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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 01-01-2010 and ending 12-31-2010

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

C Name of organization
Alexian Brothers Health System

Doing Business As

Number and street (or P O box if mail is not delivered to street address) 3040 West Salt Creek Lane

Room/suite

City or town, state or country, and ZIP + 4
Arlington Heights, IL 600050000

D Employer identification number
36-3260495

E Telephone number
(847) 385-7165

G Gross receipts $ 45,102,137

F Name and address of principal officer
Br Thomas Keusenkothen
3040 West Salt Creek Lane
Arlington Heights, IL 600050000

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

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

H(c) Group exemption number ▶ 0928

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

J Website: ▶ www alexianbrothershealth org

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶ | **L** Year of formation 1983 | **M** State of legal domicile IL

Part I Summary

1 Briefly describe the organization's mission or most significant activities
ABHS carries out the healing mission of the Catholic Church (See Schedule O)Alexian Brothers Health System ("ABHS") carries out the healing mission of the Catholic Church through the Alexian Brothers ministries by identifying and developing effective responses to the health and housing needs of those we are called to serve

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

Activities & Governance

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	12
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	12
5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	**5**	575
6	Total number of volunteers (estimate if necessary)	**6**	12
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	62,094
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	22,504

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	1,848,785	5,238,173
9	Program service revenue (Part VIII, line 2g)	27,364,697	28,573,798
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10,220,739	9,536,179
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	217,566	287,667
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	39,651,787	43,635,817
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0
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)	22,981,153	24,006,343
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶2,140,762		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	21,375,407	19,293,464
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	44,356,560	43,299,807
19	Revenue less expenses Subtract line 18 from line 12	-4,704,773	336,010

Revenue

Expenses

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	351,680,413	449,506,571
21	Total liabilities (Part X, line 26)	485,221,895	542,956,252
22	Net assets or fund balances Subtract line 21 from line 20	-133,541,482	-93,449,681

Net Assets or Fund Balances

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: 2011-10-05

Brother Thomas Keusenkothen CFA, President & CEO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed ▶☐	PTIN
Laura Gillespie	Laura Gillespie			

Firm's name ▶ Deloitte Tax LLP — Firm's EIN ▶

Firm's address ▶ 111 S Wacker Drive, Chicago, IL 60606 — Phone no ▶ (312) 486-1000

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

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

Alexian Brothers Health System ("ABHS") carries out the healing mission of the Catholic Church through the Alexian Brothers ministries by identifying and developing effective responses to the health and housing needs of those we are called to serve

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 $ 40,778,554 including grants of $) (Revenue $ 28,573,798)

ABHS supports the provision of healthcare services at the corporations to which it is a member by the provision of centralized administrative support, including services such as Accounting, Human Resources and Compliance For more than seven centuries, the Alexian Brothers have cared for the sick, the aged, the poor and dying The basic Judeo-Christian beliefs that inspired the founders of this worldwide Catholic religious congregation sustain its ministry today to promote the physical, mental, spiritual, and social well-being of individuals of all creeds, races, nationalities and socioeconomic levels served through this health care ministry (See Schedule O)Strengthened by community, prayer, commitment to the poor and the legacy of its founders, and in partnership with others, the Alexian Brothers witness the healing Christ by a holistic approach to promoting health and caring for the sick, dying, aged and unwanted of all socioeconomic levels, outside as well as within ABHS ABHS carries out its exempt purposes by coordinating and managing the activities of the regional corporations for which it is the national member Through these regional corporations, ABHS provides healthcare and other services to communities in suburban Chicago, IL, St Louis, MO, Milwaukee, WI, and Signal Mountain, TN As a charitable organization, it is recognized that not all individuals possess the ability to purchase essential medical services ABHS' mission is to serve the community with respect to providing healthcare services and education, and housing needs Therefore, in keeping with ABHS' commitment to serve all members of its community -Free care and/or subsidized care-Care to persons covered by government programs at or below cost, and -Health activities and programs to support the community are considered and provided when appropriate These activities include wellness programs, community education programs, special programs for the elderly, handicapped, medically underserved, and a variety of broad community support activities Consistent with its mission, ABHS, through its ministries, provides medical care to all patients regardless of their ability to pay In addition, the ministries provide services intended to benefit the poor and underserved, including those persons who cannot afford health insurance because of inadequate resources and/or are uninsured or underinsured, and to enhance the health status of the communities in which they operate As a religious organization, each of the ABHS facilities operates a chapel and pastoral care department, and assists in the promotion of ABHS' Catholic identity and religious sponsorship while addressing the spiritual needs of patients and their families in a holistic manner Charity Care and Community Service The amounts and types of charity care and other community services provided in the entire Alexian Brothers Health System are as follows Charity Care at Cost $16,000,775 Language Assistant Services $398,760 Excess of Government Sponsored Health Care Cost Over Reimbursement-Medicaid $23,111,389 Donations $188,677 Education $2,080,725 Government Sponsored Services $25,512 Subsidized Health Services $4,390,443 Other Community Benefits $2,271,155 Total Charity Care and Community Benefits $48,467,436 Excess of Government Sponsored Health Care Cost Over Reimburstment - Medicare $53,562,576Bad Debt Expense at Cost $8,766,221Information has been included for all exempt entities in ABHS The information for the hospitals included has been calculated on a basis consistent with the requirements for the Illinois Attorney General Community Benefit report

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** ▶ $ 40,778,554

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**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		No
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		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	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, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
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	Yes	
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		No
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	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e	Yes	
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	Yes	
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		No
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	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Parts I and IV*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Parts II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the U S ? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement 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)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**		No
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		No
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**		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		No
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**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**	Yes	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
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**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	**35**	Yes	
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* ☑ **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**	Yes	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

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	334		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	2a	575		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b Yes	
	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 Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			3b Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a	No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			5c	
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b	
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a	No
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	No
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	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f	No
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	No
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? **Note.** See the instructions for additional information the organization must report on Schedule O			13a	
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	No
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 lines 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 . . . . . ☑

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 12		
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		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . .	3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .	5		No
6	Does the organization have members or stockholders?	6	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	Yes	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . .	7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

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

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

Section C. Disclosure

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

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

☐ Own website ☐ Another's website ☑ Upon request

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

Jeannie Justie
3040 West Salt Creek Lane
Arlington Hts, IL 600051020
(847) 385-7160

