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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

2008

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning 07-01-2008 and ending 06-30-2009

B Check if applicable
☐ Address change
☐ Name change
☐ Initial return
☐ Termination
☐ Amended return
☐ Application pending

C Name of organization
ST JOSEPH HEALTH SYSTEM
Doing Business As
Number and street (or P O box if mail is not delivered to street address)
500 S MAIN STREET
Room/suite
City or town, state or country, and ZIP + 4
ORANGE, CA 928684507

D Employer identification number
95-3589356

E Telephone number
(714) 347-7500

G Gross receipts \$ 78,979,474

F Name and address of Principal Officer
DEBORAH PROCTOR
500 S MAIN ST
ORANGE,CA 928684507

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)

H(c) Group Exemption Number ▶ 0928

I Tax-exempt status ☒ 501(c) (3) ☐ (insert no) ☐ 4947(a)(1) or ☐ 527

J Web site: ▶ WWW.STJHS.ORG

K Type of organization ☒ Corporation ☐ trust ☐ association ☐ other ▶

L Year of Formation 1981

M State of legal domicile CA

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
SEE SCHEDULE O

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) 3 15

4 Number of independent voting members of the governing body (Part VI, line 1b) 4 14

5 Total number of employees (Part V, line 2a) 5 266

6 Total number of volunteers (estimate if necessary) 6 9

7a Total gross unrelated business revenue from Part VIII, line 12, column (C) . . . 7a 0

7b Net unrelated business taxable income from Form 990-T, line 34 . . . 7b 0

Revenue

8 Contributions and grants (Part VIII, line 1h) 8 535,684

9 Program service revenue (Part VIII, line 2g) 9 62,256,150

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 10 -14,864,575

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 11 14,727,396

12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) 12 62,584,804

Prior Year Current Year

Expenses

13 Grants and similar amounts paid (Part IX, column (A), lines 1–3) 13 0

14 Benefits paid to or for members (Part IX, column (A), line 4) 14 0

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) 15 48,784,776

16a Professional fundraising fees (Part IX, column (A), line 11e) 16a 0

b (Total fundraising expenses, Part IX, column (D), line 25 610,343) b

17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f) 17 31,006,794

18 Total expenses—add lines 13–17 (must equal Part IX, line 25, column (A)) 18 83,431,493

19 Revenue less expenses Subtract line 18 from line 12 19 -20,846,689

Net Assets or Fund Balances

20 Total assets (Part X, line 16) 20 1,529,353,396

21 Total liabilities (Part X, line 26) 21 1,465,771,995

22 Net assets or fund balances Subtract line 21 from line 20 22 63,581,401

Beginning of Year End of Year

Part II Signature Block

Please Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge
Signature of officer 2010-04-19 Date
DARRIN MONTALVO CFO Type or print name and title

Paid Preparer's Use Only Preparer's signature Date Check if self-employed ☐ Preparer's PTIN (See Gen Inst)
Firm's name (or yours if self-employed), address, and ZIP + 4 ERNST & YOUNG US LLP 18111 VON KARMAN AVENUE SUITE 1000 IRVINE, CA 92612 EIN ▶ Phone no ▶ (949) 794-2300

Part III

Statement of Program Service Accomplishments (See the instructions.)

1

Briefly describe the organization's mission
SEE SCHEDULE O

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 (4) organizations and 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 \$ 52,447,119 including grants of \$ 3,639,923) (Revenue \$ 77,546,143)

SEE SCHEDULE O

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 \$ 52,447,119









Must equal Part IX, Line 25, column (B).

Form 990 (2008)

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> 	1	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors? 	2	Yes	
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> 	3		No
4	Section 501(c)(3) organizations Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i> 	4	Yes	
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>	5		
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> 	6		No
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> 	7		No
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> 	8		No
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> 	9		No
10	Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> 	10		No
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>	11	Yes	
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>	12		No
13	Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13		No
14a	Did the organization maintain an office, employees, or agents outside of the U S ?	14a		No
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>	14b	Yes	
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> 	15		No
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>	16		No
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>	17		No
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>	18		No
19	Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19		No
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>	20		No
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> 	21	Yes	
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> 	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>	23	Yes	
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>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
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?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
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>	25a		No
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>	25b		No
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>	26	Yes	
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> 	27		No

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> 		No
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> 		No
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> 		No
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		No
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>		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		No
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>		No
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> 	Yes	
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> 	Yes	
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> 	Yes	
36 501(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> 		No
37 Did the organization conduct more than 5 percent 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> 		No

Part V

Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	1a319		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes	
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a266		
b	If at least one is reported in 2a, did the organization file all required federal employment tax returns? . . . Note: <i>If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return.</i>	2b		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a		No
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		
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)?	4a	Yes	
b	If "Yes," enter the name of the foreign country <u>CJ</u> 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?	5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		No
c	If "Yes," to 5a or 5b, did the organization file Form 8886-T, <i>Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction</i> ?	5c		
6a	Did the organization solicit any contributions that were not tax deductible?	6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7	<i>Organizations that may receive deductible contributions under section 170(c).</i>			
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of \$75 or more?	7a		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		No
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?	7e		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .	7f		No
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h		
8	<i>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</i> Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9	<i>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</i>			
a	Did the organization make any taxable distributions under section 4966?	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10	<i>Section 501(c)(7) organizations.</i> Enter			
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	<i>Section 501(c)(12) organizations.</i> Enter			
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	<i>Section 4947(a)(1) non-exempt charitable trusts.</i> Is the organization filing Form 990 in lieu of Form 1041?	12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		

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

For each "Yes" response to lines 2-7 below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

		Yes	No
1a	Enter the number of voting members of the governing body		
1b	Enter the number of voting members that are independent		
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?		No
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?		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a material diversion of the organization's assets?		No
6	Does the organization have members or stockholders?		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	Yes	
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	the governing body?	Yes	
8b	each committee with authority to act on behalf of the governing body?	Yes	
9a	Does the organization have local chapters, branches, or affiliates?		No
9b	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	Yes	
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		No

Section B. Policies

		Yes	No
12a	Does the organization have a written conflict of interest policy? If "No", go to line 13	Yes	
12b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	Yes	
13	Does the organization have a written whistleblower policy?	Yes	
14	Does the organization have a written document retention and destruction policy?	Yes	
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		
15a	The organization's CEO, Executive Director, or top management official?	Yes	
15b	Other officers or key employees of the organization?	Yes	
	Describe the process in Schedule O		
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?	Yes	
16b	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?	Yes	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed <u>CA</u>
18	Section 6104 requires an organization to make its Form 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. <input type="checkbox"/> own website <input type="checkbox"/> another's website <input checked="" type="checkbox"/> 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. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization. DARRIN MONTALVO 500 S MAIN STREET SUITE 1000 ORANGE, CA 92868 (714) 347-7500

Section A Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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

[illegible]

(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				
1b Total									17,760,444	340,437	815,299

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3 Yes	
4	For any individual listed online 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4 Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

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

(A)	(B)	(C)
Name and business address	Description of services	Compensation
PEROT SYSTEMS CORPORATION 7489 COLLECTIONS CENTER DR CHICAGO, IL 60693	INFO TECH CONSULTING	40,885,618
NAVIGANT CONSULTING INCORPORATED 175 WEST JACKSON BOULEVARD CHICAGO, IL 60604	CONSULTING	8,477,968
RBB ARCHITECTS INC 10980 WILSHIRE BOULEVARD LOS ANGELES, CA 90024	ARCHITECTURAL SVS	6,314,662
KAPLAN MCLAUGHLIN DIAZ KMD 222 VALLEJO STREET SAN FRANCISCO, CA 94111	ARCHITECTURAL SVS	5,170,998
FOLEY AND LARDNER 2029 CENTURY PARK EAST SUITE 3500 LOS ANGELES, CA 90067	LEGAL SERVICES	3,637,850
2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization		101

Part VIII

Statement of Revenue

			(A) Total Revenue	(B) Related or Exempt Function Revenue	(C) Unrelated Business Revenue	(D) Revenue Excluded from Tax under IRC 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	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 465,833 1f				
	g	Noncash contributions included in lines 1a-1f \$				
	h	Total (Add lines 1a-1f) 465,833				
	Program Service Revenue	2a	SUPPORT & SERVICE REVENUE Business Code 561,000	60,431,735	60,431,735	
b		AFFILIATE RENTALS 900,099	966,528	966,528		
c		MANAGEMENT FEES FROM TAX-EXEMPT ORGS 900,099	699,997	699,997		
d		All other program service revenue 900,099	157,890	157,890		
e						
f		All other program service revenue				
g		Total. Add lines 2a-2f \$ 62,256,150				
Other Revenue		3	Investment income (including dividends, interest other similar amounts) 1,530,095			
	4	Income from investment of tax-exempt bond proceeds 0				
	5	Royalties 0				
	6a	Gross Rents (i) Real (ii) Personal				
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss)				
	7a	Gross amount from sales of assets other than inventory (i) Securities (ii) Other				
	b	Less cost or other basis and sales expenses 16,394,670				
	c	Gain or (loss) -16,394,670				
	d	Net gain or (loss) -16,394,670				-16,394,670
	8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18 Attach Schedule G if total exceeds \$15,000 a				
	b	Less direct expenses b				
	c	Net income or (loss) from fundraising events 0				
	9a	Gross income from gaming activities See part IV, line 19 Complete Schedule G if total exceeds \$15,000 a				
	b	Less direct expenses b				
	c	Net income or (loss) from gaming activities 0				
	10a	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 0				
		Miscellaneous Revenue Business Code				
	11a	REBATES AND REFUNDS 900,099	14,312,077	14,312,077		
b	EXPENSE REIMBURSEMENTS 900,099	977,916	977,916			
c	LOSS ON INVESTMENT IN SANTE HEALTH VENTURES 900,099	-562,597			-562,597	
d	All other revenue					
e	Total. Add lines 11a-11d \$ 14,727,396					
12	Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e 62,584,804		77,546,143		-15,427,172	

