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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

2007

Open to Public Inspection

A For the 2007 calendar year, or tax year beginning 1/1/2007 , and ending 12/31/2007

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 (978) 654-6363

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 ▶

H(c) Are all affiliates included? [ ] 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

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 is not a 509(a)(3) supporting organization and its gross receipts are normally not more than $25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

I Group Exemption Number ▶

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 8,872,248

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

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

Revenue	1	Contributions, gifts, grants, and similar amounts received:			
	a	Contributions to donor advised funds	1a	0	
	b	Direct public support (not included on line 1a)	1b	5,718	
	c	Indirect public support (not included on line 1a)	1c	0	
	d	Government contributions (grants) (not included on line 1a)	1d	0	
	e	Total (add lines 1a through 1d) (cash $ 5,718 noncash $ 0)			1e 5,718
	2	Program service revenue including government fees and contracts (from Part VII, line 93)			2 0
	3	Membership dues and assessments			3 6,819,132
	4	Interest on savings and temporary cash investments			4 262,800
	5	Dividends and interest from securities			5 732,873
	6a	Gross rents	6a	0	
	b	Less: rental expenses	6b	0	
	c	Net rental income or (loss). Subtract line 6b from line 6a			6c 0
	7	Other investment income (describe ▶)			7 0

		(A) Securities		(B) Other	
8a	Gross amount from sales of assets other than inventory	0	8a	0	
b	Less: cost or other basis and sales expenses	0	8b	3,817	
c	Gain or (loss) (attach schedule) Stmt 1	0	8c	-3,817	
d	Net gain or (loss). Combine line 8c, columns (A) and (B)				8d -3,817
9	Special events and activities (attach schedule). If any amount is from gaming, check here ▶ [ ]				
a	Gross revenue (not including $ 0 of contributions reported on line 1b)		9a	0	
b	Less: direct expenses other than fundraising expenses		9b	0	
c	Net income or (loss) from special events. Subtract line 9b from line 9a				9c 0
10a	Gross sales of inventory, less returns and allowances		10a	0	
b	Less: cost of goods sold		10b	0	
c	Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a				10c 0
11	Other revenue (from Part VII, line 103)				11 1,051,725
12	Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11				12 8,868,431
Expenses 13	Program services (from line 44, column (B))				13 8,950,783
14	Management and general (from line 44, column (C))				14 -63,812
15	Fundraising (from line 44, column (D))				15 0
16	Payments to affiliates (attach schedule)				16 0
17	Total expenses. Add lines 16 and 44, column (A)				17 8,886,971
Net Assets 18	Excess or (deficit) for the year. Subtract line 17 from line 12				18 -18,540
19	Net assets or fund balances at beginning of year (from line 73, column (A))				19 17,829,661
20	Other changes in net assets or fund balances (attach explanation) Stmt 2				20 1,073,299
21	Net assets or fund balances at end of year. Combine lines 18, 19, and 20				21 18,884,420

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. Cat. No. 11282Y

Form 990 (2007)

