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Part IV

Checklist of Required Schedules

|     |                                                                                                                                                                                                                                                                                                                                       | Yes | No  |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1   | Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A                                                                                                                    | 1   | Yes |
| 2   | Is the organization required to complete Schedule B, Schedule of Contributors?                                                                                                                                                                       | 2   | Yes |
| 3   | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I                                                                 | 3   | No  |
| 4   | <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II                                                                                                                   | 4   | Yes |
| 5   | <b>Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III                                                                                                                          | 5   |     |
| 6   | Did the organization maintain any donor advised funds or any 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   | 6   | No  |
| 7   | Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II                                      | 7   | No  |
| 8   | Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III                                                                                                    | 8   | No  |
| 9   | Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV  | 9   | No  |
| 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                                                                                         | 10  | Yes |
| 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.                                                                                                     | 11  | Yes |
|     | ◆ 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                                                                                            | 12  | No  |
| 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                                                                                                                                                                                                                                     | 13  | No  |
| 14a | Did the organization maintain an office, employees, or agents outside of the United States?                                                                                                                                                                                                                                           | 14a | No  |
| b   | Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I                                                                                                               | 14b | No  |
| 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                                                                                                                                  | 15  | No  |
| 16  | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Part III                                                                                                                                      | 16  | No  |
| 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                                                        | 17  | No  |
| 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                                                                   | 18  | Yes |
| 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                                                                                             | 19  | No  |
| 20  | Did the organization operate one or more hospitals? If "Yes," complete Schedule H                                                                                                                                                                                                                                                     | 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? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .                                                          | 21  | Yes |    |
| 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? <i>If "Yes," complete Schedule I, Parts I and III</i> . . . . .                                                                           | 22  |     | No |
| 23  | Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> . . . . .                | 23  | Yes |    |
| 24a | Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i> . . . . . | 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? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part I</i> . . . . .       | 25b |     | No |
| 26  | Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> . . . . .                                    | 26  |     | 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? <i>If "Yes," complete Schedule L, Part III</i> . . . . .            | 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)                                                                                              |     |     |    |
| a   | A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                                                                                                                                   | 28a |     | No |
| b   | A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                                                                                                                | 28b |     | 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? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                           | 28c |     | No |
| 29  | Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . . .                                                                                                                                                                  | 29  |     | No |
| 30  | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .                                                                                                  | 30  |     | No |
| 31  | Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .                                                                                                                                                        | 31  |     | No |
| 32  | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> . . . . .                                                                                                                                      | 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? <i>If "Yes," complete Schedule R, Part I</i> . . . . .                                                                                      | 33  |     | No |
| 34  | Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> . . . . .                                                                                                                                         | 34  | Yes |    |
| 35  | Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .                                                                                                                                   | 35  |     | No |
| 36  | <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .                                                                                           | 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? <i>If "Yes," complete Schedule R, Part VI</i> . . . . .                                             | 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  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|-----|-----|
| 1a                                                                                                                                                                                                                                                                                | Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable . . . . .                                                                                           | 1a                                                                             | 1   |     |
|                                                                                                                                                                                                                                                                                   | b                                                                                                                                                                                                                                                    | Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable | 1b  | 0   |
| c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .                                                                                                              |                                                                                                                                                                                                                                                      |                                                                                | 1c  | Yes |
| 2a                                                                                                                                                                                                                                                                                | Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return . . . . .                                                        | 2a                                                                             | 0   |     |
|                                                                                                                                                                                                                                                                                   | b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?<br><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)     |                                                                                |     | 2b  |
| 3a                                                                                                                                                                                                                                                                                | Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? . . . . .                                                                                                                       | 3a                                                                             |     | No  |
| b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O . . . . .                                                                                                                                                                      |                                                                                                                                                                                                                                                      |                                                                                | 3b  |     |
| 4a                                                                                                                                                                                                                                                                                | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . . | 4a                                                                             |     | No  |
|                                                                                                                                                                                                                                                                                   | b If "Yes," enter the name of the foreign country ▶<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts                                                              |                                                                                |     |     |
| 5a                                                                                                                                                                                                                                                                                | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . .                                                                                                                                      | 5a                                                                             |     | No  |
| b                                                                                                                                                                                                                                                                                 | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?                                                                                                                                     | 5b                                                                             |     | No  |
| c If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction? . . . . .                                                                                                                       |                                                                                                                                                                                                                                                      |                                                                                | 5c  |     |
| 6a                                                                                                                                                                                                                                                                                | 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? . . . . .                                                                | 6a                                                                             |     | No  |
| b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .                                                                                                                         |                                                                                                                                                                                                                                                      |                                                                                | 6b  |     |
| 7 Organizations that may receive deductible contributions under section 170(c).                                                                                                                                                                                                   |                                                                                                                                                                                                                                                      |                                                                                |     |     |
| a                                                                                                                                                                                                                                                                                 | 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? . . . . .                                                                                            | 7a                                                                             | Yes |     |
| b                                                                                                                                                                                                                                                                                 | If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .                                                                                                                                            | 7b                                                                             | Yes |     |
| c                                                                                                                                                                                                                                                                                 | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .                                                                                                       | 7c                                                                             |     | No  |
| d                                                                                                                                                                                                                                                                                 | If "Yes," indicate the number of Forms 8282 filed during the year . . . . .                                                                                                                                                                          | 7d                                                                             |     |     |
| e                                                                                                                                                                                                                                                                                 | Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .                                                                                                          | 7e                                                                             |     | No  |
| f                                                                                                                                                                                                                                                                                 | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .                                                                                                                               | 7f                                                                             |     | No  |
| g For all contributions of qualified intellectual property, did the organization file Form 8899 as required? . . . . .                                                                                                                                                            |                                                                                                                                                                                                                                                      |                                                                                | 7g  |     |
| h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required? . . . . .                                                                                                                                                 |                                                                                                                                                                                                                                                      |                                                                                | 7h  |     |
| 8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . . |                                                                                                                                                                                                                                                      |                                                                                | 8   |     |
| 9 Sponsoring organizations maintaining donor advised funds.                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                      |                                                                                |     |     |
| a Did the organization make any taxable distributions under section 4966? . . . . .                                                                                                                                                                                               |                                                                                                                                                                                                                                                      |                                                                                | 9a  |     |
| b Did the organization make a distribution to a donor, donor advisor, or related person? . . . . .                                                                                                                                                                                |                                                                                                                                                                                                                                                      |                                                                                | 9b  |     |
| 10 Section 501(c)(7) organizations. Enter                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                      |                                                                                |     |     |
| a Initiation fees and capital contributions included on Part VIII, line 12 . . . . .                                                                                                                                                                                              |                                                                                                                                                                                                                                                      | 10a                                                                            |     |     |
| b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities                                                                                                                                                                                     |                                                                                                                                                                                                                                                      | 10b                                                                            |     |     |
| 11 Section 501(c)(12) organizations. Enter                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                      |                                                                                |     |     |
| a Gross income from members or shareholders . . . . .                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                      | 11a                                                                            |     |     |
| b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . . . .                                                                                                                                           |                                                                                                                                                                                                                                                      | 11b                                                                            |     |     |
| 12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?                                                                                                                                                                    |                                                                                                                                                                                                                                                      |                                                                                | 12a |     |
| b If "Yes," enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                                                                           |                                                                                                                                                                                                                                                      | 12b                                                                            |     |     |

Part VI

Governance, Management, and Disclosure

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 | 22  |    |
| b  | Enter the number of voting members that are independent . . . . .                                                                                                                                                             | 1b | 16  |    |
| 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                                                                                              |    |     |    |
| a  | The governing body? . . . . .                                                                                                                                                                                                 | 8a | Yes |    |
| b  | Each committee with authority to act on behalf of the governing body? . . . . .                                                                                                                                               | 8b | Yes |    |
| 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 . . . . .        | 9  |     | No |

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 | Yes |    |
| 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 | Yes |    |
| 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?                                                                                     |     |     |    |
| a   | The organization's CEO, Executive Director, or top management official . . . . .                                                                                                                                                                                                                         | 15a | Yes |    |
| b   | Other officers or key employees of the organization . . . . .                                                                                                                                                                                                                                            | 15b | Yes |    |
|     | 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 |     | No |
| b   | If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? . . . . . | 16b |     |    |

Section C. Disclosure

|    |                                                                                                                                                                                                                                                                                                                                                          |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 17 | List the States with which a copy of this Form 990 is required to be filed▶                                                                                                                                                                                                                                                                              |
| 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.<br><input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request |
| 19 | Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.                                                                                                                                               |
| 20 | State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶<br>TIMOTHY HUBER<br>3421 WEST NINTH STREET<br>WATERLOO, IA 507025499<br>(319) 272-7607                                                                                                                                    |

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

• 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

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

Form **990** (2009)

|    |                 |  |           |         |
|----|-----------------|--|-----------|---------|
| 1b | Total . . . . . |  | 2,347,471 | 346,198 |
|----|-----------------|--|-----------|---------|

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 0

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

Section B. Independent Contractors

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

| (A)<br>Name and business address | (B)<br>Description of services | (C)<br>Compensation |
|----------------------------------|--------------------------------|---------------------|
|                                  |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization 0