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	3,639,923	3,639,923		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations and individuals outside the U S See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	18,881,156	13,005,141	5,876,015	0
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	20,176,918	15,779,477		366,965
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,853,293	1,463,033	356,236	34,024
9	Other employee benefits	6,714,807	3,065,559	3,577,956	71,292
10	Payroll taxes	1,158,602	669,385	473,650	15,567
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	170,566	619	169,933	14
c	Accounting	0			
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	0			
f	Investment management fees	0			
g	Other	10,930,868	1,722,900	9,200,225	7,743
12	Advertising and promotion	0			
13	Office expenses	1,591,341	738,016	848,797	4,528
14	Information technology	1,243,776	1,243,776	0	0
15	Royalties	0			
16	Occupancy	2,969,141	1,281,350	1,658,606	29,185
17	Travel	1,402,958	876,179	508,658	18,121
18	Payments of travel or entertainment expenses for any Federal, state or local public officials	0			
19	Conferences, conventions and meetings	983,513	507,897	474,274	1,342
20	Interest	3,071,101	1,320,574	1,750,527	0
21	Payments to affiliates	6,159,204	6,159,204	0	0
22	Depreciation, depletion, and amortization	1,587,141	682,471	904,670	0
23	Insurance	193,790	30,450	162,632	708
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	All other expenses	703,395	261,165	381,376	60,854
b					
c					
d					
e					
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	83,431,493	52,447,119	30,374,031	610,343
26	Joint Costs. Check <input type="checkbox"/> 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)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing		1	
	2 Savings and temporary cash investments	88,839,683	2	134,492,178
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees or other related parties <i>Complete Part II of Schedule L</i>	0	5	50,000
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) <i>Complete Part II of Schedule L</i>		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	6,304,439	9	1,444,922
	10a Land, buildings, and equipment cost basis			
		10a 94,072,246		
	b Less accumulated depreciation <i>Complete Part VI of Schedule D</i>			
		10b 5,980,141	88,658,731	10c 88,092,105
	11 Investments—publicly traded securities	98,433,965	11	178,185,055
	12 Investments—other securities See Part IV, line 11 <i>Complete Part VII of Schedule D</i>	3,427,942	12	5,751,722
	13 Investments—program-related See Part IV, line 11 <i>Complete Part VIII of Schedule D</i>		13	
14 Intangible assets	38,221,000	14	36,821,000	
15 Other assets See Part IV, line 11 <i>Complete Part IX of Schedule D</i>	1,282,178,977	15	1,084,516,414	
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,606,064,737	16	1,529,353,396	
Liabilities	17 Accounts payable and accrued expenses	150,470,135	17	162,636,184
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities	1,260,966,019	20	1,099,524,460
	21 Escrow account liability <i>Complete Part IV of Schedule D</i>		21	
	22 Payable to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons <i>Complete Part II of Schedule L</i>		22	
	23 Secured mortgages and notes payable to unrelated third parties	46,482,408	23	138,744,795
	24 Unsecured notes and loans payable		24	
	25 Other liabilities <i>Complete Part X of Schedule D</i>	26,100,555	25	64,866,556
	26 Total liabilities. Add lines 17 through 25	1,484,019,117	26	1,465,771,995
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	121,807,357	27	62,947,251
	28 Temporarily restricted net assets	238,263	28	634,150
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> 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	122,045,620	33	63,581,401
	34 Total liabilities and net assets/fund balances	1,606,064,737	34	1,529,353,396

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> cash <input checked="" type="checkbox"/> accrual <input type="checkbox"/> other			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b		No
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?	2c		
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?	3a		No
b	If "Yes," did the organization undergo the required audit or audits?	3b		

SCHEDULE A

(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1)
nonexempt charitable trusts.
Attach to Form 990 or Form 990-EZ. See separate instructions.

OMB No 1545-0047

2008

Open to Public
Inspection

Name of the organization ST JOSEPH HEALTH SYSTEM	Employer identification number 95-3589356
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Part I Reason for Public Charity Status (to be completed by all organizations) (See Instructions)

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

1	<input type="checkbox"/>	A church, convention of churches, or association of churches described in Section 170(b)(1)(A)(i).						
2	<input type="checkbox"/>	A school described in Section 170(b)(1)(A)(ii). (Attach Schedule E)						
3	<input type="checkbox"/>	A hospital or a cooperative hospital service organization described in Section 170(b)(1)(A)(iii). (Attach Schedule H)						
4	<input type="checkbox"/>	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	<input type="checkbox"/>	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	<input type="checkbox"/>	A federal, state, or local government or governmental unit described in Section 170(b)(1)(A)(v).						
7	<input type="checkbox"/>	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	<input type="checkbox"/>	A community trust described in Section 170(b)(1)(A)(vi) (Complete Part II)						
9	<input type="checkbox"/>	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 Part III)						
10	<input type="checkbox"/>	An organization organized and operated exclusively to test for public safety See Section 509(a)(4). (See instructions)						
11	<input checked="" type="checkbox"/>	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 <input checked="" type="checkbox"/>	Type I	b <input type="checkbox"/>	Type II	c <input type="checkbox"/>	Type III - Functionally Integrated	d <input type="checkbox"/>	Type III - Other
e	<input checked="" type="checkbox"/>	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 <input checked="" type="checkbox"/>						
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 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						

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (See Instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
CONGREGATION OF THE SISTERS OF ST JOSEPH OF ORANGE	951643383	0	Yes		Yes		Yes		6159204
Total									6,159,204

Part II

Support Schedule for Organizations Described in IRC 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.)

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 line 1-3						
5 The portion of total contribution by each person (other than a government unit or publicly supported organization) included on line 1 that exceed 2% of the amount shown on line 11, column (f)						
6 Public Support subtract line 5 from line 4						

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 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

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 for 2007 Schedule A, Part IV-A, line 26f	15	
16a 33 1/3% 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		<input type="checkbox"/>
b 33 1/3% Test - 2007. If the organization did not check the 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		<input type="checkbox"/>
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		<input type="checkbox"/>
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		<input type="checkbox"/>
18 Private Foundation. If the organization did not check the box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions		<input type="checkbox"/>

Part IIISupport Schedule for Organizations Described in IRC 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
1Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3Gross receipts from activities that are not an unrelated trade or business under section 513						
4Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5The value of services or facilities furnished by a governmental unit to the organization without charge						
6Total Add lines 1-5						
7aAmounts included on lines 1, 2, and 3 received from disqualified persons						
bAmounts 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						
cTotal of lines 7a and 7b						
8Public Support (Subtract line 7c from line 6)						

Total Support						
Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9Amounts from line 6						
10aGross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
bUnrelated business taxable income (less section 511 taxes) from businesses acquired after 30 June, 1975						
cAdd lines 10a and 10b						
11Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13Total Support (Add lines 9, 10c, 11 and 12)						
14First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Computation of Public Support Percentage			
15	Public Support Percentage for 2008 (line 8 column (f) divided by line 13 column (f))	15	
16	Public Support Percentage for 2007 Schedule A, Part IV -A, line 27g	16	

Computation of Investment Income Percentage			
17	Investment Income Percentage for 2008 (line 10c column (f) divided by line 13 column (f))	17	
18	Investment Income Percentage from 2007 Schedule A, Part IV -A, line 27h	18	
19a	33 1/3% 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% 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		

Part IV

Supplemental Information. Complete this part to provide the information required by Part II, line 10; Part II, line 17a or 17b, or Part III, line 12. Provide and any other additional information. (see instructions)

Facts and Circumstances Test

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

To be completed by organizations described below. Attach to Form 990 or Form 990-EZ

OMB No 1545-0047

2008

Open to Public Inspection

If the organization answered “Yes,” to Form 990, Part IV, Line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities)

- Section 501(c)(3) organizations complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations complete Part I-A only

If the organization answered “Yes,” to Form 990, Part IV, Line 4, or Form 990EZ, Part VI, line 47 (Lobbying Activities)

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) complete Part II-A Do not complete Part II-B
 - Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A
- If the organization answered “Yes,” to Form 990, Part IV, Line 5 (Proxy Tax)
- Section 501(c)(4), (5), or (6) organizations complete Part III

Name of the organization ST JOSEPH HEALTH SYSTEM	Employer identification number 95-3589356
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Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations. (See the instructions for Schedule C for details.)

- 1

Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2

Political expenditures

\$ _____
- 3

Volunteer hours

Part I-B To be completed by all organizations exempt under section 501(c)(3). (See the instructions for Schedule C for details.)

- 1

Enter the amount of any excise tax incurred by the organization under section 4955

\$ _____
- 2

Enter the amount of any excise tax incurred by organization managers under section 4955

\$ _____
- 3

If the organization incurred in a section 4955 tax, did it file Form 4720 for this year?

☐ Yes

☐ No
- 4a

Was a correction made?

☐ Yes

☐ No
- b

If "Yes," describe in Part IV

Part I-C To be completed by all organizations exempt under section 501(c), except section 501(c)(3). (See the instructions for Schedule C for details.)

- 1

Enter the amount directly expended by the filing organization for section 527 exempt function activities

\$ _____
- 2

Enter the amount of the filing organization's internal funds contributed to other organizations for section 527 exempt funtion activities

\$ _____
- 3

Total of direct and indirect exempt function expenditures Add lines 1 and 2 and enter here and on Form 1120-POL, line 17b

\$ _____
- 4

Did the filing organization file **Form 1120-POL** for this year?

☐ Yes

☐ No
- 5

State the names, addresses and Employer Identification Number (EIN) of all section 527 political organizations to which payments were made Enter the amount paid and indicate if the amount was paid from the filing organization's own internal funds or were political contributions received and promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's internal funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-

Part II-A

To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(h)). (See the instructions for Schedule C for details.)

A

Check

☐

if the filing organization belongs to an affiliated group

B

Check

☐

if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures— (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)			
c Total lobbying expenditures (add lines 1a and 1b)			
d Other exempt purpose expenditures			
e Total exempt purpose expenditures (add lines 1c and 1d)			
f Lobbying nontaxable amount Enter the amount from the following table in both columns— If the amount on line 1e, column (a) or (b) is:			
The lobbying nontaxable amount is:			
Not over \$500,000	20% of the amount on line 1e		
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		
g Grassroots nontaxable amount (enter 25% of line 1f)			
h Subtract line 1g from line 1a Enter -0- if line g is more than line a			
i Subtract line 1f from line 1c Enter -0- if line f is more than line c			
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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 1a through 1f of the instructions.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line d, column (e))					
f Grassroots lobbying expenditures					

Part II-B

To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(h)). (See the instructions for Schedule C for details.)

		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines c through i)?		No	
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?	Yes		12,085
e	Publications, or published or broadcast statements?		No	
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		8,056
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means?		No	
i	Other activities If "Yes," describe in Part IV		No	
j	Total lines 1c through 1i			20,141
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes" enter the amount of any tax incurred under section 4912			
c	If "Yes" enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A

To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6). (See the instructions for Schedule C for details.)

		Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1	
2	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3	Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	

Part III-B

To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered "No" OR if Part III-A, question 3 is answered "Yes." (See the instructions for Schedule C for details.)

1	Dues, assessments and similar amounts from members	1 \$
2	Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).	
a	Current Year	2a \$
b	Carryover from last year	2b \$
c	Total	2c \$
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3 \$
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4 \$
5	Taxable amount of lobbying and political expenditures (line 2c total minus 3 and 4)	5 \$

Part IV

Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation
DESCRIPTION OF LOBBYING ACTIVITIES		PART IV - SUPPLEMENTAL INFORMATION DURING THE PAST YEAR, THE ST JOSEPH HEALTH SYSTEM HAS CONDUCTED AN ADVOCACY EFFORT WHICH INCLUDED MINIMAL LOBBYING ACTIVITY. THESE INCLUDED MEETING WITH LOCAL, STATE, AND FEDERAL LEGISLATORS, THEIR STAFF AND OTHER GOVERNMENTAL OFFICIALS, AND COMMUNICATIONS TO LEGISLATORS ADVOCATING POSITIONS ON LEGISLATION.

