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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 10/01, 2008, and ending 09/30, 2009

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

Please use IRS label or print or type See Specific Instructions

C Name of organization ST. JOHN HEALTH SYSTEM, INC.

Doing Business As

Number and street (or P O box if mail is not delivered to street address) Room/suite: 1923 SOUTH UTICA AVENUE

City or town, state or country, and ZIP + 4: TULSA, OK 74104

D Employer identification number: 73-1215174

E Telephone number: (918) 744-2180

G Gross receipts $ 31,548,327.

F Name and address of principal officer: SR. M. THERESE GOTTSCHALK
1923 SOUTH UTICA AVENUE; TULSA, OK 74104

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 Website ▶ WWW.SJMC.ORG

K Type of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1982 M State of legal domicile OK

Part I Summary

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

CONTINUE THE HEALING MINISTRY OF JESUS CHRIST BY PROVIDING MEDICAL EXCELLENCE AND COMPASSIONATE CARE TO ALL WHO NEED IT WITH A SPECIAL EMPHASIS FOR THE POOR AND POWERLESS.

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	14
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	NONE
6	Total number of volunteers (estimate if necessary)	6	11
7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	NONE
b	Net unrelated business taxable income from Form 990-T, line 34	7b	NONE

		Prior Year	Current Year
8	Contribution and grants (Part VIII, line 1h)	7,916,724.	NONE
9	Program service revenue (Part VIII, line 2g)	3,277,334.	12,640,030.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	25,895,016.	18,816,020.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	6,157,330.	92,277.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	43,246,404.	31,548,327.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	4,060,000.	NONE
14	Benefits paid to or for members (Part IX, column (A), line 4)	NONE	NONE
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	10,809,440.	12,667,467.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	NONE	NONE
b	Total fundraising expenses, Part IX, column (D), line 25) ▶		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	29,545,983.	30,258,763.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	44,415,423.	42,926,230.
19	Revenue less expenses Subtract line 18 from line 12	-1,169,019.	-11,377,903.

		Beginning of Year	End of Year
20	Total assets (Part X, line 16)	1,035,402,014.	993,093,226.
21	Total liabilities (Part X, line 26)	411,722,032.	379,101,001.
22	Net assets or fund balances Subtract line 21 from line 20	623,679,982.	613,992,225.

SCANNED SEP 09 2010

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Part II Signature Block

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

Sign Here

▶ Signature of officer — Date 8/12/10

▶ Lex S Anderson, EVP & CFO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ Debra P. Cook	Date 8-4-10	Check if self-employed ▶ ☐	Preparer's identifying number (see instructions)
Firm's name (or yours if self-employed) address, and ZIP + 4 ▶ KPMG LLP, 210 PARK AVE., SUITE 2950 OKLAHOMA CITY, OK 73102		EIN ▶ 13-5565207	Phone no ▶ 405-239-6411

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

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions

Form **990** (2008)

JSA
8E1010 2 000

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Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission

CONTINUE THE HEALING MINISTRY OF JESUS CHRIST BY PROVIDING MEDICAL EXCELLENCE AND COMPASSIONATE CARE TO ALL WHO NEED IT WITH A SPECIAL EMPHASIS FOR THE POOR AND POWERLESS.

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

If "Yes" describe these new services on Schedule O

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

If "Yes," describe these changes on Schedule O

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

4a (Code _____) (Expenses $ 15,051,199. including grants of $ _____) (Revenue $ 12,640,030.)

SEE SCHEDULE O, GENERAL STATEMENT 1

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 ▶ $ 15,051,199. *(Must equal Part IX, Line 25, column (B))*

Part IV Checklist of Required Schedules

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

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)? *If "Yes," complete Schedule L, Part IV*	28a		X
b	Have a family member who had a direct or indirect business relationship with the organization? *If "Yes," complete Schedule L, Part IV*	28b		X
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
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? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35	X	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X

Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable	1a	NONE		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	NONE		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	NONE		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b			
	Note: If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	3a			X
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			X
b	If "Yes," enter the name of the foreign country ▶ _____ 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			X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c			
6a	Did the organization solicit any contributions that were not tax deductible?	6a			X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than $75?	7a			X
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			X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g		X	
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h		X	
8	**Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			X
9	**Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			X
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			X
10	**Section 501(c)(7) organizations.** 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	**Section 501(c)(12) organizations.** 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	**Section 4947(a)(1) non-exempt charitable trusts.** 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

			Yes	No
	For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, process, or changes in Schedule O See instructions			
1a	Enter the number of voting members of the governing body 1a 14			
b	Enter the number of voting members that are independent 1b 14			
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?	2	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . .	3		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		X
6	Does the organization have members or stockholders?	6		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		X
8	Did the organizations contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9a	Does the organization have local chapters, branches, or affiliates?	9a		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	9b		
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	10	X	
11	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	11		X

Section B. Policies

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

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply

☐ Own website ☐ Another's website ☒ Upon request

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ LEX ANDERSON 1923 SOUTH UTICA AVENUE; TULSA, OK 74104 (918)744-2740

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

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

1a Complete this table for all persons required to be listed Use Schedule J-2 if additional space is needed

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
SEE SCHEDULE J-2										

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Total ▶								2,745,621.	2,077,116.	259,466.

2 Total number of individuals (including those in 1a) who received more than $100,000 in reportable compensation from the organization ▶ 11

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
SEE SCHEDULE O, GENERAL STATEMENT 8		3,617,955.

2 Total number of independent contractors (including those in 1) who received more than $100,000 in compensation from the organization ▶ 13

Part VIII Statement of Revenue 73-1215174

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	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	1f				
	g Noncash contributions included in lines 1a-1f $					
	h Total. Add lines 1a-1f		NONE			
Program Service Revenue		Business Code				
	2a AFFILIATED SERVICE REVENUE	900099	12,621,734.	12,621,734		
	b MANAGEMENT FEE	900099	360,000.	360,000.		
	c NET RENTAL INCOME	532000	-341,704.	-341,704.		
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		12,640,030			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		18,816,020.		NONE	18,816,020.
	4 Income from investment of tax-exempt bond proceeds		NONE			
	5 Royalties		NONE			
		(i) Real	(ii) Personal			
	6a Gross Rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)		NONE			
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory					
	b Less cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss)		NONE			
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 a					
	b Less direct expenses b					
	c Net income or (loss) from fundraising events		NONE			
	9a Gross income from gaming activities See Part IV, line 19 a					
	b Less direct expenses b					
	c Net income or (loss) from gaming activities		NONE			
	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		NONE			
	Miscellaneous Revenue	Business Code				
	11a MISC. INCOME	900099	92,277.			92,277.
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d		92,277.			
	12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e		31,548,327.	12,640,030.	NONE	18,908,297.

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	NONE			
2 Grants and other assistance to individuals in the U S See Part IV, line 22	NONE			
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	NONE			
4 Benefits paid to or for members	NONE			
5 Compensation of current officers, directors, trustees, and key employees	1,888,833.	1,440,977.	447,856.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	NONE			
7 Other salaries and wages	9,574,207.	7,731,731.	1,842,476.	
8 Pension plan contributions (include section 401 (k) and section 403(b) employer contributions)	548,523.	37,486.	511,037.	
9 Other employee benefits	NONE			
10 Payroll taxes	655,904.	600,388.	55,516.	
11 Fees for services (non-employees)				
a Management	NONE			
b Legal	443,813.	318,147.	125,666.	
c Accounting	94,246.	NONE	94,246.	
d Lobbying	NONE			
e Professional fundraising services See Part IV line 17	NONE			
f Investment management fees	NONE			
g Other	-9,074,957.	-10,496,556.	1,421,599.	
12 Advertising and promotion	95,970.	85,423.	10,547.	
13 Office expenses	NONE			
14 Information technology	NONE			
15 Royalties	NONE			
16 Occupancy	60,000.		60,000.	
17 Travel	NONE			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings	52,383.	27,371.	25,012.	
20 Interest	15,307,199.	-1,340,074.	16,647,273.	
21 Payments to affiliates	NONE			
22 Depreciation, depletion, and amortization	5,592,703.	5,592,126.	577.	
23 Insurance	6,238,997.	2,599.	6,236,398.	
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 EQUIPMENT RENTAL & MAINT	7,678,035.	7,664,841.	13,194.	
b COLLECTION EXPENSE	2,899,909.	2,899,888.	21.	
c PURCHASED SERVICES	326,450.	324,850.	1,600.	
d RECRUITMENT	245,283.	1,773.	243,510.	
e SUPPLIES	211,774.	211,024.	750.	
f All other expenses	86,958.	-50,795.	137,753.	
25 Total functional expenses Add lines 1 through 24f	42,926,230.	15,051,199.	27,875,031.	
26 Joint Costs. Check here ▶ ☐ If following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		1	
	2	Savings and temporary cash investments	4,423,900.	2	11,864,847.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	3,460,382.	4	49,579,307.
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net	358,263.	7	NONE
	8	Inventories for sales or use	286,209.	8	NONE
	9	Prepaid expenses and deferred charges	765,841.	9	565,254.
	10a	Land, buildings, and equipment cost basis 10a 67,410,947.			
	b	Less accumulated depreciation Complete Part VI of Schedule D 10b 22,562,851.	100,983,201.	10c	44,848,096.
	11	Investments - publicly traded securities	4,708,574.	11	74,281,609.
	12	Investments - other securities See Part IV, line 11		12	
	13	Investments - program-related See Part IV, line 11	571,262,087.	13	471,955,567.
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	349,153,557.	15	339,998,546.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	1,035,402,014.	16	993,093,226.
Liabilities	17	Accounts payable and accrued expenses	63,215,703.	17	42,346,294.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities	333,137,407.	20	331,677,156.
	21	Escrow account liability Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable		24	
	25	Other liabilities Complete Part X of Schedule D	15,368,922.	25	5,077,551.
	26	**Total liabilities.** Add lines 17 through 25	411,722,032.	26	379,101,001.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	603,623,974.	27	588,990,744.
	28	Temporarily restricted net assets	20,056,008.	28	25,001,481.
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	623,679,982.	33	613,992,225.
	34	Total liabilities and net assets/fund balances	1,035,402,014.	34	993,093,226.

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990 [ ] Cash [X] Accrual [ ] Other			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b		X
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		X
b	If "Yes," did the organization undergo the required audit or audits?	3b		

SCHEDULE A (Form 990 or 990-EZ)

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.

