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Form 990

## Return of Organization Exempt From Income Tax

2009

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

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

## A For the 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009

Check if applicable  
 Address change  
 Name change  
 Initial return  
 Terminated  
 Amended return  
 Application pending

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

## C Name of organization

ST LUKE'S EPISCOPAL HEALTH SYSTEM

## Doing Business As

Number and street (or P O box if mail is not delivered to street address)

6624 FANNIN ST

## Room/suite

City or town, state or country, and ZIP + 4

HOUSTON, TX 77030

## D Employer identification number

76-0536232

## E Telephone number

(832) 355-2042

## G Gross receipts \$ 83,976,285

## F Name and address of principal officer

DAVID J FINE  
6624 FANNIN  
HOUSTON, TX 77030

H(a) Is this a group return for affiliates?

 Yes  NoH(b) Are all affiliates included?  Yes  No

If "No," attach a list (see instructions)

H(c) Group exemption number ►

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

J Website: ► WWW SLEH COM

K Form of organization  Corporation  Trust  Association  Other ►

L Year of formation 1997

M State of legal domicile TX

## Part I Summary

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

ST LUKE'S, SERVING ALL GOD'S CHILDREN AS THE HEALTH MINISTRY OF THE EPISCOPAL DIOCESE OF TEXAS, SEEKS TO RAISE THE QUALITY OF LIFE BY ENHANCING COMMUNITY HEALTH THROUGH SUPERIOR HEALTH SERVICES

## 2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	3	20
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	19
5 Total number of employees (Part V, line 2a)	5	470
6 Total number of volunteers (estimate if necessary)	6	24
7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	6,767,282
b Net unrelated business taxable income from Form 990-T, line 34	7b	-128,017

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	79,043,553	6,000
9 Program service revenue (Part VIII, line 2g)	90,988,572	87,559,028
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,322,431	716,659
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	7,919,057	-4,501,479
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	179,273,613	83,780,208

	Prior Year	Current Year
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	15,000	25,000
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	54,211,399	57,173,957
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ► 666,493		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	39,975,533	33,339,263
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	94,201,932	90,538,220
19 Revenue less expenses Subtract line 18 from line 12	85,071,681	-6,758,012

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	412,890,697	227,669,716
21 Total liabilities (Part X, line 26)	229,170,019	201,012,289
22 Net assets or fund balances Subtract line 21 from line 20	183,720,678	26,657,427

## 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

2010-11-10

Date

Signature of officer

stephen pickett treasurer  
Type or print name and title

Preparer's signature	Date	Check if self-employed ► <input type="checkbox"/>	Preparer's identifying number (see instructions)
Firm's name (or yours if self-employed), address, and ZIP + 4			EIN ►

Phone no ► (205) 251-2000

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

**Part III Statement of Program Service Accomplishments**

1 Briefly describe the organization's mission

ST LUKE'S EPISCOPAL HEALTH SYSTEM, SERVING ALL GOD'S CHILDREN AS THE HEALTH MINISTRY OF THE EPISCOPAL DIOCESE OF TEXAS, SEEKS TO RAISE THE QUALITY OF LIFE BY ENHANCING COMMUNITY HEALTH THROUGH THE DELIVERY OF SUPERIOR VALUE HEALTH SERVICES IN PARTNERSHIP WITH OUR MEDICAL STAFF, WE ARE DEDICATED TO EXCELLENCE AND COMPASSION IN CARING FOR THE WHOLE PERSON-MIND, BODY AND SPIRIT ST LUKE'S IS COMMITTED TO THE GROWTH AND DEVELOPMENT OF OUR EMPLOYEES, AND TO SECURING THE HEALTH OF FUTURE GENERATIONS BY CREATING, APPLYING AND DISSEMINATING HEALTH KNOWLEDGE THROUGH EDUCATION AND RESEARCH

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

(Code) (Expenses \$ 11,265,269 including grants of \$ 25,000 ) (Revenue \$ 81,071,702 )

St. Luke's Episcopal Health System's (SLEHS) unique culture and core values-Integrity, Excellence, Goal Orientation, Valuing People and Stewardship-provide us with a foundation upon which to serve the community. St. Luke's Episcopal Health System's commitment to Faithful, Loving Care is the articulation of our duty to work at a sacred vocation in a faith-based environment where all beliefs are welcome. It embodies the concept of everyone caring every day, a concept open to all who are compassionate and willing to go the extra distance for patients. It relates to the faith-based reason we exist, encompasses all job classifications and speaks to employees, physicians, patients and their families. The Faithful, Loving Care promise is firmly rooted in an accountability framework to measure whether St. Luke's Episcopal Health System is living true to its core purpose. St. Luke's Episcopal Health System is comprised of St. Luke's Episcopal Hospital in the Texas Medical Center, founded in 1954 by the Episcopal Diocese of Texas, St. Luke's The Woodlands Hospital, opened in 2003, St. Luke's Sugar Land Hospital, opened in 2008, St. Luke's Lakeside Hospital, opened in 2009, St. Luke's Hospital at The Vintage, opening December 2010, and St. Luke's Episcopal Health Charities, founded in 1997 for the purpose of assessing and enhancing community health, especially among the underserved. St. Luke's Episcopal Health System Corporation (Corporation) is organized to enable the Episcopal Diocese of Texas to carry out its mission of directly providing healthcare and related education and research services. The Corporation provides governance and administrative support for all System entities. Many of the services provided by the Corporation are allocated to the support of St. Luke's Episcopal Hospital (SLEH), the teaching and research institution located in the Texas Medical Center. In 2009, the Corporation expended approximately \$90 million dollars in support of the delivery of healthcare services by the System entities. Services provided by the Corporation enable the efficient and effective operation of System entities, driving quality outcomes and ensuring the preservation of the mission of the St. Luke's Episcopal Health System. The Corporation directly provides governance, management and financial support for each of the System entities. Services provided by the Corporation include, but are not limited to the following: accreditation support, business development, cash and investment management, chaplaincy administration, consultative arrangements, corporate communication, employee benefits, financial services, health system administration, human resource administration, infection control, information systems support, legal services, materials management, medical records, medical staff services, new construction administration, operations analysis, organizational development, patient financial services, patient safety and regulation readiness, payroll services, purchasing, quality and service excellence, service referral services, telecommunications, internal audit and wellness services.

**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** \$ 11,265,269

**Part IV Checklist of Required Schedules**

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors?

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

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II

5 **Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or 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

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

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

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

10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.

- Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.
- Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.
- Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.
- Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.
- Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.
- Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X.

12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII

12A Was the organization included in consolidated, independent audited financial statements for the tax year?  Yes  No

If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional  12A Yes

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I

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 U.S.? If "Yes," complete Schedule F, Part II

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 U.S.? If "Yes," complete Schedule F, Part III

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H

	Yes	No
1	Yes	
2	Yes	
3		No
4		No
5		
6		No
7		No
8		No
9		No
10	Yes	
11	Yes	
12		No
13		No
14a		No
14b		No
15	Yes	
16		No
17		No
18		No
19		No
20		No

**Part IV Checklist of Required Schedules (continued)**

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a		No
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c		No
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? If "Yes," complete Schedule L, Part IV	29		No
30	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		No
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		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33		No
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	Yes	
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	Yes	
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36		No
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		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O	38	Yes	

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	<b>1a</b> 0	
<b>1b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	<b>1b</b> 0	
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	<b>1c</b> Yes	
<b>2a</b>	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	<b>2a</b> 470	
<b>2b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note:</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	<b>2b</b> Yes	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	<b>3a</b> Yes	
<b>3b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	<b>3b</b> Yes	
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	<b>4a</b> Yes	
<b>4b</b>	If "Yes," enter the name of the foreign country <b>CJ</b> See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts	<b>4b</b>	
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	<b>5a</b> No	
<b>5b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	<b>5b</b> No	
<b>5c</b>	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	<b>5c</b>	
<b>6a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	<b>6a</b> No	
<b>6b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<b>6b</b>	
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>	<b>7a</b> No	
<b>7b</b>		<b>7b</b>	
<b>7c</b>		<b>7c</b> No	
<b>7d</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	<b>7d</b>	
<b>7e</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?	<b>7e</b> No	
<b>7f</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	<b>7f</b> No	
<b>7g</b>	If "Yes," indicate the number of Forms 8282 filed during the year	<b>7g</b>	
<b>7h</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<b>7h</b>	
<b>7i</b>	If "Yes," did the organization pay premiums, directly or indirectly, on a personal benefit contract?	<b>7i</b>	
<b>7j</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	<b>7j</b>	
<b>7k</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	<b>7k</b>	
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	<b>8</b>	
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>	<b>9a</b>	
<b>9b</b>	Did the organization make any taxable distributions under section 4966?	<b>9b</b>	
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter	<b>10a</b>	
<b>10b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b>	
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter	<b>11a</b>	
<b>11b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	<b>11b</b>	
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	<b>12a</b>	
<b>12b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	<b>12b</b>	

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

### Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body . . .	1a	20
b	Enter the number of voting members that are independent . . .	1b	19
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	Yes
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	No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? . . . . .	4	No
5	Did the organization become aware during the year of a material diversion of the organization's assets? . . . . .	5	No
6	Does the organization have members or stockholders? . . . . .	6	Yes
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? . . . . .	7a	Yes
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . . . .	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a	Yes
a	The governing body? . . . . .	8b	Yes
b	Each committee with authority to act on behalf of the governing body? . . . . .	9	No
9	Is there any officer, director, 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 . . . . .		

### Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates? . . . . .	10a	No
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? . . . . .	10b	
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? . . . . .	11	Yes
11a	Describe in Schedule O the process, if any, used by the organization to review the Form 990 . . . . .		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .	12a	Yes
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	12b	Yes
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	Yes
13	Does the organization have a written whistleblower policy? . . . . .	13	Yes
14	Does the organization have a written document retention and destruction policy? . . . . .	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?	15a	Yes
a	The organization's CEO, Executive Director, or top management official . . . . .	15b	Yes
b	Other officers or key employees of the organization . . . . .		
	If "Yes" to line a or b, 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	Yes
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	Yes

### Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ►

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ►  
 STEPHEN PICKETT  
 3100 MAIN ST  
 HOUSTON, TX 77002  
 (832) 355-2042

## **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. Report compensation for the calendar year ending with or within the organization's tax year. 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 all of the organization's **current** key employees See instructions for definition of "key employee "
- 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, or 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 current or former officer, director, trustee or key employee.

<b>1b Total</b>	9,299,038	0	1,159,747
-----------------	-----------	---	-----------

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **►223**

		<b>Yes</b>	<b>No</b>
<b>3</b>	Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	<b>3</b>	Yes
<b>4</b>	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	<b>4</b>	Yes
<b>5</b>	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	<b>5</b>	No

## 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

<b>(A)</b> Name and business address	<b>(B)</b> Description of services	<b>(C)</b> Compensation
Broadlane Inc 13727 Noel Rd Suite 1400 DALLAS, TX 75240	purchasing services	2,947,789
PFS Group 7670 Woodway suite 250 HOUSTON, TX 77063	collection services	1,430,073
studer group LLC 913 gulf breeze parkway suite 6 GULF BREEZE, FL 32561	consulting services	932,457
harger Howe Assoc LTD 1717 st james place suite 400 HOUSTON, TX 77056	recruitment	869,987
J K PMS 5601 brdge st Suite 150 FT WORTH, TX 761122351	collection services	662,123
<b>2</b> Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization <b>►41</b>		

**Part VIII Statement of Revenue**

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1a</b> Federated campaigns . . .	<b>1a</b>				
	<b>b</b> Membership dues . . .	<b>1b</b>				
	<b>c</b> Fundraising events . . .	<b>1c</b>				
	<b>d</b> Related organizations . . .	<b>1d</b>				
	<b>e</b> Government grants (contributions)	<b>1e</b>				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>	6,000			
	<b>g</b> Noncash contributions included in lines 1a-1f \$					
	<b>h</b> <b>Total.</b> Add lines 1a-1f . . .		6,000			
<b>Program Service Revenue</b>	<b>2a</b> ADMINISTRATIVE SVC	Business Code 541,990	87,559,028	81,071,702	6,487,326	
	<b>b</b>					
	<b>c</b>					
	<b>d</b>					
	<b>e</b>					
	<b>f</b> All other program service revenue					
	<b>g</b> <b>Total.</b> Add lines 2a-2f . . .		87,559,028			
	<b>3</b> Investment income (including dividends, interest and other similar amounts) . . .		904,070			904,070
<b>4</b> Income from investment of tax-exempt bond proceeds .		0				
<b>5</b> Royalties . . .		0				
<b>6a</b> Gross Rents	(i) Real	(ii) Personal				
<b>b</b> Less rental expenses						
<b>c</b> Rental income or (loss)						
<b>d</b> Net rental income or (loss) . . .						
<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
<b>b</b> Less cost or other basis and sales expenses	0	8,666				
<b>c</b> Gain or (loss)	196,077	0				
<b>d</b> Net gain or (loss) . . .	-196,077	8,666	-187,411		-187,411	
<b>8a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . .	a					
<b>b</b> Less direct expenses . . .	b					
<b>c</b> Net income or (loss) from fundraising events . . .		0				
<b>9a</b> Gross income from gaming activities See Part IV, line 19 . . .	a					
<b>b</b> Less direct expenses . . .	b					
<b>c</b> Net income or (loss) from gaming activities . . .		0				
<b>10a</b> Gross sales of inventory, less returns and allowances .	a					
<b>b</b> Less cost of goods sold . . .	b					
<b>c</b> Net income or (loss) from sales of inventory . . .		0				
<b>Miscellaneous Revenue</b>		Business Code				
<b>11a</b> PHYSICIAN CREDENTIALING SERVICES		900,099	46,900	46,900		
<b>b</b> EQUITY INCOME FROM INVESTMENT IN SUBSIDIARY		900,099	-4,857,594			-4,857,594
<b>c</b> GUARANTEE FEE INCOME		522,200	279,956		279,956	
<b>d</b> All other revenue . . .			29,259			29,259
<b>e</b> <b>Total.</b> Add lines 11a-11d . . .			-4,501,479			
<b>12</b> <b>Total revenue.</b> See Instructions . . .		83,780,208	81,118,602	6,767,282		-4,111,676

**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	0			
2 Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	25,000	25,000		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	0	0		0
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	0			
7 Other salaries and wages	45,282,113	6,481,313	38,431,199	369,601
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .	3,743,127	455,627	3,259,596	27,904
9 Other employee benefits . . . . .	5,233,842	862,813	4,338,741	32,288
10 Payroll taxes . . . . .	2,914,875	466,125	2,423,823	24,927
11 Fees for services (non-employees)				
a Management . . . . .	2,942,825	231,721	2,665,345	45,759
b Legal . . . . .	1,064,803		1,064,803	
c Accounting . . . . .	465,000		465,000	
d Lobbying . . . . .	0			
e Professional fundraising See Part IV, line 17 . . . . .	0			
f Investment management fees . . . . .	60,290		60,290	
g Other . . . . .	173,622	67,392	106,230	
12 Advertising and promotion . . . . .	229,443		229,443	
13 Office expenses . . . . .	3,556,930	292,887	3,190,831	73,212
14 Information technology . . . . .	3,189,643	0	3,186,443	3,200
15 Royalties . . . . .	0			
16 Occupancy . . . . .	2,304,303	360,832	1,889,099	54,372
17 Travel . . . . .	199,834	23,479	175,696	659
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0			
19 Conferences, conventions, and meetings . . . . .	35,224		35,224	
20 Interest . . . . .	0			
21 Payments to affiliates . . . . .	0			
22 Depreciation, depletion, and amortization . . . . .	9,520,307	1,225,858	8,290,394	4,055
23 Insurance . . . . .	10,385		10,385	
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 OTHER OUTSIDE SERVICES	5,318,629	165,161	5,138,393	15,075
b OTHER MISCELLANEOUS EXPENSES	2,599,953	135,025	2,458,075	6,853
c EQUIPMENT AND FACILITY MAINTEN	932,357	20,758	905,755	5,844
d PROPERTY AND OTHER TAXES	48,625		48,625	
e PROFESSIONAL DUES & LICENSES	687,090	451,278	233,068	2,744
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	90,538,220	11,265,269	78,606,458	666,493
26 Joint costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