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, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, 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			
(1) Jerry Capizzi Director	1 00	X						0	0	0
(2) Br James Classon CFA Chairperson	1 00	X		X				0	0	0
(3) Br Richard Lowe CFA Director	1 00	X						0	0	0
(4) Br John Howard CFA Director	1 00	X						0	0	0
(5) Br Thomas Keusenkothen CFA President/CEO/Vice Chair	40 00	X		X				0	0	0
(6) Kenneth McHugh Director	1 00	X						0	0	0
(7) Bruce Wolfe Director	1 00	X						0	0	0
(8) Br Theodore Loucks CFA Director	1 00	X						0	0	0
(9) Br Lawrence Krueger CFA Secretary	1 00	X		X				0	0	0
(10) Karen S Wells Director	1 00	X						0	0	0
(11) Richard Fischer Director	1 00	X						0	0	0
(12) Kaveh Safavi MD Director	1 00	X						0	0	0
(13) Sr Renee Rose DC Chairperson	1 00			X				0	0	0
(14) Mark Frey Executive Vice President	10 00			X				794,003	0	188,333
(15) Anthony Cutiletta Vice President	20 00			X				177,085	0	11,341
(16) Tracy Rogers Vice President	40 00			X				476,765	0	64,395

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			
(17) James Sances Vice President/Treasurer	40 00			X				622,253	0	134,046
(18) Virginia Golembiewski Assistant Secretary	40 00			X				67,752	0	15,425
(19) Jim Lewandowski Vice President	40 00				X			358,777	0	63,763
(20) Mary Ann Magnifico VP Construction	40 00					X		298,743	0	66,910
(21) Peg Wendell Vice President	40 00					X		252,697	0	35,791
(22) Melanie Furlan Vice President	40 00					X		298,352	0	51,547
(23) Jean Justie Vice President	40 00					X		225,423	0	48,087
(24) Gary Breuer Vice President	40 00					X		226,455	0	47,213
(25) Dean Grant Former Officer	0 00						X	404,813	0	57,146
1b **Sub-Total** . . . . . ▶										
c **Total from continuation sheets to Part VII, Section A** . . . . ▶										
d **Total (add lines 1b and 1c)** . . . . . ▶								4,203,118	0	783,997

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 ▶ 84

			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*	**3**	Yes	
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**	Yes	
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*	**5**		No

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
Jones Lang LaSalle Americas Inc PO Box 95661 Chicago, IL 606947170	Property Managers	968,496
Lockton Companies PO Box 802707 Kansas City, MO 641802707	Brokerage Services	935,559
TBWA Worldwide Inc 488 Madison Ave New York, NY 10022	Advertising Agency	928,096
Ungaretti & Harris 3500 Three First National Plaza Chicago, IL 606024283	Attorneys	921,983
Efficiency Media 4304 N Avers Chicago, IL 60618	Media Planning Buying Service	870,704

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 ▶ 138

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	532,569				
	d Related organizations . . . 1d					
	e Government grants (contributions) 1e					
	f All other contributions, gifts, grants, and similar amounts not included above 1f	4,705,604				
	g Noncash contributions included in lines 1a-1f $					
	h **Total.** Add lines 1a-1f . . . . . ▶		5,238,173			
Program Service Revenue		Business Code				
	2a Management Fees	900099	18,947,590	18,947,590		
	b Leased Empl Benefits	900099	6,019,445	6,019,445		
	c I/C affiliate rent	900099	3,104,039	3,104,039		
	d I/C Chargebacks	900099	502,323	502,323		
	e Misc Income	900099	401	401		
	f All other program service revenue					
	g **Total.** Add lines 2a–2f . . . . . ▶		28,573,798			
	3 Investment income (including dividends, interest and other similar amounts) . . . . . ▶		9,536,179			9,536,179
	4 Income from investment of tax-exempt bond proceeds . . ▶					
	5 Royalties . . . . . ▶					
		(i) Real / (ii) Personal				
	6a Gross Rents	1,289,863				
	b Less rental expenses	951,127				
	c Rental income or (loss)	338,736				
	d Net rental income or (loss) . . . . . ▶		338,736			338,736
		(i) Securities / (ii) Other				
	7a Gross amount from sales of assets other than inventory					
	b Less cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss) . . . . . ▶					
Other Revenue	8a Gross income from fundraising events (not including $ 532,569 of contributions reported on line 1c) See Part IV, line 18 . . . a	402,030				
	b Less direct expenses . . . b	515,193				
	c Net income or (loss) from fundraising events . . ▶		-113,163			-113,163
	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 UBI - Premier	900099	62,094		62,094	
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a–11d . . . . . ▶		62,094			
	12 **Total revenue.** See Instructions . . . ▶		43,635,817	28,573,798	62,094	9,761,752

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21				
2 Grants and other assistance to individuals in the U S See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2,973,937	2,973,937		
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	13,547,055	12,519,504		1,027,551
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	2,061,646	2,061,646		
9 Other employee benefits	4,727,462	4,378,226		349,236
10 Payroll taxes	696,243	630,892		65,351
a Fees for services (non-employees) Management				
b Legal	231,860		223,489	8,371
c Accounting	148,900		148,900	
d Lobbying				
e Professional fundraising services *See Part IV, line 17*				
f Investment management fees				
g Other	2,036,178	1,559,425		476,753
12 Advertising and promotion	52,996	10,503		42,493
13 Office expenses	800,255	729,582		70,673
14 Information technology				
15 Royalties				
16 Occupancy	2,906,586	2,857,088		49,498
17 Travel	137,874	96,149	8,102	33,623
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	26,306	26,306		
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	10,087,332	10,087,332		
23 Insurance	118,762	118,762		
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 Loss on bond financing	1,750,018	1,750,018		
b Deferred Bond Costs	778,100	778,100		
c Food Expense	104,793	97,454		7,339
d Public/Comm Relations	179	179		
e Medical Supplies Exp	115	115		
f All other expenses	113,210	103,336		9,874
25 **Total functional expenses.** Add lines 1 through 24f	43,299,807	40,778,554	380,491	2,140,762
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		260,346	1	381,522
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net		7,263,901	3	8,109,456
	4	Accounts receivable, net			4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		1,021,220	5	1,000,206
	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) Schedule L			6	
	7	Notes and loans receivable, net		1,978	7	152
	8	Inventories for sale or use		396,690	8	3,045,076
	9	Prepaid expenses and deferred charges		3,040,803	9	4,458,032
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 87,610,926			
	b	Less accumulated depreciation	10b 48,780,528	35,830,515	10c	38,830,398
	11	Investments—publicly traded securities			11	
	12	Investments—other securities See Part IV, line 11		192,907,751	12	288,424,254
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		110,957,209	15	105,257,475
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		351,680,413	16	449,506,571
Liabilities	17	Accounts payable and accrued expenses		21,575,182	17	27,622,129
	18	Grants payable		22,800	18	
	19	Deferred revenue		12,271	19	26,628
	20	Tax-exempt bond liabilities		405,847,000	20	459,945,921
	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		3,260,230	23	2,971,030
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities Complete Part X of Schedule D		54,504,412	25	52,390,544
	26	**Total liabilities.** Add lines 17 through 25		485,221,895	26	542,956,252
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		-133,541,482	27	-93,449,681
	28	Temporarily restricted net assets			28	
	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		-133,541,482	33	-93,449,681
	34	Total liabilities and net assets/fund balances		351,680,413	34	449,506,571