Supplemental Information

Identifier	Return Reference	Explanation
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SCHEDULE D
(Form 990)

Supplemental Financial Statements

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
ST JOSEPH HEALTH SYSTEM

Employer identification number
95-3589356

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? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	
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? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	

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 importantly 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
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

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 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 the 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 why in Part XIV and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	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 the 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				
b	Contributions				
c	Investment earnings or losses				
d	Grants or scholarships				
e	Other expenditures for facilities and programs				
f	Administrative expenses				
g	End of year balance				

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Term endowment ▶

3a

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

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

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

3b

Yes

No

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		14,933,106		14,933,106
b Buildings		11,291,138	470,464	10,820,674
c Leasehold improvements		6,426,680	1,494,110	4,932,570
d Equipment		6,946,102	4,015,567	2,930,535
e Other		54,475,220	0	54,475,220
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				88,092,105

Schedule D (Form 990) 2008

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other ST LUKE UNITY CAPITAL	24,260	F
Other INVESTMENT IN SANTE HEALTH VEN	5,121,084	F
Other INTEREST RATE SWAPS	606,378	F
Total. (Column (b) should equal Form 990, Part X, col (B) line 12)		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) should equal Form 990, Part X, col (B) line 13)		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
INTERCO BONDS AFFILIATES	1,040,669,416
BOND FUND SEC HELD BY TRUSTEE	33,550,785
INTERCO NON-BONDS AFFILIATES	7,554,362
OTHER ASSETS	2,741,851
Total. (Column (b) should equal Form 990, Part X, col.(B) line 15.)	1,084,516,414

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of Liability	(b) Amount
Federal Income Taxes	
SWAP MARKET VALUATION	45,284,739
BOND INTEREST PAYABLE	18,472,555
OTHER LIABLITIES	1,109,262
Total. (Column (b) should equal Form 990, Part X, col (B) line 25)	64,866,556

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

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	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	

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	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
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	
3	Subtract line 2e from line 1	3	
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	
c	Add lines 4a and 4b	4c	
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	

Part XIII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	
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	
3	Subtract line 2e from line 1	3	
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	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	

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 XIV, 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

Identifier	Return Reference	Explanation

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
ST JOSEPH HEALTH SYSTEM

Employer identification number

95-3589356

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance ☐ **Yes** ☒ **No**

2 For grant makers. Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States

3 Activities per Region (Use Schedule F-1 (Form 990) if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures in region
Central America and the Caribbean	1	1	Program Services	CAPTIVE INSURANCE	18,999,816
Central America and the Caribbean	0	0	Program Services	INVESTMENT	0
Europe (Including Iceland and Greenland)	0	17	Program Services	LEPUY PILGRIMAGE	220,000
Totals ►	1	18			19,219,816

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000 ☐ ☐
Use Schedule F-1 if additional space is needed.

[illegible]

2 Enter total number of organizations that are recognized as charities by the foreign country or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ► _____

3 Enter total number of other organizations or entities ►

Complete this part to provide the information required in Part I, line 2, and any other additional information.

Schedule F (Form 990) 2008

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
ST JOSEPH HEALTH SYSTEM

Grants and Other Assistance to Organizations,
Governments and Individuals in the U.S.

Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22. Attach to Form 990.

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2008

Open to Public
Inspection

Employer identification number
95-3589356

Part I

General Information on Grants and Assistance

- 1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No
- 2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 if additional space is needed.

☐

1(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ST JOSEPH HOSPITAL OF EUREKA2700 DOLBEER STREET EUREKA,CA 95501	95-1156596	501(C)(3)	3,284,021				PROGRAM SUPPORT
MERCY HOUSING1999 BROADWAY SUITE 1000 DENVER,CO 80202	47-0646706	501(C)(3)	150,000				PROGRAM SUPPORT
HEALTH CARE WITHOUT HARM1901 N MOORE ST 509 ARLINGTON,VA 22209	52-2358837	501(C)(3)	105,000				CONTRIBUTION-2009
CALIFORNIA INSTITUTE FOR NURSING715 HEARST ST 203 BERKELEY,CA 94710	82-0570413	501(C)(3)	25,000				2008 SUPPORT
TALLER SAN JOSE801 NORTH BROADWAY SANTA ANA,CA 92701	59-3816355	501(C)(3)	17,250				LIGHT UP A LIFE
COVENANT FOUNDATION 3623 22ND PLACE LUBBOCK,TX 79410	75-2897026	501(C)(3)	10,000				2008 GALA
MATER DEI HIGH SCHOOL 1202 WEDINGER AVENUE SANTA ANA,CA 92707	95-1648193	501(C)(3)	7,500				CHRISTMAS PROJECT

- 2

Enter total number of section 501(c)(3) and government organizations

7
- 3

Enter total number of other organizations

0

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e) Method of valuation (book, FMV , appraisal, other)	(f)Description of non-cash assistance

Part IV

Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.
See Additional Data Table

Identifier	Return Reference	Explanation
SCHEDULE I, PART I, LINE 2		Donations to other organizations are approved by management to ensure they support the mission of St Joseph Health System The donation to St Joseph Hospital of Eureka was given to match their capital campaign and was approved by the SJHS Board

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.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
ST JOSEPH HEALTH SYSTEM

Employer identification number
95-3589356

Part I Questions Regarding Compensation

	Yes	No
<div><div>1a</div><div>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</div><div><div><div><input checked="" type="checkbox"/> First class or charter travel</div><div><input checked="" type="checkbox"/> Travel for companions</div><div><input checked="" type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input checked="" type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div></div>		
<div><div>b</div><div>If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain</div></div>	1bYes	
<div><div>2</div><div>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?</div></div>	2Yes	
<div><div>3</div><div>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</div><div><div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div></div><div><div><input type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div></div></div>		
<div><div>4</div><div>During the year, did any person listed in Form 990, Part VII, Section A, line 1a</div></div>		
<div><div>a</div><div>Receive a severance payment or change of control payment?</div></div>	4aYes	
<div><div>b</div><div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div></div>	4bYes	
<div><div>c</div><div>Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</div>	4c	No
<div><div>501(c)(3) and 501(c)(4) organizations only must complete lines 5-8.</div></div>		
<div><div>5</div><div>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</div></div>		
<div><div>a</div><div>The organization?</div></div>	5a	No
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 5a or 5b, describe in Part III</div>	5b	No
<div><div>6</div><div>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</div></div>		
<div><div>a</div><div>The organization?</div></div>	6a	No
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 6a or 6b, describe in Part III</div>	6b	No
<div><div>7</div><div>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</div></div>	7Yes	
<div><div>8</div><div>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</div></div>	8	No

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
See Additional Data Table	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						

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.

Schedule J (Form 990) 2008

Schedule K (Form 990)	Supplemental Information on Tax Exempt Bonds	OMB No 1545-0047
		2008
		Open to Public Inspection

Department of the Treasury
Internal Revenue Service

To be completed by organizations that answered "Yes" to Form 990, Part IV, line 24a.
Provide descriptions, explanations, and any additional information in Schedule O.

Name of the organization ST JOSEPH HEALTH SYSTEM	Employer identification number 95-3589356
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Part I Bond Issues (Required for 2008)

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer	
							Yes	No	Yes	No
A	CALIFORNIA STATEWIDE COMMUNITIES DEV AUTH 2007	68-0164610	130795SA6	03-24-2008	497,015,518	REFUNDING SERIES 1997		X		X
B	CALIFORNIA STATEWIDE COMMUNITIES DEV AUTH 2008	68-0164610	130795TU1	05-15-2008	243,925,000	REFUNDING SERIES 2004		X		X
C	LUBBOCK HEALTH FACILITIES DEVELOPMENT CORP 2008A	52-1313557	549208DX1	05-15-2008	51,500,000	REFUNDING SERIES 2000		X		X
D	LUBBOCK HEALTH FACILITIES DEVELOPMENT CORP 2008B	52-1313557	549208DY9	06-19-2008	136,185,000	REFUNDING SERIES 1998		X		X

Part II Proceeds (Optional for 2008)

		A		B		C		D		E	
1	Total Proceeds of Issue										
2	Gross Proceeds in Reserve Funds										
3	Proceeds in Refunding or Defeasance Escrows										
4	Other Unspent Proceeds										
5	Issuance Costs from Proceeds										
6	Working Capital Expenditures from Proceeds										
7	Capital Expenditures from Proceeds										
8	Year of Substantial Completion										
9	Were the bonds issued as part of a current refunding issue?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
10	Were the bonds issued as part of an advance refunding issue?										
11	Has the final allocation of proceeds been made?										
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?										

Part III Private Business Use (Optional for 2008)

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?										
2	Are there any lease arrangements with respect to the financed property which may result in private business use?										

Part III Private Business Use *(Continued)*

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts with respect to the financed property which may result in private business use?										
3b Are there any research agreements with respect to the financed property which may result in private business use?										
3c Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?										
4 Enter the percentage of financed property used in a private business use by entities other than a 501(c)(3) organization or a state or local government										
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another 501(c)(3) organization, or a state or local government										
6 Total of lines 4 and 5										
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?										

Part IV Arbitrage *(Optional for 2008)*

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T been filed wth respect to the bond issue?										
2 Is the bond issue a variable rate issue?										
3a Has the organization or the government issuer identified a hedge with respect to the bond issue on its books and records?										
b Name of provider										
c Term of hedge										
4a Were gross proceeds invested in a GIC?										
b Name of provider										
c Term of GIC										
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?										
5 Were any gross proceeds invested beyond an available temporary period?										
6 Did the bond issue qualify for an exception to rebate?										