**Part X Balance Sheet**

		<b>(A)</b> Beginning of year	<b>(B)</b> End of year
Assets	1 Cash—non-interest-bearing . . . . .	6,949,784	<b>1</b> 2,775,323
	2 Savings and temporary cash investments . . . . .	2	
	3 Pledges and grants receivable, net . . . . .	3	
	4 Accounts receivable, net . . . . .	4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .	5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L . . . . .	6	
	7 Notes and loans receivable, net . . . . .	7	64,093,467
	8 Inventories for sale or use . . . . .	8	
	9 Prepaid expenses and deferred charges . . . . .	8,677,879	<b>9</b> 5,672,218
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	176,405,902
	b Less accumulated depreciation . . . . .	10b	29,524,422
			<b>10c</b> 42,557,050
	11 Investments—publicly traded securities . . . . .	11	
	12 Investments—other securities See Part IV, line 11 . . . . .	105,575,127	<b>12</b> 27,815,816
	13 Investments—program-related See Part IV, line 11 . . . . .	13	
	14 Intangible assets . . . . .	14	
	15 Other assets See Part IV, line 11 . . . . .	262,163,485	<b>15</b> 84,755,842
	<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	412,890,697	<b>16</b> 227,669,716
Liabilities	17 Accounts payable and accrued expenses . . . . .	37,017,671	<b>17</b> 36,705,865
	18 Grants payable . . . . .	18	
	19 Deferred revenue . . . . .	18,332	<b>19</b> 0
	20 Tax-exempt bond liabilities . . . . .	20	
	21 Escrow or custodial 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 . . . . .	160,181,250	<b>23</b> 134,506,250
	24 Unsecured notes and loans payable to unrelated third parties . . . . .	24	
	25 Other liabilities Complete Part X of Schedule D . . . . .	31,952,766	<b>25</b> 29,800,174
	<b>26 Total liabilities.</b> Add lines 17 through 25 . . . . .	229,170,019	<b>26</b> 201,012,289
Net Assets or Fund Balances	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>		
	27 Unrestricted net assets . . . . .	183,720,678	<b>27</b> 26,657,427
	28 Temporarily restricted net assets . . . . .	28	
	29 Permanently restricted net assets . . . . .	29	
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>		
	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 . . . . .	183,720,678	<b>33</b> 26,657,427
	<b>34 Total liabilities and net assets/fund balances . . . . .</b>	412,890,697	<b>34</b> 227,669,716

**Part XI Financial Statements and Reporting**

**1** Accounting method used to prepare the Form 990       Cash  Accrual  Other \_\_\_\_\_  
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

**2a** Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .

**b** Were the organization's financial statements audited by an independent accountant? . . . . .

**c** If "Yes," to 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?  
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O . . . . .

**d** If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both  
 Separate basis       Consolidated basis       Both consolidated and separated basis

**3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .

**b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . . . . .

	Yes	No
<b>2a</b>		No
<b>2b</b>	Yes	
<b>2c</b>	Yes	
<b>3a</b>	Yes	
<b>3b</b>	Yes	

**SCHEDULE A**  
(Form 990 or 990EZ)**Public Charity Status and Public Support****2009****Open to Public  
Inspection****Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.****► Attach to Form 990 or Form 990-EZ. ► See separate instructions.**Department of the Treasury  
Internal Revenue ServiceName of the organization  
ST LUKE'S EPISCOPAL HEALTH SYSTEM**Employer identification number**

76-0536232

**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 (For lines 1 through 11, check only one box)

1  A church, convention of churches, or association of churches **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)**.

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)**.

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

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

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

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

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

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

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

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

h Provide the following information about the supported organization(s)

	<b>Yes</b>	<b>No</b>
11g(i)		No
11g(ii)		No
11g(iii)		No

<b>(i)</b> Name of supported organization	<b>(ii)</b> EIN	<b>(iii)</b> Type of organization (described on lines 1- 9 above or IRC section (see instructions))	<b>(iv)</b> Is the organization in col (i) listed in your governing document?		<b>(v)</b> Did you notify the organization in col (i) of your support?		<b>(vi)</b> Is the organization in col (i) organized in the U S ?		<b>(vii)</b> Amount of support?
			<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>	
<b>Total</b>									78,300,000

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 <b>Total.</b> Add lines 1 through 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 <b>Public Support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 <b>Total support</b> (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	
13 <b>First Five Years</b> 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 <b>stop here</b>						►

**Section C. Computation of Public Support Percentage**

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 2008 Schedule A, Part II, line 14	15	
16a <b>33 1/3% support test—2009.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization		►
b <b>33 1/3% support test—2008.</b> If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization		►
17a <b>10%-facts-and-circumstances test—2009.</b> If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and <b>stop here</b> . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		►
b <b>10%-facts-and-circumstances test—2008.</b> 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 <b>stop here</b> . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		►
18 <b>Private Foundation</b> 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 IRC 509(a)(2)**  
 (Complete only if you checked the box on line 9 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
<b>c</b> Add lines 7a and 7b						
<b>8 Public Support</b> (Subtract line 7c from line 6 )						

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )						
<b>13 Total support</b> (Add lines 9, 10c, 11 and 12 )						
<b>14 First Five Years</b> 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 <b>stop here</b>						

**Section C. Computation of Public Support Percentage**

15 Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15
16 Public support percentage from 2008 Schedule A, Part III, line 15	16

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))	17
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18
<b>19a 33 1/3% support tests—2009.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization	
<b>b 33 1/3% support tests—2008.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization	
<b>20 Private Foundation</b> If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions	

**Part IV** **Supplemental Information.** 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

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## Additional Data

**Software ID:**  
**Software Version:**

**EIN:** 76-0536232

**Name:** ST LUKE'S EPISCOPAL HEALTH SYSTEM

**Form 990, Schedule A, Part I, Line 11h - Provide the following information about the organizations the organization supports.**

<b>(i)</b> Name of Supported Organization	<b>(ii)</b> EIN	<b>(iii)</b> Type of organization (described on lines 1- 9 above or IRC section )	<b>(iv)</b> Is the organization in (i) listed in your governing document?		<b>(v)</b> Did you notify the organization in (i) of your support?		<b>(vi)</b> Is the organization in (i) organized in the U S ?		<b>(vii)</b> Amount of support?
			<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>	
ST LUKE'S EPISCOPAL HOSPITAL	741161938	03	Yes		Yes		Yes		78300000
EPISCOPAL DIOCESE OF TEXAS	741143081	01	Yes		Yes		Yes		0
ST LUKE'S EPISCOPAL HEALTH CHARITIES 509 (A)(3)	760531710	0	Yes		Yes		Yes		0

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 76-0536232  
**Name:** ST LUKE'S EPISCOPAL HEALTH SYSTEM

**Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

(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
		Or director	Individual trustee	Institutional Trustee	Official	Key employee			
David J FINE PRESIDENT AND CEO	45 0	X		X			1,911,929	0	432,498
John t CATER DIRECTOR	2 0	X					0	0	0
THE RT REV DENA A HARRISON Chair & DIRECTOR	4 0	X		X			25,981	0	0
THE RT REV Rayford b HIGH JR DIRECTOR	2 0	X					0	0	0
A Robert HINOJOSA DIRECTOR	2 0	X					0	0	0
john r huff DIRECTOR	2 0	X					0	0	0
Chester JONES DIRECTOR	2 0	X					0	0	0
Meredith J LONG EX OFFICIO	2 0	X					0	0	0
Paul B MURPHY JR DIRECTOR	2 0	X					0	0	0
THE VERY REV Joe D REYNOLDS DIRECTOR	2 0	X					0	0	0
David M WEEKLEY DIRECTOR	2 0	X					0	0	0
John Scott Arnoldy DIRECTOR	2 0	X					0	0	0
linnet deily DIRECTOR	2 0	X					0	0	0
David t HARVIN DIRECTOR	2 0	X					0	0	0
Steven I MILLER DIRECTOR	2 0	X					0	0	0
William c MONTGOMERY DIRECTOR	2 0	X					0	0	0
Bruce PHILLIPS DIRECTOR	2 0	X					0	0	0
Harry j PHILLIPS jr DIRECTOR	2 0	X					0	0	0
Judy TATE DIRECTOR	2 0	X					0	0	0
Howard TELLEPSSEN jr DIRECTOR	2 0	X					0	0	0
robert k reeves director	2 0	X					0	0	0
michael richmond director	2 0	X					0	0	0
E William Barnett Director	2 0	X					0	0	0
Major General charles Bolden Jr director	2 0	X					0	0	0
The Rev Laurence A Gipson Director	2 0	X					0	0	0

**Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

(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			
Francene Young director	2 0	X					0	0	0
Stephen PICKETT SR VICE PRES AND CFO AND TREAS	45 0		X				969,347	0	176,656
Ann THIELKE ASSISTANT SECRETARY	45 0		X				211,329	0	35,493
janna e stanford assistant secretary	2 0		X				80,283	0	14,928
brian e doyle assistant treasurer	2 0		X				133,683	0	28,836
The Rt Rev Don A Wimberly Chair	2 0		X				0	0	0
David KOONTZ SENIOR VICE PRESIDENT	45 0			X			454,807	0	61,168
Susan R Kiley Vp Chief Managed Care Officer	45 0			X			342,118	0	34,293
Stewart G Scott Jr VP Capital Projects	45 0			X			298,807	0	32,397
Beryl Vallejo sr vp & Chief Quality Officer	45 0			X			430,031	0	26,107
Margaret Van Bree Phd senior vice president	45 0			X			171,125	0	2,707
Herbert Dupont chief of internal medicine	45 0				X		395,649	0	41,328
bodene orr dir-organizational development	45 0				X		292,050	0	7,450
Beryl O Ramsey VP & CEO SLSLH	45 0				X		289,749		20,026
Michael Reno Vice President	45 0				X		274,498	0	2,892
Deborah H Mahannah vice president	45 0				X		273,566	0	29,734
Irene HELSINGER Former SECRETARY	45 0					X	1,041,244	0	87,517
Robert JONES Former ASSISTANT TREASURER	45 0					X	309,326	0	25,955
Michael K JHIN FORMER PRESIDENT AND CEO						X	576,191	0	0
David C PATE Former SR VP & CEO SLEH	45 0					X	817,325	0	99,762

**Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses**

<b><i>Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.</i></b>	<b>(A) Total expenses</b>	<b>(B) Program service expenses</b>	<b>(C) Management and general expenses</b>	<b>(D) Fundraising expenses</b>
OTHER OUTSIDE SERVICES	5,318,629	165,161	5,138,393	15,075
OTHER MISCELLANEOUS EXPENSES	2,599,953	135,025	2,458,075	6,853
EQUIPMENT AND FACILITY MAINTEN	932,357	20,758	905,755	5,844
PROPERTY AND OTHER TAXES	48,625		48,625	
PROFESSIONAL DUES & LICENSES	687,090	451,278	233,068	2,744

**SCHEDULE D**  
(Form 990)**Supplemental Financial Statements****2009****Open to Public  
Inspection**Department of the Treasury  
Internal Revenue Service

► Complete if the organization answered "Yes," to Form 990,  
Part IV, line 6, 7, 8, 9, 10, 11, or 12.  
► Attach to Form 990. ► See separate instructions.

**Name of the organization**

ST LUKE'S EPISCOPAL HEALTH SYSTEM

**Employer identification number**

76-0536232

**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 for any other purpose conferring impermissible private benefit?  Yes  No

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

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

Preservation of land for public use (e.g., recreation or pleasure)  Preservation of an historically importantly land area

Protection of natural habitat  Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Year
2a	
2b	
2c	
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, handling of violations, and enforcement of the conservation easements it holds?  Yes  No

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation 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      d  Loan or exchange programs  
 b  Scholarly research      e  Other  
 c  Preservation for future generations

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

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

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance . . . . .					
b Contributions . . . . .					
c Investment earnings or losses . . . . .					
d Grants or scholarships . . . . .					
e Other expenditures for facilities and programs . . . . .					
f Administrative expenses . . . . .					
g End of year balance . . . . .					

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

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Term endowment ► %

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

	Yes	No
3a(i) unrelated organizations . . . . .		No
3a(ii) related organizations . . . . .		No

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

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

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

	Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land . . . . .		23,901,870			23,901,870
b Buildings . . . . .		8,734,400	3,875,652		4,858,748
c Leasehold improvements . . . . .		160,834	160,834		0
d Equipment . . . . .		138,237,443	129,812,366		8,425,077
e Other . . . . .	142,556	5,228,799	0		5,371,355
<b>Total.</b> Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) . . . . .					42,557,050

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

<b>(a) Description of security or category (including name of security)</b>	<b>(b) Book value</b>	<b>(c) Method of valuation Cost or end-of-year market value</b>
Financial derivatives		
Closely-held equity interests	27,815,816	C
Other		
<b>Total.</b> (Column (b) should equal Form 990, Part X, col (B) line 12 )	27,815,816	

**Total. (Column (b) should equal Form 990, Part X, col (B) line 12 )** ►

27,815,816

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

**Total.** (Column (b) should equal Form 990, Part X, col (B) line 13.)

1000

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

---

**Total** (Column (b) should equal Form 900, Part X, col (B), line 15)

84 755 843

**Total.** (Column (b) should equal Form 990, Part X, col.(B) line 15.)

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

3. For 18. Footnote. In Part XIV, provide the tax

29,800,174

**2. Fin 48 Footnote** 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 Other losses . . . . .	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. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
FORM 990, SCHEDULE D, PART V	PART V ENDOWMENT FUNDS	ST LUKE'S EPISCOPAL HEALTH SYSTEM DOES NOT HAVE AN ENDOWMENT FUND. HOWEVER, ST LUKE'S EPISCOPAL HOSPITAL, A RELATED ORGANIZATION, DOES HOLD ENDOWMENT FUNDS.
FORM 990, SCHEDULE D, PART X	PART XIV SUPPLEMENTAL INFORMATION	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. THERE ARE NO UNCERTAIN TAX POSITIONS RECORDED IN THE CONSOLIDATED FINANCIAL STATEMENTS AT DECEMBER 31, 2009 OR 2008.

**SCHEDULE F**  
**(Form 990)**

## **Statement of Activities Outside the United States**

OMB No 1545-0047

2009

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization

ST LUKE'S EPISCOPAL HEALTH SYSTEM

**Employer identification number**

76-0536232

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

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

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

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

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

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . ► 1

**Part III Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Use Schedule F-1 (Form 990) if additional space is needed.

## **Part IV Supplemental Information**

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

**Schedule J**  
(Form 990)**Compensation Information**

OMB No 1545-0047

**2009****Open to Public  
Inspection**Department of the Treasury  
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees  
**► Complete if the organization answered "Yes" to Form 990, Part IV, question 23.**  
**► Attach to Form 990. ► See separate instructions.**

**Name of the organization**

ST LUKE'S EPISCOPAL HEALTH SYSTEM

**Employer identification number**

76-0536232

**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

<input checked="" type="checkbox"/> First-class or charter travel	<input checked="" type="checkbox"/> Housing allowance or residence for personal use
<input checked="" type="checkbox"/> Travel for companions	<input checked="" type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

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

**1b** Yes

**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** Yes

**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

<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

**4a** No

**a** Receive a severance payment or change-of-control payment?

**4b** Yes

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?

**4c** No

**c** Participate in, or receive payment from, an equity-based compensation arrangement?

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

**Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.**

**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

**5a** No

**a** The organization?

**5b** No

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

**6a** No

**a** The organization?

**6b** No

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** Yes

**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** No

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

**9**

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

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

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

**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

Identifier	Return Reference	Explanation
FORM 990, SCHEDULE J, PART I, QUESTIONS 4 A&B	SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN	THE INDIVIDUALS LISTED BELOW PARTICIPATED IN A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN WITH THE FOLLOWING AMOUNTS CREDITED TO THEIR ACCOUNTS David J FINE \$381,142 00 IRENE HELSINGER \$ 56,422 62 STEPHEN PICKETT \$143,410 00 DAVID PATE \$ 82,356 12 DAVID KOONTZ \$ 29,127 50
FORM 990, SCHEDULE J, PART I, LINE 1A	QUESTIONS REGARDING COMPENSATION, LISTED BENEFITS	THE BENEFITS RECEIVED ARE PRIMARILY GRANTED TO THE CHIEF EXECUTIVE OFFICER WHO IS ENTITLED TO FIRST CLASS TRAVEL FOR BUSINESS TRIPS OVER CERTAIN DURATIONS. THE BENEFITS LISTED ARE REIMBURSED TO THIS OFFICER AS PART OF AN ACCOUNTABLE PLAN EXCEPT FOR SPOUSE TRAVEL, WHICH IS REIMBURSED TO THE ORGANIZATION BY THE OFFICER. ST. LUKE'S ALSO REIMBURSES FOR SYSTEM FUNCTIONS FOR THE BUSINESS USE OF PERSONAL RESIDENCE AND SOCIAL CLUB MEMBERSHIP. A small housing allowance is provided to the bishop's representative on the board and is included as taxable compensation to that representative.
FORM 990, SCHEDULE J, PART I, LINE 7	NON-FIXED PAYMENTS	LINE 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? ST. LUKE'S EXECUTIVES HAVE A NUMBER OF ANNUAL AND LONG TERM GOALS. FINANCIAL PERFORMANCE, QUALITY, PEOPLE, CUSTOMER SERVICE, AND GROWTH ARE EXAMPLES OF AREAS WHERE PERFORMANCE INDICATORS MAY BE ESTABLISHED. PERFORMANCE ON ALL GOALS IS EXAMINED BY THE SYSTEM BOARD AND AN AWARD LEVEL IS DETERMINED BASED ON OVERALL PERFORMANCE AGAINST TARGETS OR GOALS. IF AN AWARD IS GRANTED, IT IS EXPRESSED AS A PERCENTAGE OF THE INDIVIDUAL'S BASE INCOME.