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI . . . . . ☑

1	Total revenue (must equal Part VIII, column (A), line 12) . . .	1	43,635,817
2	Total expenses (must equal Part IX, column (A), line 25)	2	43,299,807
3	Revenue less expenses Subtract line 2 from line 1	3	336,010
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	-133,541,482
5	Other changes in net assets or fund balances (explain in Schedule O)	5	39,755,791
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	-93,449,681

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 ☑ 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		No
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes	
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 ☑ Consolidated basis ☐ Both consolidated and separated basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		No
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		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
Alexian Brothers Health System

Employer identification number
36-3260495

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 331/3% 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 331/3% 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 the supported organization? **11g(i)**		No
(ii) a family member of a person described in (i) above? **11g(ii)**		No
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		No

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? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the U S ? Yes	(vi) No	(vii) Amount of support
See Additional Data Table									
Total									0

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 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 for 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 the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

17a **10%-facts-and-circumstances test—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 ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public Support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support** (Add lines 9, 10c, 11 and 12)						

14 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section501(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
16	Public support percentage from 2009 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

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

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 ▶☐

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

Facts And Circumstances Test

Explanation

Schedule A, Part IV, Supplemental Information ABHS supports the provision of healthcare services at the corporations to which it is a member by the provision of centralized administrative support, including services such as Mission Integration, Accounting, Accounts Payable, Treasury (including Cash, Investment and Debt Management), Insurance, Payroll, Human Resources, Compliance, Legal, Education, Wellness, and Patient Safety and Quality All costs of ABHS are charged to the members through a management fee Transactions with each member are delineated on Schedule R

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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
Alexian Brothers Health System

Employer identification number
36-3260495

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

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

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Preservation of an historically importantly land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a ☐ Public exhibition
- 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
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

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

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

Part V Endowment Funds. Complete if 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	3,466,340	3,594,762			
b Contributions	5,275	2,651	3,594,762		
c Investment earnings or losses	135,915	73,613			
d Grants or scholarships	197,715	204,686			
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	3,409,815	3,466,340	3,594,762		

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

- a Board designated or quasi-endowment ▶ 0 %
- b Permanent endowment ▶ 27 000 %
- c Term endowment ▶ 73 000 %

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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		8,717,768	4,200,767	4,517,001
c Leasehold improvements		14,189,292	10,237,236	3,952,056
d Equipment		44,214,416	34,231,424	9,982,992
e Other		20,489,450	111,101	20,378,349
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				38,830,398

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) Beneficial interest in Alexian Brothers Health System, Inc Investment Trust	288,424,254	F
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	288,424,254	

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
Total. *(Column (b) should 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) Land held for future use	2,312,459
(2) Due from affiliates	11,621,904
(3) Due from A Manseau trust	40,719
(4) Deferred finance costs	10,212,655
(5) Goodwill	74,051,961
(6) Other	7,017,777
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	105,257,475

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
See Additional Data Table	
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	52,390,544

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 (ASC740)

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

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

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

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

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

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

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
Description of Intended Use of Endowment Funds	Part V, Line 4	The endowment funds are used to support charitable efforts within the Alexian Brothers Health System Part V, Line 1a The FY 2010 balance represents all endowments, including time restricted, temporarily restricted and permanently restricted assets In prior years, only permanently restricted assets were included
Description of Uncertain Tax Positions Under FIN 48	Part X	ABHS does not file a separate audit report, but is part of the Alexian Brothers Health System consolidated audit report The text of the FIN48 (ASC740) footnote in this audit report is as follows On January 1, 2008 the Corporations adopted Interpretation No 48, Accounting for Uncertainty in Income Taxes, included in FASB ASC Subtopic 740-10, Income Taxes - Overall ASC Subtopic 740 addresses the determination of how tax benefits claimed or expected to be claimed on a tax return should be recorded in the consolidated financial statements Under ASC Subtopic 740-10, the Corporations must recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position The tax benefits recognized in the consolidated financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement ASC Subtopic 740-10 also provides guidance on derecognition, classification, interest and penalties on income taxes, and accounting in interim periods and requires increased disclosures As of December 31, 2010 and 2009, the Corporations do not have a liability for unrecognized tax benefits

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SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
Alexian Brothers Health System

Employer identification number
36-3260495

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

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

- **a** ☐ Mail solicitations
- **b** ☐ Internet and e-mail solicitations
- **c** ☐ Phone solicitations
- **d** ☐ In-person solicitations
- **e** ☐ Solicitation of non-government grants
- **f** ☐ Solicitation of government grants
- **g** ☐ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ **Yes** ☐ **No**

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

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

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

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

		(a) Event #1 Ball de Fleur (event type)	(b) Event #2 Golf Classic (event type)	(c) Other Events 5 (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	521,007	167,000	246,592	934,599
	2 Less Charitable contributions	285,253	143,800	103,516	532,569
	3 Gross income (line 1 minus line 2)	235,754	23,200	143,076	402,030
Direct Expenses	4 Cash prizes			3,325	3,325
	5 Non-cash prizes	9,348	400	15,361	25,109
	6 Rent/facility costs	56,737	44,560	15,500	116,797
	7 Food and beverages	87,486	15,673	61,421	164,580
	8 Entertainment	9,800		41,745	51,545
	9 Other direct expenses	75,743	1,395	76,698	153,836
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				515,192
	11 Net income summary Combine lines 3 and 10 in column (d) ▶				-113,162