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Open to Public Inspection

Name of the organization	Employer identification number
ST. JOHN HEALTH SYSTEM, INC.	73-1215174

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

		Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		X
(ii)	A family member of a person described in (i) above?		X
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?		X

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 US?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
SSM US/CARIBBEAN PROVINCEINC.	73-1419335	01	X		X		X		NONE
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I)

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc (See instructions) 12

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) . . . . . 14 %

15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f . . . . . 15 %

16a **33 1/3% support test - 2008.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . ▶ ☐

b **33 1/3% support test - 2007.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . ▶ ☐

17a **10%-facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "fact-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization . . . . . ▶ ☐

b **10%-facts-and-circumstances test - 2007.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organzation meets the "facts-and-circumstances"" test The organization qualifies as a publicly supported organization . . . . . ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . . ▶ ☐

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total** Add lines 1-5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or $5,000						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

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

Section C. Computation of Public Support Percentage

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

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

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

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

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

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.**

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

- 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 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(cy)(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), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of organization	Employer identification number
ST. JOHN HEALTH SYSTEM, INC.	73-1215174

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 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 funds contributed to other organizations for section 527 exempt function 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 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 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		
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? ☐ Yes ☐ No		

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

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 2a through 2f 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% line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, 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) Yes	(a) No	(b) 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?		X	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		X	
c	Media advertisements?		X	
d	Mailings to members, legislators, or the public?		X	
e	Publications, or published or broadcast statements?		X	
f	Grants to other organizations for lobbying purposes?		X	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	X		100,000.
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means?		X	
i	Other activities? If "Yes," describe in Part IV	X		NONE
j	Total lines 1c through 1i			100,000.
2 a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
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?		X	

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 Schedule C instructions 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

SEE PAGE 4

Part IV Supplemental Information *(continued)*

SUPPLEMENTAL INFORMATION 1

SCHEDULE C, PART II-B, LINE 1(G) AND LINE 1(I)

THE TAXPAYER HAS ENGAGED A PAID LOBBYIST WHOSE ACTIVITIES INCLUDE SERVING AS LIAISON TO CITY, STATE, AND FEDERAL OFFICIALS. HE TRACKS AND EVALUATES HEALTH CARE AND OTHER LEGISLATION THAT MAY HAVE AN IMPACT ON THE SYSTEM, EVALUATES POSSIBLE FUNDING OPPORTUNITIES FOR THE ST. JOHN HEALTH SYSTEM, AND SERVES AS THE SPOKESPERSON TO LEGISLATIVE COMMITTEES AND STATE AGENCIES FOR THE SYSTEM ON LEGISLATIVE ISSUES.

HIS COMPENSATION WAS $100,000 PLUS EXPENSES.

PAID EMPLOYEES OF ST. JOHN HEALTH SYSTEM SOMETIMES MEET WITH ELECTED FEDERAL AND STATE OFFICIALS AND THEIR STAFFS TO ADVOCATE FOR PUBLIC POLICY INITIATIVES AND LEGISLATION THAT WOULD SUPPORT THOSE PUBLIC POLICY INITIATIVES WHEN SUCH INITIATIVES AND LEGISLATION ARE CONSISTENT WITH THE MISSION AND VALUES OF ST. JOHN HEALTH SYSTEM.

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

ST. JOHN HEALTH SYSTEM, INC.

Employer identification number

73-1215174

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

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? ☐ Yes ☐ No

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

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

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

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

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

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

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

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

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

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

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

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

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

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

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

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

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
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

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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		10,050,762.		10,050,762.
b Buildings		11,438,638.	4,355,516.	7,083,122.
c Leasehold improvements		NONE	NONE	NONE
d Equipment		2,859,169.	1,777,926.	1,081,243.
e Other		43,062,378.	16,429,409.	26,632,969.
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c))* ▶				44,848,096.

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		
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
INVESTMENTS IN AFFILIATES	471,955,567.	FMV
Total. (Column (b) should equal Form 990, Part X col (B) line 13) ▶	471,955,567.	

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

(a) Description	(b) Book value
NOTES RECEIVABLE FROM AFFILIATES	336,183,252.
ACCRUED INTEREST RECEIVABLE	1,238,617.
DEFERRED DEBT ISSUE COSTS	2,576,641.
FUND HELD BY TRUSTEE	36.
Total (Column (b) should equal Form 990, Part X col (B) line 15) ▶	339,998,546.

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

(a) Description of liability	(b) Amount
Federal income taxes	
LONG TERM DEBT	1,650,829.
FMV OF DERIVATIVES	3,351,315.
ASSET RETIREMENT OBLIGATION	75,407.
Total (Column (b) should equal Form 990, Part X, col (B) line 25) ▶	5,077,551.

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 IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b

Part XIV Supplemental Information *(continued)*

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. JOHN HEALTH SYSTEM, INC.

Employer identification number: 73-1215174

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☒ Compensation committee ☐ Written employment contract ☒ Independent compensation consultant ☒ Compensation survey or study ☐ Form 990 of other organizations ☒ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a			
a	Receive a severance payment or change of control payment?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	5a		X
b	Any related organization?	5b		X
	If "Yes" to line 5a or 5b, describe in Part III			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	6a		X
b	Any related organization?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	8		X

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is 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 reportable compensation				
	(i)	624,000.	NONE	NONE	NONE	NONE	624,000.	468,000.
SR. M. THERESE GOTTSCHALK	(ii)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
	(i)	173,246.	15,871.	7,312.	6,150.	2,690.	205,269.	132,975.
DAVID J. PYNN	(ii)	404,241.	37,031.	17,062.	14,350.	6,276.	478,960.	310,274.
	(i)	28,759.	2,272.	43.	3,600.	788.	35,462.	22,103.
REECE R. BOONE	(ii)	258,828.	20,447.	392.	32,400.	7,094.	319,161.	198,928.
	(i)	69,657.	4,335.	56.	2,790.	2,144.	78,982.	53,586.
MICHAEL B. REEVES	(ii)	162,533.	10,114.	130.	6,510.	5,003.	184,290.	125,034.
	(i)	308,251.	NONE	228.	NONE	4,608.	313,087.	308,479.
WILLIAM B. MORGAN	(ii)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
	(i)	57,159.	2,452.	91.	4,650.	2,421.	66,773.	43,970.
DEWEY C. DAVIS	(ii)	133,371.	5,722.	213.	10,850.	5,649.	155,805.	102,597.
	(i)	211,822.	22,570.	93.	NONE	3,977.	238,462.	162,858.
LEX ANDERSON	(ii)	211,822.	22,570.	93.	NONE	3,977.	238,462.	162,858.
	(i)	184,893.	20,194.	153.	NONE	2,252.	207,492.	142,148.
WILLIAM E. WEEKS	(ii)	184,893.	20,194.	153.	NONE	2,252.	207,492.	142,148.
	(i)	230,895.	19,400.	108.	NONE	9,611.	260,014.	175,662.
JOHN P. BACHMAN	(ii)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
	(i)	28,161.	3,476.	10.	1,446.	95.	33,188.	21,660.
AMY M. SOKOL	(ii)	253,449.	31,287.	94.	13,010.	858.	298,698.	194,943.
	(i)	18,433.	1,853.	7.	NONE	61.	20,354.	14,175.
RANDY H. HAMIL	(ii)	165,894.	16,675.	63.	NONE	552.	183,184.	127,575.
	(i)	212,637.	NONE	NONE	NONE	4,505.	217,142.	163,464.
TIARI A. HARRIS	(ii)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
	(i)	143,203.	NONE	NONE	17,692.	4,512.	165,407.	109,462.
JIM D. WITHROW	(ii)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

SCHEDULE J-2 (Form 990)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Form 990

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the Organization: ST. JOHN HEALTH SYSTEM, INC.

Employer Identification number: 73-1215174

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(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			
R.J. SULLIVAN, JR. CHAIRPERSON	1.	X						NONE	NONE	NONE
ROBERT J. LAFORTUNE VICE CHAIRPERSON	1.	X						NONE	NONE	NONE
SR. M. THERESE GOTTSCHALK PRESIDENT	1.	X						624,000.	NONE	NONE
SR. M. BERNARD TENNYSON SECRETARY	1.	X						NONE	NONE	NONE
MILANN SIEGFRIED TREASURER	1.	X						NONE	NONE	NONE
SHARON J. BELL DIRECTOR	1.	X						NONE	NONE	NONE
SR. M. FELICIDAD CHAVEZ DIRECTOR	1.	X						NONE	52,416.	2,700.
C. TERRANCE DOLAN, M.D. DIRECTOR	1.	X						NONE	NONE	NONE
REV. MSGR. DENNIS C. DORNEY DIRECTOR	1.	X						NONE	NONE	NONE
DONALD DOTY DIRECTOR	1.	X						NONE	NONE	NONE
SR. M. SYLVIA EGAN DIRECTOR	1.	X						NONE	NONE	NONE
SR. LORETTA MARIE HALL DIRECTOR	1.	X						NONE	42,000.	2,700.
JONATHAN D. HELMERICH DIRECTOR	1.	X						NONE	NONE	NONE
W.H. THOMPSON, JR. DIRECTOR	1.	X						NONE	NONE	NONE
DAVID J. PYNN PRESIDENT & CEO	40.			X				196,429.	458,334.	29,466.
REECE R. BOONE PRESIDENT-FOUNDATION	40.			X				31,074.	279,667.	43,882.
MICHAEL B. REEVES VICE PRESIDENT CIO	40.			X				74,048.	172,777.	16,447.
WILLIAM B. MORGAN PRESIDENT-UTICA SERVICES, INC.	40.			X				308,479.	NONE	4,608.
DEWEY C. DAVIS VICE PRESIDENT	40.			X				59,702.	139,306.	23,570.
LEX ANDERSON EXECUTIVE VP	40.			X				234,485.	234,485.	7,954.
WILLIAM E. WEEKS CORP VP PLANNING DEVELOPMENT	40.			X				205,240.	205,240.	4,504.

SCHEDULE J-2 (Form 990)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Form 990

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the Organization: ST. JOHN HEALTH SYSTEM, INC.

Employer Identification number: 73-1215174

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(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			
JOHN P. BACHMAN CORPORATE VP HR	40.			X				250,403.	NONE	9,611.
AMY M. SOKOL VICE PRESIDENT GENERAL COUNSEL	40.			X				31,647.	284,830.	15,409.
RANDY H. HAMIL CORPORATE VP REVENUE CYCLE	40.			X				20,293.	182,632.	613.
KEVIN B. STECK VP INTEGRITY & COMPLIANCE	40.			X				16,952.	25,429.	7,038.
TIARI A. HARRIS PHYSICIAN	40.					X		212,637.	NONE	4,505.
JIM D. WITHROW DIRECTOR HUMAN RESOURCES	40.					X		143,203.	NONE	22,204.
GLENDA SISSON EXEC DIR INVESTMENTS TREASURY	40.					X		125,278.	NONE	18,478.
PATRICIA A. SHEARER CONTROLLER	40.					X		108,551.	NONE	25,117.
DOUGLAS L. STONE DIRECTOR OF REIMBURSEMENT	40.					X		103,200.	NONE	20,660.

SCHEDULE K
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

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

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

ST. JOHN HEALTH SYSTEM, INC.

