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Amended

Form 990

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)

OMB No 1545-0047

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2008 calendar year, or tax year beginning and ending

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Termination ☒ Amended return ☐ Application pending	C Name of organization COVENANT HEALTH SYSTEMS INC Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 100 AMES POND DRIVE 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
		G Gross receipts \$ 9,108,138.
		H(a) Is this a group return for affiliates? ☐ Yes ☒ No
		H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list (see instructions)
I Tax-exempt status: ☒ 501(c) (3) (insert no) ☐ 4947(a)(1) or ☐ 527		H(c) Group exemption number
J Website: COVENANTHS.ORG		
K Type of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other		L Year of formation 1983 M State of legal domicile MA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: COVENANT HEALTH SYSTEMS IS A CATHOLIC HEALTH CARE SYSTEM SPONSORING HOSPITALS, NURSING HOMES,		
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	13	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	12	
	5 Total number of employees (Part V, line 2a)	30	
	6 Total number of volunteers (estimate if necessary)	0	
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	51,103.	
	7b Net unrelated business taxable income from Form 990-T, line 34	50,103.	
	Revenue	8 Contributions and grants (Part VIII, line 1h)	5,718.
		9 Program service revenue (Part VIII, line 2g)	6,819,132.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		995,673.	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		1,047,908.	
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		8,868,431.	
Expenses		13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	
		14 Benefits paid to or for members (Part IX, column (A), line 4)	
		15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	5,141,385.
		16a Professional fundraising fees (Part IX, column (A), line 11e)	
		16b Total fundraising expenses (Part IX, column (D), line 25)	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24d)	3,745,586.		
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	8,886,971.		
19 Revenue less expenses. Subtract line 18 from line 12	<18,540.>		
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	43,955,951.	
	21 Total liabilities (Part X, line 26)	25,071,531.	
	22 Net assets or fund balances. Subtract line 21 from line 20	18,884,420.	

Part II Signature Block

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 of officer <i>John Ahle</i>	Date 10/15/13
Preparer's Use Only	JOHN AHLE, CHIEF FINANCIAL OFFICER Type or print name and title	
	Preparer's signature <i>William Steele</i>	Date 10/15/13
	Firm's name (or yours if self-employed), address, and ZIP + 4 WILLIAM STEELE & ASSOCIATES, P.C. 40 STARK STREET MANCHESTER, NH 03101	Check if self-employed ☐ Preparer's identifying number (see instructions) EIN Phone no (603) 622-8881

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

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission:
**COVENANT HEALTH SYSTEMS IS AN INNOVATIVE CATHOLIC HEALTH ORGANIZATION
 COMMITTED TO ADVANCING THE HEALING MINISTRY OF JESUS.**

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes", describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes", describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 9,201,460. including grants of \$ 23,214.) (Revenue \$ 7,610,064.)
**SPONSORING AND OPERATING A CATHOLIC HEALTH CARE SYSTEM CONSISTING OF
 HOSPITALS, NURSING HOMES, ASSISTED LIVING RESIDENCES AND OTHER HEALTH
 AND ELDER SERVICES, AND FURTHERING THE DELIVERY OF HEALTH AND HUMAN
 SERVICES CONSISTENT WITH THE TEACHINGS AND LAW OF THE ROMAN CATHOLIC
 CHURCH.**

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

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

4e Total program service expenses \$ 9,201,460. (Must equal Part IX, Line 25, column (B))

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
13 Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the U.S.?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>		X
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X

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Part IV Checklist of Required Schedules (continued)

	Yes	No
28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>	X	
b Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X

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Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	19	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	30	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	X	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
4a	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)?	X	
b	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		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Did the organization solicit any contributions that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		X
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		X
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter: N/A		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter: N/A		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year N/A	12b	

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Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)**Section A. Governing Body and Management**

	Yes	No
For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.		
1a Enter the number of voting members of the governing body	13	
1b Enter the number of voting members that are independent	12	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a material diversion of the organization's assets?		X
6 Does the organization have members or stockholders?		X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	X	
7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9a Does the organization have local chapters, branches, or affiliates?		X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
10 Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	X	
11 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies

	Yes	No
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13 Does the organization have a written whistleblower policy?	X	
14 Does the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:		
a The organization's CEO, Executive Director, or top management official?	X	
b Other officers or key employees of the organization? Describe the process in Schedule O. (see instructions)	X	
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **MA**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☒ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **▶**
JOHN ALHE, CHIEF FINANCIAL OFFICER - 97896546363
100 AMES POND DRIVE, NO. 102, TEWKSBURY, MA 01876

