $17,000,000 / $1,000,000			
42 Grassroots nontaxable amount (enter 25% of line 41)	42		
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43		
44 Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44		

Caution: *If there is an amount on either line 43 or line 44, you must file Form 4720.*

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 11 of the instructions.)

	Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B **Lobbying Activity by Nonelecting Public Charities**
(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers		X	
b Paid staff or management (Include compensation in expenses reported on lines c through h.)		X	
c Media advertisements		X	NONE
d Mailings to members, legislators, or the public		X	NONE
e Publications, or published or broadcast statements		X	NONE
f Grants to other organizations for lobbying purposes		X	NONE
g Direct contact with legislators, their staffs, government officials, or a legislative body		X	NONE
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		X	NONE
i Total lobbying expenditures (Add lines c through h.)			NONE

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Part VII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations** (See page 11 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting organization to a noncharitable exempt organization of:			
(i) Cash	51a(i)		X
(ii) Other assets	a(ii)		X
b Other transactions:			
(i) Sales or exchanges of assets with a noncharitable exempt organization	b(i)		X
(ii) Purchases of assets from a noncharitable exempt organization	b(ii)		X
(iii) Rental of facilities, equipment, or other assets	b(iii)		X
(iv) Reimbursement arrangements	b(iv)		X
(v) Loans or loan guarantees	b(v)		X
(vi) Performance of services or membership or fundraising solicitations	b(vi)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	c		X

d *If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.*

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ▶ ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

JSA
4E1250 1 000

COVENANT HEALTH SYSTEMS, INC.
22-2484505
FOR THE YEAR ENDED 12/31/2004

FORM 990, PART I, LINE 8 - SALE OF ASSETS OTHER THAN INVENTORY:

PROCEEDS FROM SALE OF AUTOMOBILES	59,315
COST OF AUTOMOBILES	(75,353)
NET LOSS FROM SALE OF AUTOMOBILES	(16,038)

FORM 990, PART I - OTHER INCREASES IN FUND BALANCES

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	1,148,185.
DISCOUNT ON SPLIT LIFE INSURANCE	122,901.
CHANGE IN CSV PHOENIX INS	53,550.
TOTAL	1,324,636.

FORM 990, PART I - OTHER DECREASES IN FUND BALANCES

DESCRIPTION	AMOUNT
TRANSFER TO AFFILIATES	531,873.
PV ADJ DEFERRED COMP AGMTS	33,676.
TOTAL	565,549.

COVENANT HEALTH SYSTEMS, INC.
22-2484505
FOR THE YEAR ENDED 12/31/2004

FORM 990, PART II, LINE 42 AND PART IV, LINE 57:

DESCRIPTION	COST	ACCUMULATED DEPRECIATION	NET BOOK VALUE
FURNITURE & EQUIPMENT	545,828	(490,902)	54,926
AUTOMOBILES	228,746	(50,935)	177,811
LEASEHOLD IMPROVEMENTS	34,287	(14,117)	20,170
PROPERTY, PLANT & EQUIPMENT, NET	808,861	(555,954)	252,907

DEPRECIATION EXPENSE FOR THE YEAR ENDED 12/31/2004 WAS $137,153.

FORM 990, PART II - OTHER EXPENSES

DESCRIPTION	TOTAL	PROGRAM SERVICES
CONSULTING	86,940.	86,940.
EXPENSED PROJECT FEES	671,081.	671,081.
PROFESSIONAL FEES	152,649.	152,649.
AUTOMOTIVE	23,055.	23,055.
DUES & SUBSCRIPTIONS	85,489.	85,489.
INSURANCE	47,701.	47,701.
ADVERTISING & MARKETING	34,164.	34,164.
BANK CHARGES	3,283.	3,283.
LICENSES & TAXES	10,776.	10,776.
DONATIONS & GIFTS	29,227.	29,227.
MINOR EQUIPMENT	1,301.	1,301.
MISCELLANEOUS	3,575.	3,575.
CONTRACTED TEMP STAFF	1,600.	1,600.
BOND FEES	7,819.	7,819.
TOTALS	1,158,660.	1,158,660.

FORM 990, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE

TO COORDINATE THE CORPORATE, ADMINISTRATIVE, CLINICAL AND SERVICE STRENGTHS AND POTENTIALS OF ITS MEMBER ORGANIZATIONS.