**Software ID:**  
**Software Version:**  
**EIN:** 76-0536232  
**Name:** ST LUKE'S EPISCOPAL HEALTH SYSTEM

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
David J FINE	(i) 995,254 (ii) 0	818,000 0	98,675 0	399,560 0	32,938 0	2,344,427 0	78,482 0
Irene HELSINGER	(i) 224,844 (ii) 0	612,810 0	203,590 0	85,378 0	2,139 0	1,128,761 0	410,251 0
Stephen PICKETT	(i) 607,259 (ii) 0	351,540 0	10,548 0	159,522 0	17,134 0	1,146,003 0	22,234 0
Ann THIELKE	(i) 190,406 (ii) 0	15,779 0	5,144 0	15,673 0	19,820 0	246,822 0	0 0
Robert JONES	(i) 102,515 (ii) 0	65,747 0	141,064 0	15,536 0	10,419 0	335,281 0	0 0
Michael K JHIN	(i) 545,192 (ii) 0	0 0	30,999 0	0 0	0 0	576,191 0	0 0
David C PATE	(i) 335,467 (ii) 0	205,134 0	276,724 0	89,706 0	10,056 0	917,087 0	51,381 0
David KOONTZ	(i) 283,695 (ii) 0	171,112 0	0 0	44,465 0	16,703 0	515,975 0	15,909 0
brian e doyle	(i) 133,212 (ii) 0	471 0	0 0	14,334 0	14,502 0	162,519 0	0 0
Susan R Kiley	(i) 227,303 (ii) 0	102,633 0	12,182 0	15,790 0	18,503 0	376,411 0	0 0
Stewart G Scott Jr	(i) 192,536 (ii) 0	106,271 0	0 0	12,600 0	19,797 0	331,204 0	0 0
Herbert Dupont	(i) 395,649 (ii) 0	0 0	0 0	28,564 0	12,764 0	436,977 0	0 0
Beryl Vallejo	(i) 263,801 (ii) 0	166,230 0	0 0	15,891 0	10,216 0	456,138 0	0 0
bodene orr	(i) 292,050 (ii) 0	0 0	0 0	7,450 0	0 0	299,500 0	0 0
Beryl O Ramsey	(i) 180,473 (ii) 0	77,967 0	31,309 0	7,092 0	12,934 0	309,775 0	0 0
Margaret Van Bree Phd	(i) 102,405 (ii) 0	16,641 0	52,079 0	1,577 0	1,130 0	173,832 0	0 0
Michael Reno	(i) 9,921 (ii) 0	63,627 0	200,950 0	2,407 0	485 0	277,390 0	0 0
Deborah H Mahannah	(i) 224,979 (ii) 0	45,739 0	2,848 0	23,016 0	6,718 0	303,300 0	0 0

2009

Open to Public  
Inspection**SCHEDULE O**  
(Form 990)**Supplemental Information to Form 990**Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.  
► Attach to Form 990.Name of the organization  
ST LUKE'S EPISCOPAL HEALTH SYSTEM