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

☐ Check this box if the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
DAVID LINCOLN CEO, PRESIDENT & DIRECTOR	40.00	X		X				952,739.	0.	57,289.
H. WILLIAM ADAMS, III DIRECTOR		X						0.	0.	0.
CHARLES M. ALTIERI DIRECTOR		X						0.	0.	0.
JOYCE L. AREL DIRECTOR		X		X				0.	0.	0.
PATRICA A. CAHILL DIRECTOR		X		X				0.	0.	0.
RICHARD S. CORRENTE DIRECTOR		X						0.	0.	0.
MSGR. ROBERT P. DEELEY DIRECTOR		X						0.	0.	0.
JAMES P. HAMILL DIRECTOR		X						0.	0.	0.
JOHN A. ISAACSON DIRECTOR		X						0.	0.	0.
SR. JUNE KETTERER, SGM DIRECTOR		X						0.	0.	0.
CATHERINE LOEFFLER DIRECTOR		X						0.	0.	0.
P. TERRENCE O'ROURKE, MD DIRECTOR		X						0.	0.	0.
LOUISE TROTTIER DIRECTOR		X						0.	0.	0.
JOHN AHLE TREASURER & CFO	40.00			X				105,988.	0.	7,060.
JOEL DITROLIO PRIOR CFO/ FINANCIAL CON	40.00				X			367,035.	0.	45,722.
SUSAN MCDONOUGH VP OF STRATEGY	40.00				X			370,457.	0.	45,677.
KENNETH FERRON VP OF ADMINISTRATION	40.00				X			268,916.	0.	167,499.

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
THOMAS LUCAS VP FINANCE	40.00				X			244,797.	0.	42,938.
DAVID FRASER VP - HUMAN RESOURCES	40.00				X			182,011.	0.	27,143.
MARY SCHAEFER DIRECTOR RISK MANAGEMENT	40.00					X		127,504.	0.	33,839.
NANCY MULVIHILL VP - CORPORATE COMM.	40.00					X		126,872.	0.	33,389.
ARNOLD GOLDIE REGIONAL CONTROLLER	40.00					X		124,365.	0.	33,767.
LOUISE CLOUGH DIRECTOR CLINICAL ADMIN.	40.00					X		128,539.	0.	14,360.
JOANN SCIANNA ADMINISTRATOR	40.00					X		113,914.	0.	19,829.
1b Total								3,113,137.	0.	528,512.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization

12

- 3** Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
CATHOLIC HEALTHCARE AUDIT NETWORK, 231 SOUTH BMISTON AVENUE, STE 300, CLAYTON, MO	INTERNAL AUDIT	483,303.
BOSTON PROPERTIES, INC., 111 HUNTINGTON AVENUE, SUITE 300, BOSTON, MA 02199-7610	RENT	263,701.
ARCHSTONE LAW GROUP, 245 WINTER STREET, SUITE 400, WALTHAM, MA 02451-8709	LEGAL	225,550.
CONGREGATION OF ST. BRIGID 37 CEDARWOOD AVENUE, WALTHAM, MA 02453	RELIGIOUS	216,659.
PRICEWATERHOUSECOOPERS ONE INTERNATIONAL PLACE, BOSTON, MA 02110	AUDITING	132,350.