COVENANT HEALTH SYSTEMS, INC.
22-2484505
FOR THE YEAR ENDED 12/31/2004

FORM 990, PART III - STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS:

COVENANT HEALTH SYSTEMS, INC. OPERATES AS A SUPPORT SERVICE ORGANIZATION TO STRENGTHEN THE HEALTH SERVICE APOSTOLATE OF MEMBER ORGANIZATIONS WITHIN ST. JOSEPH'S PROVINCE BY

1. PROVIDING CONSULTING AND MANAGEMENT SERVICES,

2. PROVIDING RESOURCES FOR MARKETING SERVICES,

3. PROVIDING A BASIS TO MAXIMIZE THE STRENGTHS WITHIN THE PROVINCE BY FACILITATING THE WORK OF CLINICAL SERVICES PERSONNEL AND COORDINATING INVESTMENT AND MARKETING ACTIVITIES WITH OTHER HEALTH DELIVERY SYSTEMS.

FORM 990, PART IV - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: CHS OF WALTHAM, INC.
ORIGINAL AMOUNT: 1,000,000.
INTEREST RATE: 5%
DATE OF NOTE: 01/01/1997
MATURITY DATE: 01/01/2007
REPAYMENT TERMS: INT MONTHLY BEG 2/97; PRINC MONTHLY BEG 2/99.
PURPOSE OF LOAN: PURCHASE OF NURSING HOME.

BEGINNING BALANCE DUE	422,407.
ENDING BALANCE DUE	288,569.

BORROWER: ST. ANDRE HEALTH CARE FACILITY

BEGINNING BALANCE DUE	1,887,267.
ENDING BALANCE DUE	1,817,787.

BORROWER: ST. FRANCIS

BEGINNING BALANCE DUE	539.
ENDING BALANCE DUE	NONE

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	2,310,213.
TOTAL ENDING OTHER NOTES AND LOANS RECEIVABLES	2,106,356.

COVENANT HEALTH SYSTEMS, INC. 22-2484505

FORM 990, PART IV - INVESTMENTS - OTHER

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
INVESTMENT IN POOLED FUND	23,500,944.	18,089,734.
TOTALS	23,500,944.	18,089,734.

FORM 990, PART IV - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
SPLIT DOLLAR INSURANCE	571,621.	694,522.
SECURITY DEPOSITS	12,979.	12,979.
CURRENT PORTION OF RESTRICTED ASSETS	553,534.	347,315.
OTHER INSURANCE ASSET	453,545.	361,129.
TOTALS	1,591,679.	1,415,945.

FORM 990, PART IV - OTHER LIABILITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
DEFERRED COMPENSATION	444,420.	478,096.
DUE TO ST. JOSEPH HOSPITAL	14,866,611.	9,175,050.
OTHER CURRENT LIABILITIES	NONE	38,981.
TOTALS	15,311,031.	9,692,127.

FORM 990, PART IV-B - OTHER EXPENSES ON BOOKS BUT NOT ON RETURN

DESCRIPTION	AMOUNT
FV ADJ DEFFERED COMP AGMTS	33,676.
DISCOUNT ON SPLIT LIFE INSURANCE	-122,901.
CHANGE IN CSV PHOENIX INSURANCE	-53,550.
TOTAL	-142,775.

FORM 990, PART V - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
HAROLD R. ACRES C/O COVENANT HEALTH SYSTEMS, INC. 420 BEDFORD STREET LEXINGTON, MA 02420	IMMEDIATE, PAST CHAIRMAN 1 HR/WK	NONE	NONE	NONE
REV. MSGR. ROBERT P. DEELEY, J.C.D. C/O COVENANT HEALTH SYSTEMS, INC. 420 BEDFORD STREET LEXINGTON, MA 02420	DIRECTOR 1 HR/WK	NONE	NONE	NC
JAMES P. HAMILL C/O COVENANT HEALTH SYSTEMS, INC. 420 BEDFORD STREET LEXINGTON, MA 02420	CHAIRMAN 1 HR/WK	NONE	NONE	NONE
PATRICIA F. KARL C/O COVENANT HEALTH SYSTEMS, INC. 420 BEDFORD STREET LEXINGTON, MA 02420	CLERK 1 HR/WK	NONE	NONE	NONE
DAVID R. LINCOLN C/O COVENANT HEALTH SYSTEMS, INC. 420 BEDFORD STREET LEXINGTON, MA 02402	PRESIDENT/CEO 40 HR/WK	507,473.	38,566.	NONE
PATRICIA CAHILL C/O COVENANT HEALTH SYSTEMS, INC. 420 BEDFORD STREET LEXINGTON, MA 02420	DIRECTOR 1 HR/WK	NONE	NONE	NONE
SR. JEANNE POOR	DIRECTOR 1 HR/WK	NONE	NONE	NONE

