



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

AS A MEMBER OF WHEATON FRANCISCAN HEALTHCARE, OUR AFFILIATES STRIVE TO LIVE OUT THE HEALING MINISTRY OF THE JUDEO-CHRISTIAN TRADITION WHILE PROVIDING EXCEPTIONAL AND COMPASSIONATE HEALTHCARE SERVICES THAT PROMOTE THE DIGNITY AND WELL BEING OF THE PATIENTS AND COMMUNITIES WE SERVE. OUR VISION IS TO BE RECOGNIZED FOR SUPERIOR HEALTHCARE SERVICE, CLINICAL EXCELLENCE, AS THE HEALTHCARE EMPLOYER OF CHOICE, AND THE PREFERRED PARTNER OF PHYSICIANS.

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) \$ 1,917,345 including grants of \$ 1,917,345) (Revenue) \$

WHEATON FRANCISCAN SERVICES, INC (WFSI) is a Catholic, not-for-profit health care and housing organization serving at sites in Wisconsin, Iowa, Illinois, and Colorado. The System includes 18 hospital sites, three transitional and extended-care facilities, two home health agencies, nearly 3,500 physicians, more than 70 clinic sites with 770 employed physicians, and approximately 2,800 units of assisted living and other housing, and the corporate services offices in Wheaton, Illinois, and Glendale, Wisconsin. Started more than 125 years ago and formally incorporated in 1983, WFSI is committed to living out the Mission and Values of its Sponsors, the Wheaton Franciscan Sisters, by providing excellent and compassionate health care and housing services to all, regardless of their ability to pay. WFSI was incorporated in 1983 to preserve and strengthen Judeo-Christian values, provide a framework for lay expertise and involvement, respond to an increasingly complex environment, ensure continuity of Franciscan sponsorship, and assure viability and excellence throughout the organization. As a not-for-profit organization, WFSI reinvests all net income into the communities it serves. Its multiple entities are dedicated to delivering quality health care to patients and residents through highly-trained staff, advanced technology, and superior and compassionate service, caring for each person's body, mind, and spirit with respect and dignity, working to improve the health of the communities, and ensuring health care access for everyone. WFSI is organized into market-based regional holding companies organized in the Southeast, Wisconsin region, the Fox Valley, Wisconsin region, as well as other regional holding companies conducting services in Illinois, Iowa, and Colorado. The System's housing and spiritual development services are organized under the holding company name of Franciscan Ministries, Inc. Since 2006, the "doing business as" name for WFSI's health care ministry has been Wheaton Franciscan Healthcare (WFH). In 2011 Wheaton Franciscan Healthcare in Southeast Wisconsin was recognized as one of the nation's top 25 most efficient, best-performing health care networks by SDI, the nation's premier integrated health network evaluation system. Wheaton Franciscan Healthcare ranked as the top integrated system in Southeast Wisconsin, is among the top 10 in the Midwest, and ranked 23 nationally. Other national recognitions include being named one of the best performing 50 systems in Thompson Reuters' 100 Top Hospitals. Health Systems Quality/Efficiency Study in 2009. Wheaton Franciscan Healthcare also received a 2009 VIP Award from McKesson Technology Solutions for its success in using information technology to enhance patient safety across nine hospital sites and more than 100 physician offices. The VIP Awards are presented annually to organizations that demonstrate vision, innovation and performance in the use of healthcare IT. Wheaton Franciscan Healthcare was one of five health care organizations selected by a panel of experts in the field of health care IT use to receive the award. Please see our full 2011 Annual Report online at <http://www.wfhealthcare.org/Wheaton/Documents/2011AnnualReport.pdf>.

CORPORATE STRUCTURE Parent Company: Wheaton Franciscan Services, Inc. DBA: Wheaton Franciscan Healthcare. Health care ministry: Wheaton Franciscan Healthcare Housing ministry: Franciscan Ministries, Inc. Health Care Mission: Wheaton Franciscan Healthcare is committed to living out the healing ministry of Jesus by providing exceptional and compassionate health care service that promotes the dignity and well being of the people we serve. Health Care Vision: Our health ministries will be recognized in each community we serve for superior and compassionate patient service, clinical excellence, as the health care employer of choice, and the preferred partner of physicians. Housing Mission: Franciscan Ministries is committed to providing quality and affordable housing in a compassionate environment that promotes wholeness of life within ourselves and the communities we serve. Housing Vision: Our housing ministries will be recognized for excellence in property management and a well-integrated network of support services that provide hope, growth, and opportunity. Values: Our common Values, which flow from our Mission and Catholic tradition, must have meaning for every one of us. Through them we put the healing ministry of Jesus into practice throughout the Wheaton Franciscan System. Respect: We value each person as sacred, created in the image and likeness of God, which gives worth and meaning to each person's life. Integrity: We value honesty and words and actions that build trust. Development: We value personal and professional growth that combines the physical, emotional, spiritual and relational aspects of life and work. Excellence: We value superior performance in our work and service. Stewardship: We value our responsibility to use human, financial, and natural resources entrusted to us for the common good, with special concern for those who are poor.

WHEATON FRANCISCAN HEALTHCARE Wheaton Franciscan Services, Inc.'s health care division, doing business as Wheaton Franciscan Healthcare (WFH), consists of facilities in Illinois, Iowa, and Wisconsin.

SYSTEM STATISTICS Hospital Sites: 18. Staffed Hospital beds: 2,114. Long-term Care Facilities: 3. Home Health Agencies: 2. Units of Housing: 2,681. Associates: 21,005. Affiliated Physicians: 2,710. Employed Physicians: 770. Emergency Room Visits: 374,436. Newborns: 10,519. Hospital Admissions: 84,924. Hospital Patient Days: 403,808. Skilled Nursing Unit Patient Days: 24,120. Long-term Care Facility Patient Days: 82,110. Hospital Outpatient Visits: 1,972,764. Hospice Days: 19,860. Home Health Visits: 115,253. Medical Group Physician Visits: 2,000,423.