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization

5

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	503,000.				
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f			503,000.			
Program Service Revenue	2 a MEMBERSHIP AND OTHER F	Business Code	900099	7610064.	7610064.		
	b K-1 ORDINARY INCOME		561000	51,103.		51,103.	
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			7661167.			
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			853,500.	853,500.	
4 Income from investment of tax-exempt bond proceeds							
5 Royalties							
6 a Gross Rents		(i) Real	(ii) Personal				
b Less: rental expenses							
c Rental income or (loss)							
d Net rental income or (loss)							
7 a Gross amount from sales of assets other than inventory		(i) Securities	(ii) Other				
b Less: cost or other basis and sales expenses		103185.	52,904.				
c Gain or (loss)		<103,185.>	<8,385.>				
d Net gain or (loss)				<111,570.>	<111,570.>		
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18		a					
b Less: direct expenses		b					
c Net income or (loss) from fundraising events							
9 a Gross income from gaming activities. See Part IV, line 19		a					
b Less: direct expenses		b					
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances		a					
b Less: cost of goods sold		b					
c Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code				
11 a CHANGE - CVS INSURANCE		900099	45,952.	45,952.			
b							
c							
d All other revenue							
e Total. Add lines 11a-11d			45,952.				
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e			8952049.	8397946.	51,103.	0.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2,491,943.	2,491,943.		
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,289,928.	1,289,928.		
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	666,867.	666,867.		
9 Other employee benefits	1,085,345.	1,085,345.		
10 Payroll taxes	202,476.	202,476.		
11 Fees for services (non-employees).				
a Management				
b Legal	248,264.	248,264.		
c Accounting	168,020.	168,020.		
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses	48,857.	48,857.		
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	322,130.	322,130.		
20 Interest	901,244.	901,244.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	131,937.	131,937.		
23 Insurance	30,721.	30,721.		
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a PURCHASED SERVICES	821,009.	821,009.		
b RENT	285,545.	285,545.		
c DUES & SUBSCRIPTIONS	143,689.	143,689.		
d ADVERTISING	71,876.	71,876.		
e PROJECT EXPENSES	66,918.	66,918.		
f All other expenses	224,691.	224,691.		
25 Total functional expenses. Add lines 1 through 24f	9,201,460.	9,201,460.	0.	0.
26 Joint Costs. Check here ☐ if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	3,115,443.	1	1,179,346.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	1,971,141.	4	1,702,898.
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	267,300.	9	197,639.
	10a Land, buildings, and equipment: cost basis	10a 888,495.		
	b Less: accumulated depreciation. Complete Part VI of Schedule D	10b 622,379.	285,673.	10c 266,116.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11	24,412,438.	12	33,177,083.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	13,903,956.	15	1,363,448.
16 Total assets. Add lines 1 through 15 (must equal line 34)	43,955,951.	16	37,886,530.	
Liabilities	17 Accounts payable and accrued expenses	792,304.	17	1,851,888.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities	12,728,522.	20	
	21 Escrow account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable		24	
	25 Other liabilities. Complete Part X of Schedule D	11,550,705.	25	18,342,295.
	26 Total liabilities. Add lines 17 through 25	25,071,531.	26	20,194,183.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	18,884,420.	27	17,295,532.
	28 Temporarily restricted net assets		28	396,815.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	18,884,420.	33	17,692,347.
	34 Total liabilities and net assets/fund balances	43,955,951.	34	37,886,530.

Part XI Financial Statements and Reporting

- 1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
- b Were the organization's financial statements audited by an independent accountant?
- c If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits?

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Department of the Treasury
Internal Revenue Service

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

OMB No. 1545-0047

2008
Open to Public
Inspection

Name of the organization

COVENANT HEALTH SYSTEMS INC

Employer identification number

22-2484505

Part 1	Reason for Public Charity Status (All organizations must complete this part.) (see instructions)
---------------	---

The organization is not a private foundation because it is (Please check only **one** organization.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).** (Attach Schedule H)

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☒ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete the Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).** (see instructions)

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the organizations the organization supports.

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

[illegible]

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

Schedule A (Form 990 or 990-EZ) 2008

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

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 - 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	%
16a 33 1/3% support test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ☐		
b 33 1/3% support test - 2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ☐		
17a 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ☐		
b 10% -facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ☐		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ☐		

Schedule A (Form 990 or 990-EZ) 2008

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)**Section A. Public Support**

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	16,480.	14,082.		5,718.	503,000.	539,280.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	6,374,949.	9,691,369.	7,553,864.	7,870,857.	7,661,167.	39,152,206.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 - 5	6,391,429.	9,705,451.	7,553,864.	7,876,575.	8,164,167.	39,691,486.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						39,691,486.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6	6,391,429.	9,705,451.	7,553,864.	7,876,575.	8,164,167.	39,691,486.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	748,270.	1,442,421.	810,409.	995,673.	853,500.	4,850,273.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	748,270.	1,442,421.	810,409.	995,673.	853,500.	4,850,273.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)			3,073,739.	<3,817.>	<65,618.>	3,004,304.
13 Total support (Add lines 9, 10c, 11, and 12)						47,546,063.

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	83.48 %
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	87.00 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	10.20 %
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	13.00 %

19a 33 1/3% support tests - 2008. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☒

b 33 1/3% support tests - 2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

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

Schedule D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**▶ Attach to Form 990. To be completed by organizations that
answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No 1545-0047

2008Open to Public
Inspection

Name of the organization

COVENANT HEALTH SYSTEMS INC

Employer identification number

22-2484505

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the
organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		☐ Yes ☐ No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit?		☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e.g., recreation or pleasure)	☐ Preservation of an historically important land area
☐ Protection of natural habitat	☐ Preservation of certified historic structure
☐ Preservation of open space	

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

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

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

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

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

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

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations
 d ☐ Loan or exchange programs
 e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Trust, Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
1c	
1d	
1e	
1f	

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

b If "Yes," explain the arrangement in Part XIV.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	0.				
b Contributions	500,000.				
c Investment earnings or losses	<103,815.>				
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	396,185.				