Schedule L
(Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
ST JOSEPH HEALTH SYSTEM

Employer identification number
95-3589356

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
LARRY STOFKO RELOCATION		X	50,000	50,000		No	Yes		Yes	
Total \$					50,000					

Part III Grants or Assistance Benefitting 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, line 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

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization ST JOSEPH HEALTH SYSTEM	Employer identification number 95-3589356
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Identifier	Return Reference	Explanation
PART I, LINE 1 & PART III, LINE 1	ORGANIZATION'S MISSION	AS A MEMBER OF THE ST JOSEPH HEALTH SYSTEM (SJHS), ST JOSEPH HEALTH SYSTEM SYSTEM OFFICE IS COMMITTED TO EXTENDING THE HEALING MINISTRY OF JESUS IN THE TRADITION OF THE SISTERS OF ST JOSEPH OF ORANGE BY CONTINUALLY IMPROVING THE HEALTH AND QUALITY OF LIFE OF PEOPLE IN THE COMMUNITIES WE SERVE OUR MISSION IS REALIZED THROUGH THE DELIVERY OF QUALITY IN-PATIENT AND OUT-PATIENT SERVICES, AND FOCUSED COMMUNITY INITIATIVES AND PROGRAMS THAT ARE DEDICATED TO IMPROVING THE LIVES OF ALL WE SERVE

Identifier	Return Reference	Explanation
PART III, LINE 4	PROGRAM SERVICE ACCOMPLISHMENTS	<p>LIVING OUT OUR MISSION THE ST JOSEPH HEALTH SYSTEM IS COMMITTED TO EXTENDING THE HEALING MINISTRY OF JESUS IN THE TRADITION OF THE SISTERS OF ST JOSEPH OF ORANGE THAT MISSION HAS GUIDED OUR CATHOLIC HEALTHCARE MINISTRY SINCE THE OPENING OF OUR FIRST HOSPITAL IN EUREKA, CALIFORNIA NEARLY 100 YEARS AGO BUT THE ROOTS OF SJHS AND THE LESSONS TO SERVE OUR DEAR NEIGHBORS DATE BACK TO THE YEAR 1650 WHEN THE SISTERS' FIRST CONGREGATION WAS FORMED IN LE PUY, FRANCE SINCE THAT TIME, THE PEOPLE OF OUR ORGANIZATION CONTINUE TO ASSESS THE NEEDS OF THE COMMUNITIES WE SERVE, BUILD COLLABORATIVE PARTNERSHIPS WITH LOCAL RESIDENTS, BUSINESS AND COMMUNITY NOT-FOR-PROFITS, AND TOGETHER THROUGH THOSE PARTNERSHIPS, MEET COMMUNITY NEEDS THE MISSION OF SJHS CONTINUES TO GUIDE THE WORK OF 24,000 EMPLOYEES FOR OVER 25 YEARS, SJHS HAS GROWN AS AN INTEGRATED HEALTHCARE DELIVERY SYSTEM PROVIDING A BROAD RANGE OF HEALTHCARE AND COMMUNITY HEALTH SERVICES THE SYSTEM IS ORGANIZED INTO THREE REGIONS--NORTHERN CALIFORNIA, SOUTHERN CALIFORNIA, AND WEST TEXAS/EASTERN NEW MEXICO - AND CONSISTS OF 14 ACUTE CARE HOSPITALS, AS WELL AS HOME HEALTH AGENCIES, HOSPICE CARE, OUT-PATIENT SERVICES, SKILLED NURSING FACILITIES, COMMUNITY CLINICS, AND PHYSICIAN ORGANIZATIONS IN FISCAL YEAR 2009, THE ST JOSEPH HEALTH SYSTEM, INCLUDING ALL 14 HOSPITALS, INVESTED A TOTAL OF \$271,935,000 (6.8% OF OUR TOTAL OPERATING EXPENCES) IN COMMUNITY BENEFIT (INCLUDING CHARITY CARE, UNPAID COST TO STATE AND LOCAL PROGRAMS AND COMMUNITY BENEFIT SERVICES TO THE LOW-INCOME AND BROADER COMMUNITY), IN ALIGNMENT WITH CATHOLIC HEALTH ASSOCIATION GUIDELINES IN FY 09 UNPAID COST OF MEDICARE TOTALED \$312,693,000 INVESTING IN REDUCING CHILDHOOD OBESITY AS A NON-PROFIT HEALTHCARE SYSTEM, SJHS IS DRIVEN BY THE LONG-TERM STRATEGIC GOAL OF ENSURING THAT THE COMMUNITIES WE SERVE ARE AMONG THE HEALTHIEST IN THE US THE INITIAL APPROACH TO ACHIEVE THIS GOAL IS TO ADDRESS THE CHILDHOOD OBESITY EPIDEMIC THROUGH THE IMPLEMENTATION OF THE HEALTHY FOR LIFE PROGRAM IN SCHOOLS ACROSS ORANGE COUNTY, CA AND MOST RECENTLY A PILOT IN NAPA COUNTY, CA IN PARTNERSHIP WITH THE AMERICAN ACADEMY OF PEDIATRICS, SJHS AND THE SJHS FOUNDATION INVESTED \$3 MILLION, OVER A THREE YEAR PERIOD, TO MAXIMIZE THE PROGRAM'S IMPACT BY EXPANDING IT TO 100 PUBLIC SCHOOLS IN ORANGE COUNTY, CA AND ADMINISTERING THE CENTER FOR DISEASE CONTROL AND PREVENTION'S SCHOOL HEALTH INDEX ASSESSMENT IN THESE SCHOOLS BY 2011 ST JOSEPH HEALTH SYSTEM ALSO RECOGNIZES THE IMPORTANCE OF SUPPORTING AND EMPOWERING YOUTH AND THEIR FAMILIES TOWARD ADOPTING HEALTHY LIFESTYLES IN PARTNERSHIP WITH SJHS, NATIONALLY RENOWNED CHEFS JAIME MARTN DEL CAMPO AND RAMIRO ARVIZU, DEVELOPED RECIPES OF AUTHENTIC MEXICAN FOOD FOR THE CAMPAIGN THAT ARE HEALTHY, EASY, QUICK AND AFFORDABLE USING AN ARRAY OF FLAVORS AND SPICES MARTN DEL CAMPO AND ARVIZU PROVIDED COOKING DEMONSTRATIONS THROUGH THE PAST YEAR IN LOCAL ORANGE COUNTY SCHOOLS FOR PARENTS AND STUDENTS SHARING HEALTHY EATING TIPS FOR MORE INFORMATION GO TO HTTP://WWW.STJOE.ORG/VIDEOS/H4LVIDEOS AN ORGANIZATIONAL COMMITMENT - SJHS-SYSTEM OFFICE SJHS- SYSTEM OFFICE, A MEMBER OF THE SJHS, IS COMMITTED TO DEDICATING RESOURCES TO IMPROVE THE QUALITY OF LIFE IN THE COMMUNITIES WE SERVE, WITH SPECIAL EMPHASIS ON THE NEEDS OF THE POOR AND UNDERSERVED IN FY 09 SJHS- SYSTEM OFFICE INVESTED A TOTAL OF \$2,211,000 IN COMMUNITY BENEFIT (INCLUDING COMMUNITY BENEFIT SERVICES TO THE LOW-INCOME AND BROADER COMMUNITY) IN ALIGNMENT WITH CATHOLIC HEALTH ASSOCIATION GUIDELINES THE FOLLOWING ARE A LIST OF SJHS- SYSTEM OFFICE PROGRAM SERVICE ACCOMPLISHMENTS IN FISCAL YEAR 2009</p> <p>CENTER FOR HEALTHCARE REFORM LONG-TERM DESIRED OUTCOME THE CENTER FOR HEALTH CARE REFORM SEEKS TO CHANGE THE WAY THE PUBLIC UNDERSTANDS HEALTHCARE REFORM THROUGH "PUBLIC CONSCIENCE WORK" THE CENTER WORKS TO BUILD A SHARED UNDERSTANDING THAT COMPLEX SOCIAL STRUCTURES MUST GROW FROM THE FOLLOWING 1) A CLEAR VISION OF THEIR PURPOSE OF HEALTHCARE REFORM AND 2) THE PRIORITIES NEEDED TO ACHIEVE THAT PURPOSE FY09 OUTCOMES IN FY 09, CENTER STAFF SHARED THEIR "PUBLIC CONSCIENCE WORK" APPROACH AND TOOLS THROUGH KEYNOTE PRESENTATIONS AND WORKSHOPS WITH FOUNDATIONS, STATE REFORM LEADERS, BOARDS AND EXECUTIVES OF CATHOLIC HEALTH CARE, PARTICIPANTS IN LEADERSHIP FORMATION PROGRAMS, ETHICISTS, AND THE GENERAL PUBLIC AS PART TO THESE EFFORTS, STAFF DEVELOPED AND PRESENTED A DAY-LONG ETHICS CONFERENCE ON REFORM FOR 180 COMMUNITY LEADERS AND CO-CONVENED A GROUP OF 20 ADVOCACY AND COMMUNICATIONS LEADERS TO APPLY EVIDENCE-BASED RESEARCH CONDUCTED BY THE FRAMEWORKS INSTITUTE TO CURRENT REFORM COMMUNICATIONS IN PARTNERSHIP WITH THE KETTERING FOUNDATION, THE CENTER COMPLETED RESEARCH ON ITS COMMUNITY DIALOGUES, IDENTIFYING STRENGTHS AND AREAS NEEDING IMPROVEMENT STAFF ALSO SERVED AS CONSULTANTS TO CATHOLIC HEALTH ASSOCIATION USA ON A PROCESS FOR USING THE ORGANIZATION'S VISION FOR U.S. HEALTH CARE IN CURRENT REFORM EFFORTS AND CONDUCTED A WEBINAR WITH 150 HEALTHCARE EXECUTIVES TOTAL EXPENSES \$ 521,243 REVENUE \$0 GRANTS \$0 COMMUNITY INVESTMENT LOAN LONG-TERM DESIRED OUTCOME THE COMMUNITY INVESTMENT LOAN FUND STEMS FROM THE JUSTICE VALUE AND IS A COMPONENT OF ST JOSEPH HEALTH SYSTEM'S SOCIALLY RESPONSIBLE INVESTING POLICY THE PROGRAM PROVIDES CAPITAL IN THE FORM OF LOW-INTEREST LOANS TO NONPROFIT ENTITIES TO PROMOTE A SOCIAL GOOD AND THE DEVELOPMENT OF STRONG COMMUNITIES FY 09 OUTCOMES A TOTAL OF \$431,983 IN LOW-INTEREST LOANS WAS PROVIDED TO NON-PROFIT COMMUNITY ORGANIZATIONS IN NEED OF SHORT TERM CAPITAL TO HELP THEM PURSUE THEIR GOALS-BUILDING HEALTHY COMMUNITIES THE FUNDS ENABLED OVER FIFTEEN COMMUNITY ORGANIZATIONS THE OPPORTUNITY TO RESPOND TO THE NEEDS OF THEIR CONSUMERS TOTAL EXPENSES \$ 431,983 REVENUE \$0 GRANTS \$0 ADVOCACY LONG-TERM DESIRED OUTCOME THE CREATION OF SYSTEMS AND STRUCTURES THAT ARE ATTUNED TO THE NEEDS OF THE VULNERABLE AND DISADVANTAGED AND THAT PROMOTE A SENSE OF COMMUNITY AMONG ALL PERSONS FY 09 OUTCOME CONSISTENT WITH THE SJHS VISION OF HEALTH CARE REFORM, SJHS- SYSTEM OFFICE ADVOCACY ENGAGED IN AND SUPPORTED PUBLIC POLICY TO MOVE TOWARD SYSTEMIC HEALTH CARE REFORM TOTAL EXPENSE \$302,151 REVENUE \$0 GRANTS \$0 PROGRAM EXPENSES AS PREVIOUSLY MENTIONED ABOVE, IN FY 09 THE ST JOSEPH HEALTH SYSTEM- SYSTEM OFFICE INVESTED \$2,211,000 IN COMMUNITY BENEFIT PROGRAMS AND ACTIVITIES THIS INCLUDES COMMUNITY SERVICES FOR LOW-INCOME PERSONS, AS WELL AS FOR THE BROADER COMMUNITY ST JOSEPH HEALTH SYSTEM- SYSTEM OFFICE TRADITIONAL CHARITY CARE NOT APPLICABLE COMMUNITY SERVICES FOR LOW-INCOME PERSONS \$ 391,000 UNPAID COST OF STATE AND LOCAL PROGRAMS NOT APPLICABLE COMMUNITY SERVICES FOR THE BROADER COMMUNITY \$ 1,820,000 TOTAL QUANTIFIABLE COMMUNITY BENEFIT \$ 2,211,000* *EXCLUDING UNPAID COST OF MEDICARE UNPAID COST OF MEDICARE NOT APPLICABLE PUBLIC PROCESS FOR MORE INFORMATION ON THE ST JOSEPH HEALTH SYSTEM AND OUR LOCAL MINISTRIES GO TO WWW.STJOE.ORG</p>

