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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning **and ending**

B Check if applicable:
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☒ Amended return
- ☐ Application pending

C Name of organization
COVENANT HEALTH SYSTEMS INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address) 100 AMES POND DRIVE — Room/suite 102

City or town, state or country, and ZIP + 4 TEWKSBURY, MA 01876

F Name and address of principal officer: JOHN AHLE
SAME AS C ABOVE

D Employer identification number 22-2484505

E Telephone number 978-654-6363

G Gross receipts $ 8,529,156.

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

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

J Website: ▶ COVENANTHS.ORG

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1983 **M** State of legal domicile MA

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: COVENANT HEALTH SYSTEMS IS A CATHOLIC HEALTH CARE SYSTEM SPONSORING HOSPITALS, NURSING HOMES,	
	2	Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3	Number of voting members of the governing body (Part VI, line 1a)	12
	4	Number of independent voting members of the governing body (Part VI, line 1b)	11
	5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	30
	6	Total number of volunteers (estimate if necessary)	0
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	280,469.
	b	Net unrelated business taxable income from Form 990-T, line 34	279,469.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	7,000.	0.
	9	Program service revenue (Part VIII, line 2g)	8,003,118.	7,484,454.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	968,610.	867,201.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	46,525.	49,026.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	9,025,253.	8,400,681.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	21,184.	8,141,689.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	5,248,309.	5,620,464.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	4,285,561.	3,119,420.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	9,555,054.	16,881,573.
	19	Revenue less expenses Subtract line 18 from line 12	-529,801.	-8,480,892.

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	106,520,482.	102,678,972.
	21	Total liabilities (Part X, line 26)	82,787,423.	68,788,404.
	22	Net assets or fund balances. Subtract line 21 from line 20	23,733,059.	33,890,568.

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Part II Signature Block

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

Sign Here

▶ Signature of officer — Date 2/4/12

▶ JOHN AHLE, CHIEF FINANCIAL OFFICER
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name MICHAEL A. BARBARITA	Preparer's signature Michael A. Barbarita CPA	Date 2/3/12	Check ☐ if self-employed	PTIN
Firm's name ▶ WILLIAM STEELE & ASSOCIATES, P.C.			Firm's EIN ▶	
Firm's address ▶ 40 STARK STREET MANCHESTER, NH 03101			Phone no (603)622-8881	

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

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

9/16
25

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III ☐

1 Briefly describe the organization's mission:
COVENANT HEALTH SYSTEMS IS AN INNOVATIVE CATHOLIC HEALTH ORGANIZATION COMMITTED TO ADVANCING THE HEALING MINISTRY OF JESUS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses $ 16881573. including grants of $ 8,141,689.) (Revenue $ 8,096,637.)
SPONSORING AND OPERATING A CATHOLIC HEALTH CARE SYSTEM CONSISTING OF HOSPITALS, NURSING HOMES, ASSISTED LIVING RESIDENCES AND OTHER HEALTH AND ELDER SERVICES, AND FURTHERING THE DELIVERY OF HEALTH AND HUMAN SERVICES CONSISTENT WITH THE TEACHINGS AND LAW OF THE ROMAN CATHOLIC CHURCH.

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** ▶ 16,881,573.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b	X	
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	X	
f	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 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Parts I and IV*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		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? *If "Yes," complete Schedule G, Part I*	17		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? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach its audited financial statements to this return? **Note.** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b		

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? *If "Yes," complete Schedule I, Parts I and II*	21	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? *If "Yes," complete Schedule I, Parts I and III*	22		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? *If "Yes," complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25*	24a	X	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		X
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		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).			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35	X	
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2* [X] Yes [ ] No			
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
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	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	15		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	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	30		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file.* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a	X	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b	If "Yes," enter the name of the foreign country: ▶ _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		5a		X
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5b		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5c		
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?				
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?		13a		
	Note. See the instructions for additional information the organization must report on Schedule O.				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*		14b		

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*

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	12		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	11		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
6	Does the organization have members or stockholders?		6		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		7a	X	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		7b	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?		8a	X	
b	Each committee with authority to act on behalf of the governing body?		8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*		9		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?	10a	X	
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b	X	
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	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*	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization	15b	X	
	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?	16a		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

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

[X] Own website [ ] Another's website [X] 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: ▶

JOHN ALHE, CHIEF FINANCIAL OFFICER - 9786546363
100 AMES POND DRIVE, TEWKSBURY, MA 01876

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

Check if Schedule O contains a response to any question in this Part VII ☐

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.

- 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, if any. 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 neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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 LINCOLN CEO, PRESIDENT & DIRECTOR	40.00	X		X				999,995.	0.	49,607.
H. WILLIAM ADAMS, III DIRECTOR	1.00	X						0.	0.	0.
CHARLES M. ALTIERI DIRECTOR	1.00	X						0.	0.	0.
JOYCE L. AREL DIRECTOR, CHAIR	3.00	X		X				0.	0.	0.
PATRICA A. CAHILL DIRECTOR	1.00	X						0.	0.	0.
RICHARD S. CORRENTE DIRECTOR	1.00	X						0.	0.	0.
EDWIN CLIFT DIRECTOR	1.00	X						0.	0.	0.
JOHN A. ISAACSON DIRECTOR, VICE CHAIR	3.00	X		X				0.	0.	0.
SR. JUNE KETTERER, SGM DIRECTOR	1.00	X						0.	0.	0.
CATHERINE LOEFFLER DIRECTOR	1.00	X						0.	0.	0.
THOMAS L. KELLY DIRECTOR	1.00	X						0.	0.	0.
LOUISE TROTTIER DIRECTOR	1.00	X						0.	0.	0.
JOHN AHLE TREASURER & CFO	40.00			X				359,936.	0.	42,623.
SUSAN MCDONOUGH VP OF STRATEGY	40.00				X			416,751.	0.	37,882.
KENNETH FERRON VP OF ADMINISTRATION	40.00				X			299,240.	0.	96,315.
THOMAS LUCAS VP - FINANCE	40.00				X			247,487.	0.	40,179.
DAVID FRASER VP - HUMAN RESOURCES	40.00				X			201,694.	0.	19,430.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
MARY SCHAEFER DIRECTOR RISK MANAGEMENT	40.00					X		132,203.	0.	30,163.
NANCY MULVIHILL VP - CORPORATE COMM.	40.00					X		137,523.	0.	31,426.
ARNOLD GOLDIE REGIONAL CONTROLLER	40.00					X		128,842.	0.	30,896.
LOUISE CLOUGH DIRECTOR CLINICAL ADMIN.	40.00					X		156,523.	0.	8,291.
JOSEPH O'CONNELL CORPORATE CONTROLLER	40.00					X		140,414.	0.	7,771.
1b Sub-total						▶		3,220,608.	0.	394,583.
c Total from continuation sheets to Part VII, Section A						▶		0.	0.	0.
d Total (add lines 1b and 1c)						▶		3,220,608.	0.	394,583.