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

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

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," Explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," Explain _____

11 Does the organization operate gaming activities with nonmembers? . . . . . ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . . ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	**13a**	
b An outside facility	**13b**	

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . . ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____

c If "Yes," enter name and address

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ $

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . . ☐ Yes ☐ No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation

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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, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
Alexian Brothers Health System

Employer identification number
36-3260495

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate 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 idemnification 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 in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☑ 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**	Yes	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use 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) Mark Frey	(i)	565,468	165,000	63,535	143,387	44,946	982,336	33,766
	(ii)	0	0	0	0	0	0	0
(2) Anthony Cutiletta	(i)	149,030	28,055	0	6,051	5,290	188,426	0
	(ii)	0	0	0	0	0	0	0
(3) Tracy Rogers	(i)	356,803	102,211	17,751	29,867	34,528	541,160	17,751
	(ii)	0	0	0	0	0	0	0
(4) James Sances	(i)	462,621	132,244	27,388	111,754	22,292	756,299	27,388
	(ii)	0	0	0	0	0	0	0
(5) Jim Lewandowski	(i)	272,185	50,985	35,607	32,953	30,810	422,540	12,292
	(ii)	0	0	0	0	0	0	0
(6) Mary Ann Magnifico	(i)	230,557	44,000	24,186	48,232	18,678	365,653	19,817
	(ii)	0	0	0	0	0	0	0
(7) Peg Wendell	(i)	220,585	29,016	3,096	16,835	18,956	288,488	0
	(ii)	0	0	0	0	0	0	0
(8) Melanie Furlan	(i)	232,859	55,434	10,059	20,992	30,555	349,899	10,059
	(ii)	0	0	0	0	0	0	0
(9) Jean Justie	(i)	185,189	36,600	3,634	23,192	24,895	273,510	0
	(ii)	0	0	0	0	0	0	0
(10) Gary Breuer	(i)	187,252	36,999	2,204	19,818	27,395	273,668	0
	(ii)	0	0	0	0	0	0	0
(11) Dean Grant	(i)	0	0	404,813	34,300	22,846	461,959	17,323
	(ii)	0	0	0	0	0	0	0
(12)								
(13)								
(14)								
(15)								
(16)								

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
Supplemental Information	Part III	Part I, Line 4a The following individual listed in Schedule J was paid the referenced amount of severance in 2010 Dean Grant - $389,358 Part I, Line 4b Alexian Brothers Health System offers a Supplemental Employee Retirement Plan to all employees who participate in the executive benefits program and whose compensation exceeds the IRS allowable limit for a qualified pension plan The amount accrued in 2010 was included in income in Schedule J for the following individuals Mark Frey - $68,038, James Sances - $48,808, Tracy Rogers - $3,363, Jim Lewandowski - $4,547, Mary Ann Magnifico - $3,663, Peg Wendell - $260, Melanie Furlan - $603

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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 Schedule O (Form 990).
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
Alexian Brothers Health System

Employer identification number
36-3260495

Part I Bond Issues

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	Illinois Finance Authority	86-1091967	45189FAY0	04-28-2004	80,000,000	Construct and Equip Facilities		X		X		X
B	Illinois Finance Authority	86-1091967	45200BQD3	08-11-2005	255,795,000	Partial refund 1999 Series (1/15/99)		X		X		X
C	Illinois Finance Authority	86-1091967	45200FFH7	04-23-2008	44,028,000	Construct a Facility		X		X		X
D	Illinois Finance Authority	86-1091967	NoneAvail	07-23-2009	13,607,000	Refund 1985 Series D (11/1/85)		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	85,770,000	85,770,000		1,478,000
2	Amount of bonds legally defeased				
3	Total proceeds of issue	82,801,580	255,795,000	44,028,000	13,607,000
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrow				
7	Issuance costs from proceeds	866,162	1,612,171	788,514	
8	Credit enhancement from proceeds	191,498	7,020,188		
9	Working capital expenditures from proceeds	3,147,167			
10	Capital expenditures from proceeds	78,596,753		43,239,486	
11	Other spent proceeds	247,162,641	247,162,641		13,607,000
12	Other unspent proceeds				
13	Year of substantial completion	2007	2009		

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

Part III Private Business Use

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		X		X		X
2	Are there any lease arrangements that may result in private business use of bond-financed property?	X			X		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?	X			X	X			X
b	Are there any research agreements that may result in private business use of bond-financed property?	X			X	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?	X				X			
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 ▶	0 %		0 %		0 %		0 %	
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 ▶	0 %		0 %		0 %		0 %	
6	Total of lines 4 and 5	0 %		0 %		0 %		0 %	
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X		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		X		X
2	Is the bond issue a variable rate issue?	X		X			X	X	
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X	X			X		X
b	Name of provider	BOA Merrill Lynch		BOA Merrill Lynch					
c	Term of hedge								
d	Was the hedge superintegrated?		X		X				
e	Was a hedge terminated?		X		X				
4a	Were gross proceeds invested in a GIC?		X		X		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		X		X
6	Did the bond issue qualify for an exception to rebate?		X		X		X	X	

Part V Supplemental Information

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

Identifier	Return Reference	Explanation
See Additional Data Table		

Part V Supplemental Information

Identifier	Return Reference	Explanation
Part I, Column (g), Line (B) (2005 Bonds)		Proceeds of Series 2010 were used to retire $70,420,000 of the Series 2005 bonds outstanding on the issue date of the 2010 bonds
Part II, Line 3, Column (A) Second Page (2010 Issue)		At issuance, the Series 2010 Bonds sold for a premium of $1,186,814, and a principal amount of $133,400,000
Part II, Line 4		Only amounts constituting debt service reserve funds are included on Line 4 In addition, ABHS has the following amounts at December 31, 2010 in debt service funds $23,123 for Series 2004, $5,319,469 for Series 2005, $618,760 for Series 2008, and $7,642,114 for Series 2010
Part II, Line 4, Column (C)		At issuance, the Series 2008 Bonds original proceeds included a $4,500,000 reserve The reserve was subsequently replaced by a $4,500,000 letter of credit, and the proceeds expended on the project
Part III, Columns (B) and (D)		Part III is not required for the 2005 and 2009 bonds, columns B and D, as they refunded pre-2003 issues However, due to software limitation, this section was required to be completed
Part IV, Line 3c, Column (B)		The following three swaps were entered into by ABHS, the counterparty being BOA Merrill Lynch A) $87,425,000, receiving variable rate, paying fixed rate, scheduled termination date 1/1/2028 (actual term 2 8 years) B) $87,425,000, receiving variable rate, paying fixed rate, scheduled termination date 1/1/2028 (actual term 2 8 years) C) $80,945,000, receiving variable rate, paying fixed rate, scheduled termination date 1/1/2018 (scheduled term 12 4 years)
Part IV, Line 3e, Column (B)		Swaps A and B were terminated on May 28, 2008 Swap C remains open
Part I, Column (e) and Part II, Line 3		Differences between the issue price shown on Part I, column (e) and total proceeds shown on Part II, line 3 are due to investment earnings
Part IV, Line 2, Column (b)		Series 2005 A and Series 2005 B were converted to fixed rate on April 14, 2008 Series 2005 E was refunded on April 24, 2010