Employer identification number

73-1215174

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	THE OKLAHOMA DEVELOPMENT FINANCE AUTHORITY	73-0783390	678908ZM9	07/27/2004	64,799,037.	SEE SCHEDULE O		X		X
B	THE OKLAHOMA DEVELOPMENT FINANCE AUTHORITY	73-1083741	678908E75	05/10/2007	254,582,328.	SEE SCHEDULE O		X		X
C										
D										
E										

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					

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
9 Were the bonds issued as part of a current refunding issue?										
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?										
b Are there any research agreements with respect to the financed property which may result in private business use?										
c 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 section 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 section 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, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?										
2 Is the bond issue a variable rate issue?										
3a Has the organization or the governmental 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 O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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Name of the organization

ST. JOHN HEALTH SYSTEM, INC.

Employer identification number

73-1215174

GENERAL STATEMENT 1

PART III, LINE 4A: PROGRAM SERVICE ACCOMPLISHMENTS

OVERVIEW

ST. JOHN HEALTH SYSTEM, INC. ("ST. JOHN"), AND AFFILIATES, OWN AND OPERATE A COMPREHENSIVE TERTIARY HEALTH CARE DELIVERY SYSTEM WHICH PROVIDES A FULL SPECTRUM OF HEALTH-RELATED SERVICES THROUGHOUT NORTHEASTERN OKLAHOMA. ST. JOHN, HEADQUARTERED IN TULSA, OKLAHOMA, CONDUCTS ITS OPERATIONS THROUGH EIGHT PRINCIPAL WHOLLY-OWNED OR WHOLLY-CONTROLLED SUBSIDIARIES: ST. JOHN MEDICAL CENTER, INC. (THE "MEDICAL CENTER"), ST. JOHN SAPULPA, INC. ("ST. JOHN SAPULPA"), JANE PHILLIPS HEALTH CORPORATION ("JANE PHILLIPS"), UTICA SERVICES, INC. ("UTICA"), ST. JOHN VILLAS, INC. ("ST. JOHN VILLAS"), ST. JOHN OWASSO, INC. DOING BUSINESS AS ST. JOHN HEALTH SYSTEM MANAGEMENT SERVICES, INC. ("SJMS"), OWASSO MEDICAL FACILITY, INC. ("ST. JOHN OWASSO"), AND ST. JOHN MEDICAL CENTER FOUNDATION, INC. ("ST. JOHN FOUNDATION"). ST. JOHN, THESE SUBSIDIARIES, AND ALL OTHER SUBSIDIARIES UNDER ST. JOHN'S DIRECT OR INDIRECT CONTROL OR OWNERSHIP ARE REFERRED TO HEREIN AS THE "ST. JOHN SYSTEM".

IN 2009, ST. JOHN SYSTEM WAS ONE OF THREE REGIONAL HEALTH CARE DELIVERY SYSTEMS SPONSORED OR CO-SPONSORED BY MARIAN HEALTH SYSTEM, INC. ("MARIAN"), WHICH, IN TURN, IS ULTIMATELY SPONSORED BY SISTERS OF THE SORROWFUL MOTHER, A RELIGIOUS COMMUNITY OF THE ROMAN CATHOLIC CHURCH ("SSM"). THE ST. JOHN SYSTEM SUPPORTS THE PURPOSE AND ACTIVITIES OF

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MARIAN AND ITS POWERS MUST BE EXERCISED IN ACCORDANCE WITH THE TEACHINGS, TRADITIONS AND CANON LAW OF THE ROMAN CATHOLIC CHURCH AND THE ETHICAL AND RELIGIOUS DIRECTIVES FOR CATHOLIC HEALTH FACILITIES PROMULGATED BY THE NATIONAL CONFERENCE OF CATHOLIC BISHOPS OF THE UNITED STATES CATHOLIC CONFERENCE.

THE ST. JOHN PARENT COMPANY SUPPORTS THE ACTIVITIES OF THE ENTIRE HEALTH SYSTEM BY PROVIDING EXECUTIVE LEADERSHIP AND CENTRALIZED SUPPORT AND MANAGERIAL FUNCTIONS. PARENT-LEVEL ACTIVITIES IN SUPPORT OF THE ST. JOHN SYSTEM INCLUDE STRATEGIC PLANNING, CAPITAL AND OPERATIONAL BUDGETING, HUMAN RESOURCES ADMINISTRATION, CENTRALIZED CASH MANAGEMENT AND TREASURY FUNCTIONS, INFORMATION TECHNOLOGY DEVELOPMENT AND SUPPORT, BUSINESS OFFICE, DECISION SUPPORT, AND OTHER SUPPORT AND MANAGEMENT FUNCTIONS.

IN 2009, THE ST. JOHN SYSTEM PROVIDED ACUTE CARE SERVICES THROUGH THE MEDICAL CENTER, JANE PHILLIPS, ST. JOHN SAPULPA, AND ST. JOHN OWASSO. THESE SERVICES INCLUDE A BROAD RANGE OF INPATIENT AND OUTPATIENT SERVICES SERVING THE POPULATION OF NORTHEASTERN OKLAHOMA AT FOUR MAIN HOSPITAL CAMPUSES AS WELL AS THREE ADDITIONAL CRITICAL ACCESS HOSPITALS IN RURAL OKLAHOMA AND KANSAS THAT ARE OWNED OR MANAGED BY JANE PHILLIPS, WITH A COMBINED TOTAL OF MORE THAN 800 HOSPITAL BEDS IN OPERATION. ST. JOHN ALSO HAS ENTERED INTO TWO AGREEMENTS TO MANAGE HOSPITALS - THE OKLAHOMA STATE UNIVERSITY MEDICAL CENTER (OSUMC), AN APPROXIMATE 200-BED PUBLIC HOSPITAL OWNED BY A BENEFICIAL TRUST OF THE CITY OF TULSA; AND ST. JOHN BROKEN ARROW HOSPITAL, AN APPROXIMATE 60-BED HOSPITAL IN BROKEN ARROW OKLAHOMA

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WHICH IS OWNED BY UNRELATED THIRD PARTIES, AND IS CURRENTLY UNDER CONSTRUCTION. CONSTRUCTION OF THE HOSPITAL IS VIRTUALLY COMPLETE AND IT IS EXPECTED TO OPEN IN MID-2010. THESE MANAGED FACILITIES BRING THE TOTAL HOSPITAL BED COUNT TO OVER 1,000 HOSPITAL BEDS IN SERVICE THAT ARE OWNED OR MANAGED BY ST. JOHN. ALL HOSPITALS OWNED OR MANAGED BY THE ST. JOHN SYSTEM ARE OPERATED IN ACCORDANCE WITH THE MISSION AND VALUES OF ST. JOHN.

OSUMC IS A PUBLIC HOSPITAL THAT SERVES A SUBSTANTIAL NUMBER OF UNINSURED PATIENTS AND MEDICAID BENEFICIARIES AND WHICH SERVES AS THE TEACHING HOME FOR THE TEACHING PROGRAMS OF OKLAHOMA STATE UNIVERSITIES COLLEGE OF OSTEOPATHIC MEDICINE. IT CONTINUES TO SERVE A VITAL ROLE IN TULSA AND NORTHEASTERN OKLAHOMA AS AN IMPORTANT SAFETY-NET HOSPITAL, WITH MORE THAN 40,000 ANNUAL EMERGENCY ROOM VISITS AND AN AVERAGE DAILY CENSUS OF IN EXCESS OF 80 PATIENTS. OSUMC IS NOW OPERATED IN ACCORDANCE WITH ST. JOHN'S MISSION AND VALUES, INCLUDING ADHERENCE TO THE ETHICAL AND RELIGIOUS DIRECTIVES OF THE CATHOLIC CHURCH. THE MANAGEMENT SERVICE AGREEMENT ESSENTIALLY PROVIDES THAT ST. JOHN OWASSO IS REIMBURSED AT ITS COST FOR THE MANAGEMENT SERVICES IT PROVIDES TO OSUMC. IN ADDITION TO THE MANAGEMENT SERVICES PROVIDED, ST. JOHN PROVIDES MORE THAN $2,000,000 PER YEAR IN DIRECT FINANCIAL SUPPORT TO OSUMC IN THE FORM OF CONTRIBUTIONS TO HELP OFFSET OSUMC'S OPERATING DEFICITS.

ST. JOHN'S PRINCIPAL FOR-PROFIT SUBSIDIARY, UTICA, ENGAGES IN A VARIETY OF MANAGED CARE ACTIVITIES, INCLUDING A ONE-HALF EQUITY OWNERSHIP IN

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COMMUNITYCARE MANAGED HEALTH PLANS OF OKLAHOMA, INC., AN OKLAHOMA FOR-PROFIT CORPORATION ("COMMUNITYCARE") WHICH OWNS AND OPERATES A HEALTH MAINTENANCE ORGANIZATION, A PREFERRED PROVIDER ORGANIZATION AND AN INDEMNITY COMPANY WHICH, IN THE AGGREGATE, PROVIDE FOR THE HEALTH CARE NEEDS OF MORE THAN 330,000 ENROLLEES. UTICA ALSO OWNS AND OPERATES OR MANAGES A COMPREHENSIVE CLINICAL AND ANATOMICAL LABORATORY, A MEDICAL MANAGEMENT SERVICE ORGANIZATION, A FREE-STANDING OUTPATIENT RADIOLOGY AND DIAGNOSTIC IMAGING FACILITY, SEVERAL URGENT CARE CENTERS, A PHARMACY, AND VARIOUS OTHER MEDICAL PRACTICE FACILITIES. IN ADDITION, ST. JOHN THROUGH UTICA AND ITS SUBSIDIARIES, EMPLOYS APPROXIMATELY 250 PHYSICIANS PLUS APPROXIMATELY 50 "MID-LEVEL PROVIDERS", AND ALSO MANAGES THE MEDICAL PRACTICES OF CERTAIN NON-EMPLOYED PHYSICIANS. ST. JOHN, THROUGH UTICA AND OTHER ENTITIES, IS ALSO AN INVESTOR IN SEVERAL JOINT VENTURES WITH PHYSICIAN OWNERS, INCLUDING TWO AMBULATORY SURGERY CENTERS.

ST. JOHN'S FUNDRAISING ACTIVITIES ARE CONDUCTED THROUGH ST. JOHN FOUNDATION, A CHARITABLE FOUNDATION WHICH SEEKS GIFTS, BEQUESTS, AND ENDOWMENTS, ALL OF WHICH ARE USED IN FURTHERANCE OF ST. JOHN'S CHARITABLE ACTIVITIES.

ST. JOHN CONDUCTS A VARIETY OF SENIOR AND LOW-INCOME LONG-TERM CARE ACTIVITIES IN NORTHEASTERN OKLAHOMA THROUGH ST. JOHN VILLAS. ST. JOHN VILLAS PROVIDES COMPREHENSIVE NURSING-CARE AND LONG-TERM RESIDENTIAL FACILITIES THAT ARE DESIGNED FOR SENIORS IN NEED OF LONG-TERM NURSING CARE OR WHO ARE RECOVERING FROM ILLNESS OR INJURY. INDEPENDENT AND

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ASSISTED LIVING FACILITIES PROVIDE SENIORS WITH A SAFE AND SECURE ENVIRONMENT TO HELP THEM LIVE HAPPY AND FULFILLED LIVES. ST. JOHN VILLAS ALSO OPERATES "HUD" LOW INCOME HOUSING PROJECTS, INCLUDING HOUSING FOR PHYSICALLY-CHALLENGED LOW-INCOME INDIVIDUALS. TOGETHER THE ST. JOHN VILLAS OPERATE BEDS OR APARTMENTS FOR APPROXIMATELY 540 SENIORS AND LOW-INCOME INDIVIDUALS. DURING 2008, A NEW "HUD" LOW INCOME HOUSING PROJECT WAS COMPLETED IN COLLINSVILLE, OKLAHOMA, CALLED ST. THERESA OF AVILA VILLA, THE NEW PROJECT PROVIDES HOUSING FOR APPROXIMATELY 40 MORE LOW-INCOME INDIVIDUALS.

