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ENVELOPE
POSTMARK DATE APR 11 2012

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

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

A For the 2009 calendar year, or tax year beginning OCT 1, 2009 **and ending** SEP 30, 2010

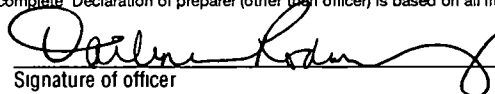
B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated return <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type See Specific Instructions	C Name of organization BHS MANAGEMENT SERVICES, INC Doing Business As		D Employer identification number 22-2755258
		Number and street (or P O box if mail is not delivered to street address) Room/suite 725 NORTH STREET		E Telephone number 413-447-2508
		City or town, state or country, and ZIP + 4 PITTSFIELD, MA 01201		G Gross receipts \$ 39,487,225. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
F Name and address of principal officer: DARLENE RODOWICZ SAME AS C ABOVE				
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				
J Website: WWW.BHS1.ORG				
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶				L Year of formation 1986
				M State of legal domicile MA

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: PROVIDE MANAGEMENT SERVICES TO NOT-FOR-PROFIT CO.S INCLUDING AFFILIATES OF BERKSHIRE HEALTH SYSTEMS			
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets			
	3	Number of voting members of the governing body (Part VI, line 1a)	3	22	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	18	
	5	Total number of employees (Part V, line 2a)	5	342	
	6	Total number of volunteers (estimate if necessary)	6	0	
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.	
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
	Revenue	8	Contributions and grants (Part VIII, line 1h)		
		9	Program service revenue (Part VIII, line 2g)	41,252,101.	39,487,225.
10		Investment income (Part VIII, column (A), lines 3, 4, and 7d)			
11		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)			
12		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	41,252,101.	39,487,225.	
Expenses		13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
		14	Benefits paid to or for members (Part IX, column (A), line 4)		
		15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	27,029,799.	25,817,075.
		16a	Professional fundraising fees (Part IX, column (A), line 11e)		
		16b	Total fundraising expenses (Part IX, column (D), line 25)		0.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	14,222,302.	13,670,150.	
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	41,252,101.	39,487,225.	
	19	Revenue less expenses Subtract line 18 from line 12	0.	0.	
	Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year 5,985,369.	End of Year 4,953,729.
		21	Total liabilities (Part X, line 26)	5,985,369.	4,953,729.
22		Net assets or fund balances. Subtract line 21 from line 20	0.	0.	

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here ▶  Signature of officer
 Date 3/29/2012

▶ DARLENE RODOWICZ, TREASURER
 Type or print name and title

Paid Preparer's Use Only	Preparer's signature ▶ Firm's name (or yours if self-employed), address, and ZIP + 4 ▶	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions)
			EIN ▶	Phone no ▶

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

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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)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>	X	
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11	Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>		
	• 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? <i>If "Yes," complete Schedule D, Part VII.</i>		
	• 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? <i>If "Yes," complete Schedule D, Part VIII.</i>		
	• 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? <i>If "Yes," complete Schedule D, Part IX.</i>		
	• Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		
	• 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? <i>If "Yes," complete Schedule D, Part X.</i>		
12	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>		X
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional</i>	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
14b	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? <i>If "Yes," complete Schedule F, Part I</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
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>		X
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>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 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>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
25b 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>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, 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>		X
28 Was the organization a party to a business transaction with one of the following parties, (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c 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 direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
1a	108		
1b	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?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2a	342		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
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?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	X	
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	X	
8	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?		X
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?		
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 line 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		
1b	Enter the number of voting members that are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?		X
6	Does the organization have members or stockholders?	X	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	X	
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	The governing body?	X	
8b	Each committee with authority to act on behalf of the governing body?	X	
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		X

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?		X
10b	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?		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11A	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13	Does the organization have a written whistleblower policy?	X	
14	Does the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	X	
15b	Other officers or key employees of the organization	X	
	If "Yes" to line 15a or 15b, 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?		X
16b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed ► MA
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization. ► DARLENE RODOWICZ - 413-447-2809
725 NORTH STREET, PITTSFIED, MA 01201