WFH ORGANIZATIONS Iowa: Covenant Medical Center, Inc. Mercy Hospital of Franciscan Sisters, Inc. Sartori Memorial Hospital, Inc. Covenant Clinic. Covenant Foundation, Inc. Sartori Health Care Foundation, Inc. Covenant Regional Services, Inc. Illinois: Marianjoy Rehabilitation Hospital and Clinics. Marianjoy Medical Group. Marianjoy Foundation. RUSH OAK PARK HOSPITAL, Inc. OSF Services. Canticle Ministries. Clara Pfander Fund. Wisconsin: Wheaton Franciscan - St. Joseph and The Wisconsin Heart Hospital Campuses. All Saints. Elmbrook Memorial. St. Francis. Franklin Franciscan Woods. The Terrace at St. Francis. Wheaton Franciscan Home Health. Wheaton Franciscan Hospice. Wheaton Franciscan Laboratories. Wheaton Franciscan Medical Group. All Saints Foundation. Volunteers in Partnership with Wheaton Franciscan Healthcare. All Saints. St. Joseph Foundation. Elmbrook Memorial Foundation. Circle of Life Foundation. The Foundation for St. Francis and Franklin.

AFFILIATIONS INCLUDE Midwest Orthopedic Specialty Hospital - Franklin, WI. Affinity Health System - Menasha, Wisconsin. St. Elizabeth Hospital. Mercy Medical Center of Oshkosh. Calumet Medical Center. Network Health Plan of Wisconsin. Affinity Medical Group. St. Elizabeth Hospital Foundation. Mercy Health Foundation. United Hospital System - Kenosha, Wisconsin. St. Catherine's Medical Center and Kenosha Medical Center Campuses.

WHEATON FRANCISCAN HEALTHCARE COMMUNITY IMPACT FOR SYSTEM / 2011 Charity Care \$29,311,248. Charity Care is defined as free or discounted health services provided to those who cannot afford to pay and who meet all criteria for financial assistance. Charity care is based on actual costs, not charges, and does not include bad debt. Unreimbursed cost of public programs: \$89,193,180. Unreimbursed cost of public programs is defined as the shortfall experienced when payments received are below the cost of treating public beneficiaries through Medicaid and other local public programs. Community Health Improvement Services: \$2,921,540. Community Health Improvement Services are defined as clinical and non-clinical services designed to improve community health, which are provided to the community for free or for fees that did not cover costs. Financial contributions: \$3,461,030. Financial contributions are defined as contributions, including cash, non-cash items such as food, furniture, equipment, supplies, and loaned staff for volunteer and charitable purposes, made to individuals, community groups, or nonprofit organizations for charitable purposes. Health professions education: \$8,788,076. Health professions education is defined as direct costs incurred for accredited training and education programs for physicians, nurses, allied health professionals and technicians (does not include ongoing education for staff). Community building activities: \$820,333. Community building activities are defined as programs that, while not directly related to health care, provide opportunities to address the root causes of health problems, such as poverty, homelessness, and environmental issues. Costs for these activities include cash and in-kind donations. Community

[illegible][illegible]

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

4e	Total program service expenses	\$ 1,917,345
-----------	---------------------------------------	---------------------

Part IV

Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i> 	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? <i>If "Yes," complete Schedule C, Part I.</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? <i>If "Yes," complete Schedule C, Part II.</i> 	4	Yes
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? <i>If "Yes," complete Schedule C, Part III.</i>	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? <i>If "Yes," complete Schedule D, Part I.</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? <i>If "Yes," complete Schedule D, Part II.</i> 	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i> 	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? <i>If "Yes," complete Schedule D, Part IV.</i> 	9	No
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> 	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, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> 	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? <i>If "Yes," complete Schedule D, Part VII.</i> 	11b	No
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? <i>If "Yes," complete Schedule D, Part VIII.</i> 	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? <i>If "Yes," complete Schedule D, Part IX.</i> 	11d	Yes
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> 	11e	No
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)? <i>If "Yes," complete Schedule D, Part X.</i> 	11f	No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> 	12a	No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> 	12b	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>	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? <i>If "Yes," complete Schedule F, Parts I and IV.</i>	14b	No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? <i>If "Yes," complete Schedule F, Parts II and IV.</i>	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 ? <i>If "Yes," complete Schedule F, Parts III and IV.</i>	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? <i>If "Yes," complete Schedule G, Part I (see instructions).</i> 	17	No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i> 	18	Yes
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i> 	19	No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>	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? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b–24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35		No
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)? <i>If "Yes," complete Schedule R, Part V, line 2</i> ☐ Yes ☒ No			
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? 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	0
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	
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return.	2a	0
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No
b	If "Yes," enter the name of the foreign country: _____ 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	Yes
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	Yes
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d	
e	Did the organization 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	
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		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Does the organization have members or stockholders?	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	Yes	
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	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		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?	Yes	
10b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	Yes	
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	Yes	
11b	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	Yes	
12b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	Yes	
13	Does the organization have a written whistleblower policy?	Yes	
14	Does the organization have a written document retention and destruction policy?	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	Yes	
15b	Other officers or key employees of the organization	Yes	
15c	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?		No
16b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

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

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.
TIMOTHY HUBER
3421 WEST NINTH STREET
WATERLOO, IA 507025499
(319) 272-7607

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) Alyssa Bechthold Director	10	X								
(2) Tammy Bedard Director	10	X								
(3) Timothy Carmody MD Director	10	X								
(4) Uyntha Duncan Director	10	X								
(5) Edward Gallagher Jr Director	10	X								
(6) Louis Hagarty Director	10	X								
(7) Leslee Hager Director	10	X								
(8) Julie Johnson Director	10	X								
(9) Kathy Lee Director	10	X								
(10) Dan McMullin Director	10	X								
(11) Brad Page Director	10	X								
(12) John Pedersen Director	10	X								
(13) Rose Swanson Director	10	X								
(14) Stephen Thorpe Director	10	X								
(15) Cassandra Foens MD Director	10	X		X						
(16) Dave Odekirk Treasurer - Director	10	X		X						