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 ▶ 13

		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 or individual 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
CATHOLIC HEALTHCARE AUDIT NETWORK, 231 SOUTH BMISTON AVENUE, STE 300, CLAYTON, MO	INTERNAL AUDIT	657,528.
ROPES & GRAY, ONE INTERNATIONAL PLACE, BOSTON, MA 02110-2624	LEGAL	490,635.
ARCHSTONE LAW GROUP, 245 WINTER STREET, STE 400, WALTHAM, MA 02451-8709	LEGAL	278,054.
CONGREGATION OF ST. BRIGID 37 CEDARWOOD AVENUE, WALTHAM, MA 02453	RELIGIOUS	234,708.
BAKER NEWMAN NOYES 280 FORE STREET, PORTLAND, ME 04101	AUDIT	148,597.

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 ▶ 6

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	1a Federated campaigns 1a				
	b Membership dues 1b				
	c Fundraising events 1c				
	d Related organizations 1d				
	e Government grants (contributions) 1e				
	f All other contributions, gifts, grants, and similar amounts not included above 1f				
	g Noncash contributions included in lines 1a-1f $				
	h **Total.** Add lines 1a-1f ▶				
Program Service Revenue		Business Code			
	2a MEMBERSHIP AND OTHER F	900099	7203985.	7203985.	
	b K-1 ORDINARY INCOME	561000	280,469.		280,469.
	c				
	d				
	e				
	f All other program service revenue				
	g **Total.** Add lines 2a-2f ▶		7484454.		
	3 Investment income (including dividends, interest, and other similar amounts) ▶		843,626.	843,626.	
	4 Income from investment of tax-exempt bond proceeds ▶				
	5 Royalties ▶				
		(i) Real	(ii) Personal		
	6a Gross Rents				
	b Less: rental expenses				
	c Rental income or (loss)				
	d Net rental income or (loss) ▶				
		(i) Securities	(ii) Other		
	7a Gross amount from sales of assets other than inventory		152050.		
	b Less: cost or other basis and sales expenses	16,967.	111508.		
	c Gain or (loss)	-16967.	40,542.		
	d Net gain or (loss) ▶		23,575.		23,575.
Other Revenue	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c). See Part IV, line 18 a				
	b Less: direct expenses b				
	c Net income or (loss) from fundraising events ▶				
	9a Gross income from gaming activities. See Part IV, line 19 a				
	b Less: direct expenses b				
	c Net income or (loss) from gaming activities ▶				
	10a Gross sales of inventory, less returns and allowances a				
	b Less: cost of goods sold b				
	c Net income or (loss) from sales of inventory ▶				
	Miscellaneous Revenue	Business Code			
	11a CHANGE - CSV INSURANCE	900099	49,026.	49,026.	
	b				
	c				
	d All other revenue				
	e **Total.** Add lines 11a-11d ▶		49,026.		
	12 **Total revenue.** See instructions ▶		8400681.	8096637.	280,469. 23,575.

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	8,141,689.	8,141,689.		
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	1,359,931.	1,359,931.		
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	3,421,962.	3,421,962.		
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	238,464.	238,464.		
9 Other employee benefits	371,252.	371,252.		
10 Payroll taxes	228,855.	228,855.		
11 Fees for services (non-employees):				
a Management				
b Legal	570,133.	570,133.		
c Accounting	149,690.	149,690.		
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	260,819.	260,819.		
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	308,346.	308,346.		
20 Interest	946,692.	946,692.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	123,331.	123,331.		
23 Insurance	30,686.	30,686.		
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a PURCHASED SERVICES	491,385.	491,385.		
b EQUIP. RENT & MAINTENAN	47,764.	47,764.		
c MISCELLANEOUS	31,741.	31,741.		
d AUTO EXPENSE	29,710.	29,710.		
e ADVERTISING	28,892.	28,892.		
f All other expenses	100,231.	100,231.		
25 **Total functional expenses.** Add lines 1 through 24f	16,881,573.	16,881,573.	0.	0.
26 **Joint costs** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		516,421.	1	2,396,316.
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		2,132,608.	4	544,981.
	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)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		173,493.	9	157,264.
	10a	Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D	10a 769,994.			
	b	Less accumulated depreciation	10b 620,331.	258,844.	10c	149,663.
	11	Investments - publicly traded securities			11	
	12	Investments - other securities. See Part IV, line 11		34,528,315.	12	37,688,431.
	13	Investments - program-related. See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11		68,910,801.	15	61,742,317.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		106,520,482.	16	102,678,972.
Liabilities	17	Accounts payable and accrued expenses		2,303,521.	17	2,073,696.
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities		31,005,515.	20	30,829,781.
	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		49,478,387.	25	35,884,927.
	26	**Total liabilities.** Add lines 17 through 25		82,787,423.	26	68,788,404.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		23,267,178.	27	33,390,297.
	28	Temporarily restricted net assets		465,881.	28	500,271.
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building, or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		23,733,059.	33	33,890,568.
	34	Total liabilities and net assets/fund balances		106,520,482.	34	102,678,972.