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

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

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

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

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
DAVID E. PHELPS PRESIDENT	50.00	X		X			529,983.	0.	38,266.	
JEROME J ANDERSON TRUSTEE	2.00	X					0.	0.	0.	
THOMAS O ANDREWS TRUSTEE	2.00	X					0.	0.	0.	
ALFRED A BARBALUNGA TRUSTEE	2.00	X					0.	0.	0.	
BRONLY S BOYD TRUSTEE/VICE CHAIR	2.00	X		X			0.	0.	0.	
BRIAN T BURKE, MD TRUSTEE/PHYSICIAN	2.00	X					0.	177,940.	34,984.	
KIT DOBELLE TRUSTEE	2.00	X					0.	0.	0.	
TIMOTHY C DOHERTY TRUSTEE/CHAIR	2.00	X		X			0.	0.	0.	
RICHARD M DOHONEY TRUSTEE	2.00	X					0.	0.	0.	
BRIAN H FAIRBANK TRUSTEE	2.00	X					0.	0.	0.	
A KING FRANCIS TRUSTEE	2.00	X					0.	0.	0.	
DENNIS J HOGAN TRUSTEE	2.00	X					0.	0.	0.	
EDMUND H HORNSTEIN, DO TRUSTEE/CONTRACTED PHYSICIAN	2.00	X					0.	71,865.	0.	
JOHN R KEARNS, MD TRUSTEE	2.00	X					0.	0.	0.	
SUSAN M KORMANIK TRUSTEE	2.00	X					0.	0.	0.	
LORINDA ACKLEY MAZUR TRUSTEE	2.00	X					0.	0.	0.	
JOAN M MCFALLS TRUSTEE	2.00	X					0.	0.	0.	

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission: TO PROVIDE MANAGEMENT SERVICES TO NOT-FOR-PROFIT CORPORATIONS INCLUDING CONTROLLED AFFILIATES OF BERKSHIRE HEALTH SYSTEMS

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

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

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

4a (Code:) (Expenses \$ 39,487,225 . including grants of \$) (Revenue \$ 39,487,225 .) BHS MANAGEMENT SERVICES PROVIDES MANAGEMENT SERVICES TO NOT FOR PROFIT CORPORATIONS INCLUDING CONTROLLED AFFILIATES OF BERKSHIRE HEALTH SYSTEMS, INC. THIS COORDINATED EFFORT PROVIDES FINANCIAL ACCOUNTING AND ADMINISTRATIVE SERVICES WHICH ALLOWS THE SYSTEM TO OPERATE MORE EFFICIENTLY, REACT MORE QUICKLY AND PERFORM IN AN INTEGRATED MANNER

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

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

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

4e Total program service expenses \$ 39,487,225 .

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
PAUL E RAVERTA TRUSTEE	2.00	X						0.	0.	0.
CAROLE G SIEGEL TRUSTEE	2.00	X						0.	0.	0.
GEORGE T SMITH TRUSTEE	2.00	X						0.	0.	0.
ANN H TRABULSI TRUSTEE	2.00	X						0.	0.	0.
ROBERT P WESPISER TRUSTEE/CONTRACTED PHYSICIAN	2.00	X						0.	129,890.	0.
GINA C. BIRCHALL TRUSTEE/NOT SERVING AT YEAR END	2.00	X						0.	0.	0.
SHEPARD D. RAINIE TRUSTEE/NOT SERVING AT YEAR END	2.00	X						0.	0.	0.
ANGELO STRACUZZI TRUSTEE/NOT SERVING AT YEAR END	2.00	X						0.	0.	0.
THADDEUS S. WELCH TRUSTEE/NOT SERVING AT YEAR END	2.00	X						0.	0.	0.
DARLENE RODOWICZ TREASURER	50.00			X				323,664.	0.	35,300.
1b Total								2,841,042.	379,695.	349,769.

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 **36**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
CAIN, HIBBARD, MYERS 66 WEST STREET, PITTSFIELD, MA 01201	LEGAL SERVICES	569,898.
ERNST & YOUNG 200 CLARENDON STREET, BOSTON, MA 02116	AUDITING SERVICES	510,900.
MEDICAL INFORMATION TECHNOLOGY MEDITECH CIRCLE, WESTWOOD, MA 02090	SOFTWARE MAINTENANCE	507,186.
THE OUTSOURCE GROUP ONE AUDUBON ROAD, WAKEFIELD, MA 01880	BILLING SERVICES	353,066.
GE HEALTHCARE 8200 WEST TOWER AVE, MILWAUKEE, WI 53201	SOFTWARE MAINTENANCE	347,493.