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) Dave Peters Chair/ViceChair - Director	1 0	X		X						
(18) Mary Swehla Past Chair - Director	1 0	X		X						
(19) Shirley Dunlap RN Secretary - Director	40 0	X		X				0	87,486	49,557
(20) Jack Dusenbery Ex Officio Director	40 0	X						0	568,344	67,280
(21) R Gerald Sarsfield MD Vice Chair - Director	40 0	X		X				0	179,380	40,767
(22) Brian Sims DO Director	40 0	X						0	585,658	41,034
(23) Heather Bremer-Miller Executive Director - Covenant	40 0				X			0	88,003	21,900
(24) Christopher Hyers VP Business Development	40 0				X			0	236,411	43,958
(25) Michele Panicucci Sr VP and Chief Financial Offi	40 0						X	0	383,842	62,871
(26) Mark S Shockley MD PHYSICIAN EMPLOYEE	40 0						X	0	415,263	38,742
1b Sub-Total ▶										
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶								0	2,544,387	366,109

2

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

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

Section B. Independent Contractors

1	Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization		
(A) Name and business address		(B) Description of services	(C) Compensation
2	Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶0		

Part VIII

Statement of Revenue

				(A) 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	14,662				
	d	Related organizations	1d	15,000				
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	2,266,230				
	g	Noncash contributions included in lines 1a-1f \$						
	h	Total. Add lines 1a-1f						2,295,892
Program Service Revenue			Business Code					
	2a							
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f			0			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		154,693			154,693	
	4	Income from investment of tax-exempt bond proceeds . . .		0				
	5	Royalties		0				
	6a	(i) Real		(ii) Personal				
	b	Less rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss)						
	7a	(i) Securities		(ii) Other	211,673			211,673
		2,914,239						
		2,702,566						
		211,673						
	b	Less cost or other basis and sales expenses						
	c	Gain or (loss)						
	d	Net gain or (loss)						
	8a	Gross income from fundraising events (not including \$ 14,662 of contributions reported on line 1c) See Part IV, line 18			2,714			2,714
		a	13,163					
		b	Less direct expenses b	10,449				
c	Net income or (loss) from fundraising events . . .							
9a	Gross income from gaming activities See Part IV, line 19 . . a			0				
	b	Less direct expenses b						
	c	Net income or (loss) from gaming activities . . .						
10a	Gross sales of inventory, less returns and allowances a			0				
	b	Less cost of goods sold b						
	c	Net income or (loss) from sales of inventory . . .						
Miscellaneous Revenue		Business Code						
11a				0				
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d							
12	Total revenue. See Instructions			2,664,972			369,080	

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	1,917,345	1,917,345		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	0			
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	0			
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	0			
9	Other employee benefits	0			
10	Payroll taxes	0			
a	Fees for services (non-employees)				
	Management	0			
b	Legal	0			
c	Accounting	0			
d	Lobbying	0			
e	Professional fundraising services See Part IV, line 17	0			
f	Investment management fees	0			
g	Other	61,665		17,474	44,191
12	Advertising and promotion	0			
13	Office expenses	22,344		3,948	18,396
14	Information technology	0			
15	Royalties	0			
16	Occupancy	0			
17	Travel	2,991			2,991
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	1,110		555	555
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	0			
23	Insurance	0			
24	Other expenses Itemize expenses not covered above (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	CORPORATE SERVICES ALLOCATION	60,607		60,607	
b	MISCELLANEOUS	20,590		6,177	14,413
c	SALARY ALLOCATION	204,548		99,430	105,118
d	PROMOTIONAL EXPENSE	25,891			25,891
e					
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	2,317,091	1,917,345	188,191	211,555
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)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing				1	0
	2	Savings and temporary cash investments			246,940	2	912,326
	3	Pledges and grants receivable, net				3	0
	4	Accounts receivable, net				4	35,000
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	0
	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	0
	7	Notes and loans receivable, net				7	0
	8	Inventories for sale or use				8	0
	9	Prepaid expenses and deferred charges				9	0
	10a	Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D	10a	0			
	b	Less: accumulated depreciation	10b	0	10c	0	
	11	Investments—publicly traded securities				11	0
	12	Investments—other securities. See Part IV, line 11				12	0
	13	Investments—program-related. See Part IV, line 11				13	0
	14	Intangible assets				14	0
	15	Other assets. See Part IV, line 11			4,714,598	15	4,896,616
16	Total assets. Add lines 1 through 15 (must equal line 34)			4,961,538	16	5,843,942	
Liabilities	17	Accounts payable and accrued expenses			0	17	0
	18	Grants payable				18	
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties				23	
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities. Complete Part X of Schedule D				25	
	26	Total liabilities. Add lines 17 through 25			0	26	0
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			4,337,079	27	5,103,061
	28	Temporarily restricted net assets			624,459	28	740,881
	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			4,961,538	33	5,843,942
34	Total liabilities and net assets/fund balances			4,961,538	34	5,843,942	

Part XI Reconciliation 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	2,664,972
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,317,091
3	Revenue less expenses Subtract line 2 from line 1	3	347,881
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	4,961,538
5	Other changes in net assets or fund balances (explain in Schedule O)	5	534,523
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	5,843,942

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?		No
b	Were the organization's financial statements audited by an independent accountant?	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	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?		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		

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 Covenant Foundation Inc	Employer identification number 42-1295784
---	--

Part I

Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1

☐

A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9

☒

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10

☐

An organization organized and operated exclusively to test for public safety See**section 509(a)(4).**
- 11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other
- e

☐

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

☐

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

☐

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

(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)

(ii)

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

11g(ii)

(iii)

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

11g(iii)

h

☐

Provide the following information about the supported organization(s)

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

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

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2010

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 IIISupport 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.")	858,726	2,333,431	1,262,490	689,508	2,295,892	7,440,047
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	858,726	2,333,431	1,262,490	689,508	2,295,892	7,440,047
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	9,000	6,000				15,000
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	9,000	6,000				15,000
8 Public Support (Subtract line 7c from line 6)						7,425,047

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	858,726	2,333,431	1,262,490	689,508	2,295,892	7,440,047
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	127,443	148,347	-117,031	-117,001	211,673	253,431
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	127,443	148,347	-117,031	-117,001	211,673	253,431
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.)	144,739	400,891	-493,794	636,163	691,930	1,379,929
13 Total support (Add lines 9, 10c, 11 and 12.)	1,130,908	2,882,669	651,665	1,208,670	3,199,495	9,073,407
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage			
15 Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f))	15	81.833 %	
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	86.216 %	

Section D. Computation of Investment Income Percentage			
17 Investment income percentage for 2010 (line 10c column (f) divided by line 13 column (f))	17	2.793 %	
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	2.660 %	
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).