Employer identification number

76-0536232

Identifier	Return Reference	Explanation
FORM 990, PART IV, QUESTION 12 & 12A, FORM 990, PART XI, QUESTION 2D	CHECK LIST OF REQUIRED SCHEDULES, FINANCIAL STATEMENT AND REPORTING	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? WAS THE ORGANIZATION INCLUDED IN CONSOLIDATED, INDEPENDENT AUDITED FINANCIAL STATEMENTS FOR THE TAX YEAR? ST LUKE'S EPISCOPAL HEALTH SYSTEM CORPORATION AND ITS RELATED ENTITIES WERE AUDITED AS A CONSOLIDATED GROUP IN ACCORDANCE WITH GAAP. THUS, THE CONSOLIDATED AUDITED FINANCIAL STATEMENTS DO NOT PROVIDE AN ENTITY BY ENTITY REPORTING FOR CALENDAR YEAR 2009
FORM 990, PART V, QUESTION 2a	STATEMENTS REGARDING OTHER IRS FILINGS AND TAX COMPLIANCE	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. ST LUKE'S EPISCOPAL HEALTH SYSTEM CORPORATION IS THE COMMON PAYMASTER FOR ITS RELATED EXEMPT ORGANIZATIONS. THE NUMBER OF EMPLOYEES REPORTED ON THIS RETURN REPRESENT THOSE WORKING IN ST LUKE'S EPISCOPAL HEALTH SYSTEM CORPORATION DEPARTMENTS FORM 990, PART VI, QUESTION 2 DISCLOSURE OF BUSINESS RELATIONSHIPS. THE RT REV DON WIMBERLY, THE REV LAURENCE GIPSON, THE RT REV DENA HARRISON, THE RT REV RAYFORD B HIGH, THE VERY REV JOE REYNOLDS HAVE A BUSINESS RELATIONSHIP. Steven L Miller and William Montgomery have a business relationship. Steven L Miller and E William Barrett have a business relationship.
FORM 990, PART VI, SECTION A, QUESTION 6,7a AND 7b	SECTION A GOVERNING BODY AND MANAGEMENT	DOES THE ORGANIZATION HAVE MEMBERS OR STOCKHOLDERS? YES, THE SOLE MEMBER OF THE CORPORATION SHALL BE THE EPISCOPAL DIOCESE OF TEXAS. DOES THE ORGANIZATION HAVE MEMBERS, STOCKHOLDERS, OR OTHER PERSONS THAT MAY ELECT ONE OR MORE MEMBERS OF THE GOVERNING BODY? THE MANAGEMENT OF THE AFFAIRS OF THE CORPORATION SHALL BE VESTED IN A BOARD OF DIRECTORS, CONSISTING OF ELECTED MEMBERS, THREE (3) OF WHOM SHALL BE MEMBERS OF THE CLERGY IN THE EPISCOPAL DIOCESE OF TEXAS, CONSISTING OF THE BISHOP OF THE EPISCOPAL DIOCESE OF TEXAS (WHO SHALL BE THE CHAIR OF THE BOARD OF DIRECTORS) AND EITHER THE BISHOP COADJUTOR, IF THERE BE ONE, OR ANY SUFFRAGAN BISHOP OF THE DIOCESE DESIGNATED BY THE BISHOP. SEVEN (7) ELECTED DIRECTORS, INCLUDING ONE (1) MEMBER OF THE CLERGY, SHALL BE ELECTED AT EACH ANNUAL MEETING OF THE COUNCIL OF THE PROTESTANT EPISCOPAL CHURCH IN THE DIOCESE OF TEXAS UPON NOMINATION OF THE BISHOP OF THE DIOCESE OF TEXAS. ARE ANY DECISIONS OF THE GOVERNING BODY SUBJECT TO APPROVAL BY MEMBERS, STOCKHOLDERS, OR OTHER PERSONS? THE BOARD OF DIRECTORS SHALL HAVE FULL POWER AND AUTHORITY TO MANAGE THE BUSINESS, OPERATIONS, AND AFFAIRS OF THE CORPORATION IN ACCORDANCE WITH THE BYLAWS WHICH THE BOARD OF DIRECTORS SHALL ADOPT AND THE CANONS OF THE PROTESTANT EPISCOPAL CHURCH IN THE DIOCESE OF TEXAS AS FROM TIME TO TIME IN FORCE. THE BOOKS AND RECORDS OF THE CORPORATION SHALL, AT ALL TIMES, BE OPEN FOR EXAMINATION BY THE BISHOP OR EXECUTIVE BOARD OF THE PROTESTANT EPISCOPAL CHURCH IN THE DIOCESE OF TEXAS.
FORM 990, PART VI, SECTION b, QUESTION 11& 11A	SECTION B POLICIES	HAS THE ORGANIZATION PROVIDED A COPY OF THIS FORM TO ALL MEMBERS OF ITS GOVERNING BODY BEFORE FILING THE FORM? DESCRIBE IN SCHEDULE O, THE PROCESS, IF ANY, USED BY THE ORGANIZATION TO REVIEW THIS FORM 990. ST LUKE'S EPISCOPAL HEALTH SYSTEM'S RETURN WAS PREPARED BY ITS TAX DEPARTMENT, UTILIZING INFORMATION PROVIDED BY THE ITS MANAGEMENT, OFFICERS, AND DIRECTORS. COLLABORATIVE REVIEW OF THE RETURN BY THE ORGANIZATION'S EXTERNAL ADVISORS, EXECUTIVE MANAGEMENT AND THE SLEHS TAX DIRECTOR WAS CONDUCTED, AND THE RETURN WAS MADE AVAILABLE TO THE OFFICERS AND DIRECTORS BEFORE FILING.
FORM 990, PART VI, SECTION B, QUESTION 12c	SECTION B POLICIES	DOES THE ORGANIZATION REGULARLY AND CONSISTENTLY MONITOR AND ENFORCE COMPLIANCE WITH THE WRITTEN CONFLICT OF INTEREST POLICY? PRIMARY MONITORING OF CONFLICT OF INTEREST IS DONE THROUGH ANNUAL POLLING OF OFFICERS, DIRECTORS, AND KEY EMPLOYEES FOR POTENTIAL CONFLICTS. CONFLICT OF INTEREST SUBMISSIONS ARE REVIEWED BY THE CORPORATE COMPLIANCE OFFICER AND SENIOR COUNSEL WHO BRING ACTIONABLE ITEMS TO THE BOARD. IF THE INSTITUTION DETERMINES THAT A SIGNIFICANT POSSIBILITY EXISTS THAT THERE IS A CONFLICT OF INTEREST, THE INDIVIDUALS INVOLVED WILL BE REQUIRED TO REFRAIN FROM MAKING A DECISION OR TAKING ANY ACTION UNTIL THE MATTER CAN BE FULLY INVESTIGATED AND A DECISION MADE AS TO WHETHER A CONFLICT EXISTS. IF A CONFLICT IS CONFIRMED, A PLAN FOR ALLEVIATING OR MANAGING THE CONFLICT IS IMPLEMENTED. INDIVIDUALS WITH POTENTIAL CONFLICTS MAY BE ASKED TO RECUSE AND ABSENT THEMSELVES FROM MEETINGS IN WHICH AN ALLEGED CONFLICT IS DISCUSSED. IF SO DOING WOULD BETTER ASSURE THE INTEGRITY OF THE PROCESS.
FORM 990, PART VI, SECTION B, QUESTION 14	SECTION B POLICIES	DOES THE ORGANIZATION HAVE A WRITTEN DOCUMENT RETENTION AND DESTRUCTION POLICY? ST LUKE'S EPISCOPAL HEALTH SYSTEM CORPORATION AND RELATED ENTITIES HAVE A WRITTEN GENERAL POLICY RELATED TO DOCUMENT RETENTION AND DESTRUCTION. DOCUMENTS AND RECORDS ARE RETAINED FOR VARIOUS FEDERAL, STATE OR OTHER JURISDICTION STATUTES FOR MEDICAL OR FINANCIAL REVIEW ON A DEPARTMENT-BY-DEPARTMENT BASIS.
FORM 990, PART VI, SECTION B, QUESTION 15	SECTION C DISCLOSURE	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 FOR: a) THE ORGANIZATION'S CEO, EXECUTIVE DIRECTOR, OR TOP MANAGEMENT OFFICIAL? b) OTHER OFFICERS OR KEY EMPLOYEES OF THE ORGANIZATION? DESCRIBE THE PROCESS IN SCHEDULE O. THE ORGANIZATION'S COMPENSATION COMMITTEE MEETS AS NEEDED, BUT TYPICALLY MEETS TWO TIMES PER YEAR. THIS COMMITTEE CONSISTS OF THREE OUTSIDE DIRECTORS. ITS FUNCTION IS TO MAKE RECOMMENDATIONS/DECISIONS ON SALARY AND BENEFITS FOR KEY EXECUTIVES. VARIOUS DATA ARE UTILIZED IN DECISION-MAKING, INCLUDING COMPENSATION CONSULTANTS, MANAGEMENT'S LEVEL OF ACHIEVEMENT OF STIPULATED PERFORMANCE TARGETS, EXTERNAL SURVEYS, AND LOCAL MARKET CONDITIONS. PERMANENT MINUTES ARE PREPARED AND REVIEWED BY COMPENSATION COMMITTEE MEMBERS PRIOR TO THEIR RATIFICATION. THESE MINUTES ARE SUFFICIENTLY DETAILED TO PROVIDE SUBSTANTIATION OF THE DECISIONS MADE BY THE COMMITTEE WITH REGARD TO EACH KEY EXECUTIVE'S COMPENSATION AND BENEFITS. A REPORT IS MADE TO THE FULL BOARD BY THE COMPENSATION COMMITTEE CHAIR AT WHICH TIME RATIFICATION OF COMMITTEE ACTION IS VOTED BY THE BOARD.
FORM 990, PART VI, SECTION B, QUESTION 16	SECTION B POLICIES	DID THE ORGANIZATION INVEST IN, CONTRIBUTE ASSETS TO, OR PARTICIPATE IN A JOINT VENTURE OR SIMILAR ARRANGEMENT WITH A TAXABLE ENTITY DURING THE YEAR? 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 TAKE STEPS TO SAFEGUARD THE ORGANIZATION'S EXEMPT STATUS WITH RESPECT TO SUCH ARRANGEMENTS? ST LUKE'S EPISCOPAL HEALTH SYSTEM CORPORATION AND RELATED ENTITIES HAVE A WRITTEN GENERAL POLICY RELATED TO DOCUMENT RETENTION AND DESTRUCTION. DOCUMENTS AND RECORDS ARE RETAINED FOR VARIOUS FEDERAL, STATE OR OTHER JURISDICTION STATUTES FOR MEDICAL OR FINANCIAL REVIEW ON A DEPARTMENT-BY-DEPARTMENT BASIS.
FORM 990, PART VI, SECTION C, QUESTION 19	SECTION C DISCLOSURE	DOES THE ORGANIZATION MAKE ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC? ST LUKE'S EPISCOPAL HEALTH SYSTEM CORPORATION AND ITS RELATED ENTITIES HAVE NOT CREATED A GENERAL POLICY PROVIDING FOR THE DISCLOSURE OF CERTAIN DOCUMENTS. IN PRACTICE, THESE DOCUMENTS HAVE BEEN MADE AVAILABLE TO THE PUBLIC UPON WRITTEN REQUEST ONLY.

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION C, QUESTION 19	SECTION C DISCLOSURE	DOES THE ORGANIZATION MAKE ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC? ST LUKE'S EPISCOPAL HEALTH SYSTEM CORPORATION AND ITS RELATED ENTITIES HAVE NOT CREATED A GENERAL POLICY PROVIDING FOR THE DISCLOSURE OF CERTAIN DOCUMENTS. IN PRACTICE, THESE DOCUMENTS HAVE BEEN MADE AVAILABLE TO THE PUBLIC UPON WRITTEN REQUEST ONLY.