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment ▶ _____ %
 b Permanent endowment ▶ _____ %
 c Term endowment ▶ 100.00 %

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

- (i) unrelated organizations
 (ii) related organizations

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

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

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

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements	34,287.		23,262.	11,025.
d Equipment	854,208.		599,117.	255,091.
e Other				
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c))				266,116.

Schedule D (Form 990) 2008

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	8,952,049.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	9,201,460.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	<249,411.>
4	Net unrealized gains (losses) on investments	4	<627,893.>
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	<314,769.>
9	Total adjustments (net). Add lines 4-8	9	<942,662.>
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	<1,192,073.>

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	7,898,000.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	<672,893.>
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	<672,893.>
3	Subtract line 2e from line 1	3	8,570,893.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	381,156.
c	Add lines 4a and 4b	4c	381,156.
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	8,952,049.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	9,155,000.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	9,155,000.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	46,460.
c	Add lines 4a and 4b	4c	46,460.
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)	5	9,201,460.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b.

PART V, LINE 4: FUNDS TO BE USED TO ASSIST THE NEEDY THROUGH EDUCATION

AND/OR PROJECTS FOR THE POOR AS DETERMINED BY THE VICE PRESIDENT OF

MISSION AND APPROVED BY THE PRESIDENT OF COVENANT HEALTH SYSTEMS.

PART XI, LINE 8 OTHER ADJUSTMENTS

INTERCOMPANY TRANSFERS (269,000)

CASH SURRENDER VALUE (45,952)

ROUNDING 1,256

Part XIV Supplemental Information (continued)

(313,696)

PART XII, LINE 4B OTHER ADJUSTMENTS

TEMPORARILY RESTRICTED FUND ACTIVITY 396,815

NET INVESTMENT LOSSES CLASSIFIED AS NON OPERATING (62,000)

CASH SURRENDER VALUE 45,952

ROUNDING 389

381,156

PART XIII, LINE 4B OTHER ADJUSTMENTS

CASH SURRENDER VALUE 45,952

ROUNDING 508

46,460

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Attach to Form 990. To be completed by organizations that
answered "Yes" to Form 990, Part IV, line 23.

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2008

Open to Public
Inspection

Name of the organization

COVENANT HEALTH SYSTEMS INC

Employer identification number

22-2484505

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| ☐ First-class or charter travel | ☐ Housing allowance or residence for personal use |
| ☒ Travel for companions | ☐ Payments for business use of personal residence |
| ☐ Tax indemnification and gross-up payments | ☐ Health or social club dues or initiation fees |
| ☐ Discretionary spending account | ☐ Personal services (e.g., maid, chauffeur, chef) |

b If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|---|---|
| ☒ Compensation committee | ☒ Written employment contract |
| ☒ Independent compensation consultant | ☒ Compensation survey or study |
| ☐ Form 990 of other organizations | ☒ Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a:

- a** Receive a severance payment or change of control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?

If "Yes," to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

	Yes	No
1b	X	
2	X	
4a		X
4b	X	
4c		X
5a		X
5b		X
6a	X	
6b		X
7		X
8		X

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

Schedule J (Form 990) 2008

1

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

[illegible]

Part III Supplemental Information

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

PART I, LINE 1A: \$16,871 OF COMPANION TRAVEL COSTS WAS PROVIDED FOR SOME BUSINESS TRIPS DURING 2008.

PART I, LINE 4B: THE ORGANIZATION MAINTAINS A SUPPLEMENTAL EXECUTIVE RETIREMENT PROGRAM FOR CERTAIN EXECUTIVES UNDER WHICH THE ORGANIZATION MAKES A CONTRIBUTION TO A GRANTOR TRUST FOR THE BENEFIT OF THE EXECUTIVE THAT IS INTENDED TO PROVIDE A SPECIFIED LEVEL OF RETIREMENT BENEFITS AT RETIREMENT AGE COMMENSURATE WITH RETIREMENT BENEFITS PROVIDED TO EXECUTIVES IN COMPARABLE POSITIONS BY SIMILARLY SITUATED ORGANIZATIONS. AMOUNTS CONTRIBUTED TO THE GRANTOR TRUST ARE HELD FOR THE BENEFIT OF THE EXECUTIVE UNTIL HE OR SHE REACHES AGE 60, AT WHICH TIME THEY ARE RELEASED TO THE EXECUTIVE. THE FULL AMOUNT PAID INTO THE GRANTOR TRUST IS TAXABLE TO THE EXECUTIVE WHEN SO PAID, AND IS INCLUDED IN THE EXECUTIVE'S REPORTED COMPENSATION. CONTRIBUTIONS MADE DURING 2008 ARE AS FOLLOWS: \$271,703 WAS CONTRIBUTED TO THE GRANTOR TRUST FOR THE BENEFIT OF DAVID LINCOLN; AND \$102,977 WAS CONTRIBUTED TO THE GRANTOR TRUST FOR THE BENEFIT OF SUSAN MCDONOUGH.