Form **990** (2010)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI [X]

1	Total revenue (must equal Part VIII, column (A), line 12)	1	8,400,681.
2	Total expenses (must equal Part IX, column (A), line 25)	2	16,881,573.
3	Revenue less expenses. Subtract line 2 from line 1	3	-8,480,892.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	23,733,059.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	18,638,401.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	33,890,568.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII [ ]

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] 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?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
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.	2c	X	
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 separate basis, consolidated basis, or both [ ] Separate basis [X] 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?	3a		X
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	3b		

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

2010

Open to Public Inspection

Name of the organization

COVENANT HEALTH SYSTEMS INC

Employer identification number

22-2484505

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
(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	
Total									

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

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f)) 14 %

15 Public support percentage from 2009 Schedule A, Part II, line 14 15 %

16a **33 1/3% support test - 2010.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test - 2009.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2009.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

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

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")		5,718.	503,000.	7,000.		515,718.
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	7,553,864.	7,870,857.	7,661,167.	8,003,118.	7,484,454.	38,573,460.
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	7,553,864.	7,876,575.	8,164,167.	8,010,118.	7,484,454.	39,089,178.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
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						0.
c Add lines 7a and 7b						0.
8 **Public support** (Subtract line 7c from line 6)						39,089,178.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6	7,553,864.	7,876,575.	8,164,167.	8,010,118.	7,484,454.	39,089,178.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	810,409.	995,673.	853,500.	977,662.	843,626.	4,480,870.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	810,409.	995,673.	853,500.	977,662.	843,626.	4,480,870.
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.)	3,073,739.	-3,817.	-65,618.	37,473.	72,601.	3,114,378.
13 **Total support** (Add lines 9, 10c, 11, and 12.)	11,438,012.	8,868,431.	8,952,049.	9,025,253.	8,400,681.	46,684,426.

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 2010 (line 8, column (f) divided by line 13, column (f))	15	83.73 %
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	83.57 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2010** (line 10c, column (f) divided by line 13, column (f))	17	9.60 %
18 Investment income percentage from **2009** Schedule A, Part III, line 17	18	10.28 %

19a **33 1/3% support tests - 2010.** 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 - 2009.** 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 ▶ ☐

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

2010

Open to Public Inspection

Name of the organization

COVENANT HEALTH SYSTEMS INC

Employer identification number

22-2484505

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

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

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

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds 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? ☐ Yes ☐ No

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

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

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

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	2a	
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included in (a)	2c	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

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 (ASC 958), 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 (ASC 958), 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 (ASC 958) 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 the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

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

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

	Amount
1c	
1d	
1e	
1f	

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

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	465,881.	396,185.			
b Contributions			500,000.		
c Net investment earnings, gains, and losses	34,390.	69,696.	-103,815.		
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	500,271.	465,881.	396,185.		

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

a Board designated or quasi-endowment ▶ _____ %
b Permanent endowment ▶ _____ %
c Term endowment ▶ 100.00 %

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

	Yes	No
3a(i) (i) unrelated organizations		X
3a(ii) (ii) related organizations		X
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 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		19,019.	1,771.	17,248.
d Equipment		750,975.	618,560.	132,415.
e Other				
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				149,663.

Schedule D (Form 990) 2010

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) BOARD DESIGNATED		
(B) INVESTMENTS	37,688,431.	END-OF-YEAR MARKET VALUE
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12) ▶	37,688,431.	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13) ▶		

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

(a) Description	(b) Book value
(1) FUNDS HELD BY TRUSTEE	20,035,102.
(2) NOTES RECIEVABLE AND OTHER ASSETS	1,070,680.
(3) DUE FROM AFFILIATES	30,855,914.
(4) GAAP ACQUISITION ADJUSTMENT	9,780,621.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15.)* ▶	61,742,317.

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

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) DUE TO AFFILILATES	31,328,988.
(3) OTHER VARIOUS LIABILITIES	4,555,939.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25.)* ▶	35,884,927.

2. FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

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	8,400,681.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	16,881,573.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-8,480,892.
4	Net unrealized gains (losses) on investments	4	3,863,337.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	14,775,064.
9	Total adjustments (net). Add lines 4 through 8	9	18,638,401.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	10,157,509.

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	7,484,000.
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	0.
3	Subtract line **2e** from line **1**			3	7,484,000.
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	916,681.		
c	Add lines **4a** and **4b**			4c	916,681.
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	8,400,681.

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

1	Total expenses and losses per audited financial statements			1	8,733,000.
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	0.
3	Subtract line **2e** from line **1**			3	8,733,000.
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	8,148,573.		
c	Add lines **4a** and **4b**			4c	8,148,573.
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	16,881,573.

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 V, LINE 4: FUNDS TO BE USED TO ASSIST THE NEEDY THROUGH EDUCATON AND/OR PROJECTS FOR THE POOR AS DETERMINED BY THE VICE PRESIDENT OF MISSION AND APPROVED BY THE PRESIDENT OF COVENANT HEALTH SYSTEMS.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

INTERCOMPANY TRANSFERS:	4,959,873.
INVESTMENT GAINS TEMPORARILY RESTRICTED NET ASSETS:	34,390.
ROUNDING	180.

Part XIV Supplemental Information *(continued)*

GAAP ACQUISITION ADJUSTMENT	9,780,621.
TOTAL TO SCHEDULE D, PART XI, LINE 8	14,775,064.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

CASH SURRENDER VALUE	49,026.
INVESTMENT INCOME CLASSIFIED AS NON OPERATING	843,626.
GAIN ON SALE OF ASSETS CLASSIFIED AS NON OPERATING	23,575.
ROUNDING	454.
TOTAL TO SCHEDULE D, PART XII, LINE 4B	916,681.