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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 Schedule O (Form 990).
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
Alexian Brothers Health System

Employer identification number
36-3260495

Part I Bond Issues

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	Illinois Finance Authority	86-1091967	45200FY94	04-21-2010	134,586,814	Partial refunding and contruction (8/11/05)		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired				
2	Amount of bonds legally defeased				
3	Total proceeds of issue	134,674,283			
4	Gross proceeds in reserve funds	12,277,168			
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrow				
7	Issuance costs from proceeds	1,904,465			
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	24,628,036			
11	Other spent proceeds	70,420,000			
12	Other unspent proceeds	25,444,615			
13	Year of substantial completion				

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

Part III Private Business Use

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2	Are there any lease arrangements that may result in private business use of bond-financed property?		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?	X							
b	Are there any research agreements that may result in private business use of bond-financed property?		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?	X							
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 ▶	0 %							
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 ▶	0 %							
6	Total of lines 4 and 5	0 %							
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	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						
2	Is the bond issue a variable rate issue?		X						
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X						
b	Name of provider								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								
4a	Were gross proceeds invested in a GIC?		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						
6	Did the bond issue qualify for an exception to rebate?	X							

Part V Supplemental Information

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

Identifier	Return Reference	Explanation

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b.**

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
Alexian Brothers Health System

Employer identification number
36-3260495

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	No	(f) Approved by board or committee? Yes	No	(g) Written agreement? Yes	No
(1) Jean Justie Split dollar life insurance		X	48,432	48,432		No	Yes		Yes	
(2) Mark Frey Split dollar life insurance		X	214,723	214,723		No	Yes		Yes	
(3) Dean Grant Split dollar life insurance		X	367,184	367,184		No	Yes		Yes	
(4) Jim Lewandowski Split dollar life insurance		X	74,021	74,021		No	Yes		Yes	
(5) Gary Breuer Split dollar life insurance		X	47,540	47,540		No	Yes		Yes	
(6) Tracy Rogers Split dollar life insurance		X	57,306	57,306		No	Yes		Yes	
(7) James Sances Split dollar life insurance		X	45,192	45,192		No	Yes		Yes	
(8) MA Magnifico Split dollar life insurance		X	99,883	99,883		No	Yes		Yes	
(9) Peg Wendell Split dollar life insurance		X	9,099	9,099		No	Yes		Yes	
(10) Melanie Furlan Split dollar life insurance		X	36,826	36,826		No	Yes		Yes	
Total . . . . . ▶ $				1,000,206						

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV **Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No

Part V **Supplemental Information**

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

Identifier	Return Reference	Explanation

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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 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
Alexian Brothers Health System

Employer identification number
36-3260495

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 6		There is one class of member, Alexian Brothers of America, Inc (the "Institute Member")

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 7a		Alexian Brothers of America, Inc has the authority to appoint and remove Directors and Executive Officers of Alexian Brothers Health System

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 7b		Alexian Brothers of America, Inc has all powers which can be vested in members of a corporation under Statute, including, without limitation, the powers set forth below and elsewhere in the Bylaws - Appointment and removal of members of the Board and Executive Officers, - Adoption, amendment and repeal of fundamental statements of mission, philosophy, values and charity policy of ABHS and its subsidiaries, - Adoption, amendment or repeal of Bylaws and approval of plans of merger, consolidation, dissolution or sale of substantially all assets and amendment of the Articles of Incorporation of ABHS, and - Approval of the adoption or material amendment of a strategic plan and an annual Capital and Operating Budget of ABHS, - Other certain reserved powers which Alexian Brothers of America, Inc may designate Alexian Brothers of America, Inc may require any actions by the Board of Governors, Officers or other agencies of ABHS which may deem appropriate in furtherance of its determinations with respect to the foregoing categories of matters

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 11		ABHS is a Catholic health system ABHS is the National Member and ultimate parent for each entity within the System ABHS's Form 990 goes through an intensive review process at the System's Corporate level prior to being filed with the IRS The entire Form 990 is reviewed by ABHS's financial officer and the CEO The Form 990 is also reviewed at the System Corporate level by the Chief Accounting Officer for ABHS The Vice President and General Counsel for the System review all sections of the Form 990 with the exception of the compensation section The Vice President of Human Resources for ABHS reviews all compensation disclosures for each entity in ABHS These reviews were conducted before the Form 990 was signed and filed with the IRS In addition, there is also a Compensation Committee that reports to the ABHS Board of Governors This Committee reviews the Compensation disclosures for all entities in the System The ABHS Board of Governors has ultimate oversight of the activities of all entities within the System The Audit Committee of the ABHS Board of Governors has responsibility for and oversight of the Tax Compliance process The Audit Committee provides oversight for the Form 990 process for the entire System and reviews detailed Forms 990 for the System on a rotating basis It then reports back to the ABHS Board of Governors on the results of these activities The Forms 990 not reviewed by the Audit Committee are available to the Audit Committee members upon request The Audit Committee did review the 2010 Form 990 for ABHS

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section B, line 12c	ABHS collects annual attestations from board members, officers, directors and key employees The attestations are reviewed by the System's Vice President of Compliance and Internal Audit and any conflicts are shared with the ABHS Chief Executive Officer The Audit Committee of the ABHS Board of Governors monitors and receives reports on the completion of this process