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 **21**

SEE SCHEDULE J-2 FOR PART VII, SECTION A CONTINUATION

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f					
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f						
Program Service Revenue	2 a <u>CENTRALIZED SVC FEES &</u>	Business Code 561110	39487225.	39487225.			
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
	g Total. Add lines 2a-2f			39487225.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)						
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross Rents	(i) Real	(ii) Personal				
		b Less: rental expenses					
		c Rental income or (loss)					
		d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b Less: cost or other basis and sales expenses					
		c Gain or (loss)					
		d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
		b Less: direct expenses	b				
		c Net income or (loss) from fundraising events					
	9 a Gross income from gaming activities. See Part IV, line 19	a					
		b Less: direct expenses	b				
		c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a _____							
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d							
12 Total revenue. See instructions			39487225.	39487225.	0.	0.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,707,845.	1,707,845.		
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	18,399,192.	18,399,192.		
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	685,145.	685,145.		
9 Other employee benefits	3,676,084.	3,676,084.		
10 Payroll taxes	1,348,809.	1,348,809.		
11 Fees for services (non-employees):				
a Management				
b Legal	1,041,670.	1,041,670.		
c Accounting	1,042,570.	1,042,570.		
d Lobbying	49,350.	49,350.		
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other	3,016,392.	3,016,392.		
12 Advertising and promotion	762,036.	762,036.		
13 Office expenses	2,905,930.	2,905,930.		
14 Information technology	3,005,894.	3,005,894.		
15 Royalties				
16 Occupancy	863,860.	863,860.		
17 Travel	256,713.	256,713.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	1,450.	1,450.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	38,736.	38,736.		
23 Insurance	11,005.	11,005.		
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 EMPLOYEE RECRUITMENT	542,742.	542,742.		
b EDUCATION SERVICES	90,187.	90,187.		
c ALL OTHER EXPENSES	41,615.	41,615.		
d _____				
e _____				
f All other expenses _____				
25 Total functional expenses. Add lines 1 through 24f	39,487,225.	39,487,225.	0.	0.
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		19,960.	2	15,718.	
	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	2,300.	
	8 Inventories for sale or use			8		
	9 Prepaid expenses and deferred charges		811,337.	9	1,227,751.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	3,192,906.			
	b Less: accumulated depreciation	10b	3,016,365.	142,716.	10c	176,541.
	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		5,011,356.	15	3,531,419.	
16 Total assets. Add lines 1 through 15 (must equal line 34)		5,985,369.	16	4,953,729.		
Liabilities	17 Accounts payable and accrued expenses		5,008,447.	17	3,711,852.	
	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		976,922.	25	1,241,877.	
	26 Total liabilities. Add lines 17 through 25		5,985,369.	26	4,953,729.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27 Unrestricted net assets			27		
	28 Temporarily restricted net assets			28		
	29 Permanently restricted net assets			29		
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.					
	30 Capital stock or trust principal, or current funds		0.	30	0.	
	31 Paid-in or capital surplus, or land, building, or equipment fund		0.	31	0.	
	32 Retained earnings, endowment, accumulated income, or other funds		0.	32	0.	
	33 Total net assets or fund balances		0.	33	0.	
	34 Total liabilities and net assets/fund balances		5,985,369.	34	4,953,729.	

Form 990 (2009)

Part XI Financial Statements and Reporting

- 1** Accounting method used to prepare the Form 990: Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
- b** Were the organization's financial statements audited by an independent accountant?
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- d** If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

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

Form 990 (2009)

SCHEDULE A
(Form 990 or 990-EZ)

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 **BHS MANAGEMENT SERVICES, INC** Employer identification number **22-2755258**

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 described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 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?

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

 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
BERKSHIRE MEDICAL CENT	04-27913963			X					0.
FAIRVIEW HOSPITAL, IN	04-21338603			X					0.
BERKSHIRE FACULTY SERV	04-299505311B			X					0.
BERKSHIRE HEALTH SYSTE	04-244294411B			X					0.
Total									0.

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

Schedule A (Form 990 or 990-EZ) 2009

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 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. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

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 from 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 ▶ <input type="checkbox"/>		
b 33 1/3% support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
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 ▶ <input type="checkbox"/>		
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 ▶ <input type="checkbox"/>		
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 ▶ <input type="checkbox"/>		

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 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

b 33 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

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

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

MONETARY SUPPORT IS NOT REQUIRED. THIS ORGANIZATION PROVIDES SUPPORT IN THE FORM OF PROVIDING MANAGEMENT SERVICES TO ITS SUPPORTED ORGANIZATIONS.

Lined area for supplemental information.