FORM 990, PART V - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
C/O COVENANT HEALTH SYSTEMS, INC. 420 BEDFORD STREET LEXINGTON, MA 02420				
CHARLES ALTIERI C/O COVENANT HEALTH SYSTEMS, INC. 420 BEDFORD STREET LEXINGTON, MA 02420	DIRECTOR 1 HR/WK	NONE	NONE	NONE
RICHARD CORRENTE C/O COVENANT HEALTH SYSTEMS, INC. 420 BEDFORD STREET LEXINGTON, MA 02420	DIRECTOR 1 HR/WK	NONE	NONE	NONE
DEBRA DREW DEVAUGHN, JD C/O COVENANT HEALTH SYSTEMS, INC. 420 BEDFORD STREET LEXINGTON, MA 02420	DIRECTOR 1 HR/WK	NONE	NONE	NONE
CATHERINE LOEFFLER C/O COVENANT HEALTH SYSTEMS, INC. 420 BEDFORD STREET LEXINGTON, MA 02420	DIRECTOR 1 HR/WK	NONE	NONE	NONE
JOHN ISAACSON C/O COVENANT HEALTH SYSTEMS, INC 420 BEDFORD STREET LEXINGTON, MA 02420	DIRECTOR 1 HR/WK	NONE	NONE	NONE
P. TERRENCE O'ROURKE M.D. C/O COVENANT HEALTH SYSTEMS, INC. 420 BEDFORD STREET	DIRECTOR 1 HR/WK	NONE	NONE	NONE

FORM 990, PART V - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LEXINGTON, MA 02420				
JOEL DITROLIO C/O COVENANT HEALTH SYSTEMS, INC. 420 BEDFORD STREET LEXINGTON, MA 02420	CFO 40 HR/WK	303,818.	37,036.	NONE
GRAND TOTALS		811,291.	75,602.	NONE

FORM 990, PART VI - NAMES OF RELATED ORGANIZATIONS

ST. JOSEPH HOSPITAL	EXEMPT
MI NURSING/RESTORATIVE CENTER (AKA MARY IMMACULATE)	EXEMPT
ST. MARY HEALTH CARE CENTER (AKA CHS OF WORCESTER, INC.)	EXEMPT
MARISTHILL NURSING HOME (AKA CHS OF WALTHAM, INC.)	EXEMPT
FANNY ALLEN HOSPITAL (CORPORATION)	EXEMPT
YOUVILLE LIFECARE, INC.	EXEMPT
SISTERS OF CHARITY HEALTH SYSTEM, INC.	EXEMPT
GREY NUNS CHARITIES, INC.	EXEMPT
ST. MARGUERITE D'YOUVILLE (AKA ST. MARGUERITE D'YOUVILLE PAVILION)	EXEMPT
ST. JOSEPH MANOR (AKA ST. JOSEPH MANOR HEALTH CARE, INC.)	EXEMPT
YOUVILLE PLACE	EXEMPT
ST. ANDRE HEALTH CARE FACILITY (AKA ST. ANDRE)	EXEMPT
ST. MARY'S VILLA AND NURSING HOME, INC.	EXEMPT
PROVIDENTIA PRIMA TRUST	NON-EXEMPT

SCHEDULE A, PART III - EXPLANATION FOR LINE 2C

MEMBERS OF GOVERNANCE OF THE ORGANIZATION MAY BE AFFILIATED WITH OR MAY BE DIRECTORS OF VARIOUS COMPANIES IN THE COMMUNITY WHICH MAY HAVE A BUSINESS RELATIONSHIP WITH THE ORGANIZATION. PURCHASING DECISIONS ARE NOT MADE BY THESE INDIVIDUALS. ALL TRANSACTIONS ARE MADE WITHIN THE NORMAL COURSE OF BUSINESS AND ARE CONDUCTED AT ARM'S LENGTH.

SCHEDULE A, PART III - EXPLANATION FOR LINE 2D

NATALIE DONAHUE PROVIDES ADMINISTRATIVE CONSULTING SERVICES TO FACILITIES AT FAIR MARKET VALUE. THIS IS AN ARM'S-LENGTH TRANSACTION. DONAHUE IS THE WIFE OF THOMAS LUCAS, VICE PRESIDENT OF FINANCE FOR COVENANT HEALTH SYSTEMS, INC.

SEE FORM 990, PART V.