THE MEDICAL CENTER, LOCATED IN TULSA, OKLAHOMA, IS A FULL-SERVICE TERTIARY HOSPITAL WHICH PROVIDES A BROAD RANGE OF IN-PATIENT AND OUT-PATIENT HEALTH CARE SERVICES. THE MEDICAL CENTER IS A TERTIARY REFERRAL CENTER AND SERVES AS ONE OF TWO PRIMARY TRAUMA REFERRAL CENTERS FOR TULSA AND NORTHEASTERN OKLAHOMA. IT RECENTLY BECAME NORTHEASTERN OKLAHOMA'S ONLY ACCREDITED STROKE CENTER AND IT SERVES AS THE PRIMARY TULSA TEACHING HOSPITAL FOR THE UNIVERSITY OF OKLAHOMA'S COLLEGE OF MEDICINE RESIDENCY PROGRAMS FOR INTERNAL MEDICINE AND SURGERY. ST. JOHN MEDICAL CENTER IS TULSA AND NORTHEASTERN OKLAHOMA'S ONLY ACS LEVEL II TRAUMA CENTER AND ONLY JOINT COMMISSION-ACCREDITED STROKE CENTER. THE MEDICAL CENTER OFFERS ADVANCED SERVICES IN TRAUMA, NEUROLOGICAL AND NEUROSURGICAL (INCLUDING STROKE), CARDIOLOGY AND CARDIOTHORACIC SURGERY, KIDNEY TRANSPLANT, ADULT, PEDIATRIC AND NEONATAL INTENSIVE CARE, CANCER TREATMENT, JOINT REPLACEMENT, AND MANY OTHER AREAS.

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MISSION AND VALUES

AS A CATHOLIC HEALTHCARE ORGANIZATION, ST. JOHN CARRIES ON THE MISSION OF ITS SPONSORS - THE SISTERS OF THE SORROWFUL MOTHER THROUGH MARIAN; THAT OF CONTINUING THE HEALING MINISTRY OF JESUS CHRIST. IT OPERATES IN CONFORMANCE WITH "THE ETHICAL AND RELIGIOUS DIRECTIVES FOR CATHOLIC HEALTH FACILITIES". FAITHFUL TO THE SPONSORSHIP MISSION, PHILOSOPHY AND VALUES, ST. JOHN'S MISSION IS TO PROVIDE HEALTHCARE AND RELATED MINISTRIES FOR THE PEOPLE SERVED, ESPECIALLY THE SICK, THE POOR AND THE POWERLESS. THE CATCH PHRASE TO CAPTURE THIS MISSION OF SERVICE IS "MEDICAL EXCELLENCE - COMPASSIONATE CARE". THIS IS ALSO OUR PROMISE TO THOSE WHO SEEK OUR SERVICES. THE BOARD OF DIRECTORS, MANAGEMENT AND EMPLOYEES OF ST. JOHN ARE GUIDED IN THEIR DAY-TO-DAY ACTIONS AND INTERACTIONS WITH THOSE WHO SERVE AND WHO ARE SERVED BY THE CORE VALUES OF SERVICE, HUMAN DIGNITY, PRESENCE AND WISDOM.

ST. JOHN COLLABORATES WITH OTHER INDIVIDUALS AND INSTITUTIONS IN THE VARIOUS COMMUNITIES IT SERVES TO ASCERTAIN COMMUNITY NEEDS AND PROVIDES A BROAD RANGE OF SERVICES ALONG THE HEALTHCARE CONTINUUM TO HELP MEET THOSE NEEDS. PROGRAMS AND SERVICES INCLUDE PREVENTATIVE, DIAGNOSTIC, THERAPEUTIC AND REHABILITATIVE PROGRAMS, INCLUDING EMPHASIS ON HEALTH PROMOTION AND DISEASE PREVENTION. ST. JOHN ALSO ADVOCATES FOR PUBLIC POLICIES WHICH ADVANCE A HEALTHY AND JUST SOCIETY. ST. JOHN WORKS WITH LOCAL, STATE AND NATIONAL LEADERS AND ORGANIZATIONS TO BRING ABOUT A HEALTHCARE DELIVERY SYSTEM THAT PROVIDES DIGNIFIED ACCESS TO AND

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AFFORDABLE HEALTHCARE FOR ALL PERSONS.

GOVERNANCE

THE ADMINISTRATIVE POWERS OF ST. JOHN ARE VESTED IN ITS BOARD OF DIRECTORS, WHICH CONTROLS AND MANAGES THE PROPERTIES, AFFAIRS AND FUNDS OF ST. JOHN, SUBJECT TO RESERVATION OF CERTAIN POWERS BY MARIAN. MARIAN HAS RESERVED THE RIGHT TO SET OVERALL STRATEGIC DIRECTION, CHANGE THE BYLAWS OF ST. JOHN, APPOINT ITS PRINCIPAL EXECUTIVE OFFICERS, APPROVE CERTAIN BORROWINGS, ANNUAL BUDGETS AND ACQUISITIONS AND DIVESTITURES OF CERTAIN PROPERTY, APPROVE ST. JOHN'S INDEPENDENT ACCOUNTING FIRM AND ELECT OR APPOINT ITS BOARD OF DIRECTORS.

THE BOARD MEETS ON A BI-MONTHLY BASIS AND REVIEWS RECOMMENDATIONS OF ITS COMMITTEES, WHICH INCLUDE AN EXECUTIVE COMMITTEE, AN AUDIT COMMITTEE, A FINANCE AND INVESTMENT COMMITTEE, A STRATEGIC PLANNING COMMITTEE, A COMPENSATION COMMITTEE, AND A NOMINATING COMMITTEE. THE EXECUTIVE COMMITTEE CONSISTS OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER OF ST. JOHN AS WELL AS CERTAIN OTHER BOARD MEMBERS AND MAY EXERCISE THE AUTHORITY OF THE BOARD IN THE ABSENCE OF A REGULAR OR SPECIAL MEETING OF THE BOARD. WITH THE EXCEPTION OF THE EXECUTIVE, AUDIT, NOMINATING AND BYLAWS COMMITTEES, WHICH ARE COMPRISED SOLELY OF BOARD MEMBERS, BOARD COMMITTEES ARE GENERALLY COMPRISED OF BOARD MEMBERS, ST. JOHN MEDICAL AND ADMINISTRATIVE STAFF AND COMMUNITY REPRESENTATIVES.

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COMMUNITY BENEFIT

IN MEASURING AND REPORTING QUANTIFIABLE COMMUNITY BENEFIT, ST. JOHN FOLLOWS GUIDELINES PROMULGATED BY THE CATHOLIC HEALTH ASSOCIATION OF THE UNITED STATES AND ENDORSED BY OTHER ORGANIZATIONS. UNCOMPENSATED CARE AND OTHER ELEMENTS OF COMMUNITY BENEFIT ARE MEASURED AT THE UNREIMBURSED ESTIMATED COST OF SERVICES OR RESOURCES PROVIDED.

THE ST. JOHN SYSTEM SERVES AS AN IMPORTANT SAFETY NET PROVIDER OF A BROAD CONTINUUM OF HEALTH CARE SERVICES TO THE CITIZENS OF NORTHEASTERN OKLAHOMA AND THE SURROUNDING REGION. EACH OF ITS FOUR MAIN HOSPITALS OPERATES A FULL-SERVICE, 24-HOUR, 365-DAY EMERGENCY ROOM PROVIDING BOTH URGENT AND EMERGENCY CARE TO ALL INDIVIDUALS, REGARDLESS OF THEIR ABILITY TO PAY. THE MEDICAL CENTER SERVES AS ONE OF ONLY THREE ADVANCED TRAUMA REFERRAL CENTERS FOR THE ENTIRE STATE OF OKLAHOMA, AND TULSA'S ONLY ACCREDITED STROKE CENTER. IT ALSO SERVES AS THE HOST HOSPITAL FOR THE MEDICAL RESIDENCY PROGRAMS FOR INTERNAL MEDICINE AND GENERAL SURGERY FOR THE UNIVERSITY OF OKLAHOMA'S TULSA COLLEGE OF MEDICINE. ST. JOHN SYSTEM IS WORKING COLLABORATIVELY WITH OTHER INTERESTED PARTIES TO EXPAND AND IMPROVE ACCESS TO MEDICAL CARE FOR TULSA AND NORTHEASTERN OKLAHOMA'S NEEDIEST INDIVIDUAL. THROUGH A PROGRAM FORMERLY CALLED THE "NORTHLAND PROJECT" AND NOW CALLED THE "MEDICAL ACCESS PROGRAM" OR "MAP" (ESTABLISHED WITH DONATED DOLLARS FROM THE CHAPMAN TRUSTS), ST. JOHN HAS PROVIDED DIRECT FINANCIAL SUPPORT TO UNIVERSITY OF OKLAHOMA'S BEDLAM CLINICS AND TO THE GOOD SAMARITAN AND OTHER CLINICS TO EXPAND THE

OPERATIONS AND REACH OF THEIR FREE PRIMARY CARE CLINICS. THE MEDICAL CENTER ALSO OPERATES THE NORTHLAND DIAGNOSTIC CENTER AS A HOSPITAL-BASED DIAGNOSTIC IMAGING CENTER WHICH PROVIDES FREE IMAGING SERVICES TO UNINSURED INDIVIDUALS WHO ARE REFERRED BY ST. JOHN'S PARTNERS IN THE MAP INITIATIVE. MORE INFORMATION ON THE MAP IS PRESENTED BELOW.

IN ITS FISCAL YEARS ENDED SEPTEMBER 30, 2009 AND 2008, ST. JOHN WAS ABLE TO IDENTIFY AND QUANTIFY $76,885,000 AND $74,070,000 OF TOTAL QUANTIFIABLE COMMUNITY BENEFIT, RESPECTIVELY, PROVIDED TO OVER THOUSANDS OF INDIVIDUALS DIRECTLY SERVED EACH YEAR. THESE AMOUNTS REPRESENT APPROXIMATELY 10.3% AND 11.4% OF THE ST. JOHN SYSTEM'S 2009 AND 2008 CONSOLIDATED NET PATIENT SERVICE REVENUE AND APPROXIMATELY 8.8% AND 9.5% OF THE ST. JOHN SYSTEM'S 2009 AND 2008 CONSOLIDATED TOTAL OPERATING REVENUES, RESPECTIVELY. IN ADDITION TO THE QUANTIFIABLE COMMUNITY BENEFIT DESCRIBED ABOVE, THE ST. JOHN SYSTEM CHARGED $44,692,000 AND $37,837,000 TO THE CONSOLIDATED PROVISION FOR BAD DEBTS IN 2009 AND 2008, WHICH WERE NOT INCLUDED IN THE TOTAL QUANTIFIABLE COMMUNITY BENEFIT FOR EITHER YEAR.