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

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

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Complete if the organization is described below.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

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), then

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

Name of organization BHS MANAGEMENT SERVICES, INC	Employer identification number 22-2755258
---	---

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 function 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 Enter 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-.

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2009 LHA

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 (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals												
1 a 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 border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <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> </tbody> </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 nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2009

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?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1j)?		X	
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities? If "Yes," describe in Part IV	X		49,350.
j Total. Add lines 1c through 1i			49,350.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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?		
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?		
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?		

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

PART II-B, LINE 1(I), OTHER LOBBYING ACTIVITIES:

BHS MANAGEMENT SERVICES IS MEMBER OF "SECTION 508 HOSPITAL COALITION."

100% OF DUES ARE FOR LOBBYING. THE SECTION 508 COALITION ADVOCATES FOR INCREASED MEDICARE PAYMENTS.

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

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

BHS MANAGEMENT SERVICES, INC

Employer identification number

22-2755258

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?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can 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?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 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 Tax 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 tax 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 section 170(h)(4)(B)(ii)? Yes No

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

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

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

- 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items
- b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- (ii) Assets included in Form 990, Part X ▶ \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items.
- a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- b Assets included in Form 990, Part X ▶ \$ _____

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

3 Using the organization's acquisition, 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 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					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

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

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

- (i) unrelated organizations
- (ii) related organizations

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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		308,036.	241,504.	66,532.
d Equipment		2,880,630.	2,774,861.	105,769.
e Other		4,240.		4,240.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				176,541.

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net) Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	

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

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

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

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

Part XIV Supplemental Information

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

PART X: THERE IS NO FIN 48 FOOTNOTE IN THE CONSOLIDATED

AUDITED FINANCIAL STATEMENTS

**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, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization

BHS MANAGEMENT SERVICES, INC

Employer identification number

22-2755258

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations 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?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

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

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

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

	Yes	No
1b		
2		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2009

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.

THE SALARY AND BENEFITS PROVIDED TO MR. PHELPS HAVE BEEN

(A) PERIODICALLY REVIEWED AND CONFIRMED AS WELL WITHIN THE RANGE OF REASONABLENESS BY NATIONALLY RECOGNIZED, INDEPENDENT THIRD PARTY COMPENSATION CONSULTING FIRMS AND (B) APPROVED BY UNANIMOUS VOTED OF THE GOVERNING BODY. COMPENSATION PAID TO MR. PHELPS BY BHS MANAGEMENT SERVICES, INC. COVERS HIS DUTIES AS THE CHIEF EXECUTIVE OFFICER OF BOTH BERKSHIRE HEALTH SYSTEMS, INC. AND ITS 6 AFFILIATED COMPANIES, LOCATED IN MASSACHUSETTS AND TWO OTHER STATES. THE APPROXIMATELY 6000 INDIVIDUALS EMPLOYED BY THESE NON-PROFIT ENTITIES ANNUALLY PROVIDE IN EXCESS OF \$500 MILLION IN HEALTHCARE SERVICES, INCLUDING ACUTE CARE HOSPITAL SERVICES, PHYSICIAN SERVICES, HOME HEALTH SERVICES AND LONG TERM CARE AND OTHER ELDER SERVICES.

PER THE INSTRUCTIONS, ALL COMPENSATION REPORTED IN SCHEDULE J IS REPORTED AS REQUIRED BY THE INSTRUCTIONS ON A CALENDAR YEAR BASIS WHICH MAY INCLUDE COMPENSATION THAT WAS REPORTED IN A PRIOR YEAR FORM 990. HOWEVER, BHS MANAGEMENT SERVICES HAS ELECTED NOT TO INCLUDE SUCH COMPENSATION IN SCHEDULE J, COLUMN F.

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.

COMPENSATION REFLECTED ON THIS RETURN WITH RESPECT TO INDIVIDUAL OFFICERS

AND KEY EMPLOYEES IS PAID BY BHS MANAGEMENT SERVICES, INC., IN

CONSIDERATION OF SERVICES RENDERED WITH RESPECT TO AS MANY AS 25 DIFFERENT

NON-PROFIT HEALTHCARE ORGANIZATIONS. AMOUNTS INCLUDED IN COLUMN F OF PART

VII REPRESENT THE EMPLOYER'S PORTION OF HEALTH, DISABILITY, DENTAL, LIFE

INSURANCE AND 403(B) PLANS. THE FOLLOWING LIST REPRESENTS THE ORGANIZATIONS

TO WHICH THE IDENTIFIED OFFICER OR KEY EMPLOYEE PROVIDED SERVICES AND THE

RESPECTIVE ALLOCABLE SHARE OF THE COMPENSATION.