Part VIII

Statement of Revenue

|                                                           |                                                                    |                                                                                                                                                |                                                                                          | (A)<br>Total revenue | (B)<br>Related or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from<br>tax under<br>sections<br>512, 513, or<br>514 |
|-----------------------------------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|----------------------|----------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------|
| Contributions, gifts, grants<br>and other similar amounts | 1a                                                                 | Federated campaigns . . .                                                                                                                      | 1a                                                                                       |                      |                                                    |                                         |                                                                                 |
|                                                           | b                                                                  | Membership dues . . . . .                                                                                                                      | 1b                                                                                       |                      |                                                    |                                         |                                                                                 |
|                                                           | c                                                                  | Fundraising events . . . . .                                                                                                                   | 1c                                                                                       | 17,185               |                                                    |                                         |                                                                                 |
|                                                           | d                                                                  | Related organizations . . . .                                                                                                                  | 1d                                                                                       | 75,000               |                                                    |                                         |                                                                                 |
|                                                           | e                                                                  | Government grants (contributions)                                                                                                              | 1e                                                                                       |                      |                                                    |                                         |                                                                                 |
|                                                           | f                                                                  | All other contributions, gifts, grants, and<br>similar amounts not included above                                                              | 1f                                                                                       | 597,323              |                                                    |                                         |                                                                                 |
|                                                           | g                                                                  | Noncash contributions included in<br>lines 1a-1f \$ _____                                                                                      |                                                                                          |                      |                                                    |                                         |                                                                                 |
|                                                           | h                                                                  | Total. Add lines 1a-1f . . . . .                                                                                                               |                                                                                          |                      | 689,508                                            |                                         |                                                                                 |
| Program Service Revenue                                   | 2a                                                                 |                                                                                                                                                | Business Code                                                                            |                      |                                                    |                                         |                                                                                 |
|                                                           | b                                                                  |                                                                                                                                                |                                                                                          |                      |                                                    |                                         |                                                                                 |
|                                                           | c                                                                  |                                                                                                                                                |                                                                                          |                      |                                                    |                                         |                                                                                 |
|                                                           | d                                                                  |                                                                                                                                                |                                                                                          |                      |                                                    |                                         |                                                                                 |
|                                                           | e                                                                  |                                                                                                                                                |                                                                                          |                      |                                                    |                                         |                                                                                 |
|                                                           | f                                                                  | All other program service revenue                                                                                                              |                                                                                          |                      |                                                    |                                         |                                                                                 |
|                                                           | g                                                                  | Total. Add lines 2a-2f . . . . .                                                                                                               |                                                                                          |                      | 0                                                  |                                         |                                                                                 |
|                                                           | Other Revenue                                                      | 3                                                                                                                                              | Investment income (including dividends, interest<br>and other similar amounts) . . . . . |                      | 148,352                                            |                                         |                                                                                 |
| 4                                                         |                                                                    | Income from investment of tax-exempt bond proceeds . . .                                                                                       |                                                                                          | 0                    |                                                    |                                         |                                                                                 |
| 5                                                         |                                                                    | Royalties . . . . .                                                                                                                            |                                                                                          | 0                    |                                                    |                                         |                                                                                 |
| 6a                                                        |                                                                    | Gross Rents                                                                                                                                    | (i) Real (ii) Personal                                                                   |                      |                                                    |                                         |                                                                                 |
| b                                                         |                                                                    | Less rental<br>expenses                                                                                                                        |                                                                                          |                      |                                                    |                                         |                                                                                 |
| c                                                         |                                                                    | Rental income<br>or (loss)                                                                                                                     |                                                                                          |                      |                                                    |                                         |                                                                                 |
| d                                                         |                                                                    | Net rental income or (loss) . . . . .                                                                                                          |                                                                                          |                      |                                                    |                                         |                                                                                 |
| 7a                                                        |                                                                    | Gross amount<br>from sales of<br>assets other<br>than inventory                                                                                | (i) Securities (ii) Other                                                                | 2,195,253            |                                                    |                                         |                                                                                 |
| b                                                         |                                                                    | Less cost or<br>other basis and<br>sales expenses                                                                                              |                                                                                          | 2,312,254            |                                                    |                                         |                                                                                 |
| c                                                         |                                                                    | Gain or (loss)                                                                                                                                 |                                                                                          | -117,001             |                                                    |                                         |                                                                                 |
| d                                                         |                                                                    | Net gain or (loss) . . . . .                                                                                                                   |                                                                                          | -117,001             |                                                    |                                         | -117,001                                                                        |
| 8a                                                        |                                                                    | Gross income from fundraising<br>events (not including<br>\$ 17,185<br>of contributions reported on line 1c)<br>See Part IV, line 18 . . . . . | a                                                                                        | 14,815               |                                                    |                                         |                                                                                 |
| b                                                         |                                                                    | Less direct expenses . . . .                                                                                                                   | b                                                                                        | 16,313               |                                                    |                                         |                                                                                 |
| c                                                         |                                                                    | Net income or (loss) from fundraising events . . .                                                                                             |                                                                                          | -1,498               | -1,498                                             |                                         |                                                                                 |
| 9a                                                        |                                                                    | Gross income from gaming activities<br>See Part IV, line 19 . . . . .                                                                          | a                                                                                        |                      |                                                    |                                         |                                                                                 |
| b                                                         |                                                                    | Less direct expenses . . . .                                                                                                                   | b                                                                                        |                      |                                                    |                                         |                                                                                 |
| c                                                         |                                                                    | Net income or (loss) from gaming activities . . .                                                                                              |                                                                                          | 0                    |                                                    |                                         |                                                                                 |
| 10a                                                       | Gross sales of inventory, less<br>returns and allowances . . . . . | a                                                                                                                                              |                                                                                          |                      |                                                    |                                         |                                                                                 |
| b                                                         | Less cost of goods sold . . .                                      | b                                                                                                                                              |                                                                                          |                      |                                                    |                                         |                                                                                 |
| c                                                         | Net income or (loss) from sales of inventory . . .                 |                                                                                                                                                | 0                                                                                        |                      |                                                    |                                         |                                                                                 |
|                                                           | Miscellaneous Revenue                                              |                                                                                                                                                | Business Code                                                                            |                      |                                                    |                                         |                                                                                 |
| 11a                                                       |                                                                    |                                                                                                                                                |                                                                                          |                      |                                                    |                                         |                                                                                 |
| b                                                         |                                                                    |                                                                                                                                                |                                                                                          |                      |                                                    |                                         |                                                                                 |
| c                                                         |                                                                    |                                                                                                                                                |                                                                                          |                      |                                                    |                                         |                                                                                 |
| d                                                         | All other revenue . . . . .                                        |                                                                                                                                                |                                                                                          |                      |                                                    |                                         |                                                                                 |
| e                                                         | Total. Add lines 11a-11d . . . . .                                 |                                                                                                                                                |                                                                                          | 0                    |                                                    |                                         |                                                                                 |
| 12                                                        | Total revenue. See Instructions . . . . .                          |                                                                                                                                                |                                                                                          | 719,361              | -1,498                                             |                                         | 31,351                                                                          |

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)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|--------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------|----------------------------------------|-----------------------------|
| 1                                                                              | Grants and other assistance to governments and organizations in the U S See Part IV, line 21                                                                                                                            | 778,502               | 778,502                         |                                        |                             |
| 2                                                                              | Grants and other assistance to individuals in the U S See Part IV, line 22                                                                                                                                              | 0                     |                                 |                                        |                             |
| 3                                                                              | Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16                                                                                                 | 0                     |                                 |                                        |                             |
| 4                                                                              | Benefits paid to or for members                                                                                                                                                                                         | 0                     |                                 |                                        |                             |
| 5                                                                              | Compensation of current officers, directors, trustees, and key employees . . . . .                                                                                                                                      | 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                                                                                                                                                                                                | 0                     |                                 |                                        |                             |
| 8                                                                              | Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .                                                                                                                 | 0                     |                                 |                                        |                             |
| 9                                                                              | Other employee benefits . . . . .                                                                                                                                                                                       | 0                     |                                 |                                        |                             |
| 10                                                                             | Payroll taxes . . . . .                                                                                                                                                                                                 | 0                     |                                 |                                        |                             |
| 11                                                                             | Fees for services (non-employees)                                                                                                                                                                                       |                       |                                 |                                        |                             |
| a                                                                              | Management . . . . .                                                                                                                                                                                                    | 0                     |                                 |                                        |                             |
| b                                                                              | Legal . . . . .                                                                                                                                                                                                         | 0                     |                                 |                                        |                             |
| c                                                                              | Accounting . . . . .                                                                                                                                                                                                    | 0                     |                                 |                                        |                             |
| d                                                                              | Lobbying . . . . .                                                                                                                                                                                                      | 0                     |                                 |                                        |                             |
| e                                                                              | Professional fundraising See Part IV, line 17 . . . . .                                                                                                                                                                 | 0                     |                                 |                                        |                             |
| f                                                                              | Investment management fees . . . . .                                                                                                                                                                                    | 0                     |                                 |                                        |                             |
| g                                                                              | Other . . . . .                                                                                                                                                                                                         | 39,237                |                                 | 10,697                                 | 28,540                      |
| 12                                                                             | Advertising and promotion . . . . .                                                                                                                                                                                     | 0                     |                                 |                                        |                             |
| 13                                                                             | Office expenses . . . . .                                                                                                                                                                                               | 19,604                |                                 | 3,342                                  | 16,262                      |
| 14                                                                             | Information technology . . . . .                                                                                                                                                                                        | 0                     |                                 |                                        |                             |
| 15                                                                             | Royalties . . . . .                                                                                                                                                                                                     | 0                     |                                 |                                        |                             |
| 16                                                                             | Occupancy . . . . .                                                                                                                                                                                                     | 0                     |                                 |                                        |                             |
| 17                                                                             | Travel . . . . .                                                                                                                                                                                                        | 5,731                 |                                 |                                        | 5,731                       |
| 18                                                                             | Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .                                                                                                                | 0                     |                                 |                                        |                             |
| 19                                                                             | Conferences, conventions, and meetings . . . . .                                                                                                                                                                        | 498                   |                                 | 249                                    | 249                         |
| 20                                                                             | Interest . . . . .                                                                                                                                                                                                      | 0                     |                                 |                                        |                             |
| 21                                                                             | Payments to affiliates . . . . .                                                                                                                                                                                        | 0                     |                                 |                                        |                             |
| 22                                                                             | Depreciation, depletion, and amortization . . . . .                                                                                                                                                                     | 0                     |                                 |                                        |                             |
| 23                                                                             | Insurance . . . . .                                                                                                                                                                                                     | 0                     |                                 |                                        |                             |
| 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                                                                              | CORPORATE SERVICES ALLOCATION                                                                                                                                                                                           | 45,416                |                                 | 45,416                                 |                             |
| b                                                                              | MISCELLANEOUS                                                                                                                                                                                                           | 8,852                 |                                 | 2,656                                  | 6,196                       |
| c                                                                              | SALARY ALLOCATION                                                                                                                                                                                                       | 199,301               |                                 | 96,971                                 | 102,330                     |
| d                                                                              | PROMOTIONAL EXPENSE                                                                                                                                                                                                     | 60,682                |                                 |                                        | 60,682                      |
| e                                                                              |                                                                                                                                                                                                                         |                       |                                 |                                        |                             |
| f                                                                              | All other expenses                                                                                                                                                                                                      |                       |                                 |                                        |                             |
| 25                                                                             | Total functional expenses. Add lines 1 through 24f                                                                                                                                                                      | 1,157,823             | 778,502                         | 159,331                                | 219,990                     |
| 26                                                                             | Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation |                       |                                 |                                        |                             |

Part X

Balance Sheet

|                             |                                                                                                                                                         |                                                                                                                                                                                |     |  | (A)               |     | (B)         |
|-----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|--|-------------------|-----|-------------|
|                             |                                                                                                                                                         |                                                                                                                                                                                |     |  | Beginning of year |     | End of year |
| Assets                      | 1                                                                                                                                                       | Cash—non-interest-bearing . . . . .                                                                                                                                            |     |  |                   | 1   |             |
|                             | 2                                                                                                                                                       | Savings and temporary cash investments . . . . .                                                                                                                               |     |  | 470,446           | 2   | 246,940     |
|                             | 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   |             |
|                             | 8                                                                                                                                                       | Inventories for sale or use . . . . .                                                                                                                                          |     |  |                   | 8   |             |
|                             | 9                                                                                                                                                       | Prepaid expenses and deferred charges . . . . .                                                                                                                                |     |  |                   | 9   |             |
|                             | 10a                                                                                                                                                     | Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D . . . . .                                                                                  | 10a |  |                   |     |             |
|                             | b                                                                                                                                                       | Less accumulated depreciation . . . . .                                                                                                                                        | 10b |  |                   | 10c |             |
|                             | 11                                                                                                                                                      | Investments—publicly traded securities . . . . .                                                                                                                               |     |  |                   | 11  |             |
|                             | 12                                                                                                                                                      | Investments—other securities. See Part IV, line 11 . . . . .                                                                                                                   |     |  |                   | 12  |             |
|                             | 13                                                                                                                                                      | Investments—program-related. See Part IV, line 11 . . . . .                                                                                                                    |     |  |                   | 13  |             |
|                             | 14                                                                                                                                                      | Intangible assets . . . . .                                                                                                                                                    |     |  |                   | 14  |             |
|                             | 15                                                                                                                                                      | Other assets. See Part IV, line 11 . . . . .                                                                                                                                   |     |  | 4,440,245         | 15  | 4,714,598   |
|                             | 16                                                                                                                                                      | <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .                                                                                                     |     |  | 4,910,691         | 16  | 4,961,538   |
| Liabilities                 | 17                                                                                                                                                      | Accounts payable and accrued expenses . . . . .                                                                                                                                |     |  | 0                 | 17  | 0           |
|                             | 18                                                                                                                                                      | Grants payable . . . . .                                                                                                                                                       |     |  |                   | 18  |             |
|                             | 19                                                                                                                                                      | Deferred revenue . . . . .                                                                                                                                                     |     |  |                   | 19  |             |
|                             | 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 . . . . .                                                                                                       |     |  |                   | 23  |             |
|                             | 24                                                                                                                                                      | Unsecured notes and loans payable to unrelated third parties . . . . .                                                                                                         |     |  |                   | 24  |             |
|                             | 25                                                                                                                                                      | Other liabilities. Complete Part X of Schedule D . . . . .                                                                                                                     |     |  |                   | 25  |             |
|                             | 26                                                                                                                                                      | <b>Total liabilities.</b> Add lines 17 through 25 . . . . .                                                                                                                    |     |  | 0                 | 26  | 0           |
| Net Assets or Fund Balances | <b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b> |                                                                                                                                                                                |     |  |                   |     |             |
|                             | 27                                                                                                                                                      | Unrestricted net assets . . . . .                                                                                                                                              |     |  | 4,371,379         | 27  | 4,337,079   |
|                             | 28                                                                                                                                                      | Temporarily restricted net assets . . . . .                                                                                                                                    |     |  | 539,312           | 28  | 624,459     |
|                             | 29                                                                                                                                                      | Permanently restricted net assets . . . . .                                                                                                                                    |     |  |                   | 29  |             |
|                             | <b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>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                                                                                                                                                      | <b>Total net assets or fund balances</b> . . . . .                                                                                                                             |     |  | 4,910,691         | 33  | 4,961,538   |
|                             | 34                                                                                                                                                      | <b>Total liabilities and net assets/fund balances</b> . . . . .                                                                                                                |     |  | 4,910,691         | 34  | 4,961,538   |