PART XIII, LINE 4B - OTHER ADJUSTMENTS:

CASH SURRENDER VALUE	49,026.
ROUNDINGS	-453.
DONATION CLASSIFIED AS NON OPERATING	8,100,000.
TOTAL TO SCHEDULE D, PART XIII, LINE 4B	8,148,573.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

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

▶ **Attach to Form 990.**

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
COVENANT HEALTH SYSTEMS INC

Employer identification number
22-2484505

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FELICIAN SISTERS OF NORTH AMERICA, INC. - 871 MERCER ROAD - BEAVER FALLS, PA 15010	27-1282473	3	5,000,000.	0.			SUPPORT FOR MINISTRY.
ORDER OF THE CONGREGATION OF ST BRIGID - 5118 LOMA LINDA DRIVE - SAN ANTONIO, TX 78201-3801	74-6239269	3	0.	18,075.	BLUE BOOK VALUE	AUTO	PROVIDE TRANSPORTATION TO HELP CARRY ON MINISTRY.
NEW HAMPSHIRE CATHOLIC CHARITIES 215 MYRTLE STREET MANCHESTER, NH 03104-4354	02-0222163	3	5,000.	0.			CHRISTMAS DRIVE TO ASSIST POOR AND NEEDY

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

3 Enter total number of other organizations ▶ 3.

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

Schedule I (Form 990) (2010)

032101 01-13-11

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

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

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

SCHEDULE I, PART I, LINE 2: GRANTS ARE MADE BASED ON THE REQUESTING ORGANIZATION'S MISSION, ITS NEED AND ITS ABILITY TO USE THE FUNDS IN ACCORDANCE WITH THE GRANT REQUEST. ALL GRANTS ARE APPROVED BY THE BOARD OF DIRECTORS.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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.**

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization

COVENANT HEALTH SYSTEMS INC

Employer identification number

22-2484505

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items.			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☒ Travel for companions	☐ Payments for business use of personal residence		
	☒ Tax indemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ Personal services (e.g., maid, chauffeur, chef)		
b	If 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	1b	X	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	X	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.			
	☒ Compensation committee	☒ Written employment contract		
	☒ Independent compensation consultant	☒ Compensation survey or study		
	☐ Form 990 of other organizations	☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment from the organization or a related organization?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
	Only 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?	5a		X
b	Any related organization?	5b		X
	If "Yes" to line 5a or 5b, describe in Part III.			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
a	The organization?	6a	X	
b	Any related organization?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9		

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 DAVID LINCOLN	(i)	688,362.	0.	311,633.	12,250.	37,357.	1,049,602.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 JOHN AHLE	(i)	328,651.	0.	31,285.	12,250.	30,373.	402,559.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 SUSAN MCDONOUGH	(i)	279,279.	0.	137,472.	12,250.	25,632.	454,633.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 KENNETH FERRON	(i)	266,282.	0.	32,958.	71,189.	25,126.	395,555.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 THOMAS LUCAS	(i)	213,236.	0.	34,251.	10,739.	29,440.	287,666.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6 DAVID FRASER	(i)	183,632.	0.	18,062.	9,663.	9,767.	221,124.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7 MARY SCHAEFER	(i)	130,461.	0.	1,742.	6,540.	23,623.	162,366.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
8 NANCY MULVIHILL	(i)	133,856.	0.	3,667.	6,785.	24,641.	168,949.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9 ARNOLD GOLDIE	(i)	127,026.	0.	1,816.	6,377.	24,519.	159,738.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
10 LOUISE CLOUGH	(i)	126,311.	0.	30,212.	6,034.	2,257.	164,814.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 1A: $13,327 OF COMPANION TRAVEL COSTS WAS PROVIDED FOR SOME BUSINESS TRIPS DURING 2010.

PART I, LINE 4B: THE ORGANIZATION MAINTAINS A SUPPLEMENTAL EXECUTIVE RETIREMENT PROGRAM FOR CERTAIN EXECUTIVES UNDER WHICH THE ORGANIZATION MAKES A CONTRIBUTION TO A GRANTOR TRUST FOR THE BENEFIT OF THE EXECUTIVE THAT IS INTENDED TO PROVIDE A SPECIFIED LEVEL OF RETIREMENT BENEFITS AT RETIREMENT AGE COMMENSURATE WITH RETIREMENT BENEFITS PROVIDED TO EXECUTIVES IN COMPARABLE POSITIONS BY SIMILARLY SITUATED ORGANIZATIONS. AMOUNTS CONTRIBUTED TO THE GRANTOR TRUST ARE HELD FOR THE BENEFIT OF THE EXECUTIVE UNTIL HE OR SHE REACHES AGE 60, AT WHICH TIME THEY ARE RELEASED TO THE EXECUTIVE. THE FULL AMOUNT PAID INTO THE GRANTOR TRUST IS TAXABLE TO THE EXECUTIVE WHEN SO PAID, AND IS INCLUDED IN THE EXECUTIVE'S REPORTED COMPENSATION. CONTRIBUTIONS MADE DURING 2010 ARE AS FOLLOWS: $295,402 WAS CONTRIBUTED TO THE GRANTOR TRUST FOR THE BENEFIT OF DAVID LINCOLN; AND $112,711 WAS CONTRIBUTED TO THE GRANTOR TRUST FOR THE BENEFIT OF SUSAN MCDONOUGH. AMOUNTS INCLUDED IN B(II) OF SCHEDULE J FOR HIGHEST COMPENSATED EMPLOYEES.

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

PART I, LINE 6: THE ORGANIZATION MAINTAINS AN INCENTIVE COMPENSATION PLAN FOR EXECUTIVES THAT IS ADMINISTERED BY THE ORGANIZATION'S COMPENSATION COMMITTEE. THE PLAN PROVIDES EXECUTIVES WITH THE OPPORTUNITY TO EARN REASONABLE INCENTIVE COMPENSATION BASED ON THE PERFORMANCE OF THE ORGANIZATION AND THE PERFORMANCE OF THE INDIVIDUAL EXECUTIVE, AS MEASURED AGAINST GOALS THAT ARE SET AT THE BEGINNING OF THE YEAR. THE ENTITLEMENT TO AWARDS FOR A PARTICULAR YEAR IS NOT DETERMINED UNTIL EARLY THE FOLLOWING YEAR. THE ORGANIZATION PAID NO INCENTIVE COMPENSATION AWARDS IN 2010 BASED ON PERFORMANCE DURING 2009. AMOUNT WOULD BE INCLUDED IN (B)(II) OF SCHEDULE J FOR HIGHEST COMPENSATED EMPLOYEES.