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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 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
22a Grants paid from donor advised funds (attach schedule) (cash $ _____ noncash $ _____) If this amount includes foreign grants, check here ▶ ☐	22a	0	0		
22b Other grants and allocations (attach schedule) (cash $ _____ noncash $ _____) If this amount includes foreign grants, check here ▶ ☐	22b	0	0		
23 Specific assistance to individuals (attach schedule)	23	0	0		
24 Benefits paid to or for members (attach schedule)	24	0	0		
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A	25a	2,100,366	2,100,366	0	0
b Compensation of former officers, directors, key employees, etc. listed in Part V-B	25b	0	0	0	0
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	25c	0	0	0	0
26 Salaries and wages of employees not included on lines 25a, b, and c	26	2,314,810	2,314,810	0	0
27 Pension plan contributions not included on lines 25a, b, and c	27	290,006	290,006	0	0
28 Employee benefits not included on lines 25a – 27	28	243,317	243,317	0	0
29 Payroll taxes	29	192,886	192,886	0	0
30 Professional fundraising fees	30	0	0	0	0
31 Accounting fees	31	209,353	209,353	0	0
32 Legal fees	32	179,322	179,322	0	0
33 Supplies	33	39,548	39,548	0	0
34 Telephone	34	31,754	31,754	0	0
35 Postage and shipping	35	15,628	15,628	0	0
36 Occupancy	36	258,738	258,738	0	0
37 Equipment rental and maintenance	37	34,722	34,722	0	0
38 Printing and publications	38	30,311	30,311	0	0
39 Travel	39	0	0	0	0
40 Conferences, conventions, and meetings	40	358,068	358,068	0	0
41 Interest	41	483,829	483,829	0	0
42 Depreciation, depletion, etc. (attach schedule)	42	119,585	119,585	0	0 Stmt 3
43 Other expenses not covered above (itemize):					
a See Statement 4	43a	1,984,728	2,048,540	-63,812	
b	43b				
c	43c				
d	43d				
e	43e				
f	43f				
g	43g				
44 **Total functional expenses.** Add lines 22a through 43g. (Organizations completing columns (B)–(D), carry these totals to lines 13–15)	44	8,886,971	8,950,783	-63,812	0

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 the instructions.)*

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.

What is the organization's primary exempt purpose? ▶ **Healthcare management and resouce organization** 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 5***	
(Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
b	
(Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
c	
(Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
d	
(Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
e Other program services (attach schedule) (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
f Total of Program Service Expenses (should equal line 44, column (B), Program services). . . . . ▶	**8,950,783**

Part IV Balance Sheets *(See 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	3,332,647	45	3,115,443
	46	Savings and temporary cash investments	0	46	0
	47a	Accounts receivable 47a 1,971,141			
	b	Less: allowance for doubtful accounts 47b 0	459,320	47c	1,971,141
	48a	Pledges receivable 48a 0			
	b	Less: allowance for doubtful accounts 48b 0	0	48c	0
	49	Grants receivable	0	49	0
	50a	Receivables from current and former officers, directors, trustees, and key employees (attach schedule)	0	50a	0
	b	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)	0	50b	0
	51a	Other notes and loans receivable (attach schedule) 51a 0			
	b	Less: allowance for doubtful accounts 51b 0	0	51c	0
	52	Inventories for sale or use	0	52	0
	53	Prepaid expenses and deferred charges	197,565	53	267,300
	54a	Investments—publicly-traded securities ▶ ☐ Cost ☐ FMV	0	54a	0
	b	Investments—other securities (attach schedule) ▶ ☐ Cost ☐ FMV	0	54b	0
	55a	Investments—land, buildings, and equipment: basis 55a 0			
	b	Less: accumulated depreciation (attach schedule) 55b 0	0	55c	0
	56	Investments—other (attach schedule) Stmt 6	22,557,845	56	24,412,438
	57a	Land, buildings, and equipment: basis 57a 833,480			
	b	Less: accumulated depreciation (attach schedule) Stmt 7 57b 547,807	317,918	57c	285,673
	58	Other assets, including program-related investments (describe ▶ See Statement 8)	2,370,415	58	13,903,956
	59	**Total assets** (must equal line 74). Add lines 45 through 58	29,235,710	59	43,955,951
Liabilities	60	Accounts payable and accrued expenses	715,712	60	792,304
	61	Grants payable	0	61	0
	62	Deferred revenue	0	62	0
	63	Loans from officers, directors, trustees, and key employees (attach schedule)	0	63	0
	64a	Tax-exempt bond liabilities (attach schedule) See Statement 9	0	64a	12,728,522
	b	Mortgages and other notes payable (attach schedule)	0	64b	0
	65	Other liabilities (describe ▶ See Statement 10)	10,690,337	65	11,550,705
	66	**Total liabilities.** Add lines 60 through 65	11,406,049	66	25,071,531
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	17,829,661	67	18,884,420
	68	Temporarily restricted	0	68	0
	69	Permanently restricted	0	69	0
		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 and column (B) **must** equal line 21)	17,829,661	73	18,884,420
	74	**Total liabilities and net assets/fund balances.** Add lines 66 and 73	29,235,710	74	43,955,951

Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return *(See the instructions.)*

a	Total revenue, gains, and other support per audited financial statements			a	9,941,729
b	Amounts included on line a but not on Part I, line 12:				
1	Net unrealized gains on investments	b1	1,073,298		
2	Donated services and use of facilities	b2	0		
3	Recoveries of prior year grants	b3	0		
4	Other (specify):	b4	0		
	Add lines b1 through b4			b	1,073,298
c	Subtract line b from line a			c	8,868,431
d	Amounts included on Part I, line 12, but not on line a:				
1	Investment expenses not included on Part I, line 6b	d1	0		
2	Other (specify):	d2	0		
	Add lines d1 and d2			d	0
e	**Total revenue** (Part I, line 12). Add lines c and d ▶			e	8,868,431

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

a	Total expenses and losses per audited financial statements			a	8,886,971
b	Amounts included on line a but not on Part I, line 17:				
1	Donated services and use of facilities	b1	0		
2	Prior year adjustments reported on Part I, line 20	b2	0		
3	Losses reported on Part I, line 20	b3	0		
4	Other (specify):	b4	0		
	Add lines b1 through b4			b	0
c	Subtract line b from line a			c	8,886,971
d	Amounts included on Part I, line 17, but not on line a:				
1	Investment expenses not included on Part I, line 6b	d1	0		
2	Other (specify):	d2	0		
	Add lines d1 and d2			d	0
e	**Total expenses** (Part I, line 17). Add lines c and d ▶			e	8,886,971

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) *(See 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 plans	(E) Expense account and other allowances
See Statement 11				

Part V-A Current Officers, Directors, Trustees, and Key Employees *(continued)*

		Yes	No
75a	Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings ▶ 11		
b	Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)	75b		✔
c	Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of "related organization." ▶ If "Yes," attach a statement that includes the information described in the instructions.	75c		✔
d	Does the organization have a written conflict of interest policy?	75d	✔	

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

(A) Name and address	(B) Loans and Advances	(C) Compensation (If not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances

Part VI Other Information *(See the instructions.)*

		Yes	No
76	Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change	76		✔
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		✔
78a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	78a		✔
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	78b		
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79		✔
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	✔	
b	If "Yes," enter the name of the organization ▶ **See Statement 12** and check whether it is ☐ exempt **or** ☐ nonexempt			
81a	Enter direct and indirect political expenditures. (See line 81 instructions.)	81a	0	
b	Did the organization file **Form 1120-POL** for this year?	81b		✔

Part VI Other Information *(continued)*

			Yes	No
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		✔
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			
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	✔	
b	Did the organization comply with the disclosure requirements relating to *quid pro quo* contributions?	83b	✔	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a		✔
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b		
85	*501(c)(4), (5), or (6) organizations.* a Were substantially all dues nondeductible by members?	85a		
b	Did the organization make only in-house lobbying expenditures of $2,000 or less?	85b		
	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			
d	Section 162(e) lobbying and political expenditures 85d			
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices 85e			
f	Taxable amount of lobbying and political expenditures (line 85d less 85e) 85f			
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g		
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		
86	*501(c)(7) orgs.* Enter: a Initiation fees and capital contributions included on line 12 86a			
b	Gross receipts, included on line 12, for public use of club facilities 86b			
87	*501(c)(12) orgs.* Enter: a Gross income from members or shareholders 87a			
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) 87b			
88a	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	88a		✔
b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI ▶	88b		✔
89a	*501(c)(3) organizations.* Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ 0 ; section 4912 ▶ 0 ; section 4955 ▶ 0			
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		✔
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0			
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization ▶ 0			
e	*All organizations.* At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?	89e		✔
f	*All organizations.* Did the organization acquire a direct or indirect interest in any applicable insurance contract?	89f		✔
g	*For supporting organizations and sponsoring organizations maintaining donor advised funds.* Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	89g		✔
90a	List the states with which a copy of this return is filed ▶ None			
b	Number of employees employed in the pay period that includes March 12, 2007 (See instructions.) 90b 25			
91a	The books are in care of ▶ JOHN AHLE, CHIEF FIN OFFICER Telephone no. ▶ 978-654-6363 Located at ▶ 100 AMES POND DRIVE, TEWKSBURY, MA ZIP + 4 ▶ 01876-1293			
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	91b	✔	
	If "Yes," enter the name of the foreign country ▶ CAYMAN ISLANDS			
	See the instructions for exceptions and filing requirements for **Form TD F 90-22.1,** Report of Foreign Bank and Financial Accounts.			