**Part XI**    **Financial Statements and Reporting**

|                                                                                                                                                                                                                                                                                                                                                                          | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1</b> Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____<br>If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O                                                                               |     |    |
| <b>2a</b> Were the organization's financial statements compiled or reviewed by an independent accountant?    .    .                                                                                                                                                                                                                                                      |     | No |
| <b>b</b> Were the organization's financial statements audited by an independent accountant?    .    .    .    .    .    .    .                                                                                                                                                                                                                                           | Yes |    |
| <b>c</b> 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?<br>If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O    .    .    . | Yes |    |
| <b>d</b> 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<br><input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis                            |     |    |
| <b>3a</b> 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?    .    .    .    .    .    .    .    .    .    .    .    .    .    .    .    .                                                                                                                       |     | No |
| <b>b</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    .    .                                                                                                                                  |     |    |

SCHEDULE A

(Form 990 or 990EZ)

Department of the Treasury  
Internal Revenue Service

Public Charity Status and Public Support

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.

OMB No 1545-0047

2009

Open to Public  
Inspection

|                                                     |                                              |
|-----------------------------------------------------|----------------------------------------------|
| Name of the organization<br>Covenant Foundation Inc | Employer identification number<br>42-1295784 |
|-----------------------------------------------------|----------------------------------------------|

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  

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)

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

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

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 Total. 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 Public Support. 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 Total support (Add lines 7 through 10)                                                                                                                               |          |          |          |          |          |           |
| 12 Gross receipts from related activities, etc (See instructions )                                                                                                      |          |          |          |          | 12       |           |
| 13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here |          |          |          |          |          |           |

| Section C. Computation of Public Support Percentage                                                                                                                                                                                                                                                                                                                                        |  |    |  |  |  |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----|--|--|--|--|
| 14 Public Support Percentage for 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 33 1/3% support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization                                                                                                                                                                         |  |    |  |  |  |  |
| b 33 1/3% support test—2008. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization                                                                                                                                                                    |  |    |  |  |  |  |
| 17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization    |  |    |  |  |  |  |
| b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization |  |    |  |  |  |  |
| 18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions                                                                                                                                                                                                                                                        |  |    |  |  |  |  |

Part IIISupport Schedule for Organizations Described in IRC 509(a)(2)  
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

| Calendar year (or fiscal year beginning in)                                                                                                                               | (a) 2005  | (b) 2006 | (c) 2007  | (d) 2008  | (e) 2009 | (f) Total |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|-----------|-----------|----------|-----------|
| 1Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")                                                                        | 1,439,143 | 858,726  | 2,333,431 | 1,262,490 | 689,508  | 6,583,298 |
| 2Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose |           |          |           |           |          |           |
| 3Gross receipts from activities that are not an unrelated trade or business under section 513                                                                             |           |          |           |           |          |           |
| 4Tax revenues levied for the organization's benefit and either paid to or expended on its behalf                                                                          |           |          |           |           |          |           |
| 5The value of services or facilities furnished by a governmental unit to the organization without charge                                                                  |           |          |           |           |          |           |
| 6Total. Add lines 1 through 5                                                                                                                                             | 1,439,143 | 858,726  | 2,333,431 | 1,262,490 | 689,508  | 6,583,298 |
| 7aAmounts included on lines 1, 2, and 3 received from disqualified persons                                                                                                | 11,000    | 9,000    | 6,000     |           |          | 26,000    |
| bAmounts 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           |           |          |           |           |          |           |
| cAdd lines 7a and 7b                                                                                                                                                      | 11,000    | 9,000    | 6,000     |           |          | 26,000    |
| 8Public Support (Subtract line 7c from line 6 )                                                                                                                           |           |          |           |           |          | 6,557,298 |

Section B. Total Support

| Calendar year (or fiscal year beginning in)                                                                                                                            | (a) 2005                 | (b) 2006  | (c) 2007  | (d) 2008  | (e) 2009  | (f) Total |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|-----------|-----------|-----------|-----------|-----------|
| 9Amounts from line 6                                                                                                                                                   | 1,439,143                | 858,726   | 2,333,431 | 1,262,490 | 689,508   | 6,583,298 |
| 10aGross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources                                      | 160,533                  | 127,443   | 148,347   | -117,031  | -117,001  | 202,291   |
| bUnrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975                                                               |                          |           |           |           |           |           |
| cAdd lines 10a and 10b                                                                                                                                                 | 160,533                  | 127,443   | 148,347   | -117,031  | -117,001  | 202,291   |
| 11Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on                                          |                          |           |           |           |           |           |
| 12Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)                                                                      | 132,033                  | 144,739   | 400,891   | -493,794  | 636,163   | 820,032   |
| 13Total support (Add lines 9, 10c, 11 and 12.)                                                                                                                         | 1,731,709                | 1,130,908 | 2,882,669 | 651,665   | 1,208,670 | 7,605,621 |
| 14First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here | <input type="checkbox"/> |           |           |           |           |           |

Section C. Computation of Public Support Percentage

|                                                                                        |    |          |
|----------------------------------------------------------------------------------------|----|----------|
| 15Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f)) | 15 | 86.216 % |
| 16Public support percentage from 2008 Schedule A, Part III, line 15                    | 16 | 88.600 % |

Section D. Computation of Investment Income Percentage

|                                                                                                                                                                                                                                                                   |                                     |         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|---------|
| 17Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))                                                                                                                                                                       | 17                                  | 2.660 % |
| 18Investment income percentage from 2008 Schedule A, Part III, line 17                                                                                                                                                                                            | 18                                  | 6.975 % |
| 19a33 1/3% support tests—2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization         | <input checked="" type="checkbox"/> |         |
| b33 1/3% support tests—2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization | <input type="checkbox"/>            |         |
| 20Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions                                                                                                                                          | <input type="checkbox"/>            |         |

**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

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Political Campaign and Lobbying Activities

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

▶ **Complete if the organization is described below.**  
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No 1545-0047

2009

Open to Public  
Inspection

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

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

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

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered “Yes,” to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35a (regarding proxy tax), then

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

|                                                     |                                              |
|-----------------------------------------------------|----------------------------------------------|
| Name of the organization<br>Covenant Foundation Inc | Employer identification number<br>42-1295784 |
|-----------------------------------------------------|----------------------------------------------|

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1

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

Political expenditures ▶ \$
- 3

Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1

Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$
- 2

Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3

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

☐ Yes ☐ No
- 4a

Was a correction made? 

☐ Yes ☐ No
- b

If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c) except section 501(c)(3).

- 1

Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2

Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt funtion activities ▶ \$
- 3

Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ \$
- 4

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

☐ Yes ☐ No
- 5

State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

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

Part II-A

Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A

Check

☐

if the filing organization belongs to an affiliated group

B

Check

☐

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

| Limits on Lobbying Expenditures<br>(The term "expenditures" means amounts paid or incurred.)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                   | (a) Filing<br>Organization's<br>Totals          | (b) Affiliated<br>Group<br>Totals  |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|-------------------------------------------------|------------------------------------|--------------------|------------------------------|-----------------------------------------|-------------------------------------------------|-------------------------------------------|---------------------------------------------------|--------------------------------------------|--------------------------------------------------|-------------------|-------------|--|--|
| 1a Total lobbying expenditures to influence public opinion (grass roots lobbying)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                   |                                                 |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| b Total lobbying expenditures to influence a legislative body (direct lobbying)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                   |                                                 |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| c Total lobbying expenditures (add lines 1a and 1b)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                   |                                                 |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| d Other exempt purpose expenditures                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                   |                                                 |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| e Total exempt purpose expenditures (add lines 1c and 1d)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                   |                                                 |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| f Lobbying nontaxable amount Enter the amount from the following table in both columns                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                   |                                                 |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| <table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table> |                                                   | If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e | Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000 | Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000 | Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000 | Over \$17,000,000 | \$1,000,000 |  |  |
| If the amount on line 1e, column (a) or (b) is:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | The lobbying nontaxable amount is:                |                                                 |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| Not over \$500,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 20% of the amount on line 1e                      |                                                 |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| Over \$500,000 but not over \$1,000,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | \$100,000 plus 15% of the excess over \$500,000   |                                                 |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| Over \$1,000,000 but not over \$1,500,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | \$175,000 plus 10% of the excess over \$1,000,000 |                                                 |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| Over \$1,500,000 but not over \$17,000,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | \$225,000 plus 5% of the excess over \$1,500,000  |                                                 |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| Over \$17,000,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | \$1,000,000                                       |                                                 |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| g Grassroots nontaxable amount (enter 25% of line 1f)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                   |                                                 |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| h Subtract line 1g from line 1a If zero or less, enter -0-                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                   |                                                 |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| i Subtract line 1f from line 1c If zero or less, enter -0-                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                   |                                                 |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                   | <input type="checkbox"/> Yes                    | <input type="checkbox"/> No        |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |

4-Year Averaging Period Under Section 501(h)  
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

| Lobbying Expenditures During 4-Year Averaging Period         |          |          |          |          |           |
|--------------------------------------------------------------|----------|----------|----------|----------|-----------|
| Calendar year (or fiscal year beginning in)                  | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) Total |
| 2a Lobbying non-taxable amount                               |          |          |          |          |           |
| b Lobbying ceiling amount<br>(150% of line 2a, column(e))    |          |          |          |          |           |
| c Total lobbying expenditures                                |          |          |          |          |           |
| d Grassroots non-taxable amount                              |          |          |          |          |           |
| e Grassroots ceiling amount<br>(150% of line 2d, column (e)) |          |          |          |          |           |
| f Grassroots lobbying expenditures                           |          |          |          |          |           |

Part II-B

Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

|    |                                                                                                                                                                                                                              | (a) |    | (b)    |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|--------|
|    |                                                                                                                                                                                                                              | Yes | No | Amount |
| 1  | During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of |     |    |        |
|    | a Volunteers?                                                                                                                                                                                                                |     | No |        |
|    | b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?                                                                                                                               |     | No |        |
|    | c Media advertisements?                                                                                                                                                                                                      |     | No |        |
|    | d Mailings to members, legislators, or the public?                                                                                                                                                                           |     | No |        |
|    | e Publications, or published or broadcast statements?                                                                                                                                                                        |     | No |        |
|    | f Grants to other organizations for lobbying purposes?                                                                                                                                                                       |     | No |        |
|    | g Direct contact with legislators, their staffs, government officials, or a legislative body?                                                                                                                                |     | No |        |
|    | h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?                                                                                                                                  |     | No |        |
|    | i Other activities? If "Yes," describe in Part IV                                                                                                                                                                            | Yes |    | 0      |
|    | j Total lines 1c through 1i                                                                                                                                                                                                  |     |    | 0      |
| 2a | Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?                                                                                                                                |     | No |        |
| b  | If "Yes," enter the amount of any tax incurred under section 4912                                                                                                                                                            |     |    |        |
| c  | If "Yes," enter the amount of any tax incurred by organization managers under section 4912                                                                                                                                   |     |    |        |
| d  | If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?                                                                                                                                 |     |    |        |