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527
▶ **Complete if the organization is described below.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No 1545-0047

2010

Open to Public Inspection

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

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

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

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

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

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

Name of the organization Covenant Foundation Inc	Employer identification number 42-1295784
---	--

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

1	Provide a description of the organization’s direct and indirect political campaign activities in Part IV	
2	Political expenditures	▶ \$ _____
3	Volunteer hours	_____

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

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$ _____
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$ _____
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	☐ Yes ☐ No
4a	Was a correction made?	☐ Yes ☐ No
b	If "Yes," describe in Part IV	

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

1	Enter the amount directly expended by the filing organization for section 527 exempt function activities	▶ \$ _____
2	Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt funtion activities	▶ \$ _____
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b	▶ \$ _____
4	Did the filing organization file Form 1120-POL for this year?	☐ Yes ☐ No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization’s funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV	

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

Part II-A

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

A

Check

☐

if the filing organization belongs to an affiliated group

B

Check

☐

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

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

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B

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

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

Part III-A

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

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

Part III-B

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

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

Part IV

Supplemental Information

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

Identifier	Return Reference	Explanation
Schedule C Disclosures	Part II-B Line 1i	Wheaton Franciscan Healthcare and Franciscan Ministries are part of a controlled group of healthcare and housing organizations that are related through a common parent organization. Certain entities within this controlled group engage in limited lobbying activities that benefit each organization collectively. Wheaton Franciscan Healthcare employs one full-time Vice President of Strategic Planning and Government Relations whose duties include a portion of lobbying activities. These lobbying activities approximate 20% of total annual salary. A benefits factor of 25% is added, and the total is allocated amongst the organizations receiving the benefit of these services. The lobbying activities include such things as preservation of Medicare and Medicaid funding, monitoring federal legislation that may impact the organization, participating in and coordinating visits with elected officials, coordinating advocacy activities in conjunction with relevant trade associations, and providing awareness on specific state-related legislative issues when the need arises (e.g., state hospital assessment legislation in Wisconsin). The portion of direct expenses related to annual employee business travel to Washington DC or other locations, in order to lobby for issues important to healthcare providers and patients, have been included if applicable. Finally, any trade association dues containing a percentage portion allocable to lobbying activities, has been added or estimated, as appropriate. Lobbying expenses incurred by each organization directly, are reflected on their respective IRS Form 990, and can be summarized as follows: Wheaton Franciscan Services, Inc. #36-3262111 \$72,014 Wheaton Franciscan Healthcare - Southeast Wisconsin, Inc. #39-1566865 \$32,020 Wheaton Franciscan, Inc. (formerly Wheaton Franciscan Healthcare - St. Joseph, Inc. and The Wisconsin Heart Hospital, Inc.) #39-0816857 \$10,381 Wheaton Franciscan Healthcare - St. Francis, Inc. #39-0907740 \$7,924 Wheaton Franciscan Healthcare - Elmbrook Memorial, Inc. #39-0853528 \$4,012 Wheaton Franciscan Healthcare - All Saints, Inc. #39-1264986 \$8,234 Wheaton Franciscan Healthcare - Franklin, Inc. #56-2592868 \$1,516 Wheaton Franciscan Home Health and Hospice, Inc. #39-1559428 \$962 Marianjoy, Inc. #36-3483589 \$3,746 Marianjoy Rehabilitation Hospitals and Clinics, Inc. #36-2680776 \$11,814 Wheaton Franciscan Healthcare - Iowa, Inc. #42-1177001 \$3,746 Covenant Medical Center, Inc. #42-1264647 \$27,090 Sartori Hospital, Inc. #42-0758901 \$5,146 Mercy Hospital, Inc. #42-1178403 \$2,400 TOTAL LOBBYING EXPENSES \$191,005

SCHEDULE D

(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
Covenant Foundation Inc

Employer identification number
42-1295784

Part I

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

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

Part II

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

1

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

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

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

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

	Held at the End of the Year
2a	
2b	
2c	
2d	

3

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

4

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

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes☐ No

6

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

7

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

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

☐ Yes☐ No

9

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

Part III

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

1a

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

b

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

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

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

2

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

a

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

b

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

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

- 3

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

☐ Public exhibition

d

☐ Loan or exchange programs

b

☐ Scholarly research

e

☐ Other

c

☐ Preservation for future generations
- 4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV
- 5

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

☐ Yes

☐ No

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

- 1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No
- b

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

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance
- | | |
|----|--------|
| | Amount |
| 1c | |
| 1d | |
| 1e | |
| 1f | |
- 2a

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

☐ Yes

☐ No
- b

If "Yes," explain the arrangement in Part XIV

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

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a Beginning of year balance	4,909,250	4,865,584	5,180,680		
b Contributions	844,121	723,270	922,616		
c Investment earnings or losses	897,051	514,720	-627,379		
d Grants or scholarships					
e Other expenditures for facilities and programs	895,619	1,170,546	591,513		
f Administrative expenses	22,693	23,778	18,820		
g End of year balance	5,732,110	4,909,250	4,865,584		

- 2

Provide the estimated percentage of the year end balance held as
- a

Board designated or quasi-endowment ▶ 49 570 %
- b

Permanent endowment ▶
- c

Term endowment ▶ 50 430 %
- 3a

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

unrelated organizations

(ii)

related organizations
- b

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

- 4

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

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

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

Part XI

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	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
Endowment Funds	Schedule D Part V	Endowment funds are used to purchase fixed assets or fulfill other operating needs of the supported hospital, Covenant Medical Center, Inc

Part II Fundraising Events.