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section B, line 15	ABHS follows the requirements set forth in the IRS rebuttable presumption of reasonableness in determining compensation of the CEO and other officers and executives of the Corporation This function is performed by the Compensation Committee of the Board of Governors of ABHS, which is composed of independent board members The process includes review of comparability data, retention of an outside compensation consultant, and contemporaneous substantiation of the deliberation and decision through detailed minutes of the Compensation Committee

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section C, line 19	Alexian Brothers Health System's financial statements are available through the office of the Illinois Attorney General Conflicts of Interest and Alexian Brothers Health System's governing documents are not made available to the public

Identifier	Return Reference	Explanation
	Form 990, Part VII	Average hours devoted to related organizations when related compensation is reported Officers for ABHS provide services to ABHS and its subsidiaries With the exception of Mark Frey, who works 10 hours per week for ABHS and 30 hours per week for Alexian Brothers Hospital Network ("ABHN"), hours worked are not tracked on an entity by entity basis Therefore all other officers, directors, trustees and key employees hours reported on Form 990, Part VII, Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employess, and Independent Contractors,represent aggregate hours worked per week for all related entities

Identifier	Return Reference	Explanation
	Form 990, Part VII, Column E (Reasonable Efforts)	Payroll records are kept that identify which officers/key employees are paid by a related entity These documents also show the organization being charged for the officer's/key employee's services

Identifier	Return Reference	Explanation
	Form 990, Part VIII, Line 3	The amount reflected as dividends and interest reflects ABHS's share of interest, dividends and realized gains/losses from ABHS's beneficial share in the Alexian Brothers Health System, Inc Investment Trust (ABHSIT) ABHSIT is a related entity whose purpose is to pool the investments of the not-for-profit entities in ABHS and acts as an internal mutual fund investment Details of gains and losses are shown on the Form 990 of ABHSIT

Identifier	Return Reference	Explanation
Changes in Net Assets or Fund Balances	Form 990, Part XI, line 5	Transfers to/from affiliates 25,542,001 Recognition of minimum pension liability 3,916,452 Transfer of depreciation from related entity 9,302,377 Unrealized gain 6,182,066 Foundation contributions - 5,238,173 Prior period adjustments 51,068 Total to Form 990, Part XI, Line 5 39,755,791

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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
Alexian Brothers Health System

Employer identification number
36-3260495

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
See Additional Data Table							

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate 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
See Additional Data Table												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) Thelen Corporation 3040 W Salt Creek Lane Arlington Heights, IL60005 36-3266316	Owns/leases property, joint venture partner	IL	N/A	C			
(2) Edessa Insurance Company Ltd 3040 W Salt Creek Lane Arlington Heights, IL60005	Captive insurer located in Bermuda	BD	N/A	C			
(3) Alexian Village of Elk Grove 3040 W Salt Creek Lane Arlington Heights, IL60005 35-2211303	Tax credit financed housing	IL	Alexian Brothers Health System	C	-2	615,958	100 000 %
(4) Alexian Brothers Health Providers Association Inc 3040 W Salt Creek Lane Arlington Heights, IL60005 36-3853286	Messenger model IPA	IL	Alexian Brothers Health System	C	-21,000	836,927	100 000 %
(5) Alexian Brothers Corpus Christi Housing Project LLC 3040 W Salt Creek Lane Arlington Heights, IL60005 94-3465394	Tax credit financed housing	IL	N/A	C			

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on 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

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

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) See Additional Data Table			
(2)			
(3)			
(4)			
(5)			
(6)			

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

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

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

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation

Additional Data Return to Form

Software ID:
Software Version:
EIN: 36-3260495
Name: Alexian Brothers Health System