Part VI Other Information *(continued)*

		Yes	No
c	At any time during the calendar year, did the organization maintain an office outside of the United States? If "Yes," enter the name of the foreign country ▶	91c	✔
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		

Part VII Analysis of Income-Producing Activities *(See the instructions.)*

Note: *Enter gross amounts unless otherwise indicated.*

		Unrelated business income		Excluded by section 512, 513, or 514		(E)
		(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	Related or exempt function income
93	Program service revenue:					
a						
b						
c						
d						
e						
f	Medicare/Medicaid payments					
g	Fees and contracts from government agencies					
94	Membership dues and assessments					6,819,132
95	Interest on savings and temporary cash investments			14	262,800	
96	Dividends and interest from securities			14	732,873	
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	-3,817	
101	Net income or (loss) from special events					
102	Gross profit or (loss) from sales of inventory					
103	Other revenue: a **Other Revenue**					1,051,725
b						
c						
d						
e						
104	Subtotal (add columns (B), (D), and (E))		0		991,856	7,870,857
105	**Total** (add line 104, columns (B), (D), and (E)) ▶					8,862,713

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

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes *(See 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).
	See Statement 13

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities *(See 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
	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts *(See 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).*

Part XI Information Regarding Transfers To and From Controlled Entities. *Complete only if the organization is a controlling organization as defined in section 512(b)(13).* N/A

		Yes	No
106	Did the reporting organization **make** any transfers **to** a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.		

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
	Totals			

		Yes	No
107	Did the reporting organization **receive** any transfers **from** a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.		

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
	Totals			

		Yes	No
108	Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?		

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

Please Sign Here

Signature of officer — Date 10/15/13

JOHN AHLE, CHIEF FINANCIAL OFFICER
Type or print name and title

Paid Preparer's Use Only

Preparer's signature — Date 10/5/13 — Check if self-employed ▶ ☐ — Preparer's SSN or PTIN (See Gen Inst X) P00233103

Firm's name (or yours if self-employed), address, and ZIP + 4: WILLIAM STEELE & ASSOCIATES, P.C.
40 STARK STREET
MANCHESTER, NH 03101

EIN ▶ 02-0383073

Phone no ▶ (603)622-8881

Form **990** (2007)

723164/12-27-07

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 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

2007

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 2 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
Susan McDonough **420 Bedford Street, Lexington, MA 02420, US**	**VP of Strategy 40**	**390,109**	**65,813**	**8,721**
Kenneth Ferron **420 Bedford Street, Lexington, MA 02420, US**	**VP Administration 40**	**243,867**	**53,288**	**12,839**
Thomas Lucas **420 Bedford Street, Lexington, MA 02420, US**	**VP of Finance 40**	**201,254**	**84,124**	**12,050**
David Fraser **420 Bedford Street, Lexington, MA 02420, US**	**HR Director 40**	**157,203**	**36,219**	**1,841**
Mary Schaefer **420 Bedford Street, Lexington, MA 02420, US**	**Dir. of Risk Mgmt 40**	**129,573**	**36,148**	**1,673**
Total number of other employees paid over $50,000 ▶	**14**			

Part II-A 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
Catholic Healthcare Audit Network **231 South Beniston Ave, Clayton, MO 63105, US**	**Internal Audit Serv**	**545,427**
Price Waterhouse Coopers **1 International Place, Boston, MA 02110, US**	**Auditing**	**199,580**
Archstone Law Group Formerly Van Wert et al **245 Winter Street, Waltham, MA 02451, US**	**Legal**	**146,507**
Congregation of St Brigid **37 Cedarwood Avenue, Waltham, MA 02453, US**	**Religious**	**143,987**
Grey Nuns Charities **10 Pelham Street, Lexington, MA 02420, US**	**Religious**	**133,932**
Total number of others receiving over $50,000 for professional services ▶	**4**	