THE ST. JOHN SYSTEM CONSIDERS CARE FOR THE POOR TO BE AN ESSENTIAL PART OF ITS MISSION OF SERVICE TO THE COMMUNITY. THE TOTAL COST OF CARE FOR THE POOR INCLUDES THE COST OF CHARITY CARE, THE UNREIMBURSED COST OF SERVICES TO MEDICAID BENEFICIARIES (TOGETHER REFERRED TO AS "UNCOMPENSATED CARE FOR THE POOR") AND THE COST OF SPECIAL PROGRAMS OR OTHER ACTIVITIES SPECIFICALLY TARGETED TO INCREASE ACCESS TO CARE OR

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PROVIDE OTHER SERVICES TO THE POOR. THE CONSOLIDATED COMBINED COST OF UNCOMPENSATED CARE FOR THE POOR FOR THE YEARS ENDED SEPTEMBER 30, 2009 AND 2008 WAS ESTIMATED TO BE APPROXIMATELY $60,082,000 AND $59,676,000, RESPECTIVELY. THE FOLLOWING TABLES SUMMARIZE 2009 AND 2008 QUANTIFIABLE COMMUNITY BENEFIT:

YEAR ENDED SEPTEMBER 30, 2009	PERSONS SERVED	EST. COST
CARE FOR THE POOR:		
COST OF CHARITY CARE	65,100	$ 37,126,000
UNREIMBURSED MEDICAID	70,700	22,956,000
TOTAL CARE FOR THE POOR	135,800	60,082,000
COMMUNITY HEALTH SERVICES	28,100	1,070,000
GRADUATE MEDICAL EDUCATION & OTHER HEALTH PROFESSIONS EDUCATION	2,800	12,807,000
SUBSIDIZED HEALTH SERVICES	600	1,424,000
RESEARCH	---	136,000
FINANCIAL CONTRIBUTIONS TO OTHERS	26,700	1,360,000
COMMUNTIY BUILDING AND OTHER	---	6,000
TOTAL QUANTIFIABLE COMMUNITY BENEFIT	194,400	$ 76,885,000

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NOTE - DONATIONS AND OTHER FINANCIAL SUPPORT RECEIVED AND USED TO PARTIALLY OFFSET THE COSTS INCURRED TOTALED $3,089,000.

YEAR ENDED SEPTEMBER 30, 2008	PERSONS SERVED	EST. COST
CARE FOR THE POOR:		
COST OF CHARITY CARE	60,000	$ 39,275,000
UNREIMBURSED MEDICAID	46,100	20,401,000
TOTAL CARE FOR THE POOR	106,100	59,676,000
COMMUNITY HEALTH SERVICES	30,800	749,000
GRADUATE MEDICAL EDUCATION	300	5,023,000
OTHER HEALTH PROFESSIONS EDUCATION	2,500	3,217,000
SUBSIDIZED HEALTH SERVICES	600	2,087,000
RESEARCH	---	121,000
FINANCIAL CONTRIBUTIONS TO OTHERS	74,700	3,192,000
COMMUNTIY BUILDING AND OTHER	800	5,000
TOTAL QUANTIFIABLE COMMUNITY BENEFIT	215,800	$ 74,070,000

NOTE - DONATIONS AND OTHER FINANCIAL SUPPORT RECEIVED AND USED TO

PARTIALLY OFFSET THE COSTS INCURRED TOTALED $6,338,000.

"CARE FOR THE POOR" INCLUDES THE ESTIMATED COST OF CARE CLASSIFIED AS CHARITY CARE PLUS THE ESTIMATED EXCESS OF THE COST OF SERVICES PROVIDED TO MEDICAID BENEFICIARIES OVER THE PAYMENTS RECEIVED FROM MEDICAID. "CARE FOR THE POOR" DOES NOT INCLUDE THE COST OF SERVICES CLASSIFIED AND WRITTEN OFF AS BAD DEBTS OR THE EXCESS OF THE COST OF SERVICES PROVIDED TO MEDICARE BENEFICIARIES OVER THE PAYMENTS RECEIVED FROM MEDICARE. DURING 2009, THE ST. JOHN SYSTEM RECORDED $44,692,000 IN THE CONSOLIDATED PROVISION FOR BAD DEBTS. THE ESTIMATED COST OF THESE SERVICES CLASSIFIED AS BAD DEBT WAS APPROXIMATELY $23,294,000. DURING 2008, THE ST. JOHN SYSTEM RECORDED $37,837,000 IN THE CONSOLIDATED PROVISION FOR BAD DEBTS. THE ESTIMATED COST OF THESE SERVICES CLASSIFIED AS BAD DEBT WAS APPROXIMATELY $20,776,000. IN 2009 AND 2008, THE ST. JOHN SYSTEM ESTIMATED THE DIFFERENCE OR SHORTFALL BETWEEN THE COST OF PROVIDING SERVICES TO MEDICARE BENEFICIARIES AND REIMBURSEMENT RECEIVED FROM MEDICARE FOR SUCH SERVICES TO BE APPROXIMATELY $74,646,000 AND $78,536,000, RESPECTIVELY.

CHARITY AND UNCOMPENSATED CARE

ST. JOHN SYSTEM'S HOSPITALS, SENIOR-CARE AND OTHER FACILITIES PROVIDE SERVICES WITHOUT REGARD TO A PATIENT'S ABILITY TO PAY. THE HOSPITALS PROVIDE A DISCOUNT OF AT LEAST 25% OF BILLED CHARGES TO ALL UNINSURED PATIENTS. UNINSURED PATIENTS ALSO MAY QUALIFY FOR AN ADDITIONAL 10%

PROMPT PAY DISCOUNT. IN ADDITION TO THESE AUTOMATIC DISCOUNTS, PATIENTS CAN APPLY FOR FINANCIAL ASSISTANCE UP TO AND INCLUDING FREE CARE. THE DETERMINATION OF THE PATIENT'S QUALIFICATION FOR FINANCIAL ASSISTANCE IS BASED ON AN OBJECTIVE DETERMINATION OF THE PATIENT'S FINANCIAL RESOURCES AND ABILITY TO PAY. IN GENERAL, ALL UNINSURED PATIENTS WITH HOUSEHOLD INCOMES OF LESS THAN 150% OF THE FEDERAL POVERTY GUIDELINES QUALIFY FOR FREE CARE. PATIENTS WITH HOUSEHOLD INCOMES LESS THAN 300% OF FEDERAL POVERTY QUALIFY FOR SLIDING SCALE DISCOUNTS THAT ARE IN ADDITION TO THE AUTOMATIC DISCOUNT PROVIDED TO ALL UNINSURED PATIENTS. OTHER ENTITIES IN THE ST. JOHN SYSTEM ALSO PROVIDE CHARITY CARE BASED ON INDIVIDUAL DETERMINATIONS OF NEED.

DURING THE FISCAL YEARS ENDED SEPTEMBER 30, 2009 AND 2008, THE ST. JOHN SYSTEM PROVIDED CONSOLIDATED CHARITY CARE OF APPROXIMATELY $85,963,000 AND $84,445,000, RESPECTIVELY, BASED ON THE CHARGES FOREGONE (AS OPPOSED TO COST OF CARE). IN ADDITION, THE ST. JOHN SYSTEM PROVIDED CARE TO MEDICAID BENEFICIARIES FOR REIMBURSEMENT THAT GENERALLY WAS LESS THAN THE COST OF THE SERVICES PROVIDED. MEDICAID CONTRACTUAL ALLOWANCES (THE DIFFERENCE BETWEEN BILLED CHARGES AND PAYMENTS RECEIVED AS OPPOSED TO THE UNREIMBURSED COST OF PROVIDING THE SERVICES) FOR THE FISCAL YEARS ENDED SEPTEMBER 30, 2009 AND 2008 WERE APPROXIMATELY $96,298,000 AND $81,159,000, RESPECTIVELY.

THE "MEDICAL ACCESS PROGRAM" ("MAP")

DURING 2009, THE MEDICAL CENTER ALSO CONTINUED WORK ON AN OUTREACH PROJECT TO IMPROVE ACCESS TO MEDICAL CARE TO THE POOR THAT IS REFERRED TO AS THE "MEDICAL ACCESS PROGRAM" ("MAP"). SUPPORTED IN PART BY FUNDING FROM THE CHAPMAN TRUSTS (A COLLECTION OF PRIVATE TRUSTS OF WHICH THE MEDICAL CENTER IS ONE OF THE BENEFICIARIES), THE PROGRAM IS A COMPREHENSIVE EFFORT TO PROVIDE INCREASED ACCESS TO MEDICAL SERVICES ACROSS A BROAD CONTINUUM OF CARE TO THE POOR AND DISADVANTAGED IN THE TULSA METROPOLITAN AREA. THE PROGRAM IS A COLLABORATIVE EFFORT LED BY THE MEDICAL CENTER THAT INCLUDES FINANCIAL SUPPORT FOR NEW AND EXISTING COMMUNITY OUTREACH ACTIVITIES. KEY ELEMENTS OF THE PROGRAM INCLUDE:

*EXPANDED FREE PRIMARY CARE CLINIC VISITS PROVIDED PRIMARILY THROUGH DIRECT FUNDING PROVIDED TO THE UNIVERSITY OF OKLAHOMA'S BEDLAM CLINICS, GOOD SAMARITAN MOBILE CLINICS AND OTHER FREE CLINICS. THESE CLINICS HAVE BEEN ABLE TO SIGNIFICANTLY EXPAND THE NUMBER OF PRIMARY AND URGENT CARE PATIENT ENCOUNTERS EACH YEAR WITH THE ADDITIONAL FUNDING PROVIDED THROUGH MAP. THIS HAS INCLUDED THE BEDLAM CLINIC'S GROWING PROGRAM OF SCHOOL-BASED CLINICS. PLACED IN MANY OF THE AREA'S PUBLIC SCHOOLS CONSIDERED TO HAVE THE HIGHEST NUMBERS OF DISADVANTAGED AND "AT RISK" STUDENTS, THESE CLINICS HAVE HELPED TO DECREASE ABSENTEEISM AND INCREASE IMMUNIZATION RATES, AS WELL AS PROVIDING MANY OTHER BENEFITS TO THE SCHOOLS AND POPULATIONS WHICH THEY SERVE.