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

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		<u>Golf Classic</u> (event type)	 (event type)	<u>0</u> (total number)	(Add col (a) through col (c))
Revenue	1	Gross receipts	27,825		27,825
	2	Less Charitable contributions	14,662		14,662
	3	Gross income (line 1 minus line 2)	13,163		13,163
Direct Expenses	4	Cash prizes			
	5	Non-cash prizes			
	6	Rent/facility costs	4,324		4,324
	7	Food and beverages	4,270		4,270
	8	Entertainment			
	9	Other direct expenses	1,855		1,855
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			
	11	Net income summary Combine lines 3 and 10 in column (d). ▶			
					2,714

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
------------	-----------------	-------------

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

2010

Open to Public Inspection

Name of the organization
Covenant Foundation Inc

42-1295784

Part I General Information on Grants and Assistance

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

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

[illegible]

- | | | |
|----------|--|---|
| 2 | Enter total number of section 501(c)(3) and government organizations | 1 |
| 3 | Enter total number of other organizations | 0 |

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

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

Part IV

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

Identifier	Return Reference	Explanation
Schedule I Disclosures	Part I Line 2	Wheaton Franciscan Healthcare and Franciscan Ministries maintain files and records to manage the decision-making and award process for organizations that it provides community sponsorship dollars to Decisions are made by a Community Sponsorship Committee with leaders who hold positions in Diversity, Strategic Planning, Mission Services, Marketing and Philanthropy The Committee generally strives to sponsor organizations that have missions that align with the mission, vision and values of Wheaton Franciscan Healthcare and/or Franciscan Ministries The committee also looks for certain other criteria when deciding which organizations will receive contributions, including but not limited to supporting healthcare or housing related activities within the Southeast Wisconsin, Iowa, and Illinois markets, supporting programming that work to further diversity and cultural competency, aligning with other WFH business relationships or service lines, supporting student academic achievement or workforce development initiatives, and finally, supporting environmental "green" initiatives Leaders periodically meet with representatives of sponsored organizations to discuss objectives including how dollars will be spent Currently, confirmation letters are sent to sponsored organizations when award dollars are given, that confirm the dollar amount awarded and the intended purpose, with a request that the recipient acknowledge receipt of the funds in written correspondence Files are maintained in the Organizational Change and Leadership Performance Department to include copies of letters of request, award and denial letters along with acknowledgement receipts from sponsored organizations

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2010

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization Covenant Foundation Inc	Employer identification number 42-1295784
---	--

Part I

Questions Regarding Compensation

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

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use 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) Jack Dusenbery	(i) (ii)	0 371,426	185,400	11,518	44,333	22,947	0 635,624	
(2) Christopher Hyers	(i) (ii)	0 171,433	61,300	3,678	17,481	26,477	0 280,369	
(3) Michele Panicucci	(i) (ii)	0 239,550	128,700	15,592	43,096	19,775	0 446,713	
(4) R Gerald Sarsfield MD	(i) (ii)	0 177,526		1,854	16,321	24,446	0 220,147	
(5) Mark S Shockley MD	(i) (ii)	0 413,835		1,428	17,962	20,780	0 454,005	
(6) Brian Sims DO	(i) (ii)	0 584,366		1,292	18,031	23,003	0 626,692	
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

Part IIISupplemental Information

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

Identifier	Return Reference	Explanation
Schedule J Disclosure	Schedule J Part 1 Line 3	The compensation of the filing organization's CEO and/or the Executive Director is determined at the parent organization level, using the process described in Schedule O related to Part VI Section B Line 15. The parent organization, Wheaton Franciscan Services, Inc. (FEIN 36-3262111) uses a compensation committee, independent compensation consultants, and compensation surveys and studies to determine appropriate levels of compensation that are reflective of fair market value. All compensation is approved by the board and/or compensation committee.

2010

Open to Public
Inspection

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.

Name of the organization
Covenant Foundation Inc

Employer identification number
42-1295784

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
Covenant Foundation Inc

Employer identification number
42-1295784

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

(a) 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) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) KENOSHA SNR PO BOX 667 WHEATON, IL60187 39-1801541	HOUSING	WI	FR SNRS						0			
(2) STARVED ROCK PO BOX 667 WHEATON, IL60187 36-3811835	HOUSING	IL	SRLM INC						0			

Part IV

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

(a) 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
See Additional Data Table							

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

1

During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a

Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to other organization(s)

c

Gift, grant, or capital contribution from other organization(s)

d

Loans or loan guarantees to or for other organization(s)

e

Loans or loan guarantees by other organization(s)

f

Sale of assets to other organization(s)

g

Purchase of assets from other organization(s)

h

Exchange of assets

i

Lease of facilities, equipment, or other assets to other organization(s)

j

Lease of facilities, equipment, or other assets from other organization(s)

k

Performance of services or membership or fundraising solicitations for other organization(s)

l

Performance of services or membership or fundraising solicitations by other organization(s)

m

Sharing of facilities, equipment, mailing lists, or other assets

n

Sharing of paid employees

o

Reimbursement paid to other organization for expenses

p

Reimbursement paid by other organization for expenses

q

Other transfer of cash or property to other organization(s)

r

Other transfer of cash or property from other organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

Yes

Yes

Yes

Yes

No

No

Yes

Yes

Yes

Yes

Yes

Yes

Yes

Yes

Yes

Yes

Yes

2

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

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

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

[illegible]