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services

(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of other contractors receiving over $50,000 for other services ▶	**0**	

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 ▶ $ 0 (Must equal amounts on line 38, Part VI-A, or line I of Part VI-B.)	1		✔
	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		✔
b	Lending of money or other extension of credit?	2b		✔
c	Furnishing of goods, services, or facilities?	2c		✔
d	Payment of compensation (or payment or reimbursement of expenses if more than $1,000)?	2d		✔
e	Transfer of any part of its income or assets?	2e		✔
3a	Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.)	3a		✔
b	Did the organization have a section 403(b) annuity plan for its employees?	3b	✔	
c	Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement	3c		✔
d	Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	3d		✔
4a	Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g	4a		✔
b	Did the organization make any taxable distributions under section 4966?	4b		✔
c	Did the organization make a distribution to a donor, donor advisor, or related person?	4c		✔
d	Enter the total number of donor advised funds owned at the end of the tax year ▶			
e	Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ▶			
f	Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ▶			0
g	Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ▶			0

Part IV **Reason for Non-Private Foundation Status** (See pages 4 through 7 of the instructions.)

I certify that 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 33⅓%** 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 33⅓%** 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 otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:

☐ Type I ☐ Type II ☐ Type III-Functionally Integrated ☐ Type III-Other

Provide the following information about the supported organizations. (See page 7 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total ▶					0

14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 7 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) ***Use cash 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) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	0	14,082	16,480	17,420	47,982
16 Membership fees received	5,259,187	1,171,653	4,884,662	2,085,597	13,401,099
17 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	2,294,677	8,519,716	1,490,287	1,532,920	13,837,600
18 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	810,409	1,442,421	748,270	751,576	3,752,676
19 Net income from unrelated business activities not included in line 18.	0	0	0	0	0
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf	0	0	0	0	0
21 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	0	0	0	0	0
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	3,073,739	0	0	0	3,073,739 Stmt 15
23 Total of lines 15 through 22	11,438,012	11,147,872	7,139,699	4,387,513	34,113,096
24 Line 23 minus line 17	9,143,335	2,628,156	5,649,412	2,854,593	20,275,496
25 Enter 1% of line 23	114,380	111,479	71,397	43,875	

26 Organizations described on lines 10 or 11:

a Enter 2% of amount in column (e), line 24 ▶ 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 2003 through 2006 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 26e (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:

(2006) 0 (2005) 0 (2004) 0 (2003) 0

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 11b, 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:

(2006) 0 (2005) 0 (2004) 0 (2003) 0

c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____ ▶ 27c 27,286,681

d Add: Line 27a total _____ and line 27b total _____ ▶ 27d 0

e Public support (line 27c total minus line 27d total) ▶ 27e 27,286,681

f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) ▶ 27f 34,113,096

g **Public support percentage (line 27e (numerator) divided by line 27f (denominator))** ▶ 27g 80 %

h **Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))** ▶ 27h 11 %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, 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.

Part V **Private School Questionnaire** (See page 9 of the instructions.)
(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 10 of the instructions.)
(To be completed **ONLY** by an eligible organization that filed Form 5768)

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 13 of the instructions.)

	Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) ▶	**(a)** 2007	**(b)** 2006	**(c)** 2005	**(d)** 2004	**(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 13 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		✔	
b Paid staff or management (Include compensation in expenses reported on lines c through h.)		✔	
c Media advertisements		✔	
d Mailings to members, legislators, or the public		✔	
e Publications, or published or broadcast statements		✔	
f Grants to other organizations for lobbying purposes		✔	
g Direct contact with legislators, their staffs, government officials, or a legislative body		✔	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		✔	
i Total lobbying expenditures (Add lines c through h.)			0