Identifier	Return Reference	Explanation
FORM 990, PART IV CHECKLIST, LINE 12	AUDITED FINANCIAL STATEMENTS	The reporting entitys financial results are part of the St Joseph Health System consolidated financial statements The St Joseph Health System and Affiliates are audited annually by an independent accounting firm Procedures include account and internal control testing at the various affiliates to issue a consolidated opinion No stand alone audits are performed

Identifier	Return Reference	Explanation
FORM 990, PART VI, LINE 7A	DESCRIPTION OF CLASSES OF PERSONS AND THE NATURE OF THEIR RIGHTS	ST JOSEPH HEALTH SYSTEM HAS A TIERED GOVERNANCE IN WHICH ST JOSEPH HEALTH MINISTRY AS ITS SPONSOR RESERVES THE RIGHT TO APPROVE APPOINTMENT OF TRUSTEES TO THE ST JOSEPH HEALTH SYSTEM BOARD AFTER A COLLABORATIVE AND INCLUSIVE RECRUITMENT AND SELECTION PROCESS THE SISTERS OF ST JOSEPH OF ORANGE, AS THE FOUNDING SPONSORS OF ST JOSEPH HEALTH SYSTEM, APPOINT MEMBERS OF ST JOSEPH HEALTH MINISTRY

Identifier	Return Reference	Explanation
FORM 990, PART VI, LINE 7B	DECISIONS REQUIRING APPROVAL & TYPE OF VOTING RIGHTS	THE CORPORATE MEMBER, ST JOSEPH HEALTH MINISTRY, RESERVES THE RIGHT TO APPROVE THE PURPOSES, SALE OR DISPOSITION OF REAL PROPERTY, MERGER OR SALE OF SUBSTANTIALLY ALL ASSETS, APPOINTMENT AND REMOVAL OF TRUSTEES, ADOPTION OR AMENDMENT OF ARTICLES OR BYLAWS

Identifier	Return Reference	Explanation
FORM 990, PART VI, LINE 10	PROCESS USED BY MANAGEMENT AND/OR GOVERNING BODY TO REVIEW 990	THE FORM 990 IS PREPARED BY THE FINANCE DEPARTMENT BASED ON INFORMATION RECEIVED FROM VARIOUS DEPARTMENTS OF THE ORGANIZATION AS APPLICABLE THE FORM 990 IS THEN REVIEWED BY AN OFFICER(S) OF THE ORGANIZATION A COPY OF THE FORM 990 FILING IS THEN DISTRIBUTED TO ALL VOTING MEMBERS OF THE BOARD FOR THE MARCH 2010 MEETING DURING THE BOARD AUDIT AND CORPORATE RESPONSIBILITY COMMITTEE MEETING, MANAGEMENT PRESENTED AND DISCUSSED CERTAIN DISCLOSURES AND INFORMATION INCLUDED IN THE FORM 990 THE BOARD AUDIT AND CORPORATE RESPONSIBILITY COMMITTEE CHAIR THEN PROVIDES A SUMMARY AT THE FULL BOARD MEETING

Identifier	Return Reference	Explanation
FORM 990, PART VI, LINE 12C	DESCRIPTION OF PROCESS TO MONITOR TRANSACTIONS FOR CONFLICTS OF INTEREST	OFFICERS, TRUSTEES, AND KEY EMPLOYEES ARE REQUIRED TO DISCLOSE ANNUALLY ON THE CONFLICT OF INTEREST DISCLOSURE FORM THE EXISTENCE AND NATURE OF ANY ACTUAL, APPARENT, OR POTENTIAL CONFLICT OF INTEREST HE/SHE MAY HAVE ADDITIONALLY, DISCLOSURES SHALL BE MADE PROMPTLY ANYTIME AN ACTUAL, APPARENT OR POTENTIAL CONFLICT OF INTEREST ARISES AND BEFORE THE CONSUMMATION OF ANY CONTRACT, TRANSACTION OR ARRANGEMENT THAT IS SUBJECT OF THE POTENTIAL CONFLICT OF INTEREST WHEN A CONFLICT OF INTEREST IS IDENTIFIED, SUCH CONFLICT IS DISCLOSED TO THE ST JOSEPH HEALTH SYSTEM BOARD IF THE CONFLICT INVOLVES A MEMBER OF THAT COMMITTEE, THE REMAINING COMMITTEE MEMBERS WILL REVIEW THE MATTER AND DETERMINE WHETHER A CONFLICT OF INTEREST EXISTS THE OFFICER, TRUSTEE, OR KEY EMPLOYEE MAY NOT BE PRESENT DURING ANY MEETING IN WHICH THE COMMITTEE CONDUCTS IS EVALUATION, EXCEPT TO ANSWER QUESTIONS AS MAY BE NECESSARY ONCE ALL NECESSARY INFORMATION HAS BEEN OBTAINED, THE COMMITTEE CONDUCTS ITS EVALUATION AND FORWARDS ITS FINDING AND RECOMMENDATIONS TO THE SJHS CHIEF COMPLIANCE OFFICER IF THE COMMITTEE DETERMINES AN UNRESOLVED CONFLICT OF INTEREST EXISTS, THE COMMITTEE WILL EVALUATE AND RECOMMEND CONFLICT MITIGATION STRATEGIES THE SJHS GENERAL COUNSEL WILL REVIEW THE COMMITTEE FINDINGS, RECOMMENDATIONS, AND MITIGATION STRATEGIES AND PRESENT RECOMMENDATIONS TO THE BOARD FOR DISCUSSION AND VOTE

Identifier	Return Reference	Explanation
FORM 990, PART VI, LINES 15A AND 15B	PROCESS FOR DETERMINING COMPENSATION	THE EXECUTIVE COMPENSATION PROCESS AT ST JOSEPH HEALTH SYSTEM IS ADMINISTERED BY A COMMITTEE OF INDEPENDENT TRUSTEES THEY FOLLOW A BOARD-APPROVED CHARTER AND OVERALL EXECUTIVE COMPENSATION PHILOSOPHY THE CHARTER EMPOWERS THE SJHS BOARD WORKLIFE COMMITTEE TO ADMINISTER THE EXECUTIVE COMPENSATION PROGRAM AND PROCESS ON BEHALF OF THE FULL BOARD OF TRUSTEES OF SJHS OVERALL, THE PHILOSOPHY IS INTENDED TO REWARD A BROAD SPECTRUM OF HIGH ORGANIZATIONAL AND INDIVIDUAL PERFORMANCE EXPECTATIONS, AS WELL AS THE RETENTION OF KEY MANAGEMENT TALENT SJHS'S EXECUTIVE COMPENSATION PHILOSOPHY DEFINES THE MARKET FOR ADMINISTERING COMPENSATION AS A COMPARABLE SET OF NOT-FOR-PROFIT HEALTH CARE DELIVERY SYSTEMS SJHS PROVIDES COMPENSATION TO ITS SENIOR EXECUTIVES IN THE FORM OF BASE SALARY, AN ANNUAL INCENTIVE PROGRAM, AND BENEFITS TO FULFILL THEIR RESPONSIBILITY, THE COMMITTEE REGULARLY REVIEWS INFORMATION FROM MULTIPLE SOURCES OF MARKET DATA THEY USE THIS INFORMATION TO SUPPORT THEIR DECISIONS REGARDING ONGOING EFFECTIVENESS AND ADMINISTRATION OF THE PROGRAM THE WORKLIFE COMMITTEE IS COMPRISED OF SEVERAL INDEPENDENT MEMBERS OF THE BOARD THEY MEET AT LEAST 3 TIMES A YEAR AND MAKE ALL CRITICAL DECISIONS IN EXECUTIVE SESSION THESE DECISIONS ARE DOCUMENTED IN DETAILED MINUTES AND APPROVED IN SUBSEQUENT MEETINGS THE COMMITTEE IS EMPOWERED TO ENGAGE OUTSIDE COUNSEL AND CONSULTING SUPPORT AS NEEDED THE WORKLIFE COMMITTEE PREFORMED ITS LAST COMPENSATION REVIEW FOR ASSISTANT VICE PRESIDENTS, VICE PRESIDENTS, SENIOR VICE PRESIDENTS, EXECUTIVE VICE PRESIDENTS, AND THE CHIEF EXECUTIVE OFFICER IN JUNE 2008

Identifier	Return Reference	Explanation
FORM 990, PART VI, LINE 19	AVAIL OF GOV DOCS, CONFLICT OF INTEREST POLICY, & FIN STMTS TO GEN PUBLIC	THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST THE SJHS COMMUNITY BENEFIT REPORTS, FINANCIAL REPORTS, AND PHILANTHROPY REPORTS ARE ALSO AVAILABLE ON THE SJHS INTERNET SITE