Part VII **Supplemental Information**

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

Identifier	Return Reference	Explanation
Schedule R Disclosures	Part II	(1) Wheaton Franciscan Healthcare - Elmbrook Memorial Foundation, Inc changed its legal name to Wheaton Franciscan - Elmbrook Memorial Foundation, Inc effective July 1, 2011 (2) On July 1, 2011, Wheaton Franciscan Healthcare - Elmbrook Memorial, Inc (FEIN #39-0853528) was merged into Wheaton Franciscan, Inc (FEIN 39-0816857) As a result of this merger, Wheaton Franciscan, Inc f/k/a Wheaton Franciscan Healthcare - Elmbrook Memorial, Inc (FEIN #39-0853528) ceased to exist and will file its final IRS Form 990 for the fiscal year ending June 30, 2011 (3) Wheaton Franciscan Healthcare - The Wisconsin Heart Hospital, Inc f/k/a St Michael Hospital Community Foundation, Inc (FEIN #39-1220690) was dissolved effective December 21, 2010 and as such, will file its final IRS Form 990 for tax year 2010 (4) Assisi Homes - LaSalle Manor, Inc was formed on July 8, 2010 and was granted tax exempt status on February 14, 2011 retroactive to July 8th (5) Synergon Health System Inc is listed with no direct controlling entity because of the two organizations with an interest, Rush Presbyterian and OSF Services Inc, neither can appoint a majority of the board, therefore neither organization "controls" (6) UHS, Inc is listed without a direct controlling entity because of the two organizations with an interest, KHMC Community Board and OSF Services Inc, neither can appoint a majority of the board, and since KHMC is not an entity (it is a community board), neither body "controls"

Software ID:

Software Version:

EIN: 42-1295784

Name: Covenant Foundation Inc

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
WHEATON FRANCISCAN SERVICES INC 26 W 171 ROOSEVELT RD WHEATON, IL60187 36-3262111	PARENT CORP	IL	501(c)(3)	11 - III-FI	NA		
AFFINITY HEALTH SYSTEM 1570 MIDWAY PLACE MENASHA, WI54942 39-1638765	HOLDING CO	IL	501(c)(3)	11 - I	WFSIMHC		
AUXILIARY OF ST ELIZABETH HOSPITAL INC 1506 SOUTH ONEIDA STREET APPLETON, WI54915 39-6077331	AUXILIARY	WI	501(c)(3)	11 - III-O	ST ELIZ HOSP		
CALUMET MEDICAL CENTER INC 614 MEMORIAL DRIVE CHILTON, WI53014 39-0905385	HOSPITAL	WI	501(c)(3)	3	AFF HLTH SYS		
MERCY MEDICAL CENTER OF OSHKOSH INC 500 SOUTH OAKWOOD ROAD OSHKOSH, WI54904 39-0806268	HOSPITAL	WI	501(c)(3)	3	AFF HLTH SYS		
NETWORK HEALTH SYSTEM INC 1570 MIDWAY PLACE MENASHA, WI54942 39-1127163	MED GROUP	WI	501(c)(3)	3	AFF HLTH SYS		
ST ELIZABETH HOSPITAL COMMUNITY FNDN INC 1506 SOUTH ONEIDA STREET APPLETON, WI54915 39-1256677	FOUNDATION	WI	501(c)(3)	11 - I	AFF HLTH SYS		
ST ELIZABETH HOSPITAL INC 1506 SOUTH ONEIDA STREET APPLETON, WI54915 39-0816818	HOSPITAL	WI	501(c)(3)	3	AFF HLTH SYS		
WFH - SOUTHEAST WISCONSIN INC 400 WEST RIVER WOODS PARKWAY GLENDALE, WI53212 39-1568865	HOLDING CO	IL	501(c)(3)	11 - III-FI	WFSI		
WFH - ALL SAINTS INC 3801 SPRING STREET RACINE, WI53405 39-1264986	HOSPITAL	WI	501(c)(3)	3	WFH-SE WI		
WFH - ALL SAINTS FOUNDATION INC 1320 WISCONSIN AVENUE RACINE, WI53403 39-1570877	FOUNDATION	WI	501(c)(3)	11 - I	WFH-AS INC		
VOLUNTEERS IN PTNRSHIP WITH WFH-AS INC 3801 SPRING STREET RACINE, WI53405 93-0838390	FOUNDATION	WI	501(c)(3)	11 - III-O	WFH-AS INC		

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
WFH - CIRCLE OF LIFE FOUNDATION INC 13950 WEST CAPITOL DRIVE BROOKFIELD, WI53005 56-2426294	FOUNDATION	WI	501(c)(3)	11 - I	WFH-PE		
WHEATON FRAN HOME HEALTH & HOSPICE INC 3070 NORTH 51ST STREET STE 406 MILWAUKEE, WI53210 39-1559428	HOME HLTH	WI	501(c)(3)	3	WFH-SE WI		
WHEATON FRANCISCAN MEDICAL GROUP INC 400 WEST RIVER WOODS PARKWAY GLENDALE, WI53212 39-1791586	MED GROUP	WI	501(c)(3)	3	WFH-SE WI		
WHEATON FRANCISCAN -ELMBROOK FNDN (1) 19333 WEST NORTH AVENUE BROOKFIELD, WI53045 39-2028808	FOUNDATION	WI	501(c)(3)	11 - I	WF INC		
WHEATON FRANCISCAN INC (2) 19333 WEST NORTH AVENUE BROOKFIELD, WI53045 39-0853528	HOSPITAL	WI	501(c)(3)	3	WFH-SE WI		
WHEATON FRANCISCAN LABORATORIES INC 11020 WEST PLANK COURT WAUWATOSA, WI53226 39-1701402	LABORATORY	WI	501(c)(3)	9	WFH-SE WI		
WFH PHARMACY ENT AND FRAN WOODS INC 13950 WEST CAPITOL DRIVE BROOKFIELD, WI53005 39-1613624	PHARMACY	WI	501(c)(3)	9	WFH-SE WI		
WFH - ST FRANCIS INC 3237 SOUTH 16TH STREET MILWAUKEE, WI53215 39-0907740	HOSPITAL	WI	501(c)(3)	3	WFH-SE WI		
WF - ST JOSEPH FOUNDATION INC 5000 WEST CHAMBERS STREET MILWAUKEE, WI53210 39-1636804	FOUNDATION	WI	501(c)(3)	11 - I	WF INC		
WHEATON FRANCISCAN INC 5000 WEST CHAMBERS STREET MILWAUKEE, WI53210 39-0816857	HOSPITAL	WI	501(c)(3)	3	WFH-SE WI		
WFH-THE WISCONSIN HEART HOSPITAL INC (3) 400 WEST RIVER WOODS PARKWAY GLENDALE, WI53212 39-1220690	FOUNDATION	WI	501(c)(3)	11 - I	WFH-SE WI		
WFH-FNDN FOR ST FRANCIS AND FRANKLIN INC 3237 SOUTH 16TH STREET MILWAUKEE, WI53215 32-0135258	FOUNDATION	WI	501(c)(3)	11 - I	WFH-SFH		