SCHEDULE K (Form 990)
Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part V.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047
2010
Open to Public Inspection

Name of the organization
COVENANT HEALTH SYSTEMS INC

Employer identification number
22-2484505

Part I Bond Issues SEE PART V FOR COLUMN (F) CONTINUATIONS

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased Yes	(g) Defeased No	(h) On behalf of issuer Yes	(h) On behalf of issuer No	(i) Pooled financing Yes	(i) Pooled financing No
A	MA HEALTH & EDUCATION AUTHORITY	04-2456011	57586CL78	02/14/02	52,276,161.	CAPITAL EQUIPMENT & PROJECTS PLUS	X			X		X
B	MA HEALTH & EDUCATION AUTHORITY	04-2456011	57586DBF9	10/30/07	24,646,225.	YOUVILLE PLACE ACQUISITION & REF	X			X		X
C												
D												

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired				
2	Amount of bonds legally defeased				
3	Total proceeds of issue	40,445,000.	11,605,000.		
4	Gross proceeds in reserve funds	4,372,316.	1,198,863.		
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows		11,226,315.		
7	Issuance costs from proceeds	900,158.	383,111.		
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	4,000,000.	11,505,784.		
11	Other spent proceeds				
12	Other unspent proceeds				
13	Year of substantial completion	2004	2008		

		A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No
14	Were the bonds issued as part of a current refunding issue?	X			X				
15	Were the bonds issued as part of an advance refunding issue?	X		X					
16	Has the final allocation of proceeds been made?	X		X					
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X					

Part III Private Business Use

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

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X		X				
b Are there any research agreements that may result in private business use of bond-financed property?		X		X				
c Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶	.00 %		.00 %		%		%	
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶	.00 %		.00 %		%		%	
6 Total of lines 4 and 5	.00 %		.00 %		%		%	
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?		X		X				

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X		X				
2 Is the bond issue a variable rate issue?		X		X				
3a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X				
b Name of provider								
c Term of hedge								
d Was the hedge superintergrated?								
e Was the hedge terminated?								
4a Were gross proceeds invested in a GIC?		X		X				
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5 Were any gross proceeds invested beyond an available temporary period?		X		X				
6 Did the bond issue qualify for an exception to rebate?		X		X				

Part V Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K.

SCHEDULE K, PART I, BOND ISSUES:
(A) ISSUER NAME: MA HEALTH & EDUCATION AUTHORITY
(F) DESCRIPTION OF PURPOSE:
CAPITAL EQUIPMENT & PROJECTS PLUS REFUNDING PRIOR ISSUES

Part V Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K.

(A) ISSUER NAME: MA HEALTH & EDUCATION AUTHORITY

(F) DESCRIPTION OF PURPOSE:

YOUVILLE PLACE ACQUISITION & REFUNDING PRIOR ISSUES

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization	Employer identification number
COVENANT HEALTH SYSTEMS INC	22-2484505

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

ASSISTED LIVING RESIDENCES AND OTHER HEALTH AND ELDER SERVICES THROUGHOUT NEW ENGLAND. WE ARE COMMITTED TO THE HEALTH OF THE INDIVIDUALS AND COMMUNITIES WE SERVE, AND STRIVE TO OFFER A CONTINUUM OF HIGH QUALITY CARE. PLEASE SEE OUR WEBSITE FOR THE 2010 COVENANT HEALTH SYSTEMS CORPORATE REPORT.

FORM 990, PART VI, SECTION A, LINE 7A: THE DIRECTORS OF THE ORGANIZATION ARE ELECTED BY THE MEMBERS OF COVENANT HEALTH SYSTEMS, A PUBLIC JURIDIC PERSON OF PONTIFICAL RIGHT UNDER THE LAWS OF THE ROMAN CATHOLIC CHURCH (THE "CHS PUBLIC JURIDIC PERSON").

FORM 990, PART VI, SECTION A, LINE 7B: ANY CHANGE IN THE WRITTEN STATEMENTS OF PHILOSOPHY OR MISSION OF THE ORGANIZATION MUST BE APPROVED BY THE CHS PUBLIC JURIDIC PERSON BEFORE SUCH CHANGE BECOMES EFFECTIVE.

FORM 990, PART VI, SECTION B, LINE 11: THE 990 RETURN IS PRESENTED TO THE BOARD OF DIRECTORS. THEY REVIEW IT PRIOR TO SUBMISSION.

FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATION HAS A FULL-TIME DESIGNATED ORGANIZATIONAL INTEGRITY OFFICER THAT MONITORS OPERATIONS TO DETECT AND/OR RESOLVE CONFLICT OF INTEREST ISSUES.

FORM 990, PART VI, SECTION B, LINE 15: EVERY TWO TO THREE YEARS THE COMPENSATION COMMITTEE OF THE COVENANT HEALTH SYSTEMS BOARD OF DIRECTORS ENGAGES AN EXTERNAL CONSULTANT TO PROVIDE COMPETITIVE MARKET DATA FROM

Name of the organization: COVENANT HEALTH SYSTEMS INC
Employer identification number: 22-2484505

VARIOUS SURVEY SOURCES, WHICH IS USED TO DEVELOP RECOMMENDATIONS FOR CHANGES TO THE COMPENSATION PROGRAM. SINCE 2003, THE COMPENSATION COMMITTEE HAS ENGAGED MERCER HUMAN RESOURCES CONSULTING TO CONDUCT THIS ANALYSIS.

THE SPECIFIC OBJECTIVES OF THIS ANALYSIS ARE TO:

- ASSESS THE COMPETITIVENESS OF THE CURRENT TOTAL CASH COMPENSATION LEVE FOR THE SENIOR LEADERSHIP TEAM.