PART I, LINE 6: THE ORGANIZATION MAINTAINS AN INCENTIVE COMPENSATION PLAN

Part III Supplemental Information

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

FOR EXECUTIVES THAT IS ADMINISTERED BY THE ORGANIZATION'S COMPENSATION COMMITTEE. THE PLAN PROVIDES EXECUTIVES WITH THE OPPORTUNITY TO EARN REASONABLE INCENTIVE COMPENSATION BASED ON THE PERFORMANCE OF THE ORGANIZATION AND THE PERFORMANCE OF THE INDIVIDUAL EXECUTIVE, AS MEASURED AGAINST GOALS THAT ARE SET AT THE BEGINNING OF THE YEAR. THE ENTITLEMENT TO AWARDS FOR A PARTICULAR YEAR IS NOT DETERMINED UNTIL EARLY THE FOLLOWING YEAR. THE ORGANIZATION DID NOT PAY ANY INCENTIVE COMPENSATION AWARDS IN 2008 BASED ON PERFORMANCE DURING 2007. THE ORGANIZATION ACCRUED FOR INCENTIVE COMPENSATION AWARDS DURING 2008 BASED ON THE PERFORMANCE DURING 2008, WHICH AWARDS WERE PAID IN 2009.

PART II, COLUMN (B)(III): INCLUDES SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN CONTRIBUTIONS MADE BY THE ORGANIZATION INTO GRANTOR TRUSTS FOR THE BENEFIT OF DAVID LINCOLN AND SUSAN MCDONOUGH IN THE AMOUNTS OF \$271,703 AND \$102,977, RESPECTIVELY.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

► Attach to Form 990 or Form 990-EZ.
► To be completed by organizations that answered
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, lines 38a or 40b.

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Inspection

Name of the organization

COVENANT HEALTH SYSTEMS INC

Employer identification number

22-2484505

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

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958

► \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

► \$

Part II Loans to and/or From Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
Total					► \$					

Part III Grants or Assistance Benefiting Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
JOEL DITROLIO	FORMER CFO & FINANC	17,525.	USED AUTO		X

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

Schedule L (Form 990 or 990-EZ) 2008

SEE SCHEDULE O FOR SCHEDULE L CONTINUATIONS

SCHEDULE O

(Form 990)

Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990**▶ Attach to Form 990. To be completed by organizations to provide
additional information for responses to specific questions for the
Form 990 or to provide any additional information.

OMB No 1545-0047

2008Open to Public
Inspection

Name of the organization

COVENANT HEALTH SYSTEMS INC

Employer identification number
22-2484505

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

ASSISTED LIVING RESIDENCES AND OTHER HEALTH AND ELDER SERVICES

THROUGHOUT NEW ENGLAND. WE ARE COMMITTED TO THE HEALTH OF THE

INDIVIDUALS AND COMMUNITIES WE SERVE, AND STRIVE TO OFFER A CONTINUUM

OF HIGH QUALITY CARE. PLEASE SEE OUR WEBSITE FOR THE 2008 COVENANT

HEALTH SYSTEMS CORPORATE REPORT.

FORM 990, PART VI, SECTION A, LINE 7A: THE DIRECTORS OF THE ORGANIZATION

ARE ELECTED BY THE MEMBERS OF COVENANT HEALTH SYSTEMS, A PUBLIC JURIDIC

PERSON OF PONTIFICAL RIGHT UNDER THE LAWS OF THE ROMAN CATHOLIC CHURCH (THE

"CHS PUBLIC JURIDIC PERSON").

FORM 990, PART VI, SECTION A, LINE 7B: ANY CHANGE IN THE WRITTEN

STATEMENTS OF PHILOSOPHY OR MISSION OF THE ORGANIZATION MUST BE APPROVED BY

THE CHS PUBLIC JURIDIC PERSON BEFORE SUCH CHANGE BECOMES EFFECTIVE.

FORM 990, PART VI, SECTION A, LINE 10: THE 990 RETURN IS PRESENTED TO THE

BOARD OF DIRECTORS. THEY REVIEW IT PRIOR TO SUBMISSION.

FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATION HAS A FULL-TIME

DESIGNATED ORGANIZATIONAL INTEGRITY OFFICER THAT MONITORS OPERATIONS TO

DETECT AND/OR RESOLVE CONFLICT OF INTEREST ISSUES.