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
WFH - TERRACE AT ST FRANCIS INC 3200 SOUTH 20TH STREET MILWAUKEE, WI53215 39-1486775	NURSING HOME	WI	501(c)(3)	9	WFH-SE WI		
WFH - FRANKLIN INC 10101 SOUTH 27TH STREET FRANKLIN, WI53132 56-2592868	HOSPITAL	WI	501(c)(3)	3	WFH-SE WI		
WHEATON WAY CONDO OWNERS ASSCN INC 10101 SOUTH 27TH STREET FRANKLIN, WI53132 30-0659830	CONDO ASSCN	WI	N/A	N/A	WFH-FRKLN		
METRO PHYSICIANS INC 400 WEST RIVER WOODS PARKWAY GLENDALE, WI53212 94-3436893	MED GROUP	WI	501(c)(3)	3	WFMG		
MARIANJOY INC 26 W 171 ROOSEVELT RD WHEATON, IL60187 36-3483589	HOLDING CO	IL	501(c)(3)	11 - III-FI	WFSI		
MARIANJOY FOUNDATION INC 26 W 171 ROOSEVELT RD WHEATON, IL60187 35-2165613	FOUNDATION	IL	501(c)(3)	7	MJ HOSP		
MARIANJOY REHAB CENTER AUXILIARY INC 26 W 171 ROOSEVELT RD WHEATON, IL60187 36-3896976	AUXILIARY	IL	501(c)(3)	11 - I	MJ HOSP		
MARIANJOY REHAB HOSPITAL & CLINICS INC 26 W 171 ROOSEVELT RD WHEATON, IL60187 36-2680776	REHAB HOSPITA	IL	501(c)(3)	3	MARIANJOY		
REHABILITATION MEDICINE CLINIC INC 26 W 171 ROOSEVELT RD WHEATON, IL60187 36-3236791	MEDICAL GRP	IL	501(c)(3)	3	MARIANJOY		
OSF SERVICES INC PO Box 667 WHEATON, IL601870667 39-1471463	HOLDING CO	WI	501(c)(3)	11 - III-FI	WFSI		
CANTICLE MINISTRIES INC PO Box 667 WHEATON, IL601870667 36-4091836	HOUSING/ADVCY	IL	501(c)(3)	7	OSF SVCS INC		
CLARA PFAENDER FUND INC PO Box 667 WHEATON, IL601870667 36-3353311	SPONSORSHIP	IL	501(c)(3)	11 - III-O	OSF SVCS INC		

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
FRANCISCAN SISTERS CHARITABLE FUND OF CO 2626 OSCEOLA STREET DENVER, CO80212 84-0733072	AUXILIARY	CO	501(c)(3)	7	OSF SVCS INC		
RUSH OAK PARK HOSPITAL INC 520 SOUTH MAPLE AVENUE OAK PARK, IL60304 36-2183812	HOSPITAL	IL	501(c)(3)	3	OSF SVCS INC		
SET MINISTRY INC 2977 NORTH 50TH STREET MILWAUKEE, WI53210 39-1618277	SOCIAL WORK	WI	501(c)(3)	9	OSF SVCS INC		
ST CATHERINE'S HOSPITAL INC 9555 76TH STREET PLEASANT PRAIRIE, WI53158 39-0855075	HOSPITAL	WI	501(c)(3)	3	OSF SVCS INC		
SYNERGON HEALTH SYSTEM INC (5) 520 SOUTH MAPLE AVENUE OAK PARK, IL60304 36-3739067	HOSPITAL	IL	501(c)(3)	3	NONE		
UHS INC (6) 6308 EIGHTH AVENUE KENOSHA, WI53143 39-1956749	HOSPITAL	WI	501(c)(3)	3	NONE		
WFH - IOWA INC 3421 WEST NINTH STREET WATERLOO, IA50702 42-1177001	HOLDING CO	IA	501(c)(3)	11 - III-FI	WFSI		
COVENANT MEDICAL CENTER INC 3421 WEST NINTH STREET WATERLOO, IA50702 42-1264647	HOSPITAL	IA	501(c)(3)	3	WFH-IOWA		
MERCY HOSPITAL OF FRANCISCAN SISTERS INC 3421 WEST NINTH STREET WATERLOO, IA50702 42-1178403	HOSPITAL	IA	501(c)(3)	3	WFH-IOWA		
NE IOWA REAL ESTATE INVESTMENTS LTD 3421 WEST NINTH STREET WATERLOO, IA50702 42-1207432	HOLDING CO	IA	501(c)(2)	N/A	WFH-IOWA		
SARTORI HEALTH CARE FOUNDATION INC 3421 WEST NINTH STREET WATERLOO, IA50702 42-1240996	FOUNDATION	IA	501(c)(3)	11 - I	SARTORI HOSP		
SARTORI MEMORIAL HOSPITAL INC 515 COLLEGE STREET CEDAR FALLS, IA50613 42-0758901	HOSPITAL	IA	501(c)(3)	3	WFH-IOWA		