- DEVELOP MARKET BASED COMPETITIVE SALARY RANGES FOR ALL EXECUTIVE POSITIONS.

- ENSURE THAT THE ANNUAL INCENTIVE OPPORTUNITIES, IF THERE ARE ANY, ARE COMPETITIVE AND REASONABLE.

FORM 990, PART VI, SECTION C, LINE 19: POLICIES AND GOVERNING DOCUMENTS ARE AVAILABLE AT THE HOME OFFICE UPON REQUEST.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED GAINS ON INVESTMENTS:	3,863,337.
INTERCOMPANY TRANSFERS:	4,959,873.
INVESTMENT GAINS TEMPORARILY RESTRICTED NET ASSETS:	34,390.
ROUNDING	180.
GAAP ACQUISITION ADJUSTMENT	9,780,621.
TOTAL TO FORM 990, PART XI, LINE 5	18,638,401.

PART XI, LINE 5

OTHER CHANGES IN NET ASSETS

ON JULY 29, 2010, CHS ACQUIRED ST. JOSEPH HEALTHCARE FOUNDATION WHICH SERVES THE GREATER BANGOR MAINE AREA. CHS BECAME THE SOLE CORPORATE MEMBER OF THE FOUNDATION.

Name of the organization: COVENANT HEALTH SYSTEMS INC

Employer identification number: 22-2484505

THE TRANSACTION WAS ACCOUNTED FOR IN ACCORDANCE WITH ACCOUNTING STANDARD ASU 2010-07 WHICH REQUIRES THE ASSETS AND LIABILITIES OF THE FOUNDATION TO BE ACCOUNTED FOR AT FAIR MARKET VALUE AS OF THE DATE OF ACQUISITION. FOR PURPOSES OF COMPLETING THIS FORM 990, THE NET ASSETS OF THE FOUNDATION ARE RECORDED AS AN INCREASE TO THE UNRESTRICTED NET ASSETS OF CHS. THE AMOUNT RECORDED AS OF DECEMBER 31, 2010 EQUALS $9,780,621.

IN CONJUNCTION WITH THE ACQUISITION CHS AGREED TO A CHARITABLE PLEDGE AGREEMENT WITH THE FELECIAN SISTERS OF NORTH AMERICA. THE NET AMOUNT OF THE PLEDGE EQUALS $8,100,000 AND IS REPORTED ON SCHEDULE I.

FORM 990 PART VIII LINE 2

AMENDED RETURN

THE RETURN HAS BEEN AMENDED TO REPORT UNRELATED BUSINESS REVENUE ON PART VIII LINE 2 FROM AN LLC IN WHICH THE ORGANIZATION WAS A MEMBER IN 2010 AND CORRECT THE ANSWERS TO PART V, QUESTIONS 3A AND 3B.

SCHEDULE R (Form 990)
Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047
2010
Open to Public Inspection