Identifier	Return Reference	Explanation
FORM 990, PART VII	HOURS DEVOTED TO RELATED ORGANIZATIONS	LARRY AINSWORTH IS THE CEO OF ST JOSEPH HOSPITAL OF ORANGE (SJHOO) ALTHOUGH HE IS COMPENSATED BY ST JOSEPH HEALTH SYSTEM (SJHS), HE DEVOTES 50 HOURS PER WEEK TO SJHOO AND NO HOURS TO SJHS JASON BARKER IS THE CEO OF ST MARY MEDICAL CENTER (SMMC) ALTHOUGH HE IS COMPENSATED BY ST JOSEPH HEALTH SYSTEM (SJHS), HE DEVOTES 50 HOURS PER WEEK TO SMMC AND NO HOURS TO SJHS PETER BASTONE IS THE CEO OF MISSION HOSPITAL REGIONAL MEDICAL CENTER (MHRMC) ALTHOUGH HE IS COMPENSATED BY ST JOSEPH HEALTH SYSTEM (SJHS), HE DEVOTES 50 HOURS PER WEEK TO MHRMC AND NO HOURS TO SJHS MELINDA CLARK IS THE CEO OF COVENANT HEALTH SYSTEM (CHS) ALTHOUGH SHE IS COMPENSATED BY ST JOSEPH HEALTH SYSTEM (SJHS), HE DEVOTES 50 HOURS PER WEEK TO CHS AND NO HOURS TO SJHS ROBERT FRASCHETTI IS THE PART-YEAR CEO OF ST JUDE MEDICAL CENTER (SJMC) ALTHOUGH HE IS COMPENSATED BY ST JOSEPH HEALTH SYSTEM (SJHS), HE DEVOTES 50 HOURS PER WEEK TO SJMC AND NO HOURS TO SJHS LEE PENROSE IS THE PART-YEAR CEO OF ST JUDE MEDICAL CENTER (SJMC) ALTHOUGH HE IS COMPENSATED BY ST JOSEPH HEALTH SYSTEM (SJHS), HE DEVOTES 50 HOURS PER WEEK TO SJMC AND NO HOURS TO SJHS LEE ALSO SERVED PART OF THE YEAR AS SJMC'S CFO DURING THIS TIME HE WAS COMPENSATED BY SJMC AND DEVOTED 50 HOURS PER WEEK TO SJMC JOSEPH MARK IS THE CEO OF ST JOSEPH HOSPITAL OF EUREKA (SJE) AND REDWOOD MEMORIAL HOSPITAL (RMH) ALTHOUGH HE IS COMPENSATED BY ST JOSEPH HEALTH SYSTEM (SJHS), HE DEVOTES 41 HOURS PER WEEK TO SJE, 9 HOURS PER WEEK TO RMH, AND NO HOURS TO SJHS GEORGE PEREZ IS THE PART-YEAR CEO OF SANTA ROSA MEMORIAL HOSPITAL (SRMH) AND SRM ALLIANCE HOSPITAL SERVICES (SRM) ALTHOUGH HE IS COMPENSATED BY ST JOSEPH HEALTH SYSTEM (SJHS), HE DEVOTES 50 HOURS PER WEEK TO SRMH/SRM AND NO HOURS TO SJHS DENNIS SISTO IS THE CEO OF QUEEN OF THE VALLEY MEDICAL CENTER (QVMC) ALTHOUGH HE IS COMPENSATED BY ST JOSEPH HEALTH SYSTEM (SJHS), HE DEVOTES 50 HOURS PER WEEK TO QVMC AND NO HOURS TO SJHS KEVIN KLOCKENGA IS THE PART-YEAR CEO OF SANTA ROSA MEMORIAL HOSPITAL (SRMH) AND SRM ALLIANCE HOSPITAL SERVICES (SRM) HE WAS COMPENSATED BY SRMH HE DEVOTES 50 HOURS PER WEEK TO SRMH/SRM AND NO HOURS TO SJHS

Identifier	Return Reference	Explanation
FORM 990, PART X, LINE 14	RESTATEMENT OF PRIOR YEAR BALANCE SHEET	THE 6/30/08 BALANCE SHEET WAS RESTATED TO REFLECT A RECLASSIFICATION FROM THE CONSOLIDATED AUDIT THE GOODWILL FROM PHYSICIAN PRACTICE ACQUISITIONS WILL PROVIDE FUTURE BENEFIT TO THE HEALTH SYSTEM AS A WHOLE AND IS THEREFORE REPORTED ON THE HEALTH SYSTEM'S BALANCE SHEET

Identifier	Return Reference	Explanation
FORM 5471 REGULATIONS SECTION 1 6038B-1(C)	=====	ATTACHMENT TO 06/30/2009 FORM 990 AND FORM 5471 ----- ----- INFORMATION REQUIRED PURSUANT TO REGULATION SECTION 1 6038B-1(C) (1) TRANSFEROR NAME ST JOSEPH HEALTH SYSTEM FEIN 95-3580356 ADDRESS 500 S MAIN STREET, SUITE 700, ORANGE, CA 92868 (2) TRANSFEREE (I) NAME AMERICAN UNITY GROUP, LTD FEIN N/A ADDRESS 58 PAR-LA-VILLE ROAD, P O BOX HM 1995, HAMILTON, HM HX BERMUDA COUNTRY OF INCORPORATION OF TRANSFEREE FOREIGN CORPORATION BERMUDA A GENERAL DESCRIPTION OF THE TRANSFER DEEMED CASH TRANSFER OF \$18,999,816 ADDITIONAL PAID IN CAPITAL (3) CONSIDERATION RECEIVED BEFORE AND AFTER THE EXCHANGE, ST JOSEPH HEALTH SYSTEM OWNED 100% OF AMERICAN UNITY GROUP, LTD (4) PROPERTY TRANSFERRED, INCLUDING THE ESTIMATED FAIR MARKET VALUE ("FMV") AND ADJUSTED BASIS ("AB") OF THE PROPERTY (I) ACTIVE BUSINESS PROPERTY CASH, FMV AND AB OF \$18,999,816 (II) STOCK OR SECURITIES N/A (III) DEPRECIATED PROPERTY N/A (IV) PROPERTY TO BE LEASED N/A (V) PROPERTY TO BE SOLD N/A (VI) TRANSFERS TO FSCS N/A (VII) TAINTED PROPERTY N/A (VIII) FOREIGN LOSS BRANCH N/A (IX) OTHER INTANGIBLES N/A (5) TRANSFER OF FOREIGN BRANCH WITH PREVIOUSLY DEDUCTED LOSSES (I) BRANCH OPERATIONS N/A (II) BRANCH PROPERTY N/A (III) PREVIOUSLY DEDUCTED LOSSES N/A (IV) CHARACTER OF GAIN N/A (6) APPLICATION OF SECTION 367(A)(5) N/A

Identifier	Return Reference	Explanation
FORM 5471 REGULATIONS SECTION 1 351-3(A)	=====	ATTACHMENT TO 6/30/2009 FORM 990 AND FORM 5471 ----- ----- INFORMATION REQUIRED PURSUANT TO REGULATION SECTION 1,351-3(A) (1) TRANSFEREE (I) NAME AMERICAN UNITY GROUP, LTD FEIN N/A ADDRESS 58 PAR-LA-VILLE ROAD, P O BOX 1995, HAMILTON HM HX BERMUDA COUNTRY OF INCORPORATION OF TRANSFEREE FOREIGN CORPORATION BERMUDA (2) DATE OF TRANSFER - VARIOUS DATES DURING THE YEAR ENDED JUNE 30, 2009 (3) IMMEDIATELY BEFORE THE EXCHANGE, THE PROPERTY TRANSFERRED BY THE TRANSFEROR IN THE EXCHANGE HAD AN (A) AGGREGATE FAIR MARKET VALUE OF \$18,999,816 (B) AGGREGATE BASIS OF \$18,999,816 (4) DATE AND CONTROL NUMBER OF ANY PRIVATE LETTER RULING(S) ISSUED BY THE INTERNAL REVENUE SERVICE IN CONNECTION WITH THE SECTION 351 EXCHANGE N/A

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2008

Open to Public Inspection

▶ Attach to Form 990. To be completed by organizations that answerd "Yes" to Form 990, Part IV, lines 33, 34, 35, 36, or 37.
▶ See separate instructions.

Name of the organization
ST JOSEPH HEALTH SYSTEM

Employer identification number
95-3589356

Part I

Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity
CHS HOLDING LLC 4000 24TH STREET LUBBOCK, TX 79410 20-5477307	HEALTHCARE	TX	0	0	CHS
COVENANT LTC-GP LLC 4000 24TH STREET LUBBOCK, TX 79410 20-5477333	HEALTHCARE	TX	0	0	CHS

Part II

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
See Additional Data Table					

Part III Identification of Related Organizations Taxable as a Partnership

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income(related, investment, unrelated)	(F) Share of total income	(G) Share of end-of- year assets	(H) Disproporionate allocations?		(I) Code V—UBI amount on Box 20 of K-1	(J) General or managing partner?	
							Yes	No		Yes	No
See Additional Data Table											

Part IV Identification of Related Organizations Taxable as a Corporation or Trust

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership
See Additional Data Table							

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)

Yes

No

1a

No

1b

No

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

Yes

1l

No

1m

No

1n

No

1o

No

1p

Yes

1q

No

1r

Yes

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) See Additional Data Table		
(2)		
(3)		
(4)		
(5)		
(6)		