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 13 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)	✔
	(ii) Other assets	a(ii)	✔
b	Other transactions:		
	(i) Sales or exchanges of assets with a noncharitable exempt organization	b(i)	✔
	(ii) Purchases of assets from a noncharitable exempt organization	b(ii)	✔
	(iii) Rental of facilities, equipment, or other assets	b(iii)	✔
	(iv) Reimbursement arrangements	b(iv)	✔
	(v) Loans or loan guarantees	b(v)	✔
	(vi) Performance of services or membership or fundraising solicitations	b(vi)	✔
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	c	✔

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

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

Statement 1
Form: 990
Page: 1
Part: I
Question 8

COVENANT HEALTH SYSTEMS INC
22-2484505

Sales of Assets Other than Inventory

Noninventory Asset

Description:	SALE OF ASSET		
Sold To:	BUYER		
Sales Price:	$0.00	**Date Sold:**	12/31/2007
Expense of Sale:	$3,817.00	**Date acquired:**	12/31/2006
Cost or value when acquired:	$0.00	**How acquired:**	
Depreciation since acquistion:	$0.00	PURCHASE	
Net Sale:	-$3,817.00		

Statement 2
Form: 990
Page: 1
Part: I
Question: 20

COVENANT HEALTH SYSTEMS INC
22-2484505

Other changes in Net Assets or Fund Balances

Explanation	Amount
UNREALIZED GAINS	$1,073,299.00
Total:	**$1,073,299.00**

Statement 3
Form: 990
Page. 2
Part: II
Question· 42

COVENANT HEALTH SYSTEMS INC
22-2484505

Depreciation and Depletion

Asset	Current Deprec.
Automobiles	$55,789.00
Leasehold Improvements	$2,286.00
Furniture & Equipment	$61,510.00
Total	**$119,585.00**

Statement 4
Form: 990
Page: 2
Part II
Question: 43

COVENANT HEALTH SYSTEMS INC
22-2484505

Attachment listing other expenses for Part II

Description	Total:	Pgm Services	Mgt and General	Fundrasing
Loss On Advance Bond Refunding	$1,060,424.00	$1,060,424.00	$0.00	$0.00
Puchased Services	$583,074.00	$583,074.00	$0.00	$0.00
Professional Dues	$153,150.00	$153,150.00	$0 00	$0.00
Expensed Proj Fees	$45,206.00	$45,206.00	$0.00	$0.00
Promo & Advertising	$39,335.00	$39,335.00	$0.00	$0.00
Liability Insurances	$30,400.00	$30,400.00	$0.00	$0.00
Auto Exp	$27,375.00	$27,375.00	$0.00	$0.00
Bond Fees	$25,186.00	$25,186.00	$0.00	$0.00
Donations	$25,180.00	$25,180.00	$0.00	$0.00
Education & Training	$17,405 00	$17,405.00	$0.00	$0.00
Books, Subscriptions, etc	$10,355.00	$10,355.00	$0.00	$0 00
Gifts	$9,436.00	$9,436.00	$0.00	$0.00
CHS Institute	$5,632.00	$5,632.00	$0.00	$0.00
Lic and Taxes	$5,414.00	$5,414.00	$0.00	$0.00
Miscellaneous	$3,317.00	$3,317.00	$0.00	$0.00
Bank Charges	$3,213.00	$3,213.00	$0.00	$0.00
Minor Equipment	$2,262 00	$2,262.00	$0.00	$0.00
Expensed Bond Issuance Fees	$1,016.00	$1,016.00	$0.00	$0.00
Marketing - Educ Programs	$746.00	$746.00	$0.00	$0.00
Expensed Bond Underwriting Costs	$414.00	$414.00	$0.00	$0.00
Change in Value of Def Comp	-$20,684.00	$0 00	-$20,684.00	$0.00
Change in CSV Insurance	-$43,128.00	$0.00	-$43,128.00	$0 00
Total:	**$1,984,728.00**	**$2,048,540.00**	**-$63,812.00**	**$0.00**

Statement 5
Form: 990
Page: 3
Part III
Question.