Name of the organization
COVENANT HEALTH SYSTEMS INC

Employer identification number
22-2484505

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	(g) Section 512(b)(13) controlled entity? Yes	(g) No
YOUVILLE LIFECARE INC. - 04-2103582 1575 CAMBRIDGE STREET CAMBRIDGE, MA 02138	HOSPITAL	MASSACHUSETTS	501(C) 3	509(A)(3)	CHS	X	
ST. JOSEPH MANOR HEALTH CARE - 04-2565937 215 THATCHER STREET BROCKTON, MA 02302	NURSING HOME	MASSACHUSETTS	501(C) 3	509(A)(1)	CHS	X	
ST. MARY'S HEALTH SYSTEM - 22-2504349 PO BOX 7291 LEWISTON, ME 04243	HOSPITAL	MAINE	501(C) 3	509(A)(3)	CHS	X	
ST. JOSEPH'S HOSPITAL OF NASHUA,NH INC. - 02-0222215, 172 KINSLEY STREET, NASHUA, NH 03061	HOSPITAL	NEW HAMPSHIRE	501(C) 3	509(A)(1)	CHS	X	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization? Yes	(g) No
YOUVILLE PLACE - 04-3297834 10 PELHAM ROAD LEXINGTON, MA 02421	ASSISTED LIVING	MASSACHUSETTS	501(C) 3	509(A)(2)	CHS	X	
ST. MARY'S VILLA NURSING HOME, INC. - 23-2057177, 675 ST. MARY'S VILLA ROAD, MOSCOW, PA 18444	NURSING HOME	PENNSYLVANIA	501(C) 3	509(A)(2)	CHS	X	
CHS OF WALTHAM, INC. D/B/A MARISTHILL NURING & REHABILIATION CENTER - 04-333, 66 NEWTON STREET, WALTHAM, MA 02453	NURSING HOME	MASSACHUSETTS	501(C) 3	509(A)(2)	CHS	X	
CHS OF WORCESTER, INC. D/B/A ST. MARY CARE CENTER - 04-3419625, 39 QUEEN STREET, WORCHESTER, MA 01610	NURSING HOME	MASSACHUSETTS	501(C) 3	509(A)(2)	CHS	X	
FANNY ALLEN HOLDINGS, INC. - 03-0181052 790 COLLEGE PARKWAY COLCHESTER, VT 05446	FOUNDATION	VERMONT	501(C) 3	509(A)(2)	CHS	X	
ST. ANDRE HEALTH CARE - 01-0342399 407 POOL STREET BIDDEFORD, ME 04005	NURSING HOME	MAINE	501(C) 3	509(A)(2)	CHS	X	
MI NURSING RESTORATIVE CENTER, INC. - 04-2104851, 172 LAWRENCE STREET, LAWRENCE, MA 01841	NURSING HOME	MASSACHUSETTS	501(C) 3	509(A)(2)	CHS	X	
HELPING HANDS OF ST. MARGUERITE, INC. - 80-0199674, 799 CONCORD AVENUE, CAMBRIDGE, MA 02138	PRIVATE HOME-CARE	MASSACHUSETTS	501(C) 3	509(A)(2)	CHS	X	
PROVIDENTIA PRIMA TRUST - 04-6835128 420 BEDFORD STREET LEXINGTON, MA 02420	INVESTMENT TRUST	MASSACHUSETTS	501(C) 3	509(A)(3)	CHS	X	
FANNY ALLEN CORPORATION, INC. - 22-2495808 790 COLLEGE PARKWAY COLCHESTER, VT 05446	FOUNDATION	VERMONT	501(C) 3	509(A)(2)	FANNY ALLEN HOLDING, INC.	X	
YOUVILLE HOUSE INC. - 04-3239593 1573 CAMBRIDGE STREET CAMBRIDGE, MA 02138	ASSISTED LIVING	MASSACHUSETTS	501(C) 3	509(A)(3)	YOUVILLE LIFECARE, INC.	X	
YOUVILLE HOSPITAL AND REHABILITATION CENTER, INC. - 04-3239563, 1575 CAMBRIDGE STREET, CAMBRIDGE, MA 02138	HOSPITAL	MASSACHUSETTS	501(C) 3	509(A)(1)	YOUVILLE LIFECARE, INC.	X	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization? Yes	(g) No
ST. MARY'S REGIONAL MEDICAL CENTER - 01-0211551, PO BOX 7291, LEWISTON, ME 04243	HOSPITAL	MAINE	501(C) 3	509(A)(1)	ST. MARY'S HEALTH SYSTEM	X	
COMMUNITY CLINICAL SERVICES - 01-0409788 PO BOX 7291 LEWISTON, ME 04243	PHYSICIAN PRATICE	MAINE	501(C) 3	509(A)(2)	ST. MARY'S HEALTH SYSTEM	X	
ST. MARY'S D'YOUVILLE PAVILION - 01-0211558 PO BOX 7291 LEWISTON, ME 04243	NURSING HOME	MAINE	501(C) 3	509(A)(2)	ST. MARY'S HEALTH SYSTEM	X	
ST. MARY'S RESIDENCES - 22-2504356 PO BOX 7291 LEWISTON, ME 04243	LOW INCOME HOUSING	MAINE	501(C) 3	509(A)(2)	ST. MARY'S HEALTH SYSTEM	X	
NEIGHBORHOOD HOUSING INITIATIVE - 01-0539730 PO BOX 7291 LEWISTON, ME 04243	AFFORDABLE HOUSING	MAINE	501(C) 3	509(A)(2)	ST. MARY'S HEALTH SYSTEM	X	
SOUHEGAN NURSING ASSOCIATION - 02-0222795 24 NORTH RIVER ROAD MILFORD, NH 03055	HOME HEATH & HOSPICE	NEW HAMPSHIRE	501(C) 3	509(A)(1)	ST. JOSEPH HOSPITAL OF NASHUA, NH INC.	X	
THE SURGICENTER AT ST. JOSEPH HOSPITAL INC. - 02-0222215, 172 KINSLEY STREET, NASHUA, NH 03061	HEALTHCARE	NEW HAMPSHIRE	501(C) 3	509(A)(1)	ST. JOSEPH HOSPITAL OF NASHUA, NH INC.	X	
DH FAMILY MEDICINE OF NASHUA - 20-8404257 172 KINSLEY STREET NASHUA, NH 03061	PHYSICIAN SERVICES	NEW HAMPSHIRE	501(C) 3	509(A)(2)	ST. JOSEPH HOSPITAL OF NASHUA, NH INC.	X	
MI MANAGEMENT, INC. - 04-2857794 172 LAWRENCE STREET LAWRENCE, MA 01841	ASSISTED LIVING	MASSACHUSETTS	501(C) 3	509(A)(3)	CHS	X	
MI ADULT DAY HEALTH CARE CENTER, INC. - 04-2921888, 189 MAPLE STREET, LAWRENCE, MA 01841	ADULT DAY CARE	MASSACHUSETTS	501(C) 3	509(A)(2)	CHS	X	
MI RESIDENTIAL COMMUNITY, INC. - 04-2647207 189 MAPLE STREET LAWRENCE, MA 01841	HUD LOW INCOME HOUSING	MASSACHUSETTS	501(C) 3	509(A)(2)	CHS	X	
MI RESIDENTIAL COMMUNITY II, INC. - 04-2679954, 189 MAPLE STREET, LAWRENCE, MA 01841	HUD LOW INCOME HOUSING	MASSACHUSETTS	501(C) 3	509(A)(2)	CHS	X	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization? - Yes	(g) Section 512(b)(13) controlled organization? - No
MI RESIDENTIAL COMMUNITY III, INC. - 04-2186043, 189 MAPLE STREET, LAWRENCE, MA 01841	HUD LOW INCOME HOUSING	MASSACHUSETTS	501(C) 3	509(A)(2)	CHS	X	
MI TRANSPORTATION, INC. - 04-2921889 189 MAPLE STREET LAWRENCE, MA 01841	ELDERLY TRANSPORTATION SERVICE	MASSACHUSETTS	501(C) 3	509(A)(2)	CHS	X	
ST. JOSEPH HEALTHCARE FOUNDATION - 22-2480149, 360 BROADWAY , BANGOR, ME 04402	HEALTHCARE FOUNDATION	MAINE	501(C) 3	509(A)(3)	CHS	X	
ST. JOSEPH HOSPITAL - 01-0212435 360 BROADWAY BANGOR, ME 04402	HOSPITAL	MAINE	501(C) 3	509(A)(1)	ST. JOSEPH HEALTHCARE FOUNDATION	X	
M & J COMPANY - 22-2480150 360 BROADWAY BANGOR, ME 04402	LEASE HOLDING COMPANY	MAINE	501(C) 2		ST. JOSEPH HEALTHCARE FOUNDATION	X	
ST. JOSEPH AMBULATORY CARE, INC. - 22-2480373, 360 BROADWAY , BANGOR, ME 04402	PHYSICIAN PRATICE	MAINE	501(C) 3	509(A)(3)	ST. JOSEPH HEALTHCARE FOUNDATION	X	
ATERNATIVE HEALTH SERVICES - 01-0422885 360 BROADWAY BANGOR, ME 04402	HOME HEALTH AND HOSPICE	MAINE	501(C) 3	509(A)(1)	ST. JOSEPH HEALTHCARE FOUNDATION	X	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
COVENANT HEALTH SYSTEMS INSURANCE LTD - 04-3360127 720 WEST BAY ROAD GEORGETOWN, CAYMAN ISLANDS	INSURANCE COMPANY	CAYMAN ISLANDS	CHS	C CORP	877,620.	35,027,512.	100.00%
CAMPUS HOLDING - 01-0406049 PO BOX 7291 LEWISTON, ME 04240	HOLDING COMPANY	ME	ST. MARY'S HEALTH SYSTEM	C CORP	0.	0.	100.00%
ST. JOSEPH CORPORATE SERVICES, INC. - 02-0405197 172 KINSLEY STREET NASHUA, NH 03060	HOLDING COMPANY	NH	ST. JOSEPH'S HOSPITAL OF NASHUA, NH	C CORP	-11,991,000.	27,474,000.	100.00%
STRAUSS INCORPORATED - 01-0391369 360 BROADWAY BANGOR, ME 04402		ME	ST. JOSEPH HEALTHCARE FOUNDATION	C CORP	0.	127,000.	100.00%