Schedule R (Form 990) 2008

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Form 990, Schedule R, Part II - 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 501(c)(3))	(F) Direct Controlling Entity
ST JOSEPH HEALTH SYSTEM FOUNDATION 500 S MAIN STREET SUITE 1000 ORANGE, CA928684507 33-0143024	HEALTHCARE	CA	501(c)(3)	7	NA
QUEEN OF THE VALLEY MEDICAL CENTER 1000 TRANCAS STREET NAPA, CA94558 94-1243669	HEALTHCARE	CA	501(C)(3)	3	N/A
SANTA ROSA MEMORIAL HOSPITAL 1165 MONTGOMERY DRIVE SANTA ROSA, CA95405 94-1231005	HEALTHCARE	CA	501(C)(3)	3	N/A
SRM ALLIANCE HOSPITAL SERVICES 400 NORTH MCDOWELL BLVD PETALUMA, CA94954 68-0395200	HEALTHCARE	CA	501(C)(3)	3	N/A
ST JOSEPH HOSPITAL OF EUREKA 2700 DOLBEER STREET EUREKA, CA95501 94-1156596	HEALTHCARE	CA	501(C)(3)	3	N/A
REDWOOD MEMORIAL HOSPITAL 3300 RENNER DRIVE FORTUNA, CA95540 94-1384665	HEALTHCARE	CA	501(C)(3)	3	N/A
ST JUDE MEDICAL CENTER 101 EAST VALENCIA MESA DRIVE FULLERTON, CA92835 95-1643325	HEALTHCARE	CA	501(C)(3)	3	N/A
ST JOSEPH HOSPITAL OF ORANGE 1100 WEST STEWART DRIVE ORANGE, CA92868 95-1643359	HEALTHCARE	CA	501(C)(3)	3	N/A
MISSION HOSPITAL REGIONAL MEDICAL CENTER 27700 MEDICAL CENTER ROAD MISSION VIEJO, CA92691 95-1643360	HEALTHCARE	CA	501(C)(3)	3	N/A
ST MARY MEDICAL CENTER 18300 HIGHWAY 18 APPLE VALLEY, CA92307 95-1914489	HEALTHCARE	CA	501(C)(3)	3	N/A
COVENANT HEALTH SYSTEM 3615 19TH STREET LUBBOCK, TX79410 75-2765566	HEALTHCARE	TX	501(C)(3)	3	N/A
SISTERS OF ST JOSEPH OF ORANGE 480 S BATAVIA ORANGE, CA92868 95-1643383	RELIGIOUS ORG	CA	501(C)(3)	1	N/A
ST JOSEPH HEALTH MINISTRY 500 S MAIN STREET SUITE 400 ORANGE, CA92868	RELIGIOUS ORG	CA	501(C)(3)	1	SSJO
ST JOSEPH HEALTH FOUNDATION OF N CAL PO BOX 552 SANTA ROSA, CA95405 68-0338070	INACTIVE	CA	501(C)(3)	11A	SRMH
ST JOSEPH HOME CARE NETWORK 170 PROFESSIONAL CENTER DR B ROHNERT PARK, CA94928 68-0331084	HEALTHCARE	CA	501(C)(3)	9	N/A
REDWOOD MEMORIAL FOUNDATION 3300 RENNER DRIVE FORTUNA, CA95540 94-2779313	FOUNDATION	CA	501(C)(3)	7	RMH
ST JUDE HOSPITAL YORBA LINDA 279 E IMPERIAL HWY 750 FULLERTON, CA92635 33-0185031	HEALTHCARE	CA	501(C)(3)	3	NA
CAMINO HEALTH CENTER 30300 CAMINO CAPISTRANO SAN JUAN CAPISTRANO, CA92675 33-0574214	HEALTHCARE	CA	501(C)(3)	7	MHRMC
METHODIST CHILDREN'S HOSPITAL 3610 21ST STREET LUBBOCK, TX79410 75-2428911	HEALTHCARE	TX	501(C)(3)	3	CHS
METHODIST HOSPITAL PLAINVIEW 2601 DIMMITT ROAD PLAINVIEW, TX79072 75-2426010	HEALTHCARE	TX	501(C)(3)	3	CHS
METHODIST HOSPITAL LEVELLAND 1900 COLLEGE AVENUE LEVELLAND, TX79336 75-2246348	HEALTHCARE	TX	501(C)(3)	3	CHS
HOSPICE OF LUBBOCK 1102 SLIDE ROAD LUBBOCK, TX79414 75-2133781	HEALTHCARE	TX	501(C)(3)	7	CHS
COVENANT HEALTH SYSTEM FOUNDATION 4000 24TH STREET LUBBOCK, TX79410 75-2897026	FOUNDATION	TX	501(c)(3)	11A	CHS
LUBBOCK METHODIST HOSPITAL FOUNDATION 3615 19TH STREET LUBBOCK, TX79410 75-2220963	FOUNDATION	TX	501(C)(3)	7	CHS
ST MARY OF THE PLAINS HOSPITAL FOUNDATI 4000 24TH STREET LUBBOCK, TX79410 75-1653181	FOUNDATION	TX	501(C)(3)	11A	CHS
COVENANT MEDICAL GROUP 3420 22ND PLACE LUBBOCK, TX79410 75-2743883	HEALTHCARE	TX	501(C)(3)	3	CHS
COVENANT HEALTH PARTNERS 3615 19TH STREET LUBBOCK, TX79410 61-1573313	HEALTHCARE	TX	501(C)(3)	11A	CHS
ST JUDE MEMORIAL FOUNDATION 1440 N HARBOR BLVD 200 FULLERTON, CA92835 95-3607229	FOUNDATION	CA	501(C)(3)	11A	SJMC
MISSION HOSPITAL REG MED CTR FOUND 27700 MEDICAL CENTER ROAD MISSION VIEJO, CA92691 33-0406118	FOUNDATION	CA	501(C)(3)	7	MHRMC

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal Domicile (State or Foreign Country)	(D) Direct Controlling Entity	(E) Predominant income(related, investment, unrelated)	(F) Share of total income (\$)	(G) Share of end-of-year assets (\$)	(H) Disproportionate allocations?		(I) Code V-UBI amount on Box 20 of Schedule K- 1 (Form 1065) (\$)	(J) General or Managing Partner?	
							Yes	No		Yes	No
HARRIS STREET SURGERY PARTNERS 2200 HARRISON AVENUE EUREKA, CA95501 93-1150210	HEALTHCARE SVCS	CA	SJE	RELATED	0	0		No	0		No
ST JOSEPH HLTH SYST HOME HEALTH AGENCY 1845 W ORANGEWOOD AVE 200 ORANGE, CA92868 33-0282945	HOME HEALTH	CA	NA	RELATED	0	0		No	0		No
ST JOSEPH HLTH SYST HOME HEALTH CARE 1845 W ORANGEWOOD AVE 100 ORANGE, CA92868 33-0307672	HOME HEALTH	CA	NA	RELATED	0	0		No	0		No
METHODIST DIAGNOSTIC IMAGING 4005 24TH STREET LUBBOCK, TX79410 75-2343261	HEALTHCARE SVCS	TX	LMHSI	RELATED	0	0		No	0		No
SHA LLC 12940 NORTH HIGHWAY 183 AUSTIN, TX78750 75-2569094	HEALTHCARE SVCS	TX	LMHSI	RELATED	0	0		No	0		No
LUBBOCK SURGERY CENTER LTD 4000 24TH STREET LUBBOCK, TX79410 75-2177401	HEALTHCARE SVCS	TX	CHS	RELATED	0	0		No	0		No
CHS HOLDING LP 4000 24TH STREET LUBBOCK, TX79410 20-5477251	HEALTHCARE SVCS	TX	CHS	RELATED	0	0		No	0		No
COVENANT LONG-TERM CARE LP 4000 24TH STREET LUBBOCK, TX79410 20-5033419	HEALTHCARE SVCS	TX	CHS	RELATED	0	0		No	0		No

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal Domicile (State or Foreign Country)	(D) Direct Controlling Entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income (\$)	(G) Share of end-of-year assets (\$)	(H) Percentage ownership
ST JOSEPH PROF SRVS ENTERPRISES INC 500 S MAIN STREET SUITE 700 ORANGE, CA92868 33-0155323	MEDICAL SERVICES	CA	NA	C CORP	1,471,122	3,190,718	100 %
ST JOSEPH DIVERSIFIED VENTURES INC 500 S MAIN STREET SUITE 700 ORANGE, CA92868 33-0148989	MEDICAL SERVICES	CA	NA	C CORP	0	0	100 %
ALLIANCE PHYSICIAN SERVICES	INACTIVE	CA	SRMH	C CORP	0	0	0 %
HOME CARE PARTNERS	INACTIVE	CA	SRMH	C CORP	0	0	0 %
MISSION VIEJO MEDICAL VENTURES INC 27800 MEDICAL CENTER RD 354 MISSION VIEJO, CA92691 33-0212905	HEALTHCARE SVCS	CA	MHRMC	C CORP	0	0	0 %
MISSION MEDICAL CENTER ASSOCIATION 27800 MEDICAL CENTER RD 354 MISSION VIEJO, CA92691 33-0201044	SERVICE	CA	MHRMC	C CORP	0	0	0 %
ST JOSEPH YORBA PARK	INACTIVE	CA	SJHHF	C CORP	0	0	0 %
LUBBOCK METHODIST HOSPITAL SERVICES INC PO BOX 1201 LUBBOCK, TX79410 75-2118585	HEALTHCARE SVCS	TX	CHS	C CORP	0	0	0 %
LUBBOCK METHODIST HOSPITAL PRACTICE MGMT 2107 OXFORD STREET SUITE 300 LUBBOCK, TX79410 75-2578995	INACTIVE	TX	CHS	C CORP	0	0	0 %
SOUTHWEST CLINICAL LABORATORIES INC	INACTIVE	TX	LMHSI	C CORP	0	0	0 %
GOLDSTAR SERVICES INC	INACTIVE	TX	LMHSI	C CORP	0	0	0 %
SOUTHWEST LIFE & HEALTH INSURANCE CO	HEALTHCARE SVCS	TX	SHA LLC	C CORP	0	0	0 %
AMERICAN UNITY GROUP LTD 58 PAR-LA-VILLE ROAD HAMILTON HM HX BD	CAPTIVE INSURANCE	BD	NA	C CORP	17,459,375	90,609,669	100 %

Form 990, Schedule R, Part V - Transactions with Related Organizations

(A) Name of other organization		(B) Transaction type(a-r)	(C) Amount Involved (\$)
(1)	ST JOSEPH HOSPITAL ORANGE	K	9,868,500
(2)	ST JOSEPH HOSPITAL ORANGE	P	19,385,844
(3)	ST JOSEPH HOSPITAL ORANGE	R	20,903,769
(4)	ST JUDE MEDICAL CENTER	K	8,992,244
(5)	ST JUDE MEDICAL CENTER	P	17,621,063
(6)	ST JUDE MEDICAL CENTER	R	12,927,646
(7)	ST MARY MEDICAL CENTER	K	3,305,616
(8)	ST MARY MEDICAL CENTER	P	11,502,806
(9)	ST MARY MEDICAL CENTER	R	2,224,758
(10)	QUEEN OF THE VALLEY MEDICAL CENTER	K	4,363,169
(11)	QUEEN OF THE VALLEY MEDICAL CENTER	P	10,313,846
(12)	QUEEN OF THE VALLEY MEDICAL CENTER	R	3,449,807
(13)	SANTA ROSA MEMORIAL HOSPITAL	K	6,490,368
(14)	SANTA ROSA MEMORIAL HOSPITAL	P	17,382,863
(15)	SANTA ROSA MEMORIAL HOSPITAL	R	8,273,513
(16)	ST JOSEPH HOSPITAL EUREKA	K	2,991,372
(17)	ST JOSEPH HOSPITAL EUREKA	P	8,489,200
(18)	REDWOOD MEMORIAL HOSPITAL	K	622,444
(19)	REDWOOD MEMORIAL HOSPITAL	P	1,917,331
(20)	REDWOOD MEMORIAL HOSPITAL	R	140,491
(21)	COVENANT HEALTH SYSTEM	K	15,941,905
(22)	COVENANT HEALTH SYSTEM	P	37,755,192
(23)	COVENANT HEALTH SYSTEM	R	21,716,728
(24)	MISSION HOSPITAL REGIONAL MEDICAL CENTER	K	6,212,377
(25)	MISSION HOSPITAL REGIONAL MEDICAL CENTER	P	20,656,939
(26)	MISSION HOSPITAL REGIONAL MEDICAL CENTER	R	10,284,202
(27)	SRM ALLIANCE HOSPITAL SERVICES	K	1,643,740
(28)	SRM ALLIANCE HOSPITAL SERVICES	P	4,566,003
(29)	SRM ALLIANCE HOSPITAL SERVICES	R	967,404
(30)	ST JOSEPH HEALTH SYSTEM FOUNDATION	P	266,496