COVENANT HEALTH SYSTEMS INC
22-2484505

Program Services

Achievement	**Pgm. Svc. Exp.**
Health Care Programs, General/Other: Covenant Health Systems, Inc. operates a support service organization to strengthen the health service apostalate of member organizations within St Joseph Province by: 1. Providing consulting and management services, 2. Providing resources for marketing services, and 3. Providing a basis to maximize the strengths within the province by facilitating the work of clinical services personnel and coordinating investmemt and marketing activities with other health delivery systems. Also refer to ATTACHMENTS 1 AND 2. (0 N/A)	$8,950,783.00
Grants and Allocations: **$0.00** **This amount includes foreign grants: N/A**	
Total:	**$8,950,783.00**

Statement 6
Form: 990
Page: 4
Part: IV
Question: 56

COVENANT HEALTH SYSTEMS INC
22-2484505

Other Investments

Investment	Valuation Type	Amount
Board Designated Investments	FMV	$24,412,438.00
Total:		**$24,412,438.00**

Statement 7
Form: 990
Page: 4
Part IV
Question: 57

COVENANT HEALTH SYSTEMS INC
22-2484505

Schedule of Land, Buildings and Equipment

Description	Cost	Depreciation	Book Value
Furniture & Equipment	$552,572.00	$469,824.00	$82,748.00
Leasehold Improvements	$34,287.00	$20,976.00	$13,311.00
Automobiles	$246,621.00	$57,007.00	$189,614.00
Total:	**$833,480.00**	**$547,807.00**	**$285,673.00**

Statement 8
Form: 990
Page: 4
Part. IV
Question: 58

COVENANT HEALTH SYSTEMS INC
22-2484505

Other Assets

Asset Description	BOY Amount	EOY Amount
Funds Held By Trustees	$0 00	$13,184,340.00
Current Portion of Restricted Assets	$347,874.00	
Notes Receivable and Other Assets	$462,548.00	$719,616.00
Due From Affiliates	$1,559,993.00	
Total:	**$2,370,415.00**	**$13,903,956.00**

Statement 9
Form: 990
Page: 4
Part: IV
Question 64a

COVENANT HEALTH SYSTEMS INC
22-2484505

Tax Exempt Bond Liabilities

Purpose:	Capital Improvements	
Issue Date:	10/31/2007	
Original Amount:	$12,848,522.00	
Amount of issue outstanding:	$12,728,522.00	
Unexpended Proceeds:	$0.00	
Facility used by 3rd Party:	No	
Percent used by 3rd Party:		
Obligation is a Mortgage:	No	
Maturity Date:		
Repayment Terms:		
Interest Rate:		
Security Provided by Borrower:		
Contingent Liability:	No	*If 'Yes', this record will not be included in the total returned to the Form 990*
Total Due:	**$12,728,522.00**	

Statement 10
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Part IV
Question 65

COVENANT HEALTH SYSTEMS INC
22-2484505

Other Liabilities

Liability Description	BOY Amount	EOY Amount
Due to St Joseph Hospital	$8,893,318.00	$9,798,971.00
Deferred Revenue	$49,722.00	
Other Various Liabilities	$1,747,297.00	$1,751,734.00
Total:	**$10,690,337.00**	**$11,550,705.00**

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Part: V
Question:

COVENANT HEALTH SYSTEMS INC
22-2484505

Officers, Directors, Trustees, and Key Employees

Name and Address	Ave. Hrs/week	Comp.	Benefits	Expenses
Catherine Loeffler	0	$0.00	$0.00	$0.00
Title: Director Addr 1: 420 Bedford Street Addr 2: CSZ: Lexington, MA 02420 Country: United States				
Charles Altieri	0	$0.00	$0.00	$0 00
Title: Director Addr 1: 420 Bedford Street Addr 2: CSZ: Lexington, MA 02420 Country: United States				
David Lincoln	40	$1,559,747.00	$82,120.00	$13,177.00
Title President Addr 1: 420 Bedford Street Addr 2: CSZ: Lexington, MA 02420 Country: United States Compensation Explanation: Of the compensation, $937,959 is employer paid SERP contribution				
H William Adams	0	$0 00	$0.00	$0.00
Title: Director Addr 1: 420 Bedford Street Addr 2. CSZ: Lexington, MA 02420 Country: United States				
James P Hamill	0	$0.00	$0.00	$0.00
Title: Director Addr 1: 420 Bedford Street Addr 2: CSZ: Lexington, MA 02420 Country: United States				
Joel DiTrolio	40	$359,822.00	$70,936 00	$14,564.00
Title: CFO Addr 1: 420 Bedford Street Addr 2: CSZ: Lexington, MA 02420 Country: United States				