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
Alexian Brothers of America Inc 3040 W Salt Creek Lane Arlington Heights, IL600051069 36-2606768	Religious order of Roman Catholic men	TX	Section 501(c)(3)	1	N/A		No
Brothers of St Alexius Health and Welfare Fund Inc 3040 W Salt Creek Lane Arlington Heights, IL600051069 36-2976617	Provides for health & welfare payments for religious sponsor	TX	Section 501(c)(3)	1	Alexian Brothers of America Inc	Yes	
Alexian Brothers Bonaventure House 825 Wellington Ave Chicago, IL606570000 36-3527899	Housing and supportive care services for persons with HIV/AIDS	IL	Section 501(c)(3)	9	Alexian Brothers of America Inc	Yes	
Alexian Brothers Health System Inc Investment Trust 3040 W Salt Creek Lane Arlington Heights, IL600051069 36-3801585	Manages pooled investments of related not-for-profit entities	IL	Section 501(c)(3)	11, III-FI	Alexian Brothers Health System	Yes	
Alexian Brothers of America Investment Trust 3040 W Salt Creek Lane Arlington Heights, IL600051069 36-4390471	Manages pooled investments of related not-for-profit entities	IL	Section 501(c)(3)	11, III-FI	Alexian Brothers of America Inc	Yes	
The Alexian Brothers Hospital School of Nurses 3040 W Salt Creek Lane Arlington Heights, IL600051069	Inactive Corporation	IL	Section 501(c)(3)	9	Alexian Brothers of America Inc	Yes	
Alexian Brothers of Chicago 3040 W Salt Creek Lane Arlington Heights, IL600051069	Inactive Corporation	IL	Section 501(c)(3)	9	Alexian Brothers of America Inc	Yes	
Alexian Brothers of San Jose Inc 3040 W Salt Creek Lane Arlington Heights, IL600051069 94-1530037	Acute care hospital (sold in 1998)	TX	Section 501(c)(3)	3	Alexian Brothers Health System	Yes	
Alexian Brothers Services Inc 3040 W Salt Creek Lane Arlington Heights, IL600051069 43-1295333	HUD housing	MO	Section 501(c)(3)	9	Alexian Brothers Health System	Yes	
Alexian Village of Milwaukee Inc 9301 N 76th Street Milwaukee, WI532230000 39-1351584	Continuing care retirement community	WI	Section 501(c)(3)	9	Alexian Brothers Health System	Yes	
Alexian Brothers Community Services 425 Cumberland Street Suite 110 Chattanooga, TN374040000 36-4344423	Provides comprehensive & coordinated community based services	IL	Section 501(c)(3)	9	Alexian Brothers Health System	Yes	
Alexian Brothers Senior Neighbors 250 East 10th Street Chattanooga, TN374020000 62-0646376	Supports the provision of community services for senior citizens	TN	Section 501(c)(3)	7	Alexian Brothers Health System	Yes	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
Alexian Village of Tennessee 437 Alexian Way Signal Mountain, TN373770000 62-1136742	Continuing care retirement community	TN	Section 501(c)(3)	9	Alexian Brothers Health System	Yes	
Alexian Brothers Senior Ministries 3040 W Salt Creek Lane Arlington Heights, IL600051069 36-4484290	Supports the provision of healthcare services for related corporations	IL	Section 501(c)(3)	11, III-FI	Alexian Brothers Health System	Yes	
Alexian Elderly Services Inc 3040 W Salt Creek Lane Arlington Heights, IL600051069 39-2039667	Community outreach	WI	Section 501(c)(3)	9	Alexian Brothers Health System	Yes	
Alexian Brothers Lansdowne Village 4624 Lansdowne St Louis, MO631160000 43-1470362	Skilled nursing facility	MO	Section 501(c)(3)	9	Alexian Brothers Health System	Yes	
Alexian Brothers Sherbrooke Village 4005 Ripa Avenue St Louis, MO631250000 43-1592502	Skilled nursing facility	MO	Section 501(c)(3)	9	Alexian Brothers Health System	Yes	
Alexian Brothers of St Louis Inc 3040 W Salt Creek Lane Arlington Heights, IL600051069 43-0653236	Acute care hospital (sponsorship transferred in 1997)	MO	Section 501(c)(3)	3	Alexian Brothers Health System	Yes	
Alexian Brothers Medical Center 800 Biesterfield Road Elk Grove Village, IL60007 36-2596381	Acute care hospital	TX	Section 501(c)(3)	3	Alexian Brothers Health System	Yes	
Savelli Properties Inc 3040 W Salt Creek Lane Arlington Heights, IL600051069 36-3308965	Owns or leases properties where healthcare services are delivered	IL	Section 501(c)(2)	N/A	Alexian Brothers Health System	Yes	
Alexian Brothers Center for Mental Health 3350 W Salt Creek Lane Arlington Heights, IL600051069 36-3045007	Outpatient community mental health services	IL	Section 501(c)(3)	7	Alexian Brothers Health System	Yes	
Alexian Brothers Behavioral Health Hospital 1650 Moon Lake Blvd Hoffman Estates, IL601940000 36-4251848	Behavioral health hospital	IL	Section 501(c)(3)	3	Alexian Brothers Health System	Yes	
St Alexius Medical Center 1555 Barrington Road Hoffman Estates, IL601940000 36-4251846	Acute care hospital	IL	Section 501(c)(3)	3	Alexian Brothers Health System	Yes	
Alexian Brothers Ambulatory Group 3040 W Salt Creek Lane Arlington Heights, IL600051069 36-4336931	Physician Services	IL	Section 501(c)(3)	3	Alexian Brothers Health System	Yes	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
Chicago Catholic Healthcare System Inc 3040 W Salt Creek Lane Arlington Heights, IL600051069 36-3693486	Inactive Corporation	IL	Section 501(c)(3)	9	Alexian Brothers Hospital Network	Yes	
Alexian Brothers Hospital Network 3040 W Salt Creek Lane Arlington Heights, IL600051069 36-3276552	Supports the provision of healthcare services for related corporations	IL	Section 501(c)(3)	11, III-FI	Alexian Brothers Health System	Yes	

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income ($)	(g) Share of end-of-year assets ($)	(h) Disproprtionate allocations?		(i) Code V-UBI amount on Box 20 of K-1 ($)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
Alexian Rehabilitation Services LLC 935 Beisner Road Elk Grove Village, IL600070000 30-0221481	Rehabilitation hospital	IL	N/A	N/A				No			No	
Illinois NeuroMeg Center LLC 3040 W Salt Creek Lane Arlington Heights, IL600051069 87-0783164	Provision of NeuroMeg services	IL	N/A	N/A				No			No	
Elk Grove MOB Limited Partnership 3040 W Salt Creek Lane Arlington Heights, IL600051069 36-3853289	Medical office building	IL	N/A	N/A				No			No	
Workplace Solutions LLC 1100 E Woodfield Road Schaumburg, IL60173 36-4095007	Provision of EAP services	IL	N/A	N/A				No			No	
Bonaventure Medical Fnd LLC 3040 W Salt Creek Lane Arlington Heights, IL60005 36-3978153	Manages managed care contracts	DE	Alexian Brothers Health System	Related		-6,798,458		No		Yes		
Neurosciences Equipment LLC 3040 W Salt Creek Lane Arlington Heights, IL600051069 86-1115516	Ownership of Gamma Knife	IL	N/A	N/A				No			No	
Alexian Cardio Institute Equipment LLC 3040 W Salt Creek Lane Arlington Heights, IL60005 30-0307978	Lease and sub-lease of 64-slice CT equipment	IL	N/A	N/A				No			No	
St Alexius Center for Sleep Health LLC 665 W North Avenue Lombard, IL601480000 20-5876371	Operation of sleep labs	IL	N/A	N/A				No			No	