Part III-A

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

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

Part III-B

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

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

Part IV

Supplemental Information

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

| Identifier             | Return Reference  | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|------------------------|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Schedule C Disclosures | Part II-B Line 1i | Wheaton Franciscan Healthcare and Franciscan Ministries are part of a controlled group of healthcare and housing organizations that are related through a common parent organization. Certain entities within this controlled group engage in limited lobbying activities that benefit each organization collectively. Wheaton Franciscan Healthcare employs one full time Vice President of Strategic Planning and Government Relations whose duties include a portion of lobbying activities. These lobbying activities approximate 20% of total annual salary. A benefits factor of 25% is added, and the total is allocated amongst the organizations receiving the benefit of these services. The lobbying activities include such things as preservation of Medicare and Medicaid funding, monitoring federal legislation that may impact the organization, participating in and coordinating visits with elected officials, coordinating advocacy activities in conjunction with relevant trade associations, and providing awareness on specific state related legislative issues when the need arises (e.g., state hospital assessment legislation in Wisconsin). The portion of direct expenses related to annual employee business travel to Washington DC or other locations, in order to lobby for issues important to healthcare providers and patients, have been included if applicable. Finally, any trade association dues containing a percentage portion allocable to lobbying activities, has been added or estimated, as appropriate. Lobbying expenses incurred by each organization directly, are reflected on their respective IRS Form 990, and can be summarized as follows: Wheaton Franciscan Services, Inc. #36-3262111 \$62,671 Wheaton Franciscan Healthcare - Southeast Wisconsin, Inc. #39-1566865 \$31,571 Wheaton Franciscan, Inc. (formerly Wheaton Franciscan Healthcare - St. Joseph, Inc. and The Wisconsin Heart Hospital, Inc.) #39-0816857 \$16,252 Wheaton Franciscan Healthcare - St. Francis, Inc. #39-0907740 \$13,312 Wheaton Franciscan Healthcare - Elmbrook Memorial, Inc. #39-0853528 \$6,739 Wheaton Franciscan Healthcare - All Saints, Inc. #39-1264986 \$14,012 Wheaton Franciscan Healthcare - Franklin, Inc. #56-2592868 \$1,530 Wheaton Franciscan Home Health and Hospice, Inc. #39-1559428 \$1,726 Marianjoy, Inc. #36-3483589 \$3,750 Marianjoy Rehabilitation Hospitals and Clinics, Inc. #36-2680776 \$13,364 Wheaton Franciscan Healthcare - Iowa, Inc. #42-1177001 \$3,750 Covenant Medical Center, Inc. #42-1264647 \$25,385 Sartori Hospital, Inc. #42-0758901 \$5,270 Mercy Hospital, Inc. #42-1178403 \$2,354 TOTAL LOBBYING EXPENSES \$201,686 |

SCHEDULE D  
(Form 990)

Supplemental Financial Statements

▶ 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.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization  
Covenant Foundation Inc

Employer identification number  
42-1295784

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

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

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

1

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

☐ Preservation of land for public use (e g , recreation or pleasure)

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

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

3

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

4

Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

5

Does the organization have a written policy regarding the periodic monitoring, inspection, 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

▶ \$ \_\_\_\_\_

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

Cat No 52283D

Schedule D (Form 990) 2009

Part III

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

|    |        |
|----|--------|
|    | Amount |
| 1c |        |
| 1d |        |
| 1e |        |
| 1f |        |

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

|                                                            | (a)Current Year | (b)Prior Year | (c)Two Years Back | (d)Three Years Back | (e)Four Years Back |
|------------------------------------------------------------|-----------------|---------------|-------------------|---------------------|--------------------|
| 1a Beginning of year balance . . . . .                     | 4,865,584       | 5,180,680     |                   |                     |                    |
| b Contributions . . . . .                                  | 723,270         | 922,616       |                   |                     |                    |
| c Investment earnings or losses . . . . .                  | 514,720         | -627,379      |                   |                     |                    |
| d Grants or scholarships . . . . .                         |                 |               |                   |                     |                    |
| e Other expenditures for facilities and programs . . . . . | 1,170,546       | 591,513       |                   |                     |                    |
| f Administrative expenses . . . . .                        | 23,778          | 18,820        |                   |                     |                    |
| g End of year balance . . . . .                            | 4,909,250       | 4,865,584     |                   |                     |                    |

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶ 53.930 %

b

Permanent endowment ▶

c

Term endowment ▶ 46.070 %

3a

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

(i)

unrelated organizations . . . . .

(ii)

related organizations . . . . .

b

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

|        |     |    |
|--------|-----|----|
|        | Yes | No |
| 3a(i)  |     | No |
| 3a(ii) |     | No |
| 3b     |     |    |

4

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

Part VI

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

| Description of investment                                                                    | (a) Cost or other basis (investment) | (b)Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|----------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------|------------------------------|----------------|
| 1a Land . . . . .                                                                            |                                      |                                |                              |                |
| b Buildings . . . . .                                                                        |                                      |                                |                              |                |
| c Leasehold improvements . . . . .                                                           |                                      |                                |                              |                |
| d Equipment . . . . .                                                                        |                                      |                                |                              |                |
| e Other . . . . .                                                                            |                                      |                                |                              |                |
| Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶ |                                      |                                |                              |                |



| 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)                        | 1719,361   |
| 2                                                                                    | Total expenses (Form 990, Part IX, column (A), line 25)                         | 21,157,823 |
| 3                                                                                    | Excess or (deficit) for the year Subtract line 2 from line 1                    | 3-438,462  |
| 4                                                                                    | Net unrealized gains (losses) on investments                                    | 4489,309   |
| 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                                         | 9489,309   |
| 10                                                                                   | Excess or (deficit) for the year per financial statements Combine lines 3 and 9 | 1050,847   |

| Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return |                                                                                                    |            |
|---------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|------------|
| 1                                                                                           | Total revenue, gains, and other support per audited financial statements . . . . .                 | 11,208,670 |
| 2                                                                                           | Amounts included on line 1 but not on Form 990, Part VIII, line 12                                 |            |
| a                                                                                           | Net unrealized gains on investments . . . . .2a489,309                                             |            |
| 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 . . . . .2e489,309                                                         |            |
| 3                                                                                           | Subtract line 2e from line 1 . . . . .3719,361                                                     |            |
| 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 ) . . . . .5719,361 |            |

| Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return |                                                                                                       |            |
|------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|------------|
| 1                                                                                              | Total expenses and losses per audited financial statements . . . . .                                  | 11,157,823 |
| 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 . . . . .31,157,823                                                      |            |
| 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 ) . . . . .51,157,823 |            |

| 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. |                   |                                                                                                                                            |
| Ident ifier                                                                                                                                                                                                                                                                                                    | Return Reference  | Explanat ion                                                                                                                               |
| Endowment Funds                                                                                                                                                                                                                                                                                                | Schedule D Part V | Endowment funds are used to purchase fixed assets or fulfill other operating needs of the supported hospital, Covenant Medical Center, Inc |

SCHEDULE G  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Supplemental Information Regarding  
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,  
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.  
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization  
Covenant Foundation Inc

Employer identification number  
42-1295784

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.  
Form 990-EZ filers are not required to complete this part.

- 1

Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a

☐ Mail solicitations

b

☐ Internet and e-mail solicitations

c

☐ Phone solicitations

d

☐ In-person solicitations

e

☐ Solicitation of non-government grants

f

☐ Solicitation of government grants

g

☐ Special fundraising events
- 2a

Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising activities?

☐ Yes ☐ No
- b

If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

| (i) Name of individual or entity (fundraiser) | (ii) Activity | (iii) Did fundraiser have custody or control of contributions? |    | (iv) Gross receipts from activity | (v) Amount paid to (or retained by) fundraiser listed in col (i) | (vi) Amount paid to (or retained by) organization |
|-----------------------------------------------|---------------|----------------------------------------------------------------|----|-----------------------------------|------------------------------------------------------------------|---------------------------------------------------|
|                                               |               | Yes                                                            | No |                                   |                                                                  |                                                   |
|                                               |               |                                                                |    |                                   |                                                                  |                                                   |
|                                               |               |                                                                |    |                                   |                                                                  |                                                   |
|                                               |               |                                                                |    |                                   |                                                                  |                                                   |
|                                               |               |                                                                |    |                                   |                                                                  |                                                   |
|                                               |               |                                                                |    |                                   |                                                                  |                                                   |
|                                               |               |                                                                |    |                                   |                                                                  |                                                   |
|                                               |               |                                                                |    |                                   |                                                                  |                                                   |
|                                               |               |                                                                |    |                                   |                                                                  |                                                   |
|                                               |               |                                                                |    |                                   |                                                                  |                                                   |
|                                               |               |                                                                |    |                                   |                                                                  |                                                   |
| Total . . . . . ▶                             |               |                                                                |    |                                   |                                                                  |                                                   |

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

|                 |    | (a) Event #1                                                           | (b) Event #2 | (c) Other Events    | (d) Total Events                 |
|-----------------|----|------------------------------------------------------------------------|--------------|---------------------|----------------------------------|
|                 |    | Golf Classic<br>(event type)                                           | (event type) | 0<br>(total number) | (Add col (a) through<br>col (c)) |
| Revenue         | 1  | Gross receipts . . . .                                                 | 32,000       |                     | 32,000                           |
|                 | 2  | Less Charitable<br>contributions . . . .                               | 17,185       |                     | 17,185                           |
|                 | 3  | Gross income (line 1<br>minus line 2) . . . .                          | 14,815       |                     | 14,815                           |
| Direct Expenses | 4  | Cash prizes . . . .                                                    |              |                     |                                  |
|                 | 5  | Non-cash prizes . . . .                                                |              |                     |                                  |
|                 | 6  | Rent/facility costs . . . .                                            | 6,496        |                     | 6,496                            |
|                 | 7  | Food and beverages . . . .                                             | 3,210        |                     | 3,210                            |
|                 | 8  | Entertainment . . . .                                                  |              |                     |                                  |
|                 | 9  | Other direct expenses . . . .                                          | 6,607        |                     | 6,607                            |
|                 | 10 | Direct expense summary Add lines 4 through 9 in column (d) . . . . . ▶ |              |                     |                                  |
|                 | 11 | Net income summary Combine lines 3, column d, and line 10. . . . . ▶   |              |                     |                                  |
|                 |    |                                                                        |              |                     | -1,498                           |