*DEVELOPMENT OF A FREE DIAGNOSTIC IMAGING CENTER LOCATED IN THE NORTHLAND SHOPPING CENTER TO WHICH ELIGIBLE PATIENTS CAN BE REFERRED TO RECEIVE FREE DIAGNOSTIC IMAGING SERVICES, INCLUDING BASIC X-RAY, CT AND MRI. THE DIAGNOSTIC CENTER CONTINUES TO PROVIDE FREE DIAGNOSTIC EXAMS FOR

PATIENTS REFERRED BY MAP PARTNERS.

*EXPANSION OF ACCESS TO FREE SPECIALTY MEDICAL SERVICES BY REOPENING OR EXPANDING SPECIALTY CLINICS IN COLLABORATION WITH UNIVERSITY OF OKLAHOMA AND OTHER PARTIES AND BY DIRECT REFERRALS FROM THE PRIMARY CARE CLINICS TO PRIVATE PHYSICIANS. EXAMPLES WOULD BE TREATMENT OF PATIENTS WITH CANCER DIAGNOSES, AND OTHER LIFE THREATENING ILLNESSES OR INJURIES. EXPANSION OF THIS REFERRAL PROGRAM CONTINUES.

*EXPANSION OF ACCESS TO FREE PRESCRIPTION AND OTHER MEDICATIONS IN COLLABORATION WITH THE PRIMARY CARE CLINICS AND UNIVERSITY OF OKLAHOMA BY ESTABLISHING A DRUG FORMULARY AND MECHANISM TO DISPENSE FREE MEDICATIONS TO ELIGIBLE PATIENTS. A "STEP" PHARMACY THAT PROVIDES FREE MEDICATIONS FOR PATIENTS REFERRED BY MAP PARTNERS IS OPEN AND ALSO PROVIDES MAIL ORDER FREE MEDICATIONS TO QUALIFYING PATIENTS.

THE MAP GREW IN 2009 IT IS HOPED THAT THE MAP CAN CONTINUE TO GROW AND SERVE AS A MODEL FOR COLLABORATION AND OUTREACH THAT CAN NOT ONLY BE USED TO PROVIDE MORE EFFECTIVE HEALTH CARE IN TULSA TO ITS MOST NEEDY CITIZENS, BUT ALSO SERVE AS A MODEL FOR OTHER COMMUNITIES.

MEDICAL EDUCATION

THE MEDICAL CENTER PARTICIPATES IN A CITY-WIDE RESIDENT TRAINING PROGRAM ADMINISTERED BY THE UNIVERSITY OF OKLAHOMA COLLEGE OF MEDICINE - TULSA AND THE TULSA MEDICAL EDUCATION FOUNDATION. THE MEDICAL CENTER IS THE PRIMARY ENTITY WHICH HOSTS THE INTERNAL MEDICINE AND SURGICAL RESIDENCY

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

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2008

Open to Public Inspection

Name of the organization

Employer identification number

PROGRAMS. THE MEDICAL CENTER PROVIDES ANNUAL FINANCIAL SUPPORT TO THE TULSA MEDICAL EDUCATION FOUNDATION TO FURTHER ITS EDUCATIONAL ACTIVITIES. THE MEDICAL CENTER ALSO SUPPORTS THE INITIATIVES OF THE TULSA HOSPITAL COUNCIL TO PROVIDE FINANCIAL SUPPORT TO EXPAND ENROLLMENTS IN AREA ALLIED HEALTH AND NURSING EDUCATIONAL PROGRAMS. THE MEDICAL CENTER MAINTAINS AFFILIATIONS WITH A NUMBER OF AREA MEDICAL EDUCATION FACILITIES AND ORGANIZATIONS TO PROMOTE THE OFFERING AND ENHANCEMENT OF BASIC AND CONTINUING MEDICAL, NURSING AND ALLIED HEALTH EDUCATION. EDUCATIONAL AFFILIATIONS FOR TRAINING OF NON-PHYSICIAN MEDICAL PERSONNEL INCLUDE THE FOLLOWING INSTITUTIONS: UNIVERSITY OF OKLAHOMA, LANGSTON UNIVERSITY, UNIVERSITY OF TULSA, ROGERS STATE COLLEGE, OKLAHOMA STATE UNIVERSITY, AND SEVERAL OTHER INSTITUTIONS. THE MEDICAL CENTER MAINTAINS A CONTINUING EDUCATION PROGRAM WHICH IS ACCREDITED TO AWARD CATEGORY I EDUCATION CREDITS TO PARTICIPATING PHYSICIANS. JANE PHILLIPS ALSO PARTICIPATES IN MEDICAL EDUCATION ACTIVITIES BY PROVIDING FINANCIAL SUPPORT TO TULSA MEDICAL EDUCATION FOUNDATION AND ACCEPTING ROTATIONAL ASSIGNMENTS FOR CERTAIN RESIDENTS AND BY PROVIDING FINANCIAL SUPPORT TO AREA SCHOOLS TO SUPPORT NURSING EDUCATION.

OTHER COMMUNITY BENEFIT AND OUTREACH ACTIVITIES

THE SENIOR CARE FACILITIES OPERATED BY THE ST. JOHN SYSTEM OPERATE AT A LOSS, AS DO THE CRITICAL ACCESS HOSPITALS. THE ST. JOHN SYSTEM CONSIDERS THESE SUBSIDIZED ACTIVITIES TO BE ESSENTIAL COMPONENTS OF ITS MISSION OF SERVICE. THE ST. JOHN SYSTEM PROVIDES OTHER FORMS OF COMMUNITY BENEFIT IN

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THE FORM OF FREE, OR REDUCED-CHARGE EDUCATIONAL SEMINARS FOR THE GENERAL PUBLIC ON WIDE RANGING TOPICS FROM PRENATAL CARE TO CHRONIC DISEASE MANAGEMENT. IT PARTICIPATES IN COMMUNITY-WIDE HEALTH SCREENING EVENTS, BLOOD DONATION DRIVES, AND A NUMBER OF OTHER OUTREACH ACTIVITIES TO IMPROVE THE HEALTH STATUS OF THE RESIDENTS OF NORTHEASTERN OKLAHOMA AND THE SURROUNDING AREA.

OTHER PROGRAM SERVICE ACCOMPLISHMENTS

AS PREVIOUSLY DISCUSSED, THE ST. JOHN SYSTEM IS ORGANIZED AND OPERATED TO PROVIDE MEDICAL EXCELLENCE AND COMPASSIONATE CARE TO THE CITIZENS OF NORTHEASTERN OKLAHOMA, WITH A SPECIAL PREFERENCE FOR THE POOR AND DISADVANTAGED. TO THAT END, THE ENTITIES IN THE ST. JOHN SYSTEM PROVIDED A BROAD CONTINUUM OF SERVICES IN THE YEAR ENDED SEPTEMBER 30, 2009, INCLUDING:

AVERAGE COMBINED DAILY ADULT AND PEDIATRIC INPATIENT CENSUS	484
AVERAGE COMBINED DAILY SENIOR CARE NURSING AND RESIDENTIAL CENSUS	395
TOTAL COMBINED HOSPITAL ADMISSIONS	36,440
TOTAL COMBINED HOSPITAL EMERGENCY ROOM VISITS	126,420
TOTAL COMBINED SURGICAL CASES	27,454
TOTAL COMBINED OUTPATIENT AND DIAGNOSTIC REGISTRATIONS	413,362

SCHEDULE O (Form 990)

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TOTAL LABORATORY PROCEDURES (OUTREACH AND HOSPITAL) 6,679,495

TOTAL PATIENT VISITS IN EMPLOYED PHYSICIAN OFFICES AND URGENT CARE CLINICS 596,027

AS A PERCENTAGE OF BILLED CHARGES, SERVICES PROVIDED TO UNINSURED INDIVIDUALS AND MEDICAID BENEFICIARIES WERE APPROXIMATELY 14% FOR THE ST. JOHN SYSTEM IN 2009. SERVICES PROVIDED TO MEDICARE BENEFICIARIES WERE APPROXIMATELY 47% OF TOTAL BILLED CHARGES FOR THE ST. JOHN SYSTEM IN 2009.

SUMMARY

AS THE NUMBER OF INVESTOR AND PHYSICIAN-OWNED HOSPITALS AND MEDICAL FACILITIES CONTINUES TO GROW IN THE TULSA AND NORTHEASTERN OKLAHOMA MARKETPLACE, AND AS MORE PHYSICIANS INVEST IN THOSE FACILITIES, THE ST. JOHN SYSTEM'S ROLE AS ONE OF THE SIGNIFICANT SAFETY-NET HEALTH CARE PROVIDERS FOR THE REGION CONTINUES TO GROW IN PROMINENCE. WHILE SOME OF THE INVESTOR AND PHYSICIAN-OWNED FACILITIES IN NORTHEASTERN OKLAHOMA UNDOUBTEDLY CONTINUE TO PROVIDE SIGNIFICANT LEVELS OF UNCOMPENSATED CARE, THE FINANCIAL INCENTIVES THAT MOTIVATED THEM TO INVEST IN HEALTH CARE AS A BUSINESS, SERVE AS DISINCENTIVES FOR THEM TO CONTINUE TO EXPAND THE AMOUNT OF UNCOMPENSATED CARE THEY PROVIDE. UNLIKE INVESTOR-OWNED FACILITIES WHICH EXIST TO GENERATE AND RETURN A PROFIT TO THEIR OWNERS, ST. JOHN REINVESTS 100% OF ANY PROFITS DERIVED INTO NEW AND EXPANDED SERVICES TO THE COMMUNITY. AS THE NUMBER AND COST OF CARE FOR THE POOR

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CONTINUES TO GROW AT ST. JOHN, AND INVESTOR-OWNED FACILITIES SEEK TO LIMIT THE UNCOMPENSATED CARE THEY PROVIDE AND TO GAIN LARGER SHARES OF COMMERCIALLY-INSURED PATIENTS AND PROFITABLE SERVICES LINES, ST. JOHN AND OTHER SAFETY NET PROVIDERS ARE PLACED UNDER AN INCREASING FINANCIAL CHALLENGE THAT THREATENS TO LIMIT THE AMOUNT OF CARE FOR THE POOR THAT ST. JOHN CAN RESPONSIBLY PROVIDE AND FINANCIALLY SUSTAIN IN THE FUTURE. ST. JOHN IS NOT OPTIMISTIC THAT RECENTLY ENACTED FEDERAL HEALTH CARE LEGISLATION WILL DIMINISH THE ECONOMIC CHALLENGES FACED BY ST. JOHN IN EITHER THE SHORT TERM OR LONG TERM AS IT STRIVES TO CONTINUE ITS MISSION OF SERVICE.