**TY 2008 Earnings and Profits Other
Adjustments Statement**

Name: ST JOSEPH HEALTH SYSTEM

EIN: 95-3589356

Description	Amount
UNDERWRITING EXPENSES	5,292,295

TY 2008 Earnings and Profits Other Adjustments Statement

Name: ST JOSEPH HEALTH SYSTEM

EIN: 95-3589356

Description	Amount
UNDERWRITING INCOME	15,362,641
UNREALIZED GAINS	1,609,520

TY 2008 Itemized Other Current Liabilities Schedule

Name: ST JOSEPH HEALTH SYSTEM

EIN: 95-3589356

Corporation Name	Corporation EIN	Description	Beginning Amount	Ending Amount
		DUE TO BROKER	5,295,188	241,892
		OTHER CURRENT LIABILITIES	494,669	383,979

**TY 2008 Itemized Other Current Assets
Schedule****Name:** ST JOSEPH HEALTH SYSTEM**EIN:** 95-3589356

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
		ACCRUED INTEREST	782,971	1,021,190
		OTHER CURRENT ASSETS	1,663,465	1,607,373
		DEFERRED ACQUISITION COSTS	159,000	0

TY 2008 Other Deductions Schedule

Name: ST JOSEPH HEALTH SYSTEM

EIN: 95-3589356

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
UNDERWRITING EXPENSES		5,292,295
INSURANCE D&O COVER		10,375
SECRETARIAL & DIRECTORS FEES		6,190
MANAGEMENT FEE		63,000
AUDIT FEE		34,730
ACTUARIAL FEES		50,150
ADMINISTRATIVE EXPENSES		2,275
GOVERNMENT FEES		9,130
BOARD MEETING EXPENSES		31,960

TY 2008 Itemized Other Liabilities Schedule

Name: ST JOSEPH HEALTH SYSTEM

EIN: 95-3589356

Corporation Name	Corporation EIN	Other Liabilities Description	Beginning Amount	Ending Amount
		LIABILITY FOR LOSSES & LOSS EXPENSE	40,641,465	34,193,373

TY 2008 Other Income Statement

Name: ST JOSEPH HEALTH SYSTEM

EIN: 95-3589356

Description	Foreign Amount	Amount
UNDERWRITING INCOME		15,362,641

Additional Data

Software ID:

Software Version:

EIN: 95-3589356

Name: ST JOSEPH HEALTH SYSTEM

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099MISC)	(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			
RICHARD S BLAIR , BOARD TRUSTEE/COMMITTEE CHAIR	4 0	X						0	0	0
NED DOLEJSI , BOARD TRUSTEE	2 0	X						0	0	0
SISTER JO ANN EANNARENO , BOARD TRUSTEE	2 0	X						0	0	0
HECTOR FLORES , BOARD TRUSTEE	2 0	X						0	0	0
SISTER MARIE JEANNE GAILLAC , BOARD TRUSTEE/COMMITTEE CHAIR	4 0	X						0	0	0
FATHER THOMAS KOPFENSTEINER , BOARD TRUSTEE	2 0	X						0	0	0
SISTER DIANE HEJNA , BOARD TRUSTEE	2 0	X						0	0	0
SISTER EILEEN MCNERNEY CSJ , BOARD TRUSTEE	2 0	X						0	0	0
SISTER MARY BERNADETTE MCNULTY CSJ , BOARD TRUSTEE/COMMITTEE CHAIR	4 0	X						0	0	0
BILL NOCE , BOARD TRUSTEE/CHAIRMAN	5 0	X						0	0	0
SISTER LORAIN POLACCI , BOARD TRUSTEE	2 0	X						0	0	0
PAULA WOODS , BOARD TRUSTEE/COMMITTEE CHAIR	4 0	X						0	0	0
HENRY WALKER , BOARD TRUSTEE/COMMITTEE CHAIR	4 0	X						7,000	0	0
DAN WILFORD , BOARD TRUSTEE/COMMITTEE CHAIR	4 0	X						0	0	0
DEBORAH PROCTOR , SYSTEM CEO	50 0	X		X				1,536,007	0	28,419
DARRIN MONTALVO , SVP CFO	50 0			X				761,811	0	39,816
SUSAN WHITTAKER , SVP CAO , GVCNSL	50 0			X				680,048	0	43,640
JOE RANDOLPH , SYSTEM EXEC VP COO	50 0				X			1,144,987	0	44,292
SHANNON DWYER , SVP GENERAL COUNSEL	50 0				X			501,460	0	37,289
ADRIANA LYNCH , SVP, CORP COMM & MKTNG	50 0				X			453,462	0	29,544
BILL MURIN , EVP, SYSTEM SERVICES	50 0				X			659,408	0	17,450
ELLIOT STERNBERG , EXEC VP, CMO	50 0				X			835,291	0	39,630
ANNETTE WALKER , SVP, STRATEGIC IMPLEMENTATION	50 0				X			442,853	0	12,168
CLYDE WESP , SVP, CMO/CMIO	50 0				X			458,399	0	14,458
CLARENCE BURKE , SVP, INTEGRATED MED GROUP OP	50 0				X			632,999	0	35,600
LARRY AINSWORTH , CEO, SJHOO					X			900,091	0	35,512
JASON BARKER , CEO, SMMC					X			498,373	0	25,211
PETER BASTONE , CEO, MHRMC					X			735,935	0	39,069
MELINDA CLARK , CEO, CHS					X			720,123	0	19,953
ROBERT FRASCHETTI , CEO, SJMC (PART YEAR)					X			896,845	0	35,961

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099MISC)	(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			
JOSEPH MARK , CEO, SJE AND RMH					X			538,207	0	32,314
LEE PENROSE , CEO (PT YR)/CFO (PT YR), SJMC					X			532,457	198,457	28,916
GEORGE PEREZ , CEO, SRMH AND PVH (PART YEAR)					X			757,861	0	25,261
DENNIS SISTO , CEO, QOVMC					X			679,155	0	40,486
KEVIN KLOCKENGA , CEO, SRMH AND PVH (PART YEAR)					X			0	141,980	6,096
CAROL AARON , VP, LABOR & EMPLOYEE RELATIONS	40 0					X		522,403	0	28,085
STEVE GILBERT , VP FACILITIES	40 0					X		501,318	0	42,343
JIM MCMANUS , VP FINANCE - SUPPLY CHAIN	40 0					X		465,672	0	37,557
AZHAR QURESHI , SVP COMMUNITY HEALTH	40 0					X		551,581	0	24,093
LARRY STOFKO , SVP, CIO	40 0					X		520,603	0	32,442
JENNIFER PERRY , SVP (FMR 5 HIGHEST PD EMP)							X	595,633	0	5,663
GARRETT KOP , VP FIN/TREAS (FORMER OFFICER)							X	230,462	0	14,031

Software ID:

Software Version:

EIN: 95-3589356

Name: ST JOSEPH HEALTH SYSTEM

Form 990 Schedule F Part II - Grants and Other Assistance to Organizations or Entities Outside The United States

(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
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Software ID:

Software Version:

EIN: 95-3589356

Name: ST JOSEPH HEALTH SYSTEM

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
DEBORAH PROCTOR	(i) (ii)	950,538 0	358,340 0	227,129 0	8,727 0	19,692 0	1,564,426 0	0 0
DARRIN MONTALVO	(i) (ii)	425,560 0	140,260 0	195,991 0	18,160 0	21,656 0	801,627 0	0 0
SUSAN WHITTAKER	(i) (ii)	379,219 0	129,507 0	171,322 0	20,660 0	22,980 0	723,688 0	0 0
JOE RANDOLPH	(i) (ii)	676,697 0	216,469 0	251,821 0	20,643 0	23,649 0	1,189,279 0	0 0
SHANNON DWYER	(i) (ii)	276,929 0	95,316 0	129,215 0	16,070 0	21,219 0	538,749 0	0 0
ADRIANA LYNCH	(i) (ii)	283,149 0	93,284 0	77,029 0	8,346 0	21,198 0	483,006 0	0 0
BILL MURIN	(i) (ii)	412,220 0	116,187 0	131,001 0	6,900 0	10,550 0	676,858 0	0 0
ELLIOT STERNBERG	(i) (ii)	467,487 0	156,441 0	211,363 0	16,097 0	23,533 0	874,921 0	0 0
ANNETTE WALKER	(i) (ii)	250,836 0	88,787 0	103,230 0	8,969 0	3,199 0	455,021 0	0 0
CLYDE WESP	(i) (ii)	287,448 0	66,881 0	104,070 0	4,666 0	9,792 0	472,857 0	0 0
CLARENCE BURKE	(i) (ii)	324,521 0	112,019 0	196,459 0	15,856 0	19,744 0	668,599 0	46,242 0
LARRY AINSWORTH	(i) (ii)	485,217 0	196,345 0	218,529 0	16,055 0	19,457 0	935,603 0	0 0
JASON BARKER	(i) (ii)	298,348 0	99,500 0	100,525 0	6,900 0	18,311 0	523,584 0	0 0
PETER BASTONE	(i) (ii)	386,669 0	162,593 0	186,673 0	16,063 0	23,006 0	775,004 0	0 0
MELINDA CLARK	(i) (ii)	516,300 0	42,916 0	160,907 0	11,290 0	8,663 0	740,076 0	0 0
ROBERT FRASCHETTI	(i) (ii)	178,741 0	217,152 0	500,952 0	18,198 0	17,763 0	932,806 0	0 0
JOSEPH MARK	(i) (ii)	318,035 0	95,246 0	124,926 0	9,197 0	23,117 0	570,521 0	0 0
LEE PENROSE	(i) (ii)	209,960 107,557	116,658 0	205,839 90,900	4,570 8,345	9,916 6,085	546,943 212,887	0 0
GEORGE PEREZ	(i) (ii)	298,411 0	191,833 0	267,617 0	6,900 0	18,361 0	783,122 0	57,429 0
DENNIS SISTO	(i) (ii)	353,999 0	140,528 0	184,628 0	20,663 0	19,823 0	719,641 0	0 0
CAROL AARON	(i) (ii)	224,471 0	161,315 0	136,617 0	11,258 0	16,827 0	550,488 0	0 0
STEVE GILBERT	(i) (ii)	291,511 0	88,827 0	120,980 0	20,607 0	21,736 0	543,661 0	0 0
JIM MCMANUS	(i) (ii)	262,853 0	78,521 0	124,298 0	16,030 0	21,527 0	503,229 0	18,433 0
AZHAR QURESHI	(i) (ii)	319,057 0	102,779 0	129,745 0	16,064 0	8,029 0	575,674 0	0 0
LARRY STOFKO	(i) (ii)	285,333 0	97,917 0	137,353 0	11,199 0	21,243 0	553,045 0	0 0
GARRETT KOP	(i) (ii)	0 0	0 0	230,462 0	0 0	14,031 0	244,493 0	0 0
JENNIFER PERRY	(i) (ii)	0 0	0 0	595,633 0	0 0	5,663 0	601,296 0	501,100 0