DAVID E. PHELPS:

BERKSHIRE MEDICAL CENTER, INC. 30 HOURS/58 TOTAL HOURS \$293,922

BERKSHIRE FACULTY SERVICES, INC. 10/58 HOURS \$97,974

FAIRVIEW HOSPITAL 4/58 HOURS \$39,190

BERKSHIRE INDEMNITY COMPANY, SPC, LTD. 2/58 HOURS \$19,595

BHS MANAGEMENT SERVICES, INC. 12/58 HOURS FOR THE BENEFIT OF:

BERKSHIRE HEALTHCARE SYSTEMS, INC. \$29,396

BOURNE MANAGEMENT SYSTEMS, INC. \$ 2,351

GREENFIELD MANAGEMENT SYSTEMS, INC. \$ 2,351

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.

NEW BEDFORD MANAGEMENT SYSTEMS, INC.	\$ 2,351
NORTHAMPTON MANAGEMENT SYSTEMS, INC.	\$ 2,351
EAST LONGMEADOW MANAGEMENT SYSTEMS, INC.	\$ 2,351
DANVERS MANAGEMENT SYSTEMS, INC.	\$ 2,351
PEABODY MANAGEMENT SYSTEMS, INC.	\$ 2,351
SOUTH YARMOUTH MANAGEMENT SYSTEMS, INC.	\$ 2,351
BERKSHIRE PENNSYLVANIA, INC.	\$ 2,351
XENIA EAST MANAGEMENT SYSTEMS, INC.	\$ 2,351
WILLOWOOD OF GREAT BARRINGTON, INC.	\$ 4,702
WILLOWOOD OF NORTH ADAMS, INC.	\$ 3,527
WILLOWOOD OF WILLIAMSTOWN, INC.	\$ 3,527
HILLCREST EXTENDED CARE SERVICES, INC.	\$ 8230
BERKSHIRE RETIREMENT COMMUNITY, INC.	\$ 11,757
BERKSHIRE EXTENDED CARE SERVICES, INC.	\$ 8,230
INTEGRINURSE, INC.	\$ 3,527
INTEGRIScript, INC.	\$ 3,527
HOSPICECARE IN THE BERKSHIRES, INC.	\$ 11,757
PITTSFIELD MANAGEMENT SYSTEMS, INC.	\$ 5,878

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.

DARLENE RODOWICZ:

BERKSHIRE MEDICAL CENTER, INC. 37 HOURS/50 TOTAL HOURS \$265,633

BERKSHIRE FACULTY SERVICES, INC. 7/50 HOURS \$50,255

FAIRVIEW HOSPITAL 3/50 HOURS \$21,538

BERKSHIRE INDEMNITY COMPANY, SPC, LTD. 2.5/50 HOURS \$17,948

BHS MANAGEMENT SERVICES, INC. 0.5/50 HOURS FOR THE BENEFIT OF:

BERKSHIRE HEALTHCARE SYSTEMS, INC. \$3590

CHERYL BOUDREAU:

BERKSHIRE MEDICAL CENTER, INC. 20 HOURS/41 TOTAL HOURS \$46,356

BERKSHIRE FACULTY SERVICES, INC. 8/41 HOURS \$18,542

FAIRVIEW HOSPITAL 2/41 HOURS \$4,636

BERKSHIRE INDEMNITY COMPANY, SPC, LTD. 1/41 HOURS \$2,318

BHS MANAGEMENT SERVICES, INC. 10/41 HOURS FOR THE BENEFIT OF:

BERKSHIRE HEALTHCARE SYSTEMS, INC. \$5,792

BOURNE MANAGEMENT SYSTEMS, INC. \$ 464

GREENFIELD MANAGEMENT SYSTEMS, INC. \$ 464

NEW BEDFORD MANAGEMENT SYSTEMS, INC. \$ 464

NORTHAMPTON MANAGEMENT SYSTEMS, INC. \$ 464

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.