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

|                 |   | (a) Bingo                                                                   | (b) Pull tabs/Instant<br>bingo/progressive bingo                    | (c) Other gaming                                                    | (d) Total gaming                 |
|-----------------|---|-----------------------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------|
|                 |   |                                                                             |                                                                     |                                                                     | (Add col (a) through<br>col (c)) |
| Revenue         | 1 | Gross revenue . . . . .                                                     |                                                                     |                                                                     |                                  |
|                 | 2 | Cash prizes . . . . .                                                       |                                                                     |                                                                     |                                  |
| Direct Expenses | 3 | Non-cash prizes . . . . .                                                   |                                                                     |                                                                     |                                  |
|                 | 4 | Rent/facility costs . . . . .                                               |                                                                     |                                                                     |                                  |
|                 | 5 | Other direct expenses . . . . .                                             |                                                                     |                                                                     |                                  |
|                 | 6 | Volunteer labor . . . . .                                                   | <input type="checkbox"/> Yes _____ %<br><input type="checkbox"/> No | <input type="checkbox"/> Yes _____ %<br><input type="checkbox"/> No |                                  |
|                 | 7 | Direct expense summary Add lines 2 through 5 in column (d) . . . . . ▶      |                                                                     |                                                                     |                                  |
|                 | 8 | Net gaming income summary Combine lines 1, column d, and line 7 . . . . . ▶ |                                                                     |                                                                     |                                  |

|     |                                                                                                                                                                 | Yes | No |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 9   | Enter the state(s) in which the organization operates gaming activities _____                                                                                   |     |    |
| a   | Is the organization licensed to operate gaming activities in each of these states? . . . . .                                                                    | 9a  |    |
| b   | If "No," Explain<br>_____<br>_____                                                                                                                              |     |    |
| 10a | Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?                                                            | 10a |    |
| b   | If "Yes," Explain<br>_____<br>_____                                                                                                                             |     |    |
| 11  | Does the organization operate gaming activities with nonmembers? . . . . .                                                                                      | 11  |    |
| 12  | Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . . | 12  |    |

|                                                                                                                             |                                                                                                                                                                                    |            |           |
|-----------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------|
|                                                                                                                             |                                                                                                                                                                                    | <b>Yes</b> | <b>No</b> |
| <b>13</b>                                                                                                                   | Indicate the percentage of gaming activity operated in                                                                                                                             |            |           |
| <b>a</b>                                                                                                                    | The organization's facility . . . . . <b>13a</b>                                                                                                                                   |            |           |
| <b>b</b>                                                                                                                    | An outside facility . . . . . <b>13b</b>                                                                                                                                           |            |           |
| <b>14</b>                                                                                                                   | Enter the name and address of the person who prepares the organization's gaming/special events books and records                                                                   |            |           |
| Name ►                                                                                                                      |                                                                                                                                                                                    |            |           |
| Address ►                                                                                                                   |                                                                                                                                                                                    |            |           |
| <b>15a</b>                                                                                                                  | Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . .                                                             | <b>15a</b> |           |
| <b>b</b>                                                                                                                    | If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____                       |            |           |
| <b>c</b>                                                                                                                    | If "Yes," enter name and address                                                                                                                                                   |            |           |
| Name ►                                                                                                                      |                                                                                                                                                                                    |            |           |
| Address ►                                                                                                                   |                                                                                                                                                                                    |            |           |
| <b>16</b>                                                                                                                   | Gaming manager information                                                                                                                                                         |            |           |
| Name ►                                                                                                                      |                                                                                                                                                                                    |            |           |
| Gaming manager compensation ► \$ _____                                                                                      |                                                                                                                                                                                    |            |           |
| Description of services provided ►                                                                                          |                                                                                                                                                                                    |            |           |
| <input type="checkbox"/> Director/officer <input type="checkbox"/> Employee <input type="checkbox"/> Independent contractor |                                                                                                                                                                                    |            |           |
| <b>17</b>                                                                                                                   | Mandatory distributions                                                                                                                                                            |            |           |
| <b>a</b>                                                                                                                    | Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . .                               | <b>17a</b> |           |
| <b>b</b>                                                                                                                    | Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ |            |           |

**Grants and Other Assistance to Organizations,  
Governments and Individuals in the United States**  
Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.  
▶ Attach to Form 990

# 2009

**Open to Public Inspection**

Name of the organization  
Covenant Foundation Inc

42-1295784

## Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

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

[illegible]

- |          |                                                                                |          |
|----------|--------------------------------------------------------------------------------|----------|
| <b>2</b> | Enter total number of section 501(c)(3) and government organizations . . . . . | <b>1</b> |
| <b>3</b> | Enter total number of other organizations . . . . .                            | <b>0</b> |



Schedule J  
(Form 990)

Compensation Information

OMB No 1545-0047

2009

Open to Public Inspection

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  
Covenant Foundation Inc

Employer identification number  
42-1295784

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                                                                                                                                                                                                                                                                                                                                                                                                                                   |     |    |
|    | <div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div></div> <div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div></div> <div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div></div> <div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div> |     |    |
| 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  |    |
| 2  | Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 2   |    |
| 3  | Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |     |    |
|    | <div><div><input type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Written employment contract</div></div> <div><div><input type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Compensation survey or study</div></div> <div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input type="checkbox"/> Approval by the board or compensation committee</div></div>                                                                                                                                                                                                         |     |    |
| 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |     |    |
| a  | Receive a severance payment or change-of-control payment?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 4a  | No |
| b  | Participate in, or receive payment from, a supplemental nonqualified retirement plan?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 4b  | No |
| c  | Participate in, or receive payment from, an equity-based compensation arrangement?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 4c  | No |
|    | 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |     |    |
| a  | The organization?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 5a  | No |
| b  | Any related 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |     |    |
| a  | The organization?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 6a  | No |
| b  | Any related 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   | No |
| 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

| (A) Name                   |             | (B) Breakdown of W-2 and/or 1099-MISC compensation |                                     |                                     | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported in prior Form 990 or Form 990-EZ |
|----------------------------|-------------|----------------------------------------------------|-------------------------------------|-------------------------------------|------------------------------------------------|-------------------------|---------------------------------|------------------------------------------------------------|
|                            |             | (i) Base compensation                              | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |                                                |                         |                                 |                                                            |
| Robert Gerald Sarsfield MD | (i)<br>(ii) | 170,498                                            |                                     | 2,021                               | 17,845                                         | 22,621                  | 212,985                         |                                                            |
| Mark S Shockley MD         | (i)<br>(ii) | 402,934                                            |                                     | 299                                 | 18,932                                         | 18,696                  | 440,861                         |                                                            |
| Christopher Hyers          | (i)<br>(ii) | 169,275                                            | 43,800                              | 7,905                               | 12,601                                         | 25,404                  | 258,985                         |                                                            |
| Brian Sims DO              | (i)<br>(ii) | 564,988                                            |                                     | 655                                 | 19,169                                         | 21,891                  | 606,703                         |                                                            |
| Jack Dusenbery             | (i)<br>(ii) | 366,303                                            | 104,700                             | 10,249                              | 38,697                                         | 23,622                  | 543,571                         |                                                            |
| Michele Panicucci          | (i)<br>(ii) | 237,444                                            | 78,400                              | 14,341                              | 40,044                                         | 18,671                  | 388,900                         |                                                            |
|                            |             |                                                    |                                     |                                     |                                                |                         |                                 |                                                            |
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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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|-----------------------|--------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Schedule J Disclosure | Schedule J Part 1 Line 3 | The compensation of the filing organization's CEO and/or the Executive Director is determined at the parent organization level, using the process described in Schedule O related to Part VI Section B Line 15. The parent organization, Wheaton Franciscan Services, Inc. (FEIN 36-3262111) uses a compensation committee, independent compensation consultants, and compensation surveys and studies to determine appropriate levels of compensation that are reflective of fair market value. All compensation is approved by the board and/or compensation committee. |

SCHEDULE O

(Form 990)

Department of the Treasury  
Internal Revenue Service

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.

OMB No 1545-0047

2009

Open to Public  
Inspection

|                                                     |                                              |
|-----------------------------------------------------|----------------------------------------------|
| Name of the organization<br>Covenant Foundation Inc | Employer identification number<br>42-1295784 |
|-----------------------------------------------------|----------------------------------------------|

| Identifier             | Return Reference                       | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          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|------------------------|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Schedule O Disclosures | Various - See the following references | <p>IRS Form 990 Part VI Section A Line 2 Board members Kathy Lee and Dave Peters have a business relationship at Wells Fargo, where Kathy Lee is employed and Dave Peters serves as a board member. IRS Form 990 Part VI Section A Lines 6-7 Covenant Foundation, Inc. has one member which holds several reserved powers over Covenant Foundation, Inc. These reserved powers include, but are not limited to, the election of members of the governing body and election of officers, approval of certain financial expenditures in accordance with policy, and approval of budgets and strategic plans, these approvals are based on recommendations from the governing body. IRS Form 990 Part VI Section B Line 10 Wheaton Franciscan Healthcare and Franciscan Ministries are part of a controlled group of health care and housing providers, controlled under a common parent organization Wheaton Franciscan Services, Inc. Some of these organizations are exempt through the Catholic Group Ruling and other organizations have a stand alone exemption (IRS determination) letter. As such, these related affiliates have certain policies and procedures that were adopted at the parent level, but are applicable to the entire controlled group of organizations. All policy and procedure matters are handled in a manner to ensure that all activities are consistent with the organization's overall exempt purposes. Please see Schedule R for a full listing of all related affiliate organizations. IRS Form 990 Part VI Section B Line 11 Affiliates of Wheaton Franciscan Healthcare use a multiple-level review process on all Federal and State information and tax returns to ensure accurate and timely filing for all organizations. Under the direction of the Tax Manager, the Accounting Department prepares Forms 990, 990-T, and associated state filings. When complete, the return is first reviewed by the Accounting Director, who focuses on the income statement and balance sheet items, and all schedules where transactions of this type might be reported. If discrepancies are found, the item will be corrected prior to the next step in the review process. Once cleared through Accounting, the return is provided to the Tax Department, where the Tax Manager and Vice President of Treasury and Risk Management focus their review on consistency of reporting between all returns, accuracy of tax related information, and explanation and understanding of any outliers. Again, any problems or questions are investigated and corrected. Depending on the level of complexity of the year in question, as well as the individual issues specific to that filing, certain returns may be selected for outside review by a public accounting firm. This decision will vary from year to year based on many factors, and sometimes outside review is not utilized at all. Also, certain schedules, such as Schedule K, Schedule H, and Schedule J, may be selected for review by outside bond counsel, a community benefit associate, and/or the compensation committee respectfully and as needed. This decision will vary from year to year, again based on many factors. The Tax Department, upon completion of all levels of review, will schedule an appointment with the Senior Vice President and CFO, who will perform a review prior to signing the return. Once signed, the return is cleared to provide to members of the Board of Directors. The parent organization, Wheaton Franciscan Services, Inc. has designated that the Audit Committee review the parent return in certain years. This is a cursory review, where the 990 is explained at a high level by management representatives, and any questions or concerns that the board have can be addressed. At a later date and prior to e-filing, the full board is provided access to all 990's and 990-T's throughout the system via an online portal. A similar process exists at the regional holding company level - a 990 is selected for review in certain years by the Finance and Operations Committee. Similarly, the 990 (and accompanying 990-T if any) is explained at a high level, and board questions or concerns are addressed. Members of the full board are provided access to all 990's and 990-T's within that region prior to e-filing via an online portal. IRS Form 990 Part VI Section B Line 12 As part of the annual process, conflict of interest questionnaires are sent out to all Officers, Directors, and other individuals in key positions in order to capture information on potential conflicts, as well as information on business and family relationships for purposes of answering certain questions on IRS Form 990. Responses to these questionnaires are reviewed weekly by the Vice President of Compliance, the Manager of Tax Compliance, and the Manager of Legal Services. Responses to questions are documented in a spreadsheet for follow up at a later time. After an approximate 6 week time frame, names of all non responders are compiled, and these individuals receive either an email or letter with a duplicate questionn</p> |