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved ($)	(d) Method of determining amount involved
(1)	Alexian Brothers Hospital Network	A	66,415	Fair Market Value
(2)	Alexian Brothers Medical Center	A	64,695	Fair Market Value
(3)	Alexian Brothers Behavioral Health Hospital	A	566,770	Fair Market Value
(4)	Alexian Brothers of America	I	3,104,040	Fair Market Value
(5)	Alexian Brothers Medical Center	J	245,652	Fair Market Value
(6)	St Alexius Medical Center	J	348,948	Fair Market Value
(7)	Alexian Brothers Behavioral Health Hospital	J	82,812	Fair Market Value
(8)	Alexian Brothers Hospital Network	J	2,243,376	Fair Market Value
(9)	Alexian Brothers Ambulatory Group	J	136,836	Fair Market Value
(10)	St Alexius Medical Center	Q	3,854,132	Fair Market Value
(11)	Alexian Brothers Ambulatory Group	Q	9,388,000	Fair Market Value
(12)	Alexian Brothers Medical Center	P	18,734,154	Fair Market Value
(13)	St Alexius Medical Center	P	11,676,200	Fair Market Value
(14)	Alexian Brothers Behavioral Health Hospital	P	2,676,577	Fair Market Value
(15)	Alexian Brothers Center for Mental Health	P	61,812	Fair Market Value
(16)	Alexian Brothers Ambulatory Group	P	1,383,132	Fair Market Value
(17)	Alexian Village of Tennessee	P	627,540	Fair Market Value
(18)	Alexian Village of Milwaukee Inc	P	735,758	Fair Market Value
(19)	Alexian Brothers Lansdowne Village	P	466,353	Fair Market Value
(20)	Alexian Brothers Sherbrooke Village	P	445,414	Fair Market Value
(21)	Alexian Brothers Community Services	P	1,168,423	Fair Market Value
(22)	Alexian Brothers Medical Center	R	26,695,531	Fair Market Value
(23)	St Alexius Medical Center	R	21,894,960	Fair Market Value
(24)	Alexian Brothers Behavioral Health Hospital	R	1,463,755	Fair Market Value
(25)	Alexian Brothers Health System Inc Investment Trust	P	711,352	Fair Market Value
(26)	Alexian Brothers of San Jose Inc	O	557,867	Fair Market Value
(27)	Alexian Brothers of St Louis Inc	O	74,635	Fair Market Value
(28)	Alexian Brothers Hospital Network	P	48,199,592	Fair Market Value
(29)	Alexian Brothers Medical Center	O	78,249,183	Fair Market Value
(30)	Alexian Rehabilitation Services LLC	P	3,027,220	Fair Market Value
(31)	St Alexius Medical Center	O	56,345,763	Fair Market Value
(32)	St Alexius Medical Center (SAMC Doctor's Office Building)	P	469,230	Fair Market Value
(33)	Alexian Brothers Behavioral Health Hospital	O	8,190,578	Fair Market Value
(34)	Bonaventure Medical Foundation LLC	O	51,946	Fair Market Value
(35)	Thelen Corporation	O	324,759	Fair Market Value
(36)	Savelli Properties Inc	O	343,623	Fair Market Value
(37)	Alexian Brothers Center for Mental Health	P	100,032	Fair Market Value
(38)	Alexian Brothers Ambulatory Group	P	6,268,789	Fair Market Value
(39)	Elk Grove MOB Limited Partnership	P	123,161	Fair Market Value
(40)	Illinois NeuroMeg Center LLC	P	76,747	Fair Market Value
(41)	Alexian Brothers Bonaventure House	P	141,488	Fair Market Value
(42)	Alexian Village of Tennessee	O	527,732	Fair Market Value
(43)	Alexian Village of Milwaukee Inc	O	760,238	Fair Market Value
(44)	Alexian Brothers Lansdowne Village	O	475,771	Fair Market Value
(45)	Alexian Brothers Sherbrooke Village	O	488,726	Fair Market Value
(46)	Alexian Brothers Community Services	O	1,131,060	Fair Market Value
(47)	Alexian Brothers Bettendorf Place LLC	O	144,694	Fair Market Value

Additional Data

Software ID:
Software Version:
EIN: 36-3260495
Name: Alexian Brothers Health System

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

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
(A) ABHS Inc Investment Trust	363801585	11 III-FI	Yes		Yes		Yes		0
(B) Alexian Brothers of San Jose Inc	941530037	3	Yes		Yes		Yes		0
(C) Alexian Brothers Services Inc	431295333	9	Yes		Yes		Yes		0
(D) Alexian Village of Milwaukee Inc	391351584	9	Yes		Yes		Yes		0
(E) Alexian Brothers Community Services	364344423	9	Yes		Yes		Yes		0
(F) Alexian Brothers Senior Neighbors	620646376	7	Yes		Yes		Yes		0
(G) Alexian Village of Tennessee	621136742	9	Yes		Yes		Yes		0
(H) Alexian Brothers Senior Ministries	364484290	11 III-FI	Yes		Yes		Yes		0
(I) Alexian Elderly Services Inc	392039667	9	Yes		Yes		Yes		0
(J) Alexian Brothers Lansdowne Village	431470362	9	Yes		Yes		Yes		0
(K) Alexian Brothers Sherbrooke Village	431592502	9	Yes		Yes		Yes		0
(L) Alexian Brothers Hospital Network	363276552	11 III-FI	Yes		Yes		Yes		0
(M) Alexian Brothers Medical Center	362596381	3	Yes		Yes		Yes		0
(N) Alexian Brothers Center for Mental Health	363045007	7	Yes		Yes		Yes		0
(O) Alexian Brothers Behavioral Health Hospital	364251848	3	Yes		Yes		Yes		0
(P) St Alexius Medical Center	364251846	3	Yes		Yes		Yes		0
(Q) Alexian Brothers Ambulatory Group	364336931	3	Yes		Yes		Yes		0
(R) Alexian Brothers of St Louis Inc	430653236	3	Yes		Yes		Yes		0

Additional Data

Software ID:
Software Version:
EIN: 36-3260495
Name: Alexian Brothers Health System

Form 990, Schedule D, Part X, - Other Liabilities

1 (a) Description of Liability	(b) Amount
Supplemental Employee Retirement Plan Liab	935,893
Unclaimed property	2,467
Execu-flex cap accumulation	1,348,646
Restricted pledges	8,109,456
Negative cash	12,555,171
Health/dental liability	4,063,672
Reserve for outstanding insurance losses	7,049
Long term pension liability	15,128,751
Temporarily restricted	1,754,660
Due to affiliates - Foundation	4,916,276
SWAP LT liability	3,568,503

Additional Data

Software ID:
Software Version:
EIN: 36-3260495
Name: Alexian Brothers Health System

Form 990, Schedule L, Part II - Loans to and from Interested Persons

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount $	(d) Balance due $	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
Jean Justie Split dollar life insurance		X	48,432	48,432		No	Yes		Yes	
Mark Frey Split dollar life insurance		X	214,723	214,723		No	Yes		Yes	
Dean Grant Split dollar life insurance		X	367,184	367,184		No	Yes		Yes	
Jim Lewandowski Split dollar life insurance		X	74,021	74,021		No	Yes		Yes	
Gary Breuer Split dollar life insurance		X	47,540	47,540		No	Yes		Yes	
Tracy Rogers Split dollar life insurance		X	57,306	57,306		No	Yes		Yes	
James Sances Split dollar life insurance		X	45,192	45,192		No	Yes		Yes	
MA Magnifico Split dollar life insurance		X	99,883	99,883		No	Yes		Yes	
Peg Wendell Split dollar life insurance		X	9,099	9,099		No	Yes		Yes	
Melanie Furlan Split dollar life insurance		X	36,826	36,826		No	Yes		Yes	