FORM 990, PART VI, SECTION B, LINE 15: EVERY TWO TO THREE YEARS THE

COMPENSATION COMMITTEE OF THE COVENANT HEALTH SYSTEMS BOARD OF DIRECTORS

ENGAGES AN EXTERNAL CONSULTANT TO PROVIDE COMPETITIVE MARKET DATA FROM

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

Schedule O (Form 990) 2008

832211
12-18-08

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

Open to Public
Inspection

Name of the organization

COVENANT HEALTH SYSTEMS INC

Employer identification number
22-2484505

VARIOUS SURVEY SOURCES, WHICH IS USED TO DEVELOP RECOMMENDATIONS FOR CHANGES TO THE COMPENSATION PROGRAM. SINCE 2003, THE COMPENSATION COMMITTEE HAS ENGAGED MERCER HUMAN RESOURCES CONSULTING TO CONDUCT THIS ANALYSIS.

THE SPECIFIC OBJECTIVES OF THIS ANALYSIS ARE TO:

- ASSESS THE COMPETITIVENESS OF THE CURRENT TOTAL CASH COMPENSATION LEVE FOR THE SENIOR LEADERSHIP TEAM.

- DEVELOP MARKET BASED COMPETITIVE SALARY RANGES FOR ALL EXECUTIVE POSITIONS.

- ENSURE THAT THE ANNUAL INCENTIVE OPPORTUNITIES, IF THERE ARE ANY, ARE COMPETITIVE AND REASONABLE.

FORM 990, PART VI, SECTION C, LINE 19: POLICIES AND GOVERNING DOCUMENTS ARE AVAILABLE AT THE HOME OFFICE UPON REQUEST.

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: JOEL DITROLIO

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

FORMER CFO & FINANCIAL CONSULTANT

FORM 990,

AMENDED RETURN

THE ATTACHED INTERNAL REVENUE SERVICE (IRS) FORM 990 (THE RETURN) HAS BEEN AMENDED TO MORE ACCURATELY REFLECT THE FEDERAL TAX TREATMENT OF TRANSACTIONS INVOLVING COVENANT HEALTH SYSTEMS, INC. (THE FILER), AND ITS WHOLLY-OWNED FOREIGN SUBSIDIARY.

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

Schedule O (Form 990) 2008

832211
12-18-08

SCHEDULE O

(Form 990)

Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990**▶ Attach to Form 990. To be completed by organizations to provide
additional information for responses to specific questions for the
Form 990 or to provide any additional information.

OMB No 1545-0047

2008Open to Public
Inspection

Name of the organization

COVENANT HEALTH SYSTEMS INC

Employer identification number
22-2484505

THE RETURN HAS BEEN AMENDED FOR THE FOLLOWING REASONS:

1. TO AMEND THE ORIGINALLY FILED IRS FORM 5471 AS FOLLOWS:

A. THE PRINCIPAL BUSINESS ACTIVITY CODE WAS CHANGED TO 525990 AND THE
DESCRIPTION OF THE BUSINESS ACTIVITY WAS CHANGED TO "OTHER FINANCIAL."B. SCHEDULE D WAS REVISED TO LIST THE CONSTRUCTIVE OWNERS REQUIRED TO
FILE THE SAME INFORMATION.C. SCHEDULE H WAS REVISED TO RECONCILE CURRENT YEAR NET INCOME PER
BOOKS TO CURRENT YEAR EARNINGS AND PROFITS (E&P) FROM A FEDERAL TAX
PERSPECTIVE. FOR EXAMPLE, LINES 3 AND 4 WERE REVISED BECAUSE CERTAIN
INCOME AND EXPENSE ITEMS REPORTED ON THE BOOKS OF THE FOREIGN
SUBSIDIARY ARE EXCLUDED FROM THE E&P COMPUTATION FOR FEDERAL TAX
PURPOSES.D. SCHEDULE J WAS REVISED TO MORE ACCURATELY REFLECT THE FEDERAL TAX
TREATMENT OF TRANSACTIONS INVOLVING THE FILER AND ITS FOREIGN
SUBSIDIARY.E. SCHEDULE M WAS REVISED TO MORE ACCURATELY REFLECT THE FEDERAL TAX
TREATMENT OF TRANSACTIONS INVOLVING THE FILER AND ITS FOREIGN
SUBSIDIARY.

SCHEDULE O**(Form 990)**Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990**▶ Attach to Form 990. To be completed by organizations to provide
additional information for responses to specific questions for the
Form 990 or to provide any additional information.

OMB No 1545-0047

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Name of the organization

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22-2484505

3. TO ANSWER YES TO PART V, LINE 4A REGARDING THE ORGANIZATION'S
INTEREST IN A FOREIGN COUNTRY AND PROVIDE THE COUNTRY NAME.