| Identifier             | Return Reference                       | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|------------------------|----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Schedule O Disclosures | Various - See the following references | <p>aire, asking them once again to complete the information Responses to questionnaires cont inue to be review ed and documented throughout this time period Approximately 1 month prio r to the filing deadline of IRS Form 990, responses to date are compiled Any response req uiring disclosure is entered into the information return Also at this date, the remaining non responder names are determined, and a letter, along w ith the actual Conflict of Inter est Policy, is sent to the Chairperson of each board The letter outlines the current non responders, as well as any Officer or Board member that has disclosed a financial interest that mght pose a potential conflict of interest Depending upon the nature of the financ ial interest and work done by the board, several actions may be considered - the board member w ith a financial interest w ould need to voluntarily excuse him or herself from the del iberations or voting on such a matter, or, if necessary, the board w ould determine that th e subject's financial interest was an actual conflict of interest, in which case the board member w ould be informed by the board Chairperson that he or she w ould not be allow ed to vote in any such matters due to this real or perceived conflict of interest Minutes of th e board meeting w ould document this decision process, and reflect w hatever action(s) are u ltimately taken The board chairperson is also required to discuss w ith non responders the repercussions of not responding after tw o attempts, and require the board member to compl ete the annual conflict of interest disclosure questionnaire before being allow ed to conti nue in any board matters If the board member refuses, the Chairperson has the authority t o determine the appropriate action, including, but not limited to prohibiting them from pa rticipating in deliberations, preventing them from voting, and/or removing them as a board member IRS Form 990 Part VI Section B Line 15 The compensation of the CEO of Wheaton Fra nciscan Services Inc (WFSI) and other officers and key employees of the filing organizati on is review ed and approved on an annual basis by the Executive Committee of the WFSI Boar d of Directors, an independent board, acting in a manner consistent w ith its conflicts of interest policy The board's decision is informed by an opinion on market comparable compe nsation data provided to the board by an independent compensation expert The organization maintains contemporaneous documentation of the substantiation of the deliberation and dec ision by the board Compensation for the organization's President and other officers and key management employees, is review ed and approved, as part of the Wheaton Franciscan Servi ces, Inc Executive Compensation Plan, on an annual basis by the Executive Committee of th e Wheaton Franciscan Services, Inc Board of Directors (the "Executive Committee of the WF SI Board"), an independent board, acting in a manner consistent w ith its conflicts of inte rest policy The Executive Committee of the WFSI Board's decision is informed by an opinio n on market comparable compensation data provided to the board committee by an independent compensation expert The Executive Committee of the WFSI Board maintains contemporaneous documentation of the substantiation of the deliberation and decisions it makes For those officers and key employees that are paid for their services other than pursuant to the WFS I Executive Compensation Plan, the compensation terms are approved by the President of Cov enant Medical Center, Inc and Wheaton Franciscan Services - low a, Inc In such case, deci sions are made in accordance w ith the organization's conflict of interest requirements Al so, in such case, the compensation paid pursuant to a contract is determined w ith referenc e to market comparable information Organizational policy requires that contemporaneous do cumentation of the same be maintained</p> |

| Identifier                       | Return Reference                       | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|----------------------------------|----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Schedule O Disclosures Continued | Various - See the following references | <p>IRS Form 990 Part VI Section C Line 19 Affiliates of Wheaton Franciscan Healthcare and Franciscan Ministries provide upon request certain documents including our financial statements, conflict of interest policy, and governing documents that support our tax exempt status, including, but not limited to, articles of incorporation and bylaws. Requests for information are considered on a case-by-case basis, and this process is outlined in our Public Disclosure Policy. As part of the requirements for tax exempt bond financing, the consolidated financial statements of Wheaton Franciscan Services, Inc. (#36-3262111), the parent corporation of Wheaton Franciscan Healthcare and Franciscan Ministries affiliates are required to be provided each quarter to the Municipal Securities Rule Making Board (MSRB). The vehicle used to accomplish this is through an external website (<a href="http://emma.msrb.org/">http://emma.msrb.org/</a>) referred to as "EMMA" (Electronic Municipal Market Access System). The financial statements are uploaded each quarter to the website, and along with other information provided at the bond's inception, are available for viewing by the general public.</p> <p>Schedule R Part II (1) Wheaton Franciscan Laboratories, Inc. was granted exempt status on 10/14/09 retroactive to 6/30/08. (2) Metro Physicians, Inc. was granted exempt status on 02/01/10 retroactive to 08/15/08. (3) Wheaton Franciscan Healthcare-Pharmacy Enterprises and Franciscan Woods, Inc. (formerly known as Wheaton Franciscan Healthcare-Marian Franciscan Center, Inc.) sold the assets of one of its skilled nursing care divisions to an unrelated third party on 09/30/09. (5) Effective 06/30/2009, The Wisconsin Heart Hospital Inc. was merged with Wheaton Franciscan Healthcare - St Joseph, Inc. and the surviving corporation changed its legal name to Wheaton Franciscan, Inc. Schedule R Part IV (6) Wisconsin Heart and Vascular Clinics, SC was dissolved on 12/23/2009 and filed its final IRS Form 1120 for the calendar year ending December 31, 2009. The following entities are listed with NO DCE and the reason they are reclassified as such: -Synergon Health System Inc. Two entities are involved (Rush Presbyterian and OSF Services Inc) but since neither has the ability to appoint a majority of the board, neither organization "controls". -UHS Inc. KHMC Community Board and OSF Services Inc. are involved, but neither appoints a majority of board and KHMC is not an entity, it is a community board, so neither body "controls".</p> |

SCHEDULE R  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ 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.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization  
Covenant Foundation Inc

Employer identification number  
42-1295784

Part I

Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

| (a)<br>Name, address, and EIN of disregarded entity | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Total income | (e)<br>End-of-year assets | (f)<br>Direct controlling entity |
|-----------------------------------------------------|-------------------------|--------------------------------------------------|---------------------|---------------------------|----------------------------------|
|                                                     |                         |                                                  |                     |                           |                                  |
|                                                     |                         |                                                  |                     |                           |                                  |
|                                                     |                         |                                                  |                     |                           |                                  |
|                                                     |                         |                                                  |                     |                           |                                  |
|                                                     |                         |                                                  |                     |                           |                                  |
|                                                     |                         |                                                  |                     |                           |                                  |

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)<br>Name, address, and EIN of related organization | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Exempt Code section | (e)<br>Public charity status (if section 501(c)(3)) | (f)<br>Direct controlling entity |
|-------------------------------------------------------|-------------------------|--------------------------------------------------|----------------------------|-----------------------------------------------------|----------------------------------|
| See Additional Data Table                             |                         |                                                  |                            |                                                     |                                  |
|                                                       |                         |                                                  |                            |                                                     |                                  |
|                                                       |                         |                                                  |                            |                                                     |                                  |
|                                                       |                         |                                                  |                            |                                                     |                                  |
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|                                                       |                         |                                                  |                            |                                                     |                                  |
|                                                       |                         |                                                  |                            |                                                     |                                  |

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)<br>Name, address, and EIN of<br>related organization         | (b)<br>Primary activity | (c)<br>Legal<br>domicile<br>(state or<br>foreign<br>country) | (d)<br>Direct controlling<br>entity | (e)<br>Predominant income<br>(related, unrelated,<br>excluded from tax<br>under sections 512-<br>514) | (f)<br>Share of total income | (g)<br>Share of end-of-year<br>assets | (h)<br>Disproprtionate<br>allocations? |    | (i)<br>Code V—UBI<br>amount in box 20 of<br>Schedule K-1<br>(Form 1065) | (j)<br>General or<br>managing<br>partner? |    |
|------------------------------------------------------------------|-------------------------|--------------------------------------------------------------|-------------------------------------|-------------------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|----------------------------------------|----|-------------------------------------------------------------------------|-------------------------------------------|----|
|                                                                  |                         |                                                              |                                     |                                                                                                       |                              |                                       | Yes                                    | No |                                                                         | Yes                                       | No |
| KENOSHA SNR<br><br>PO BOX 667<br>WHEATON, IL60187<br>39-1801541  | HOUSING                 | WI                                                           | FR SNRS                             |                                                                                                       |                              |                                       |                                        |    | 0                                                                       |                                           |    |
| STARVED ROCK<br><br>PO BOX 667<br>WHEATON, IL60187<br>36-3811835 | HOUSING                 | IL                                                           | SRLM INC                            |                                                                                                       |                              |                                       |                                        |    | 0                                                                       |                                           |    |
|                                                                  |                         |                                                              |                                     |                                                                                                       |                              |                                       |                                        |    |                                                                         |                                           |    |
|                                                                  |                         |                                                              |                                     |                                                                                                       |                              |                                       |                                        |    |                                                                         |                                           |    |
|                                                                  |                         |                                                              |                                     |                                                                                                       |                              |                                       |                                        |    |                                                                         |                                           |    |
|                                                                  |                         |                                                              |                                     |                                                                                                       |                              |                                       |                                        |    |                                                                         |                                           |    |
|                                                                  |                         |                                                              |                                     |                                                                                                       |                              |                                       |                                        |    |                                                                         |                                           |    |
|                                                                  |                         |                                                              |                                     |                                                                                                       |                              |                                       |                                        |    |                                                                         |                                           |    |

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)<br>Name, address, and EIN of related organization | (b)<br>Primary activity | (c)<br>Legal domicile<br>(state or<br>foreign<br>country) | (d)<br>Direct controlling<br>entity | (e)<br>Type of entity<br>(C corp, S corp,<br>or trust) | (f)<br>Share of total<br>income | (g)<br>Share of<br>end-of-year<br>assets | (h)<br>Percentage<br>ownership |
|-------------------------------------------------------|-------------------------|-----------------------------------------------------------|-------------------------------------|--------------------------------------------------------|---------------------------------|------------------------------------------|--------------------------------|
| 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

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

Yes

Yes

Yes

Yes

No

No

Yes

Yes

Yes

Yes

Yes

Yes

Yes

Yes

Yes

Yes

Yes

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

| (a)<br>Name of other organization | (b)<br>Transaction<br>type(a-r) | (c)<br>Amount involved |
|-----------------------------------|---------------------------------|------------------------|
| (1)                               |                                 |                        |
| (2)                               |                                 |                        |
| (3)                               |                                 |                        |
| (4)                               |                                 |                        |
| (5)                               |                                 |                        |
| (6)                               |                                 |                        |

Schedule R (Form 990) 2009

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

[illegible]