FORM 990, PART VII, LINE 1A, COLUMN (B) HOURS WORKED BY LISTED PERSONS DEVOTED TO RELATED ORGANIZATIONS OFFICERS LISTED ARE FULL TIME EMPLOYEES AND WORK A TOTAL OF 50 TO 60 HOURS PER WEEK ON AVERAGE COMBINED THEIR TIME IS DEVOTED PRIMARILY TO SYSTEM ACTIVITIES WHICH COULD INCLUDE TIME SPENT ON ANY OF THE RELATED ORGANIZATIONS LISTED IN SCHEDULE R Form 990, Part I, line 22 Form 990, Part I, line 22 Intersystem transfer of net assets to other related exempt organizations During 2009, The St Luke's Episcopal health system made two large transfers of net assets, one in the amount of \$78,300,000 to St Luke's Episcopal Hospital, and another in the amount of \$78,72,901,717 to St Luke's Episcopal Properties Corporation, in its role as parent corporation of the St Luke's healthcare system of hospitals Form 990, Part VII, Average Hours per Week Form 990, Part VII, Column (b) The following officers and directors are paid by St Luke's Episcopal Health System but serve each of the various related organizations within the System David J Fine Stephen Pickett Arthur F Evans IV Brian E Doyle Chester Jones also serves 5 hours a week to the board of St Luke's Episcopal Health System Foundation, 2 hours a week to the board of St Luke's Episcopal Hospital, and 2 hours a week to the board of St Luke's Community Health Services Bill Montgomery also serves 5 hours a week to the board of St Luke's Episcopal Health System Foundation, 2 hours a week to the board of St Luke's Community Development Corporation, 2 hours a week to the board of St Luke's Community Development Corporation- The Woodlands, 2 hours a week to the board of St Luke's Community Development Corporation- Clear Lake, 2 hours a week to the board of St Luke's Community Development Corporation- Sugar Land, and 2 hours a week to the board of St Luke's Community Development Corporation- The Vintage The Rt Rev Dena A Harrison also serves 5 hours a week to the board of St Luke's Episcopal Health System Foundation and 2 hours a week to the board of St Luke's Episcopal Health Charities Michael H Richmond also serves 5 hours a week to the board of St Luke's Episcopal Health System Foundation and 2 hours a week to the board of St Luke's Community Health Services E William Barnett also serves 5 hours a week to the board of St Luke's Episcopal Health System Foundation and 2 hours a week to the board of St Luke's Episcopal Hospital Linnet Diley, John T Cater, Bruce Phillips, The Very Rev Joe D Reynolds, Howard Tellepsen, Jr , and John R Huff also serve 5 hours a week to the board of St Luke's Episcopal Health System Foundation

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

Cat No 51056K

Schedule O (Form 990) 2009

**SCHEDULE R**  
**(Form 990)****Related Organizations and Unrelated Partnerships****2009**

► Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.  
 ► Attach to Form 990. ► See separate instructions.

**Open to Public  
Inspection**Department of the Treasury  
Internal Revenue Service**Name of the organization**  
ST LUKE'S EPISCOPAL HEALTH SYSTEM**Employer identification number**  
76-0536232**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(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
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**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(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
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See Additional Data Table

**Part III Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(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, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	Yes	No	Yes	No
ST LUKES SUGAR LAND PARTNERSHIP LLP 3100 MAIN HOUSTON, TX77002 20-4326467	HOSPITAL	TX	NA	N/A	0	0	No	0			No		
ST LUKES LAKESIDE HOSPITAL LLC 3100 MAIN HOUSTON, TX77002 30-0427437	HOSPITAL	TX	NA	N/A	0	0	No	0			No		
ST LUKES HOSPITAL AT THE VINTAGE LLC 3100 MAIN HOUSTON, TX77002 26-3734616	HOSPITAL	TX	NA	N/A	0	0	No	0			No		
ST LUKES CLEAR LAKE HOSPITAL LLC 3100 MAIN HOUSTON, TX77002 26-0680106	IN DISSOLUTION	TX	NA	N/A	0	0	No	0			No		

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(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
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See Additional Data Table

**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III or IV**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to other organization(s)
- c** Gift, grant, or capital contribution from other organization(s)
- d** Loans or loan guarantees to or for other organization(s)
- e** Loans or loan guarantees by other organization(s)
- f** Sale of assets to other organization(s)
- g** Purchase of assets from other organization(s)
- h** Exchange of assets
- i** Lease of facilities, equipment, or other assets to other organization(s)
- j** Lease of facilities, equipment, or other assets from other organization(s)
- k** Performance of services or membership or fundraising solicitations for other organization(s)
- l** Performance of services or membership or fundraising solicitations by other organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets
- n** Sharing of paid employees
- o** Reimbursement paid to other organization for expenses
- p** Reimbursement paid by other organization for expenses
- q** Other transfer of cash or property to other organization(s)
- r** Other transfer of cash or property from other organization(s)

	Yes	No
<b>1a</b>		No
<b>1b</b>	Yes	
<b>1c</b>	Yes	
<b>1d</b>		No
<b>1e</b>		No
<b>1f</b>		No
<b>1g</b>		No
<b>1h</b>		No
<b>1i</b>		No
<b>1j</b>		No
<b>1k</b>		No
<b>1l</b>		No
<b>1m</b>		No
<b>1n</b>		No
<b>1o</b>	Yes	
<b>1p</b>	Yes	
<b>1q</b>		No
<b>1r</b>		No

**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(b)  
Transaction type(a-r)(c)  
Amount involved

(1) See Additional Data Table

(2)

(3)

(4)

(5)

(6)

**Part VI Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

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)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
Name, address, and EIN of entity	Primary activity	Legal domicile (state or foreign country)	Are all partners section 501(c)(3) organizations?	Share of end-of-year assets	Disproportionate allocations?	Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	General or managing partner?	
			Yes	No	Yes	No	Yes	No

**Software ID:**  
**Software Version:**  
**EIN:** 76-0536232  
**Name:** ST LUKE'S EPISCOPAL HEALTH SYSTEM

**Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations**

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity
ST LUKES EPISCOPAL HOSPITAL  6720 BERTNER HOUSTON, TX77030 74-1161938	HOSPITAL	TX	501(C)(3)	3	SYSTEM CORP
ST LUKES EPISCOPAL HEALTH SYSTEM FOUNDA  PO BOX 20269 HOUSTON, TX77225 76-0127715	SUPPORTING	TX	501(C)(3)	11 TYPE I	SYSTEM CORP
ST LUKES EPISCOPAL HEALTH CHARITIES  6624 FANNIN HOUSTON, TX77030 76-0531710	SUPPORTING	TX	501(C)(3)	11 TYPE I	SYSTEM CORP
ST LUKES EPISCOPAL PROPERTIES CORP  6624 FANNIN HOUSTON, TX77030 76-0531716	SUPPORTING	TX	501(C)(3)	11 TYPE I	SYSTEM CORP
ST LUKES MEDICAL TOWER CORPORATION  6624 FANNIN HOUSTON, TX77030 76-0531713	SUPPORTING	TX	501(C)(3)	11 TYPE I	SYSTEM CORP
GREATER HOUSTON HEALTH NETWORK  6624 FANNIN HOUSTON, TX77030 76-0458535	CLINIC	TX	501(C)(3)	3	SYSTEM CORP
SLEH SELF INSURANCE TRUST  6720 BERTNER HOUSTON, TX77030 76-6046296	SELF INSURANC	TX	501(C)(3)	11 TYPE I	SYSTEM CORP
SL AUGUSTA CORPORATION  PO BOX 20269 HOUSTON, TX77225 76-0226623	TITLE HOLDING	TX	501(C)(2)	N/A	SYSTEM CORP
ST LUKES COMMUNITY HEALTH SERVICES  6624 FANNIN HOUSTON, TX77030 76-0536234	HOSPITAL	TX	501(C)(3)	11 TYPE I	SYSTEM CORP
ST LUKES COMMUNITY DEVELOPMENT CORP  3100 MAIN HOUSTON, TX77002 26-0274448	SUPPORTING	TX	501(C)(3)	11 TYPE I	SYSTEM CORP
ST LUKES COMMUNITY DEV CORP - SUGAR LAND  3100 MAIN HOUSTON, TX77002 26-1947374	HOSPITAL	TX	501(C)(3)	3	SYSTEM CORP
ST LUKES COMMUNITY DEV CORP - WOODLANDS  3100 MAIN HOUSTON, TX77002 26-0335902	HOSPITAL	TX	501(C)(3)	3	SYSTEM CORP
ST LUKES COMMUNITY DEV CORP - THE VINTAGE  3100 MAIN HOUSTON, TX77002 26-3734606	HOSPITAL	TX	pending	3	SYSTEM CORP
ST LUKES EPISCOPAL PROP CORP - SUGAR LAN  3100 MAIN HOUSTON, TX77002 27-1303416	SUPPORTING	TX	pending	11 TYPE I	SYSTEM CORP