EAST LONGMEADOW MANAGEMENT SYSTEMS, INC.	\$ 464
DANVERS MANAGEMENT SYSTEMS, INC.	\$ 464
PEABODY MANAGEMENT SYSTEMS, INC.	\$ 464
SOUTH YARMOUTH MANAGEMENT SYSTEMS, INC.	\$ 464
BERKSHIRE PENNSYLVANIA, INC.	\$ 464
XENIA EAST MANAGEMENT SYSTEMS, INC.	\$ 464
WILLOWOOD OF GREAT BARRINGTON, INC.	\$ 927
WILLOWOOD OF NORTH ADAMS, INC.	\$ 695
WILLOWOOD OF WILLIAMSTOWN, INC.	\$ 695
HILLCREST EXTENDED CARE SERVICES, INC.	\$ 1622
BERKSHIRE RETIREMENT COMMUNITY, INC.	\$ 2318
BERKSHIRE EXTENDED CARE SERVICES, INC.	\$ 1622
INTEGRINURSE, INC.	\$ 695
INTEGRIScript, INC.	\$ 695
HOSPICECARE IN THE BERKSHIRES, INC.	\$ 2318
PITTSFIELD MANAGEMENT SYSTEMS, INC.	\$ 1159
ARTHUR D. MILANO:	
BERKSHIRE MEDICAL CENTER, INC.	35 HOURS/47 TOTAL HOURS \$167,224

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.

BERKSHIRE FACULTY SERVICES, INC. 8/47 HOURS	\$38,222
FAIRVIEW HOSPITAL 2/47 HOURS	\$9556
BHS MANAGEMENT SERVICES, INC. 2/47 HOURS FOR THE BENEFIT OF:	
BERKSHIRE HEALTHCARE SYSTEMS, INC.	\$456
BOURNE MANAGEMENT SYSTEMS, INC.	\$ 455
GREENFIELD MANAGEMENT SYSTEMS, INC.	\$ 455
NEW BEDFORD MANAGEMENT SYSTEMS, INC.	\$ 455
NORTHAMPTON MANAGEMENT SYSTEMS, INC.	\$ 455
EAST LONGMEADOW MANAGEMENT SYSTEMS, INC.	\$ 455
DANVERS MANAGEMENT SYSTEMS, INC.	\$ 455
PEABODY MANAGEMENT SYSTEMS, INC.	\$ 455
SOUTH YARMOUTH MANAGEMENT SYSTEMS, INC.	\$ 455
BERKSHIRE PENNSYLVANIA, INC.	\$ 455
XENIA EAST MANAGEMENT SYSTEMS, INC.	\$ 455
WILLOWOOD OF GREAT BARRINGTON, INC.	\$ 455
WILLOWOOD OF NORTH ADAMS, INC.	\$ 455
WILLOWOOD OF WILLIAMSTOWN, INC.	\$ 455
HILLCREST EXTENDED CARE SERVICES, INC.	\$ 455
BERKSHIRE RETIREMENT COMMUNITY, INC.	\$ 455

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

BERKSHIRE EXTENDED CARE SERVICES, INC. \$ 455

INTEGRINURSE, INC. \$ 455

INTEGRISCRIP, INC. \$ 455

HOSPICECARE IN THE BERKSHIRES, INC. \$ 455

PITTSFIELD MANAGEMENT SYSTEMS, INC. \$ 455

[BERKSHIRE INDEMNITY COMPANY, SPC, LTD. 0]

JOHN F. ROGERS: TOTAL - 54 HOURS PER WEEK \$376,021

BERKSHIRE MEDICAL CENTER, INC. 20 HOURS /54 TOTAL HOURS \$139,267

BERKSHIRE FACULTY SERVICES, INC. 10/54 HOURS \$69,633

FAIRVIEW HOSPITAL 3/54 HOURS \$20,890

BERKSHIRE INDEMNITY COMPANY, SPC, LTD. 8/54 HOURS \$55,707

BHS MANAGEMENT SERVICES, INC. (LTC) 13/54 HOURS \$90,524

ALLOCATED AS AMONG LTC FACILITIES AS FOLLOWS -

BERKSHIRE HEALTHCARE SYSTEMS, INC. \$7170

BOURNE MANAGEMENT SYSTEMS, INC. \$ 4482

GREENFIELD MANAGEMENT SYSTEMS, INC. \$ 4482

NEW BEDFORD MANAGEMENT SYSTEMS, INC. \$ 4482

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.