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

| (a)<br>Name, address, and EIN of related organization                                                            | (b)<br>Primary Activity | (c)<br>Legal Domicile<br>(State or Foreign Country) | (d)<br>Exempt Code section | (e)<br>Public charity status<br>(if 501(c)(3)) | (f)<br>Direct Controlling Entity |
|------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------|----------------------------|------------------------------------------------|----------------------------------|
| WHEATON FRANCISCAN SERVICES INC<br><br>26 W 171 ROOSEVELT RD<br>WHEATON, IL60187<br>36-3262111                   | PARENT CORP             | IL                                                  | 501(c)(3)                  | 11 - III-FI                                    | NA                               |
| AFFINITY HEALTH SYSTEM<br><br>1570 MIDWAY PLACE<br>MENASHA, WI54942<br>39-1638765                                | HOLDING CO              | IL                                                  | 501(c)(3)                  | 11 - I                                         | WFSIMHC                          |
| AUXILIARY OF ST ELIZABETH HOSPITAL INC<br><br>1506 SOUTH ONEIDA STREET<br>APPLETON, WI54915<br>39-6077331        | AUXILIARY               | WI                                                  | 501(c)(3)                  | 11 - III-O                                     | ST ELIZ HOSP                     |
| CALUMET MEDICAL CENTER INC<br><br>614 MEMORIAL DRIVE<br>CHILTON, WI53014<br>39-0905385                           | HOSPITAL                | WI                                                  | 501(c)(3)                  | 3                                              | AFF HLTH SYS                     |
| MERCY MEDICAL CENTER OF OSHKOSH INC<br><br>500 SOUTH OAKWOOD ROAD<br>OSHKOSH, WI54904<br>39-0806268              | HOSPITAL                | WI                                                  | 501(c)(3)                  | 3                                              | AFF HLTH SYS                     |
| NETWORK HEALTH SYSTEM INC<br><br>1570 MIDWAY PLACE<br>MENASHA, WI54942<br>39-1127163                             | PHYSCN CLINIC           | WI                                                  | 501(c)(3)                  | 3                                              | AFF HLTH SYS                     |
| ST ELIZABETH HOSPITAL COMMUNITY FNDN INC<br><br>1506 SOUTH ONEIDA STREET<br>APPLETON, WI54915<br>39-1256677      | FOUNDATION              | WI                                                  | 501(c)(3)                  | 11 - I                                         | AFF HLTH SYS                     |
| ST ELIZABETH HOSPITAL INC<br><br>1506 SOUTH ONEIDA STREET<br>APPLETON, WI54915<br>39-0816818                     | HOSPITAL                | WI                                                  | 501(c)(3)                  | 3                                              | AFF HLTH SYS                     |
| WFH - ALL SAINTS INC<br><br>3801 SPRING STREET<br>RACINE, WI53405<br>39-1264986                                  | HOSPITAL                | WI                                                  | 501(c)(3)                  | 3                                              | WFH-SE WI                        |
| WFH - ALL SAINTS FOUNDATION INC<br><br>1320 WISCONSIN AVENUE<br>RACINE, WI53403<br>39-1570877                    | FOUNDATION              | WI                                                  | 501(c)(3)                  | 11 - I                                         | WFH-AS INC                       |
| VOLUNTEERS IN PTNRSHIP WITH WFH-AS INC<br><br>3801 SPRING STREET<br>RACINE, WI53405<br>93-0838390                | FOUNDATION              | WI                                                  | 501(c)(3)                  | 11 - III-O                                     | WFH-AS INC                       |
| WFH - SOUTHEAST WISCONSIN INC<br><br>400 WEST RIVER WOODS PARKWAY<br>GLENDALE, WI53212<br>39-1568865             | HOLDING CO              | IL                                                  | 501(c)(3)                  | 11 - III-FI                                    | WFSI                             |
| WFH - CIRCLE OF LIFE FOUNDATION INC<br><br>9632 WEST APPLETON AVENUE<br>MILWAUKEE, WI53225<br>56-2426294         | FOUNDATION              | WI                                                  | 501(c)(3)                  | 11 - I                                         | WFH-PE                           |
| WHEATON FRAN HOME HEALTH & HOSPICE INC<br><br>3070 NORTH 51ST STREET STE 406<br>MILWAUKEE, WI53210<br>39-1559428 | HOME HLTH               | WI                                                  | 501(c)(3)                  | 3                                              | WFH-SE WI                        |
| WHEATON FRANCISCAN MEDICAL GROUP INC<br><br>400 WEST RIVER WOODS PARKWAY<br>GLENDALE, WI53212<br>39-1791586      | MEDICAL GRP             | WI                                                  | 501(c)(3)                  | 3                                              | WFSI                             |
| WFH - ELMBROOK MEMORIAL FOUNDATION INC<br><br>19333 WEST NORTH AVENUE<br>BROOKFIELD, WI53045<br>39-2028808       | FOUNDATION              | WI                                                  | 501(c)(3)                  | 11 - I                                         | WFH-EMH                          |
| WFH - ELMBROOK MEMORIAL INC<br><br>19333 WEST NORTH AVENUE<br>BROOKFIELD, WI53045<br>39-0853528                  | HOSPITAL                | WI                                                  | 501(c)(3)                  | 3                                              | WFH-SE WI                        |
| WHEATON FRANCISCAN LABORATORIES INC (1)<br><br>11020 WEST PLANK COURT<br>WAUWATOSA, WI53226<br>39-1701402        | LABORATORY              | WI                                                  | 501(c)(3)                  | 9                                              | WFH-SE WI                        |
| WFH PHARMACY ENT AND FRAN WOODS INC (3)<br><br>13950 WEST CAPITOL DRIVE<br>BROOKFIELD, WI53005<br>39-1613624     | NURSING HOME            | WI                                                  | 501(c)(3)                  | 9                                              | WFH-SE WI                        |
| WFH - ST FRANCIS INC<br><br>3237 SOUTH 16TH STREET<br>MILWAUKEE, WI53215<br>39-0907740                           | HOSPITAL                | WI                                                  | 501(c)(3)                  | 3                                              | WFH-SE WI                        |
| WF - ST JOSEPH FOUNDATION INC<br><br>5000 WEST CHAMBERS STREET<br>MILWAUKEE, WI53210<br>39-1636804               | FOUNDATION              | WI                                                  | 501(c)(3)                  | 11 - I                                         | WF INC                           |
| WHEATON FRANCISCAN INC (5)<br><br>5000 WEST CHAMBERS STREET<br>MILWAUKEE, WI53210<br>39-0816857                  | HOSPITAL                | WI                                                  | 501(c)(3)                  | 3                                              | WFH-SE WI                        |
| WFH - THE WISCONSIN HEART HOSPITAL INC<br><br>400 WEST RIVER WOODS PARKWAY<br>GLENDALE, WI53212<br>39-1220690    | FOUNDATION              | WI                                                  | 501(c)(3)                  | 11 - I                                         | WFH-SE WI                        |
| WFH-FNDN FOR ST FRANCIS AND FRANKLIN INC<br><br>3237 SOUTH 16TH STREET<br>MILWAUKEE, WI53215<br>32-0135258       | FOUNDATION              | WI                                                  | 501(c)(3)                  | 11 - I                                         | WFH-SFH                          |
| WFH - TERRACE AT ST FRANCIS INC<br><br>3200 SOUTH 20TH STREET<br>MILWAUKEE, WI53225<br>39-1486775                | NURSING HOME            | WI                                                  | 501(c)(3)                  | 9                                              | WFH-SE WI                        |
| WFH - FRANKLIN INC<br><br>10101 SOUTH 27TH STREET<br>FRANKLIN, WI53132<br>56-2592868                             | HOSPITAL                | WI                                                  | 501(c)(3)                  | 3                                              | WFH-SE WI                        |
| WHEATON WAY CONDO OWNERS ASSCN INC<br><br>10101 S 27TH STREET<br>FRANKLIN, WI53132<br>30-0659830                 | CONDO ASSCN             | WI                                                  | N/A                        | N/A                                            | WFH-FRKLN                        |
| METRO PHYSICIANS INC (2)<br><br>400 WEST RIVER WOODS PARKWAY<br>GLENDALE, WI53212<br>94-3436893                  | MEDICAL GRP             | WI                                                  | 501(c)(3)                  | 3                                              | WFMG                             |
| MARIANJOY INC<br><br>26 W 171 ROOSEVELT RD<br>WHEATON, IL60187<br>36-3483589                                     | HOLDING CO              | IL                                                  | 501(c)(3)                  | 11 - III-FI                                    | WFSI                             |
| MARIANJOY FOUNDATION INC<br><br>26 W 171 ROOSEVELT RD<br>WHEATON, IL60187<br>35-2165613                          | FOUNDATION              | IL                                                  | 501(c)(3)                  | 7                                              | MJ REHAB CLC                     |

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

| (a)<br>Name, address, and EIN of related organization                                                       | (b)<br>Primary Activity | (c)<br>Legal Domicile<br>(State or Foreign Country) | (d)<br>Exempt Code section | (e)<br>Public charity status<br>(if 501(c)(3)) | (f)<br>Direct Controlling Entity |
|-------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------|----------------------------|------------------------------------------------|----------------------------------|
| MARIANJOY REHAB CENTER AUXILIARY INC<br><br>26 W 171 ROOSEVELT RD<br>WHEATON, IL60187<br>36-3896976         | AUXILIARY               | IL                                                  | 501(c)(3)                  | 11 - I                                         | MJ REHAB CLC                     |
| MARIANJOY REHAB HOSPITAL & CLINICS INC<br><br>26 W 171 ROOSEVELT RD<br>WHEATON, IL60187<br>36-2680776       | REHAB HOSPITA           | IL                                                  | 501(c)(3)                  | 3                                              | MARIANJOY                        |
| REHABILITATION MEDICINE CLINIC INC<br><br>26 W 171 ROOSEVELT RD<br>WHEATON, IL60187<br>36-3236791           | MEDICAL GRP             | IL                                                  | 501(c)(3)                  | 3                                              | MARIANJOY                        |
| OSF SERVICES INC<br><br>PO Box 667<br>WHEATON, IL601870667<br>39-1471463                                    | HOLDING CO              | WI                                                  | 501(c)(3)                  | 11 - III-FI                                    | WFSI                             |
| CANTICLE MINISTRIES INC<br><br>PO Box 667<br>WHEATON, IL601870667<br>36-4091836                             | HOUSING/ADVCY           | IL                                                  | 501(c)(3)                  | 7                                              | OSF SVCS INC                     |
| CLARA PFAENDER FUND INC<br><br>PO Box 667<br>WHEATON, IL601870667<br>36-3353311                             | SPONSORSHIP             | IL                                                  | 501(c)(3)                  | 11 - III-O                                     | OSF SVCS INC                     |
| FRANCISCAN SISTERS CHARITABLE FUND OF CO<br><br>2626 OSCEOLA STREET<br>DENVER, CO80212<br>84-0733072        | AUXILIARY               | CO                                                  | 501(c)(3)                  | 7                                              | OSF SVCS INC                     |
| RUSH OAK PARK HOSPITAL INC<br><br>520 SOUTH MAPLE AVENUE<br>OAK PARK, IL60304<br>36-2183812                 | HOSPITAL                | IL                                                  | 501(c)(3)                  | 3                                              | OSF SVCS INC                     |
| SET MINISTRY INC<br><br>2977 NORTH 50TH STREET<br>MILWAUKEE, WI53210<br>39-1618277                          | SOCIAL WORK             | WI                                                  | 501(c)(3)                  | 9                                              | OSF SVCS INC                     |
| ST CATHERINE'S HOSPITAL INC<br><br>9555 76TH STREET<br>PLEASANT PRAIRIE, WI53158<br>39-0855075              | HOSPITAL                | WI                                                  | 501(c)(3)                  | 3                                              | OSF SVCS INC                     |
| SYNERGON HEALTH SYSTEM INC<br><br>520 SOUTH MAPLE AVENUE<br>OAK PARK, IL60304<br>36-3739067                 | HOSPITAL                | IL                                                  | 501(c)(3)                  | 3                                              | NONE                             |
| UHS INC<br><br>6308 EIGHTH AVENUE<br>KENOSHA, WI53143<br>39-1956749                                         | HOSPITAL                | WI                                                  | 501(c)(3)                  | 3                                              | NONE                             |
| WFH - IOWA INC<br><br>3421 WEST NINTH STREET<br>WATERLOO , IA50702<br>42-1177001                            | HOLDING CO              | IA                                                  | 501(c)(3)                  | 11 - III-FI                                    | WFSI                             |
| COVENANT MEDICAL CENTER INC<br><br>3421 WEST NINTH STREET<br>WATERLOO , IA50702<br>42-1264647               | HOSPITAL                | IA                                                  | 501(c)(3)                  | 3                                              | WFH-IO WA                        |
| MERCY HOSPITAL OF FRANCISCAN SISTERS INC<br><br>3421 WEST NINTH STREET<br>WATERLOO , IA50702<br>42-1178403  | HOSPITAL                | IA                                                  | 501(c)(3)                  | 3                                              | WFH-IO WA                        |
| NE IOWA REAL ESTATE INVESTMENTS LTD<br><br>3421 WEST NINTH STREET<br>WATERLOO , IA50702<br>42-1207432       | HOLDING CO              | IA                                                  | 501(c)(2)                  | N/A                                            | WFH-IO WA                        |
| SARTORI HEALTH CARE FOUNDATION INC<br><br>3421 WEST NINTH STREET<br>WATERLOO , IA50702<br>42-1240996        | FOUNDATION              | IA                                                  | 501(c)(3)                  | 11 - I                                         | SARTORI HOSP                     |
| SARTORI MEMORIAL HOSPITAL INC<br><br>515 COLLEGE STREET<br>CEDAR FALLS, IA50613<br>42-0758901               | HOSPITAL                | IA                                                  | 501(c)(3)                  | 3                                              | WFH-IO WA                        |
| FRANCISCAN MINISTRIES INC<br><br>26W171 ROOSEVELT ROAD<br>WHEATON, IL601870667<br>36-3259684                | HOLDING CO              | IL                                                  | 501(c)(3)                  | 11 - III-FI                                    | WFSI                             |
| ASSISI HOMES - BATAVIA APARTMENTS INC<br><br>1259 EAST WILSON STREET<br>BATAVIA, IL60510<br>36-3914084      | HOUSING                 | IL                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| ASSISI HOMES - COLONY PARK INC<br><br>550 EAST THORNHILL DRIVE<br>CAROL STREAM, IL60188<br>36-4039278       | HOUSING                 | IL                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| ASSISI HOMES - CONSTITUTION HOUSE INC<br><br>401 NORTH CONSTITUTION DRIVE<br>AURORA , IL60506<br>36-4049150 | HOUSING                 | IL                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| ASSISI HOMES - JEFFERSON COURT INC<br><br>415 EAST KNAPP STREET<br>MILWAUKEE, WI53202<br>39-1771526         | HOUSING                 | WI                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| ASSISI HOMES - KENOSHA INC<br><br>1860 27TH AVENUE<br>KENOSHA, WI53140<br>39-1814815                        | HOUSING                 | WI                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| ASSISI HOMES - SAXONY INC<br><br>1876 22ND AVENUE<br>KENOSHA, WI53140<br>39-1790498                         | HOUSING                 | WI                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| ASSISI HOMES OF GURNEE INC<br><br>3495 WEST GRAND AVENUE<br>GURNEE, IL60031<br>36-3942336                   | HOUSING                 | IL                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| ASSISI HOMES OF ILLINOIS INC<br><br>2126 WEST ROOSEVELT ROAD<br>WHEATON, IL60187<br>36-3803443              | HOUSING                 | IL                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| Assisi HOMES OF NEENAH INC<br><br>210 BYRD AVENUE<br>NEENAH, WI54946<br>36-3767250                          | HOUSING                 | WI                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| CANTICLE PLACE INC<br><br>26W171 ROOSEVELT ROAD<br>WHEATON, IL601870667<br>36-3957850                       | HOUSING                 | IL                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| CATHERINE MARIAN HOUSING INC<br><br>806 SOUTH WISCONSIN AVENUE<br>RACINE, WI53403<br>39-1657098             | HOUSING                 | WI                                                  | 501(c)(3)                  | 9                                              | FMI                              |