4. DISCLOSURE STATEMENTS HAVE BEEN ADDED PURSUANT TO SECTION 351 AND
SECTION 367.

Part V Transactions With Related Organizations**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to other organization(s)**c** Gift, grant, or capital contribution from other organization(s)**d** Loans or loan guarantees to or for other organization(s)**e** Loans or loan guarantees by other organization(s)**f** Sale of assets to other organization(s)**g** Purchase of assets from other organization(s)**h** Exchange of assets**i** Lease of facilities, equipment, or other assets to other organization(s)**j** Lease of facilities, equipment, or other assets from other organization(s)**k** Performance of services or membership or fundraising solicitations for other organization(s)**l** Performance of services or membership or fundraising solicitations by other organization(s)**m** Sharing of facilities, equipment, mailing lists, or other assets**n** Sharing of paid employees**o** Reimbursement paid to other organization for expenses**p** Reimbursement paid by other organization for expenses**q** Other transfer of cash or property to other organization(s)**r** Other transfer of cash or property from other organization(s)**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(A) Name of other organization(s)	(B) Transaction type (a-r)	(C) Amount involved
(1) LOAN FROM ST. JOSEPH HEALTH CARE	E	17,415,174.
(2) LOAN TO ST. ANDRE'S HEALTH CARE	D	1,454,389.
(3) INVESTMENTS HELD BY PROVIDENTIA PRIMA TRUST	Q	22,852,603.
(4) INTER-COMPANY TRANSFERS - HELPING HANDS OF ST. MARGUERITE, INC.	B	169,769.
(5) INTER-COMPANY TRANSFERS - YOUNVILLE PLACE	B	100,000.
(6) MEMBERSHIP FEE - MARISTHILL NURSING & REHABILITATION CENTER	R	116,532.

Part H Continuation of Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
YOUVILLE PLACE - 04-3297834					
10 PELHAM ROAD					
LEXINGTON, MA 02421	ASSISTED LIVING	MASSACHUSETTS	501(C) 3	509(A) (2)	CHS
ST. MARY'S VILLA NURSING HOME, INC. -					
23-2057177, 675 ST. MARY'S VILLA ROAD,					
MOSCOW, PA 18444	NURSING HOME	PENNSYLVANIA	501(C) 3	509(A) (2)	CHS
CHS OF WALTHAM, INC. D/B/A MARISTHILL NURSING					
& REHABILITATION CENTER - 04-333, 66 NEWTON					
STREET, WALTHAM, MA 02453	NURSING HOME	MASSACHUSETTS	501(C) 3	509(A) (2)	CHS
CHS OF WORCESTER, INC. D/B/A ST. MARY CARE					
CENTER - 04-3419625, 39 QUEEN STREET,					
WORCHESTER, MA 01610	NURSING HOME	MASSACHUSETTS	501(C) 3	509(A) (2)	CHS
FANNY ALLEN HOLDINGS, INC. - 03-0181052					
790 COLLEGE PARKWAY	FOUNDATION	VERMONT	501(C) 3	509(A) (2)	CHS
COLCHESTER, VT 05446					
ST. ANDRE HEALTH CARE - 01-0342399					
407 POOL STREET					
BIDDEFORD, ME 04005	NURSING HOME	MAINE	501(C) 3	509(A) (2)	CHS
MI NURSING RESTORATIVE CENTER, INC. -					
04-2104851, 172 LAWRENCE STREET, LAWRENCE,					
MA 01841	NURSING HOME	MASSACHUSETTS	501(C) 3	509(A) (2)	CHS
HELPING HANDS OF ST. MARGUERITE, INC. -					
80-0199674, 799 CONCORD AVENUE, CAMBRIDGE,					
MA 02138	PRIVATE HOME-CARE	MASSACHUSETTS	501(C) 3	PENDING	CHS
PROVIDENTIA PRIMA TRUST - 04-6835128					
420 BEDFORD STREET					
LEXINGTON, MA 02420	INVESTMENT TRUST	MASSACHUSETTS	501(C) 3	509(A) (2)	CHS
FANNY ALLEN CORPORATION, INC. - 22-2495808					
790 COLLEGE PARKWAY					
COLCHESTER, VT 05446					
YOUVILLE HOUSE INC. - 04-3239593	FOUNDATION	VERMONT	501(C) 3	509(A) (2)	FANNY ALLEN HOLDING, INC.
1573 CAMBRIDGE STREET					
CAMBRIDGE, MA 02138	ASSISTED LIVING	MASSACHUSETTS	501(C) 3	509(A) (3)	YOUVILLE LIFE CARE, INC.
YOUVILLE HOSPITAL AND REHABILITATION CENTER,					
INC. - 04-3239563, 1575 CAMBRIDGE STREET,					
CAMBRIDGE, MA 02138	HOSPITAL	MASSACHUSETTS	501(C) 3	509(A) (3)	YOUVILLE LIFE CARE, INC.