Name and Address	Ave. Hrs/week	Comp.	Benefits	Expenses
John Issacson	0	$0.00	$0.00	$0.00
Title: Director Addr 1: 420 Bedford Street Addr 2: CSZ: Lexington, MA 02420 Country: United States				
Joyce Arel	0	$0.00	$0.00	$0.00
Title: Vice Chair Addr 1: 420 Bedford Street Addr 2: CSZ: Lexington, MA 02420 Country: United States				
P Terrance O'Rourke MD	0	$0.00	$0.00	$0.00
Title: Director Addr 1: 420 Bedford Street Addr 2: CSZ: Lexington, MA 02420 Country. United States				
Patricia Cahil	0	$0.00	$0.00	$0.00
Title: Chairman Addr 1: 420 Bedford Street Addr 2. CSZ: Lexington, MA 02420 Country: United States				
Richard Corrente	0	$0.00	$0.00	$0.00
Title: Director Addr 1: 420 Bedford Street Addr 2: CSZ: Lexington, MA 02420 Country. United States				
Sara Gear Boyd	0	$0.00	$0.00	$0.00
Title: Director Addr 1: 420 Bedford Street Addr 2: CSZ: Lexington, MA 02420 Country: United States				
Sr Jeanne Poor	0	$0.00	$0.00	$0 00
Title: Director Addr 1: 420 Bedford Street Addr 2: CSZ: Lexington, MA 02420				

Name and Address	Ave. Hrs/week	Comp.	Benefits	Expenses
Country: United States				
TOTALS		**$1,919,569.00**	**$153,056.00**	**$27,741.00**

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Part: VI
Question 80 b

COVENANT HEALTH SYSTEMS INC
22-2484505

Related Organizations

Description	Exempt
Youville Lifecare Inc Cambridge MA	Yes
St Joseph Manor Health Care Brockton MA	Yes
Covenant Health Systems Insurance Inc	No
Sisters of Charity Health System Lewiston ME	Yes
St Marguerite d'Youville Foundation Toledo OH	Yes
St Joseph Hospital Nashua NH	Yes
Youville Place Lexington MA	Yes
Grey Nuns Charities Inc Lexington MA	Yes
St Mary's Villa Moscow PA	Yes
Marsthill Nursing Home Waltham MA	Yes
St Mary Health Care Worcester MA	Yes
Fanny Allen Hospital Colchester VT	Yes
St Andre Health Care Biddeford ME	Yes
Providentia Prima Trust Lexington mA	Yes
Mary Immaculate NursingRestorative Lawrence MA	Yes

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Question:

COVENANT HEALTH SYSTEMS INC
22-2484505

Relationship of Activities

Line No	Relationship of Activities to the Accomplishment of Exempt Purposes
103 a	Various Other Mission Revenue
94	Membership dues form affiliates and sponsored facilities

Statement 14
Form: Schedule A
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Part: II-A
Question:

COVENANT HEALTH SYSTEMS INC
22-2484505

Compensation Explanation - Contractors (Professional)

Name	Expanation
Grey Nuns Charities	Reimbursement to the Grey Nuns for religious staff
Congregation of St Brigid	Reimbursement to congregation for religious staff

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Form: Schedule A
Page: 4
Part: IV-A
Question: 22

COVENANT HEALTH SYSTEMS INC
22-2484505

Other Income

Description	2006	2005	2004	2003
Sale of Publically Traded Securities	$3,071,612.00	$0.00	$0.00	$0.00
Sale of other asset	$2,127.00	$0.00	$0.00	$0.00
Total:	**$3,073,739.00**	**$0.00**	**$0.00**	**$0.00**