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

| (a)<br>Name, address, and EIN of related organization                                                        | (b)<br>Primary Activity | (c)<br>Legal Domicile<br>(State or Foreign Country) | (d)<br>Exempt Code section | (e)<br>Public charity status<br>(if 501(c)(3)) | (f)<br>Direct Controlling Entity |
|--------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------|----------------------------|------------------------------------------------|----------------------------------|
| CLARE GARDENS INC<br><br>2626 OSCEOLA STREET<br>DENVER, CO 80212<br>23-7200039                               | HOUSING                 | CO                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| CLARE OF ASSISI HOMES-WESTMINSTER INC<br><br>2451 WEST 82ND PLACE<br>WESTMINSTER, CO 80031<br>74-2740978     | HOUSING                 | CO                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| DAYSPRING VILLA INC<br><br>3777 WEST 26TH AVENUE<br>DENVER, CO 80211<br>36-3933908                           | HOUSING                 | CO                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| FRANCIS HEIGHTS INC<br><br>2626 OSCEOLA STREET<br>DENVER, CO 80212<br>84-0626174                             | HOUSING                 | CO                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| FRANCISCAN MINISTRIES COMMUNITY FNDN INC<br><br>26W171 ROOSEVELT ROAD<br>WHEATON, IL 601870667<br>36-4456204 | FOUNDATION              | IL                                                  | 501(c)(3)                  | 11 - II                                        | FMI                              |
| FRANCISCAN SENIORS KENOSHA INC<br><br>1920 27TH AVENUE<br>KENOSHA, WI 53140<br>39-1821568                    | HOUSING                 | WI                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| MARIAN HOUSING CENTER INC<br><br>4105 SPRING STREET<br>RACINE, WI 53405<br>39-1515867                        | HOUSING                 | WI                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| MARIAN PARK INC<br><br>2126 WEST ROOSEVELT ROAD<br>WHEATON, IL 60187<br>36-2750105                           | HOUSING                 | IL                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| RIDGEWAY PLACE INC<br><br>155 EAST RIDGEWAY AVENUE<br>WATERLOO, IA 50702<br>42-1416064                       | HOUSING                 | IA                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| STARVED ROCK-LASALLE MANOR INC<br><br>1135 10TH STREET<br>LASALLE, IL 61301<br>36-3796933                    | HOUSING                 | IL                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| VILLA MARIA INC<br><br>2461 WEST 82ND PLACE<br>WESTMINSTER, CO 80031<br>84-1347868                           | HOUSING                 | CO                                                  | 501(c)(3)                  | 9                                              | FMI                              |
| VILLA ST CLARE INC<br><br>130 BYRD AVENUE<br>NEENAH, WI 54946<br>39-1769395                                  | HOUSING                 | WI                                                  | 501(C)(3)                  | 9                                              | FMI                              |

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

| (a)<br>Name, address, and EIN of related organization                                                      | (b)<br>Primary activity | (c)<br>Legal Domicile<br>(State or Foreign Country) | (d)<br>Direct Controlling Entity | (e)<br>Type of entity<br>(C corp, S corp, or trust) | (f)<br>Share of total income<br>(\$) | (g)<br>Share of end-of-year assets<br>(\$) | (h)<br>Percentage ownership |
|------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------|----------------------------------|-----------------------------------------------------|--------------------------------------|--------------------------------------------|-----------------------------|
| NETWORK HEALTH INSURANCE CORPORATION<br>1570 MIDWAY PLACE<br>MENASHA, WI54942<br>39-2020474                | INSURANCE CO            | WI                                                  | NETWK HLTH SY                    | C CORP                                              |                                      |                                            |                             |
| NETWORK HEALTH PLAN<br>1570 MIDWAY PLACE<br>MENASHA, WI54942<br>39-1442058                                 | HLTH MAINT ORG          | WI                                                  | NETWK HLTH SY                    | C CORP                                              |                                      |                                            |                             |
| WHEATON FRANCISCAN ENTERPRISES INC<br>400 WEST RIVER WOODS PARKWAY<br>GLENDALE, WI53212<br>39-1985204      | HOLDING CO              | WI                                                  | WF HOLDINGS INC                  | C CORP                                              |                                      |                                            |                             |
| WHEATON FRANCISCAN HOLDINGS INC<br>400 WEST RIVER WOODS PARKWAY<br>GLENDALE, WI53212<br>39-1836357         | PHARMACY                | WI                                                  | WFH-SE WI                        | C CORP                                              |                                      |                                            |                             |
| WHEATON FRANCISCAN MED GRP-SUSSEX INC<br>400 WEST RIVER WOODS PARKWAY<br>GLENDALE, WI53212<br>39-1361100   | MEDICAL GRP             | WI                                                  | WF HOLDINGS INC                  | C CORP                                              |                                      |                                            |                             |
| WHEATON FRANCISCAN PROVIDER NETWORK INC<br>400 WEST RIVER WOODS PARKWAY<br>GLENDALE, WI53212<br>39-1952140 | ADMN SUPPORT            | WI                                                  | WFH-SE WI                        | C CORP                                              |                                      |                                            |                             |
| WI HEART AND VASCULAR CLINICS SC (6)<br>400 WEST RIVER WOODS PARKWAY<br>GLENDALE, WI53212<br>39-1673654    | MEDICAL GRP             | WI                                                  | WFMG                             | C CORP                                              |                                      |                                            |                             |
| COVENANT REGIONAL SERVICES INC<br>3421 WEST NINTH STREET<br>WATERLOO, IA50702<br>42-1189805                | PHARMACY                | IA                                                  | WFH-IOWA                         | C CORP                                              |                                      |                                            |                             |
| WHEATON FRANCISCAN INSURANCE<br><br>98-0691609                                                             | OTHER INVESTMENT        | UK                                                  | WFSI                             | C CORP                                              |                                      |                                            |                             |

Additional Data

Software ID:

Software Version:

EIN: 42-1295784

Name: Covenant Foundation Inc

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

| (A)<br>Name and Title                                  | (B)<br>Average hours per week | (C)<br>Position (check all that apply) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|--------------------------------------------------------|-------------------------------|----------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                                        |                               | Individual trustee or director         | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| Dave Peters<br>Chair/ViceChair - Director              | 10                            | X                                      |                       | X       |              |                              |        |                                                                      |                                                                           |                                                                                               |
| Alyssa Bechthold<br>Director                           | 10                            | X                                      |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| Tammy Bedard<br>Director                               | 10                            | X                                      |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| Timothy Carmody MD<br>Director                         | 10                            | X                                      |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| Uyntha Duncan<br>Director                              | 10                            | X                                      |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| Edward Gallagher Jr<br>Director                        | 10                            | X                                      |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| Louis Hagarty<br>Director                              | 10                            | X                                      |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| Leslee Hager<br>Director                               | 10                            | X                                      |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| Judy Jacobsmeier<br>Director                           | 10                            | X                                      |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| Kathy Lee<br>Director                                  | 10                            | X                                      |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| Dan McMullin<br>Director                               | 10                            | X                                      |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| Roger Neumann<br>Director                              | 10                            | X                                      |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| Brad Page<br>Director                                  | 10                            | X                                      |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| John Pedersen<br>Director                              | 10                            | X                                      |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| Rose Swanson<br>Director                               | 10                            | X                                      |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| Stephen Thorpe<br>Director                             | 10                            | X                                      |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| Mary Swehla<br>Past Chair-Director                     | 10                            | X                                      |                       | X       |              |                              |        |                                                                      |                                                                           |                                                                                               |
| Dave Odekirk<br>Treasurer- Director                    | 10                            | X                                      |                       | X       |              |                              |        |                                                                      |                                                                           |                                                                                               |
| Brian Sims DO<br>Director                              | 400                           | X                                      |                       |         |              |                              |        |                                                                      | 565,643                                                                   | 41,060                                                                                        |
| Jack Dusenbery<br>Director and President               | 400                           | X                                      |                       | X       |              |                              |        |                                                                      | 481,252                                                                   | 62,319                                                                                        |
| Heather Bremer-Miller<br>Executive Director Foundation | 400                           | X                                      |                       | X       |              |                              |        |                                                                      | 87,065                                                                    | 26,231                                                                                        |
| Shirley Dunlap RN<br>Secretary - Director              | 400                           | X                                      |                       | X       |              |                              |        |                                                                      | 86,594                                                                    | 41,774                                                                                        |
| Michele Panicucci<br>SVP/CFO - WFH-IO WA               | 400                           |                                        |                       |         | X            |                              |        |                                                                      | 330,185                                                                   | 58,715                                                                                        |
| Robert Gerald Sarsfield MD<br>Physician Employee       | 400                           |                                        |                       |         |              |                              | X      |                                                                      | 172,519                                                                   | 40,466                                                                                        |
| Mark S Shockley MD<br>Physician Employee               | 400                           |                                        |                       |         |              |                              | X      |                                                                      | 403,233                                                                   | 37,628                                                                                        |

| Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors |                               |                                        |                       |         |              |                              |        |                                                                      |                                                                            |                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|----------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| (A)<br>Name and Title                                                                                                                         | (B)<br>Average hours per week | (C)<br>Position (check all that apply) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W- 2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|                                                                                                                                               |                               | Individual trustee or director         | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                            |                                                                                               |
| Christopher Hyers<br>VP-BUSINESS DEVELOPMENT-WFH-IO                                                                                           | 40.0                          |                                        |                       |         |              |                              | X      |                                                                      | 220,980                                                                    | 38,005                                                                                        |