NORTHAMPTON MANAGEMENT SYSTEMS, INC. \$ 4482

EAST LONGMEADOW MANAGEMENT SYSTEMS, INC. \$ 3585

DANVERS MANAGEMENT SYSTEMS, INC. \$ 3585

PEABODY MANAGEMENT SYSTEMS, INC. \$ 3585

SOUTH YARMOUTH MANAGEMENT SYSTEMS, INC. \$ 3585

BERKSHIRE PENNSYLVANIA, INC. \$ 4482

XENIA EAST MANAGEMENT SYSTEMS, INC. \$ 3585

WILLOWOOD OF GREAT BARRINGTON, INC. \$ 4482

WILLOWOOD OF NORTH ADAMS, INC. \$ 4482

WILLOWOOD OF WILLIAMSTOWN, INC. \$ 5377

HILLCREST EXTENDED CARE SERVICES, INC. \$ 4482

BERKSHIRE RETIREMENT COMMUNITY, INC. \$ 4482

BERKSHIRE EXTENDED CARE SERVICES, INC. \$ 2688

INTEGRINURSE, INC. \$ 2688

INTEGRIScript, INC. \$ 3585

HOSPICECARE IN THE BERKSHIRES, INC. \$ 6271

PITTSFIELD MANAGEMENT SYSTEMS, INC. \$ 4482

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

BHS MANAGEMENT SERVICES, INC

Employer identification number

22-2755258

FORM 990, PART VI, SECTION A, LINE 6: BERKSHIRE HEALTH SYSTEMS, INC. IS
THE SOLE CORPORATE MEMBER OF BHS MANAGEMENT SERVICES, INC.

FORM 990, PART VI, SECTION A, LINE 7A: BERKSHIRE HEALTH SYSTEMS, INC. IS
THE SOLE CORPORATE MEMBER OF BHS MANAGEMENT SERVICES, INC.

FORM 990, PART VI, SECTION B, LINE 11: BERKSHIRE HEALTH SYSTEMS ("BHS")
WILL MAKE THE FORMS 990 FOR BHS AND AFFILIATES AVAILABLE TO THE MEMBERS OF
THE RESPECTIVE GOVERNING BODIES FOR THEIR REVIEW BY (A) SENDING COPIES TO
THEM PHYSICALLY OR ELECTRONICALLY, OR (B) NOTIFYING THE MEMBERS THAT THE
FORMS 990 CAN BE ACCESSED BY A SECURE WEB-BASED FOLDER BEFORE THEY ARE
FILED WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATION ENFORCES AND
MONITORS ITS CONFLICT OF INTEREST POLICY BY REQUIRING ALL MEMBERS OF THE
GOVERNING BODY AND SENIOR MANAGEMENT TO DISCLOSE POTENTIAL CONFLICTS OF
INTEREST (A) ANNUALLY AND (B) AS POTENTIAL CONFLICTS ARISE. SENIOR
EMPLOYEES ARE NOT PERMITTED TO HAVE MATERIAL CONFLICTS OF INTEREST AND
MEMBERS OF THE GOVERNING BODY ARE TO ABSTAIN FROM ACTION THAT MAY BE
INFLUENCED BY THEIR CONFLICT OR POTENTIAL CONFLICT (BY (A) NOT VOTING OR
(B) NOT VOTING AND LEAVING THE ROOM OR (C) LEAVING THE GOVERNING BODY, AS
DETERMINED BY THE GOVERNING BODY

FORM 990, PART VI, SECTION B, LINE 15: PERFORMANCE AND COMPENSATION OF THE
SENIOR EXECUTIVE IS REVIEWED ANNUALLY (AND OF OTHER SENIOR EXECUTIVES,
PERIODICALLY) BY A SUBCOMMITTEE OF THE GOVERNING BODY, WHOSE MEMBERS ARE

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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OMB No 1545-0047

2009
Open to Public
Inspection

Name of the organization **BHS MANAGEMENT SERVICES, INC** Employer identification number **22-2755258**

INDEPENDENT. THE FULL GOVERNING BODY REVIEWS AND APPROVES THE COMPENSATION OF THE SENIOR EXECUTIVE. EVERY TWO OR THREE YEARS, THE ORGANIZATION ENGAGES A NATIONALLY RECOGNIZED HEALTHCARE COMPENSATION FIRM TO PROVIDE INFORMATION CONCERNING MARKET RATES OF COMPENSATION AND ASSESS THE ORGANIZATION'S COMPENSATION STRUCTURE AGAINST THOSE INDEPENDENT BENCHMARKS. THE ORGANIZATION FOLLOWED THIS PROCESS FOR YEAR ENDED 9/30/10.