Part II Continuation of Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
ST. MARY'S REGIONAL MEDICAL CENTER - 01-0211551, PO BOX 7291, LEWISTON, ME 04243 COMMUNITY CLINICAL SERVICES - 01-0409788 PO BOX 7291	HOSPITAL	MAINE	501(C) 3	509(A)(3)	ST. MARY'S HEALTH SYSTEM
LEWISTON, ME 04243 ST. MARY'S D'YOUVILLE PAVILION - 01-0211558 PO BOX 7291	PHYSICIAN PRATICE	MAINE	501(C) 3	509(A)(2)	ST. MARY'S HEALTH SYSTEM
LEWISTON, ME 04243 ST. MARY'S RESIDENCES - 22-2504356 PO BOX 7291	NURSING HOME	MAINE	501(C) 3	509(A)(2)	ST. MARY'S HEALTH SYSTEM
LEWISTON, ME 04243 NEIGHBORHOOD HOUSING INITIATIVE - 01-0539730, PO BOX 7291, LEWISTON, ME 04243	LOW INCOME HOUSING	MAINE	501(C) 3	509(A)(2)	ST. MARY'S HEALTH SYSTEM
SOUHEGAN NURSING ASSOCIATION - 02-0222795 24 NORTH RIVER ROAD MILFORD, NH 03055	AFFORDABLE HOUSING	MAINE	501(C) 3	509(A)(2)	ST. MARY'S HEALTH SYSTEM
THE SURGICENTER AT ST. JOSEPH HOSPITAL INC. - 02-0222215, 172 KINSLEY STREET, NASHUA, NH 03061	HOME HEATH & HOSPICE	NEW HAMPSHIRE	501(C) 3	509(A)(1)	ST. JOSEPH HOSPITAL OF NASHUA, NH INC.
DH FAMILY MEDICINE OF NASHUA - 20-8404257 172 KINSLEY STREET NASHUA, NH 03061	HEALTHCARE	NEW HAMPSHIRE	501(C) 3	509(A)(1)	ST. JOSEPH HOSPITAL OF NASHUA, NH INC.
MI MANAGEMENT, INC. - 04-2857794 172 LAWRENCE STREET LAWRENCE, MA 01841	PHYSICAIN SERVICES	NEW HAMPSHIRE	501(C) 3	509(A)(2)	ST. JOSEPH HOSPITAL OF NASHUA, NH INC.
MI ADULT DAY HEALTH CARE CENTER, INC. - 04-2921888, 189 MAPLE STREET, LAWRENCE, MA 01841	ASSITED LIVING	MASSACHUSETTS	501(C) 3	509(A)(3)	CHS
MI RESIDENTIAL COMMUNITY, INC. - 04-2647207 189 MAPLE STREET LAWRENCE, MA 01841	ADULT DAY CARE	MASSACHUSETTS	501(C) 3	509(A)(2)	CHS
MI RESIDENTIAL COMMUNITY II, INC. - 04-2679954, 189 MAPLE STREET, LAWRENCE, MA 01841	HUD LOW INCOME HOUSING	MASSACHUSETTS	501(C) 3	509(A)(2)	CHS
	HUD LOW INCOME HOUSING	MASSACHUSETTS	501(C) 3	509(A)(2)	CHS

Schedule R-1 (Form 990) 2008

Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

	(A) Name of other organization	(B) Transaction type (a-f)	(C) Amount involved
(7)	MEMBERSHIP FEE - ST. JOSEPH HOSPITAL	R	2,124,360.
(8)	MEMBERSHIP FEE - YOUVILLE LIFECARE INC.	R	795,064.
(9)	MEMBERSHIP FEE - MARY IMMACULATE NURSING RESTORATIVE	R	209,680.
(10)	MEMBERSHIP FEE - FANNY ALLEN FOUNDATION	R	184,752.
(11)	MEMBERSHIP FEE - YOUVILLE PLACE	R	234,618.
(12)	MEMBERSHIP FEE - ST. MARY CARE CENTER	R	91,010.
(13)	MEMBERSHIP FEE - ST. MARY'S HEALTH SYSTEM	R	1,916,652.
(14)	MEMBERSHIP FEE - COVENANT HEALTH SYSTEM INSURANCE LTD.	R	73,108.
(15)	MEMBERSHIP FEE - ST. JOSEPH MANOR HEALTH CARE	R	115,575.
(16)	MEMBERSHIP FEE - ST. ANDRE HEALTH CARE	R	103,028.
(17)	MEMBERSHIP FEE - ST. MARY'S VILLA	R	111,800.
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			

Schedule R-1 (Form 990) 2008