THE ST. JOHN SYSTEM IS VERY PROUD OF ITS HISTORY OF SERVICE TO THE COMMUNITY AND VIEWS ITS RESPONSIBILITY TO CONTINUE TO PROVIDE MEDICAL SERVICES TO EVERYONE, ESPECIALLY THE POOR AND DISADVANTAGED, VERY SERIOUSLY. AS ST. JOHN CONTINUES TO FACE GROWING FINANCIAL CHALLENGES, IT BECOMES INCREASINGLY DIFFICULT TO SUSTAIN OUR MISSION OF SERVICE. NEVERTHELESS, WE BELIEVE THAT THE QUANTIFIABLE COMMUNITY BENEFIT, AS WELL AS THE MANY OTHER AREAS OF SERVICE PROVIDED BY THE ST. JOHN SYSTEM AND IDENTIFIED IN 2009, REPRESENT A SOUND RECORD OF STEWARDSHIP AND A SIGNIFICANT CONTRIBUTION TO THE WELL BEING OF BOTH THE COLLECTIVE COMMUNITIES AND INDIVIDUALS WITHIN THOSE COMMUNITIES WE SERVE.

Name of the organization	Employer identification number
ST. JOHN HEALTH SYSTEM, INC.	73-1215174

GENERAL STATEMENT 2

PART V: QUESTION 2A

THE TAXPAYER HAS AN AGENCY RELATIONSHIP FOR PAYROLL PURPOSES WITH AN AFFILIATE, ST. JOHN MEDICAL CENTER, INC. (SJMC), EIN 73-0579286 SO THAT THE SALARIES OF TAXPAYER'S WORKERS ARE REPORTED ON SJMC'S FORM 941 AND REIMBURSED BY ST. JOHN HEALTH SYSTEM, INC. THEREFORE, THESE EMPLOYEES ARE REPORTED ON SJMC'S FORM 990, QUESTION 2A. THESE EMPLOYEES ALSO PARTICIPATE IN THE SECTION 403(B) PLAN SPONSORED BY SJMC.

Name of the organization	Employer identification number
ST. JOHN HEALTH SYSTEM, INC.	73-1215174

GENERAL STATEMENT 3

PART VI: QUESTION 2

RELATED PARTIES	TYPE OF RELATIONSHIP
SHARON BELL AND ROBERT LAFORTUNE	BUSINESS

Name of the organization	Employer identification number
ST. JOHN HEALTH SYSTEM, INC.	73-1215174

GENERAL STATEMENT 4

PART VI: QUESTION 10

THE ORGANIZATION HAS HIRED A THIRD PARTY PREPARER EXPERIENCED IN THE PREPARATION OF FORM 990 TO ASSIST IN THE PREPARATION OF THE RETURN. THE EXECUTIVE VICE PRESIDENT/CHIEF FINANCIAL OFFICER AND CONTROLLER WILL WORK CLOSELY WITH THE PAID PREPARER IN GATHERING THE INFORMATION FOR THE RETURN AND WILL PERFORM THE INITIAL DETAILED REVIEW OF THE RETURN. THE RETURN WILL THEN BE REVIEWED BY THE ST. JOHN HEALTH SYSTEM AUDIT COMMITTEE (AS DELEGATED BY THE BOARD OF THE FILING ORGANIZATION). A COPY OF THE RETURN WILL BE PROVIDED TO ALL VOTING BOARD MEMBERS PRIOR TO FILING.

Name of the organization	Employer identification number
ST. JOHN HEALTH SYSTEM, INC.	73-1215174

GENERAL STATEMENT 5

PART VI: QUESTION 12C

AT EVERY FISCAL YEAR END, ST. JOHN HEALTH SYSTEM (SJHS) DISTRIBUTES A COPY OF THE CURRENT CONFLICT OF INTEREST POLICY AND PROCEDURE BULLETIN, TOGETHER WITH AN EXPLANATION AND QUESTIONNAIRE TO THE MEMBERS OF THE BOARD OF DIRECTORS, ADMINISTRATIVE OFFICERS AND KEY EMPLOYEES OF SJHS, ITS SUBSIDIARIES AND AFFILIATES. THE BOARD MEMBERS, ADMINISTRATIVE OFFICERS AND KEY EMPLOYEES OF SJHS, ITS SUBSIDIARIES AND AFFILIATES MUST COMPLETE THE QUESTIONNAIRE AND RETURN IT TO THE DESIGNATED SJHS OFFICIAL WITHIN TWO WEEKS OF RECEIPT. COMPLETED QUESTIONNAIRES ARE REVIEWED AND SUMMARIZED BY THE VICE PRESIDENT, CORPORATE COMPLIANCE AND INTEGRITY, OR HIS/HER DESIGNEE. THAT INDIVIDUAL THEN PRESENTS THE QUESTIONNAIRE RESULTS TO THE HEADS OF EACH HOSPITAL FOR FURTHER PROVISION TO THE VARIOUS BOARDS' AUDIT AND COMPLIANCE COMMITTEES. THE AUDIT AND COMPLIANCE COMMITTEES, AS APPROPRIATE, SUBMIT A CONFIDENTIAL REPORT TO THEIR BOARD CHAIRMAN SUMMARIZING THE QUESTIONNAIRE RESULTS. THE BOARD CHAIRMAN, AS APPROPRIATE, MAY REVIEW WITH THE EXECUTIVE COMMITTEE THE RESPONSES TO THE QUESTIONNAIRE RESULTS.

Name of the organization: ST. JOHN HEALTH SYSTEM, INC.

Employer identification number: 73-1215174

GENERAL STATEMENT 6

PART VI: SECTION B. POLICIES

PART VI: QUESTION 15A AND 15B - COMPENSATION FOR EXECUTIVES IS ANALYZED BY AN INDEPENDENT HEALTH CARE CONSULTING FIRM. THE ANALYSIS INCLUDES A FAIR MARKET VALUE ASSESSMENT AND ESTABLISHMENT OF A RANGE FOR EACH POSITION BASED ON RESEARCH OF COMPARABLE HEALTH CARE SYSTEMS OF SIMILAR SIZE. THE REPORT AND RECOMMENDED COMPENSATION LEVELS FOR EACH EXECUTIVE MANAGEMENT POSITION IS REVIEWED AND APPROVED BY THE EXECUTIVE COMPENSATION COMMITTEE OF THE SJHS BOARD OF DIRECTORS.

Name of the organization	Employer identification number
ST. JOHN HEALTH SYSTEM, INC.	73-1215174

GENERAL STATEMENT 7

PART VI: SECTION C. DISCLOSURE

PART VI: QUESTION 19 - ONLY THE CONSOLIDATED FINANCIAL STATEMENTS OF THE ST. JOHN HEALTH SYSTEM ARE MADE AVAILABLE TO THE PUBLIC. THESE CONSOLIDATED FINANCIAL STATEMENTS, OF WHICH ST. JOHN HEALTH SYSTEM, INC. IS A PART, ARE AVAILABLE THROUGH THE QUARTERLY CONTINUING DISCLOSURE FILING AS REQUIRED IN CONNECTION WITH THE TAX EXEMPT BOND FILINGS.

Name of the organization: ST. JOHN HEALTH SYSTEM, INC.
Employer identification number: 73-1215174

GENERAL STATEMENT 8

PART VIII: SECTION B. INDEPENDENT CONTRACTORS

CERNER CORP. P.O. BOX 412702 KANSAS CITY, MO 64141	SOFTWARE CONSULTING	1,183,283
MCKESSON INFORMATION SOLUTIONS P.O. BOX 98347 CHICAGO, IL 60693	SOFTWARE	831,775
NAVIGANT CONSULTING INC. 4511 PAYSPHERE CIRCLE CHICAGO, IL 60674	STRATEGIC CONSULTING	621,814
CUMMINGS CONSULTING INC. 136 MCINTOSH BLUFF ROAD FAIRHOPE, AL 36532	SOFTWARE CONSULTING	578,968
MAINLINE INFORMATION SYSTEMS, INC. P.O. BOX 402989 ATLANTA, GA 30384	SOFTWARE MAINTENANCE	402,115

Name of the organization	Employer identification number
ST. JOHN HEALTH SYSTEM, INC.	73-1215174

GENERAL STATEMENT 9

PART XI: FINANCIAL STATEMENTS AND REPORTING

PART XI: QUESTION 2A AND 2B - AN OUTSIDE ACCOUNTING FIRM PERFORMS AN ANNUAL AUDIT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF ST. JOHN HEALTH SYSTEM, INC., A RELATED CORPORATION. THE CONSOLIDATED FINANCIAL STATEMENTS INCLUDE THE FINANCIAL INFORMATION FOR ST. JOHN HEALTH SYSTEM, INC.

Name of the organization: ST. JOHN HEALTH SYSTEM, INC.

Employer identification number: 73-1215174

GENERAL STATEMENT 10

SCHEDULE K, PART I: BOND ISSUES

ALL DEBT LISTED BELOW IS SECURED BY THE REVENUES OF THE OBLIGATED GROUP CONSISTING OF ST. JOHN MEDICAL CENTER, INC. AND ST. JOHN HEALTH SYSTEM, INC. AND THE MEMBERS OF THE OBLIGATED GROUP ARE JOINTLY AND SEVERALLY LIABLE FOR THE ENTIRE DEBT.

A. THE OKLAHOMA DEVELOPMENT FINANCE AUTHORITY ST. JOHN HEALTH SYSTEM REVENUE BONDS, SERIES 2004

CUSIP #678908ZM9 & 678908ZN7

PURPOSE: THE BONDS ARE BEING ISSUED TO FUND A LOAN TO ST. JOHN HEALTH SYSTEM, INC. AND ST. JOHN MEDICAL CENTER, INC. TO FINANCE CAPITAL IMPROVEMENTS TO AND EQUIPMENT FOR HEALTH CARE FACILITIES OWNED AND OPERATED BY ST. JOHN HEALTH SYSTEM, INC. AND ST. JOHN MEDICAL CENTER, INC. AND OTHER SUBSIDIARIES OF ST. JOHN HEALTH SYSTEM, INC.

B. THE OKLAHOMA DEVELOPMENT FINANCE AUTHORITY ST. JOHN HEALTH SYSTEM REVENUE & REFUNDING BONDS, SERIES 2007

CUSIP #678908E75

PURPOSE: THE BONDS ARE BEING ISSUED TO FUND A LOAN TO ST. JOHN HEALTH SYSTEM, INC. AND ST. JOHN MEDICAL CENTER, INC. TO FINANCE CAPITAL IMPROVEMENTS TO AND EQUIPMENT FOR HEALTH CARE FACILITIES OWNED AND OPERATED BY ST. JOHN HEALTH SYSTEM, INC. AND ST. JOHN MEDICAL CENTER, INC. AND OTHER SUBSIDIARIES OF ST. JOHN HEALTH SYSTEM, INC.

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

ST. JOHN HEALTH SYSTEM, INC.