FORM 990, PART VI, SECTION C, LINE 19: GOVERNANCE DOCUMENTS, THE CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC AT THE OFFICES OF (A) THE CHIEF FINANCIAL OFFICER AND (B) THE VICE PRESIDENT AND GENERAL COUNSEL AT 725 NORTH STREET, PITTSFIELD, MA 01201

FORM 990, SCHEDULE J-2

AVERAGE HOURS DEVOTED TO RELATED ORGANIZATIONS

WILLIAM C. JONES, JR.

BERKSHIRE HEALTHCARE SYSTEMS, INC. - 50 HOURS/WEEK

LISA M. TRUMBLE

BERKSHIRE FACULTY SERVICES, INC. - 50 HOURS/WEEK

ANTHONY J. RINALDI

FAIRVIEW HOSPITAL, INC. - 50 HOURS/WEEK

EUGENE A. DELLEA

FAIRVIEW HOSPITAL, INC. - 50 HOURS/WEEK

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
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OMB No 1545-0047

2009
Open to Public
Inspection

Name of the organization

BHS MANAGEMENT SERVICES, INC

Employer identification number

22-275258

BRIAN T BURKE, MD

FAIRVIEW HOSPITAL, INC - 48 HOURS/WEEK

EDMUND H HORNSTEIN, DO

BERKSHIRE MEDICAL CENTER - CONTRACTED AS NEEDED

ROBERT P WESPISER

BERKSHIRE MEDICAL CENTER - CONTRACTED AS NEEDED

GENERAL INFORMATION B

CAUSE FOR AMENDED RETURN

**THIS RETURN IS AMENDED FROM THE RETURN AS ORIGINALLY FILED TO DELETE
THE NAMES OF TWO TRUSTEES (LAURIE NORTON MOFFAT AND MARILYN L.**

SPERLING) ORIGINALLY INCLUDED ON FORM 990, PART VII, SECTION A WHO

JOINED THE BOARD OF TRUSTEES AFTER THE SEPTEMBER 30, 2010 END OF THE

**TAX YEAR REPORTED ON THIS RETURN. THIS RETURN ALSO AMENDS THE NUMBER OF
VOTING MEMBERS OF THE GOVERNING BODY REPORTED ON FORM 990, PART I, LINE**

3 FROM 24 TO 22, AND AMENDS THE NUMBER OF INDEPENDENT VOTING MEMBERS OF

THE GOVERNING BODY REPORTED ON FORM 990, PART I, LINE 4 FROM 20 TO 18.

SCHEDULE R (Form 990) Related Organizations and Unrelated Partnerships
 Department of the Treasury Internal Revenue Service
 ▶ 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.

Name of the organization **BHS MANAGEMENT SERVICES, INC** Employer identification number **22-2755258**

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
BERKSHIRE HEALTH SYSTEMS, INC. - 04-2442944 725 NORTH STREET PITTSFIELD, MA 01201	PARENT CORP	MASSACHUSETTS	501 (C) (3)	11B	N/A
FAIRVIEW HOSPITAL - 04-2133860 725 NORTH STREET PITTSFIELD, MA 01201	ACUTE CARE	MASSACHUSETTS	501 (C) (3)	3	
BERKSHIRE MEDICAL CENTER, INC. - 04-2791396 725 NORTH STREET PITTSFIELD, MA 01201	ACUTE CARE	MASSACHUSETTS	501 (C) (3)	3	
BERKSHIRE FACULTY SERVICES, INC. - 04-2995053, 725 NORTH STREET, PITTSFIELD, MA 01201	PHYSICIAN SERVICES	MASSACHUSETTS	501 (C) (3)	11B	

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule R (Form 990) 2009

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, or 36)

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

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 or (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to other organization(s)
- c** Gift, grant, or capital contribution from other organization(s)
- d** Loans or loan guarantees to or for other organization(s)
- e** Loans or loan guarantees by other organization(s)

- f** Sale of assets to other organization(s)
- g** Purchase of assets from other organization(s)
- h** Exchange of assets
- i** Lease of facilities, equipment, or other assets to other organization(s)

- j** Lease of facilities, equipment, or other assets from other organization(s)
- k** Performance of services or membership or fundraising solicitations for other organization(s)
- l** Performance of services or membership or fundraising solicitations by other organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets
- n** Sharing of paid employees

- o** Reimbursement paid to other organization for expenses
- p** Reimbursement paid by other organization for expenses

- q** Other transfer of cash or property to other organization(s)
- r** Other transfer of cash or property from other organization(s)

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

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