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income (\$)	(g) Share of end-of-year assets (\$)	(h) Percentage ownership
ST LUKES MEDICAL TOWER CONDO ASSOCIATION 6624 FANNIN HOUSTON, TX77030 76-0298751	CONDOMINIUM A	TX	NA	C CORP	0	0	0 %
ST LUKES 6620 MAIN CONDO ASSOCIATION 6624 FANNIN HOUSTON, TX77030 30-0355517	CONDOMINIUM A	TX	NA	C CORP	0	0	0 %
ST LUKES MEDICAL ARTS CTR I CONDO ASSOC 6624 FANNIN HOUSTON, TX77030 30-0355518	CONDOMINIUM A	TX	NA	C CORP	0	0	0 %
THE THI AT SLEH DAC BLDG CONDO ASSOC 6624 FANNIN HOUSTON, TX77030 90-0064009	CONDOMINIUM A	TX	NA	C CORP	0	0	0 %
ST LUKES EPISCOPAL HOSP PHYSICIAN HOSP O 6720 BERTNER HOUSTON, TX77030 76-0377932	PHO	TX	NA	C CORP	0	0	0 %
SLEHS HOLDINGS INC AND SUBSIDIARIES 6624 FANNIN HOUSTON, TX77030 76-0637138	HOLDINGS CORP	TX	NA	C CORP	0	0	0 %
ALL SAINTS INSURANCE COMPANY SPC LTD PO BOX 69 GT BUCKINGHAM SQ GRAND CAYMAN BWI CJ CJ	SELF INSURANC	CJ	ST LUKES SYS CO	CFC	0	30,686,568	100 000 %
ST LUKES COMMUNITY DEV CORP 3100 MAIN HOUSTON, TX77002 26-3734181	IN DISSOLUTION	TX	NA	C CORP	0	0	0 %
ST LUKES COMMUNITY DEV CORP 3100 MAIN HOUSTON, TX77002 26-0672981	IN DISSOLUTION	TX	NA	C CORP	0	0	0 %
ST LUKES COMMUNITY DEV CORP 3100 MAIN HOUSTON, TX77002 26-0672981	IN DISSOLUTION	TX	NA	C CORP	0	0	0 %

**Form 990, Schedule R, Part V - Transactions With Related Organizations**

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved (\$)
(1) ST LUKES EPISCOPAL HOSPITAL	b	78,300,000
(2) ST LUKES EPISCOPAL HEALTH properties	b	72,901,717
(3) st lukes episcopal health system foundation	p	637,910
(4) st Luke's medical tower corporation	p	174,889
(5) Greater Houston Health Network	p	567,206
(6) St Luke's Community Development Corp - Vinta	p	236,511
(7) st Luke's Community Developement Corp - Suga	p	120,333
(8) St Luke's Community Health Services	o	384,877,781
(9) St Lukes' Community Development Corporation	o	2,799,992
(10) St Luke's Lakeside Hospital LLC	p	326,080

Form 4562

Depreciation and Amortization  
(Including Information on Listed Property)

OMB No 1545-0172

2009

Department of the Treasury  
Internal Revenue Service

► See separate instructions. ► Attach to your tax return.

Attachment  
Sequence No 67

Name(s) shown on return ST LUKE'S EPISCOPAL HEALTH SYSTEM	Business or activity to which this form relates GENERAL DEPRECIATION	Identifying number 76-0536232
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**Part I Election To Expense Certain Property Under Section 179***Note: If you have any listed property, complete Part V before you complete Part I.*

1 Maximum amount See the instructions for a higher limit for certain businesses . . . . .	1	\$ 125,000
2 Total cost of section 179 property placed in service (see instructions) . . . . .	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions) . . . . .	3	\$ 500,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0- . . . . .	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions . . . . .	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6				
7 Listed property Enter the amount from line 29 . . . . .	7			
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 . . . . .	8			
9 Tentative deduction Enter the <b>smaller</b> of line 5 or line 8 . . . . .	9			
10 Carryover of disallowed deduction from line 13 of your 2008 Form 4562 . . . . .	10			
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions) . . . . .	11			
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 . . . . .	12			
13 Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 11 ► 13				

**Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions.)		
14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election . . . . .	15	
16 Other depreciation (including ACRS) . . . . .	16	

**Part III MACRS Depreciation (Do not include listed property.) (See instructions.)****Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2009 . . . . .	17	181,175
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ►		

**Section B—Assets Placed in Service During 2008 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property		25 yrs			S/L	
h Residential rental property		27 5 yrs	MM		S/L	
		27 5 yrs	MM		S/L	
i Nonresidential real property		39 yrs	MM		S/L	
			MM		S/L	

**Section C—Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System**

20a Class life					S/L	
b 12-year		12 yrs			S/L	
c 40-year		40 yrs	MM		S/L	

**Part IV Summary (see instructions)**

21 Listed property Enter amount from line 28 . . . . .	21	
22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions . . . . .	22	181,175
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs . . . . .	23	

**Part V**

**Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

**Section A—Depreciation and Other Information (Caution:** See the instructions for limits for passenger automobiles.)

**24a** Do you have evidence to support the business/investment use claimed?  Yes  No **24b** If "Yes," is the evidence written?  Yes  No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation/deduction	(i) Elected section 179 cost
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**25** Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25**

	%							
	%							
	%							

	%			S/L -				
	%			S/L -				
	%			S/L -				

**28** Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 **28**

**29** Add amounts in column (i), line 26 Enter here and on line 7, page 1 **29**

**Section B—Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1	(b) Vehicle 2	(c) Vehicle 3	(d) Vehicle 4	(e) Vehicle 5	(f) Vehicle 6
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

**Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	<b>Yes</b>	<b>No</b>
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
<b>39</b> Do you treat all use of vehicles by employees as personal use?		
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) A amortization for this year
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**42** A amortization of costs that begins during your 2009 tax year (see instructions)

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<b>43</b> A amortization of costs that began before your 2009 tax year	<b>43</b>
<b>44</b> Total. Add amounts in column (f) See the instructions for where to report	<b>44</b>

**TY 2009 Earnings and Profits Other  
Adjustments Statement****Name:** ST LUKE'S EPISCOPAL HEALTH SYSTEM**EIN:** 76-0536232

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	1,236,179

## TY 2009 Itemized Other Current Liabilities Schedule

**Name:** ST LUKE'S EPISCOPAL HEALTH SYSTEM**EIN:** 76-0536232

Corporation Name	Corporation EIN	Description	Beginning Amount	Ending Amount
		DUE TO SLEH SYSTEM CORPORATION	44,424	424,667

## TY 2009 Itemized Other Assets Schedule

**Name:** ST LUKE'S EPISCOPAL HEALTH SYSTEM**EIN:** 76-0536232

Corporation Name	Corporation EIN	Other Assets Description	Beginning Amount	Ending Amount
		DEFERRED REINSURANCE PREMIUM CEDED	3,997,227	1,338,041
		ACCRUED INTEREST & PREPAID EXPENSE	191,660	234,818
		REINSURANCE RECOVERABLE - LOSS RESE	1,164,894	2,022,265
		DEFERRED ACQUISTION COSTS		76,892
		LOSSES RECOVERABLE FROM REINSURERS		3,504
		PREMIUM RECEIVABLE		102,524

## TY 2009 Other Deductions Schedule

**Name:** ST LUKE'S EPISCOPAL HEALTH SYSTEM**EIN:** 76-0536232

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
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## TY 2009 Itemized Other Investments Schedule

**Name:** ST LUKE'S EPISCOPAL HEALTH SYSTEM**EIN:** 76-0536232

Corporation Name	Corporation EIN	Other Investments Description	Beginning Amount	Ending Amount
		INVESTMENT IN SECURITIES @ FMV	23,636,402	25,883,312

## TY 2009 Itemized Other Liabilities Schedule

**Name:** ST LUKE'S EPISCOPAL HEALTH SYSTEM**EIN:** 76-0536232

Corporation Name	Corporation EIN	Other Liabilities Description	Beginning Amount	Ending Amount
		RESERVE FOR LOSSES & LOSS ADJ EXP	1,272,400	2,022,265
		DEPOSIT LIABILITY	16,369,799	16,062,129
		UNEARNED PREMIUM	3,997,227	1,414,933
		LOSSES PAYABLE	685,885	2,647,551
		DUE TO CUSTODIAN	31,500	12,500
		ACQUISITION COSTS PAYABLE		102,523

## TY 2009 Other Income Statement

**Name:** ST LUKE'S EPISCOPAL HEALTH SYSTEM**EIN:** 76-0536232

Description	Foreign Amount	Amount
NET REALIZED (LOSS) GAIN FROM SEC		-270,377
NET UNREALIZED GAIN ON SECURITIES		1,236,179
INCOME ATTRIBUTABLE TO DEPOSIT LIAB		-1,542,986
NET PREMIUMS EARNED		25,631
FIXED MATURITY INVESTMENTS, NET EXP		1,161,862

## TY 2009 Paid-In or Capital Surplus Reconciliation Statement

**Name:** ST LUKE'S EPISCOPAL HEALTH SYSTEM

**EIN:** 76-0536232

Description	Beginning Amount	Ending Amount
SHARE PREMIUM	8,119,998	8,119,998