Employer identification number

73-1215174

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

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 SCHEDULE R-1					

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

Schedule R (Form 990) 2008

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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? Yes	(H) No	(I) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(J) General or managing partner? Yes	(J) No
SEE SCHEDULE R-1											

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 SCHEDULE R-1							

Part V Transactions With Related Organizations

Note. Complete line 1 if any entity is listed in Parts II, III, or IV

			Yes	No
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	1a		X
b	Gift, grant, or capital contribution to other organization(s)	1b		X
c	Gift, grant, or capital contribution from other organization(s)	1c		X
d	Loans or loan guarantees to or for other organization(s)	1d		X
e	Loans or loan guarantees by other organization(s)	1e		X
f	Sale of assets to other organization(s)	1f		X
g	Purchase of assets from other organization(s)	1g		X
h	Exchange of assets	1h		X
i	Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j	Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k	Performance of services or membership or fundraising solicitations for other organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations by other organization(s)	1l	X	
m	Sharing of facilities, equipment, mailing lists, or other assets	1m		X
n	Sharing of paid employees	1n		X
o	Reimbursement paid to other organization for expenses	1o		X
p	Reimbursement paid by other organization for expenses	1p	X	
q	Other transfer of cash or property to other organization(s)	1q		X
r	Other transfer of cash or property from other organization(s)	1r		X

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)			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership

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

(A) Name address, and EIN of entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Are all partners section 501(c)(3) organizations?		(E) Share of end-of-year assets	(F) Disproportionate allocations?		(G) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(H) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Schedule R (Form 990) 2008

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Part II **Continuation of Identification of Related Tax-Exempt Organizations**

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
CRAIG COUNTY MEDICAL SERVICES CORP. 73-1487478 1923 SOUTH UTICA AVENUE TULSA, OK 74104	HEALTH CARE	OK	501(C)(3)	LINE 9	N/A
ST. JOHN SAPULPA, INC. 73-0662663 1923 SOUTH UTICA AVENUE TULSA, OK 74104	HEALTH CARE	OK	501(C)(3)	LINE 3	N/A
JANE PHILLIPS NOWATA HOSPITAL, INC. 73-1440267 1923 SOUTH UTICA AVENUE TULSA, OK 74104	HEALTH CARE	OK	501(C)(3)	LINE 3	JPHC
JANE PHILLIPS MEMORIAL MEDICAL CENTER 73-0606129 1923 SOUTH UTICA AVENUE TULSA, OK 74104	HEALTH CARE	OK	501(C)(3)	LINE 3	JPHC
JANE PHILLIPS HEALTHCARE FOUNDATION 73-1250611 1923 SOUTH UTICA AVENUE TULSA, OK 74104	HEALTH CARE	OK	501(C)(3)	LINE 3	N/A
BARTLETT HOMES, INC. 73-1301822 1008 E. CLEVELAND SAPULPA, OK 74066	HUD HOUSING	OK	501(C)(3)	LINE 7	N/A
BETHEL MANOR, INC. 73-1216617 619 S. DIVISION SAPULPA, OK 74066	HUD HOUSING	OK	501(C)(3)	LINE 7	N/A
BLUESTEM REG. MED. DEVELOPMENT FDN., INC. 73-1081013 3500 E. FRANK PHILLIPS BLVD. BARTLESVILLE, OK 74006	FUNDRAISING	OK	501(C)(3)	LINE 9	N/A

Part III Continuation of 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? Yes	(H) No	(I) Code V-UBI amount on box 20 of K-1	(J) General or managing partner? Yes	(J) No
COMMUNITY CARE 73-1464144 TULSA, OK 74136	DORMANT	OK	UTICA SERVICES	RELATED	NONE	NONE		X			X
SJMC PHYS. BUILDING 73-1181714 TULSA, OK 74104	MED. OFFICE BLDG.	OK	UTICA SERVICES	EXCLUDED	-114,841	1,830,283.		X			X
SFSJ VENTURES, LLC 73-1563876 TULSA, OK 74136	HEALTH CARE	OK	UTICA SERVICES	RELATED	10,500	3,598,000		X			X
PLATINUM FITNESS 20-1879493 TULSA, OK 74146	HEALTH CLUB	OK	UTICA SERVICES	RELATED	-9,200.	555,200		X			X
TULSA HAND SURGERY 73-1572055 TULSA, OK 74104	OPERATE SURG.CTR.	OK	UTICA SERVICES	RELATED	84,914.	338,919		X			X
MEMORIAL SURGERY 20-1167151 TULSA, OK 74104	OPERATE ASC	OK	UTICA SERVICES	RELATED	-163,332.	134,666		X			X
BROKEN ARROW DEV. 26-0748994 EDMOND, OK 73083	COMM'L RE DEVELOP	OK	UTICA SERVICES	EXCLUDED	82,190.	8,954,003		X			X
ALL SAINTS HOME 73-1558644 TULSA, OK 74136	DME	OK	UTICA SERVICES	RELATED	1,790,000.	3,656,000		X			X
UNION PINES SURGERY 73-1622427 TULSA, OK 74146	OPERATE ASC	OK	UTICA SERVICES	RELATED	646,800.	1,373,700.		X			X
JP IMAGING, LLC 38-3732767 BARTLESVILLE, OK 74006	MEDICAL IMAGING	OK	JPSSI	RELATED	-202,090.	NONE		X			X
JP SLEEP DISORDERS 37-1520600 BARTLESVILLE, OK 74006	SLEEP CLINIC	OK	JPSSI	RELATED	-46,278.	NONE		X			X

Part IV Continuation of 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
REGIONAL MEDICAL LAB., INC 73-1131608 1923 SOUTH UTICA TULSA, OK 74104	MEDICAL SERVICES	OK	UTICA SERVICES	C	99,094,299.	20,421,219.	100.0000
ST. JOHN PHYSICIANS, INC. 73-1321032 1923 SOUTH UTICA TULSA, OK 74104	MEDICAL SERVICES	OK	PSS	C	25,495,315	3,449,734.	100.0000
PHYSICIAN SUPPORT SERV., INC 73-1437252 1923 SOUTH UTICA TULSA, OK 74104	MEDICAL SERVICES	OK	UTICA SERVICES	C	-25,887,365	9,216,320.	100.0000
OMNI MEDICAL GROUP, INC. 73-1335536 1923 SOUTH UTICA TULSA, OK 74104	MEDICAL SERVICES	OK	PSS	C	35,936,331.	15,387,906.	100.0000
BLUESTEM MEDICAL CLINIC, INC 73-1481016 1923 SOUTH UTICA TULSA, OK 74104	MEDICAL SERVICES	OK	N/A	C	NONE	NONE	100.0000
OUTBOUND MEDICAL NETWORK,INC 73-1255463 1923 SOUTH UTICA TULSA, OK 74104	MEDICAL SERVICES	OK	N/A	C	NONE	NONE	100.0000
ST. JOHN ASC MGMT.CO., INC. 20-2411172 1923 SOUTH UTICA TULSA, OK 74104	MEDICAL SERVICES	OK	PSS	C	1,150,283.	8,000.	100.0000
ST. JOHN EMERGENCY PHYSICIAN 20-2099141 1923 SOUTH UTICA TULSA, OK 74104	MEDICAL SERVICES	OK	PSS	C	4,567,926.	NONE	100.0000
SJ URGENT CARE CLINIC, INC. 20-4990275 1923 SOUTH UTICA TULSA, OK 74104	MEDICAL SERVICES	OK	PSS	C	4,113,643.	1,250,075.	100.0000
SJ CARDIOVASCULAR SERV., INC. 20-3912018 1923 SOUTH UTICA TULSA, OK 74104	MEDICAL SERVICES	OK	PSS	C	935,871.	134,144.	100.0000
ST. JOHN CARDIOVASCULAR MED. 20-3912076 1923 SOUTH UTICA TULSA, OK 74104	MEDICAL SERVICES	OK	PSS	C	6,493,656.	1,006,330.	100.0000
SJ ANESTHESIA SERVICES,INC. 20-3690446 1923 SOUTH UTICA TULSA, OK 74104	MEDICAL SERVICES	OK	PSS	C	14,162,039.	1,591,505.	100.0000
MAGNUM HEALTHCARE, INC. 20-4827780 1923 SOUTH UTICA TULSA, OK 74104	MEDICAL SERVICES	OK	PSS	C	7,496,662.	821.	100.0000
UTICA SERVICES, INC. 73-1057650 1923 SOUTH UTICA TULSA, OK 74104	MEDICAL SERVICES	OK	SJHS	C	-4,222,587.	149,954,782.	100.0000
PROFESSIONAL MED. INS. RISK 73-1525831 201 MERCHANT ST.,SUITE 2400 HONOLULU, HI 96813	INSURANCE	HI	SJHS	C	-102,843.	339,782.	100.0000
JP SUPPORT SERV., INC. 73-1530296 3500 E FRANK PHILLIPS BLVD. BARTLESVILLE, OK 74006	MEDICAL SERVICES	OK	JPHC	C	NONE	NONE	100.0000
MEDICAL MANAGEMENT SERV., INC 73-1531974 3500 E. FRANK PHILLIPS BLVD. BARTLESVILLE, OK 74006	HOLDING CO.	OK	JPSSI	C	874,387.	7,567,727.	100.0000
JP SPECIALTY PHYSICIANS,INC. 01-0879962 3500 E. FRANK PHILLIPS BLVD. BARTLESVILLE, OK 74006	MEDICAL SERVICES	OK	MMSI	C	3,857,515.	1,296,004.	100.0000

Part IV Continuation of 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
GEMINI MEDICAL GROUP, INC. 73-1503529 3500 E. FRANK PHILLIPS BLVD. BARTLESVILLE, OK 74006	MEDICAL SERVICES	OK	MMSI	C	NONE	631	100.0000
CERES MED.PRACTICE MGMT., INC 73-1522656 3500 E. FRANK PHILLIPS BLVD. BARTLESVILLE, OK 74006	MEDICAL SERVICES	OK	MMSI	C	7,734,181	4,751,124.	100.0000
GEMINI AFTER HRS.CLINIC,INC. 30-0375407 3500 E. FRANK PHILLIPS BLVD. BARTLESVILLE, OK 74006	MEDICAL SERVICES	OK	MMSI	C	409,936	319,791.	100.0000
SYNERGY HOSPITALIST GRP.,INC 30-0375404 3500 E. FRANK PHILLIPS BLVD. BARTLESVILLE, OK 74006	MEDICAL SERVICES	OK	MMSI	C	569,168.	188,058.	100.0000
PROF.CREDIT RECOV.,INC. 73-1057187 3500 E FRANK PHILLIPS BLVD. BARTLESVILLE, OK 74006	COLLECTIONS SERV.	OK	JPEI	C	541,775	108,080.	100.0000
DRS BLDG OF BARTLESVILLE,INC 73-0759185 3500 E. FRANK PHILLIPS BLVD. BARTLESVILLE, OK 74006	BLDG. RENTAL	OK	JPEI	C	129,142.	61,942.	100.0000
JP ENTERPRISES, INC. 73-1530246 3500 E FRANK PHILLIPS BLVD. BARTLESVILLE, OK 74006	HOLDING CO.	OK	JPSSI	C	-75,223.	1,264,607.	100.0000
COMMUNITY MANAGED HEALTHCARE 73-1513383 218 W. 6TH ST. TULSA, OK 74119	HEALTH INSURANCE	OK	SJHS/ST.FRANCIS	C	923,000.	76,776,500.	50.0000

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

	(A) Name of other organization	(B) Transaction type (a-r)	(C) Amount involved
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			
(16)			
(17)			
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			