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

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

		Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a	Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity	1a		X
b	Gift, grant, or capital contribution to other organization(s)	1b	X	
c	Gift, grant, or capital contribution from other organization(s)	1c	X	
d	Loans or loan guarantees to or for other organization(s)	1d	X	
e	Loans or loan guarantees by other organization(s)	1e	X	
f	Sale of assets to other organization(s)	1f		X
g	Purchase of assets from other organization(s)	1g		X
h	Exchange of assets	1h		X
i	Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j	Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k	Performance of services or membership or fundraising solicitations for other organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations by other organization(s)	1l		X
m	Sharing of facilities, equipment, mailing lists, or other assets	1m		X
n	Sharing of paid employees	1n		X
o	Reimbursement paid to other organization for expenses	1o		X
p	Reimbursement paid by other organization for expenses	1p		X
q	Other transfer of cash or property to other organization(s)	1q	X	
r	Other transfer of cash or property from other organization(s)	1r	X	

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

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)	LOAN FROM - ST. JOSEPH HOSPITAL OF NASHUA	E	16,739,133.	ACCRUAL
(2)	DUE TO AFFILIATE - ST. MARY'S HEALTH SYSTEM	E	8,846,640.	ACCRUAL
(3)	DUE TO AFFILIATE - YOUVILLE HOUSE INC.	E	5,049,147.	ACCRUAL
(4)	DUE TO AFFILIATE - ST. ANDRE'S HEALTH CARE	E	483,100.	ACCRUAL
(5)	DUE TO AFFILIATE - YOUVILLE HOUSE INC.	E	210,968.	ACCRUAL
(6)	LOAN TO ST. ANDRE'S HEALTH CARE	D	494,313.	ACCRUAL

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

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7)	LOAN TO ST. MARY'S HEALTH SYSTEM	D	22,145,228.	ACCRUAL
(8)	LOAN TO ST. JOSEPH HEALTH CARE	D	7,612,421.	ACCRUAL
(9)	LOAN TO YOUVILLE HOUSE INC.	D	1,341,280.	ACCRUAL
(10)	INVESTMENTS HELD BY PROVIDENTIA PRIMA TRUST	Q	28,502,842.	ACCRUAL
(11)	INTER-COMPANY TRANSFERS - HELPING HANDS OF ST. MARGUERITE, INC.	B	40,000.	ACCRUAL
(12)	INTER-COMPANY TRANSFERS - YOUVILLE LIFECARE	C	5,000,000.	ACCRUAL
(13)	MEMBERSHIP FEE - MARISTHILL NURSING & REHABILIATION CENTER	R	166,824.	ACCRUAL
(14)	MEMBERSHIP FEE - ST. JOSEPH HOSPITAL OF NASHUA	R	2,553,792.	ACCRUAL
(15)	MEMBERSHIP FEE - YOUVILLE LIFECARE INC.	R	142,123.	ACCRUAL
(16)	MEMBERSHIP FEE - MARY IMMACULATE NURSING RESTORATIVE	R	356,868.	ACCRUAL
(17)	MEMBERSHIP FEE - FANNY ALLEN FOUNDATION	R	197,904.	ACCRUAL
(18)	MEMBERSHIP FEE - YOUVILLE PLACE	R	89,962.	ACCRUAL
(19)	MEMBERSHIP FEE - ST. MARY CARE CENTER	R	142,128.	ACCRUAL
(20)	MEMBERSHIP FEE - ST. MARY'S HEALTH SYSTEM	R	2,052,072.	ACCRUAL
(21)	MEMBERSHIP FEE - COVENANT HEALTH SYSTEM INSURANCE LTD.	R	80,004.	ACCRUAL
(22)	MEMBERSHIP FEE - ST. JOSEPH MANOR HEALTH CARE	R	168,804.	ACCRUAL
(23)	MEMBERSHIP FEE - ST. ANDRE HEALTH CARE	R	131,816.	ACCRUAL
(24)	MEMBERSHIP FEE - ST. MARY'S VILLA	R	126,348.	ACCRUAL

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

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7)	MEMBERSHIP FEE - YOUVILLE HOUSE	R	60,204.	ACCRUAL
(8)	MEMBERSHIP FEE - ST. JOSEPH HOSPITAL OF BANGOR	R	174,423.	ACCRUAL
(9)	MEMBERSHIP FEE - HELPING HANDS	R	1,764.	ACCRUAL
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				
(16)				
(17)				
(18)				
(19)				
(20)				
(21)				
(22)				
(23)				
(24)				

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

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

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

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).