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
FRANCISCAN MINISTRIES INC 26W171 ROOSEVELT ROAD WHEATON, IL601870667 36-3259684	HOLDING CO	IL	501(c)(3)	11 - III-FI	WFSI		
ASSISI HOMES - BATAVIA APARTMENTS INC 1259 EAST WILSON STREET BATAVIA, IL60510 36-3914084	HOUSING	IL	501(c)(3)	9	FMI		
ASSISI HOMES - COLONY PARK INC 550 EAST THORNHILL DRIVE CAROL STREAM, IL60188 36-4039278	HOUSING	IL	501(c)(3)	9	FMI		
ASSISI HOMES - CONSTITUTION HOUSE INC 401 NORTH CONSTITUTION DRIVE AURORA, IL60506 36-4049150	HOUSING	IL	501(c)(3)	9	FMI		
ASSISI HOMES - JEFFERSON COURT INC 415 EAST KNAPP STREET MILWAUKEE, WI53202 39-1771526	HOUSING	WI	501(c)(3)	9	FMI		
ASSISI HOMES - KENOSHA INC 1860 27TH AVENUE KENOSHA, WI53140 39-1814815	HOUSING	WI	501(c)(3)	9	FMI		
ASSISI HOMES - SAXONY INC 1876 22ND AVENUE KENOSHA, WI53140 39-1790498	HOUSING	WI	501(c)(3)	9	FMI		
ASSISI HOMES OF GURNEE INC 3495 WEST GRAND AVENUE GURNEE, IL60031 36-3942336	HOUSING	IL	501(c)(3)	9	FMI		
ASSISI HOMES OF ILLINOIS INC 2126 WEST ROOSEVELT ROAD WHEATON, IL60187 36-3803443	HOUSING	IL	501(c)(3)	9	FMI		
Assisi HOMES OF NEENAH INC 210 BYRD AVENUE NEENAH, WI54946 36-3767250	HOUSING	WI	501(c)(3)	9	FMI		
CANTICLE PLACE INC 26W171 ROOSEVELT ROAD WHEATON, IL601870667 36-3957850	HOUSING	IL	501(c)(3)	9	FMI		
CATHERINE MARIAN HOUSING INC 806 SOUTH WISCONSIN AVENUE RACINE, WI53403 39-1657098	HOUSING	WI	501(c)(3)	9	FMI		

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
CLARE GARDENS INC 2626 OSCEOLA STREET DENVER, CO80212 23-7200039	HOUSING	CO	501(c)(3)	9	FMI		
CLARE OF ASSISI HOMES-WESTMINSTER INC 2451 WEST 82ND PLACE WESTMINSTER, CO80031 74-2740978	HOUSING	CO	501(c)(3)	9	FMI		
DAYSPRING VILLA INC 3777 WEST 26TH AVENUE DENVER, CO80211 36-3933908	HOUSING	CO	501(c)(3)	9	FMI		
FRANCIS HEIGHTS INC 2626 OSCEOLA STREET DENVER, CO80212 84-0626174	HOUSING	CO	501(c)(3)	9	FMI		
FRANCISCAN MINISTRIES COMMUNITY FNDN INC 26W171 ROOSEVELT ROAD WHEATON, IL601870667 36-4456204	FOUNDATION	IL	501(c)(3)	11 - II	FMI		
FRANCISCAN SENIORS KENOSHA INC 1920 27TH AVENUE KENOSHA, WI53140 39-1821568	HOUSING	WI	501(c)(3)	9	FMI		
MARIAN HOUSING CENTER INC 4105 SPRING STREET RACINE, WI53405 39-1515867	HOUSING	WI	501(c)(3)	9	FMI		
MARIAN PARK INC 2126 WEST ROOSEVELT ROAD WHEATON, IL60187 36-2750105	HOUSING	IL	501(c)(3)	9	FMI		
RIDGEWAY PLACE INC 155 EAST RIDGEWAY AVENUE WATERLOO, IA50702 42-1416064	HOUSING	IA	501(c)(3)	9	FMI		
STARVED ROCK-LASALLE MANOR INC 1135 10TH STREET LASALLE, IL61301 36-3796933	HOUSING	IL	501(c)(3)	9	FMI		
VILLA MARIA INC 2461 WEST 82ND PLACE WESTMINSTER, CO80031 84-1347868	HOUSING	CO	501(c)(3)	9	FMI		
VILLA ST CLARE INC 130 BYRD AVENUE NEENAH, WI54946 39-1769395	HOUSING	WI	501(c)(3)	9	FMI		

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
ASSISI HOMES LASALLE MANOR INC (4) 26W171 ROOSEVELT ROAD WHEATON, IL601890795 80-0623447	HOUSING	IL	501(c)(3)	9	FMI		

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

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

Identifier	Return Reference	Explanation
Schedule O Disclosures	Various - See the following references	IRS Form 990 Part VI Section A Line 2 Board members Kathy Lee and Dave Peters have a business relationship at Wells Fargo, where Kathy Lee is employed and Dave Peters serves as a board member. IRS Form 990 Part VI Section A Lines 6-7b Covenant Foundation, Inc. has one member which holds several reserved powers over Covenant Foundation, Inc. These reserved powers include, but are not limited to, the election of members of the governing body and election of officers, approval of certain financial expenditures in accordance with policy, and approval of budgets and strategic plans, these approvals are based on recommendations from the governing body. IRS Form 990 Part VI Section B Line 10 Wheaton Franciscan Healthcare and Franciscan Ministries are part of a controlled group of health care and housing providers, controlled under a common parent organization Wheaton Franciscan Services, Inc. Some of these organizations are exempt through the Catholic Group Ruling and other organizations have a stand-alone exemption (IRS determination) letter. As such, these related affiliates have certain policies and procedures that were adopted at the parent level, but are applicable to the entire controlled group of organizations. All policy and procedure matters are handled in a manner to ensure that all activities are consistent with the organization's overall exempt purposes. Please see Schedule R for a full listing of all related affiliate organizations. IRS Form 990 Part VI Section B Line 11 Affiliates of Wheaton Franciscan Healthcare use a multiple-level review process on all Federal and State information and tax returns to ensure accurate and timely filing for all organizations. Under the direction of the Tax Manager, the Accounting Department prepares Forms 990, 990-T, and associated state filings. When complete, the return is first reviewed by the Controller, who focuses on the income statement and balance sheet items, and all schedules where transactions of this type might be reported. If discrepancies are found, the item will be corrected prior to the next step in the review process. Once cleared through Accounting, the return is provided to the Tax Department, where the Tax Manager and Vice President of Treasury and Risk Management focus their review on consistency of reporting between all returns, accuracy of tax-related information, and explanation and understanding of any outliers. Again, any problems or questions are investigated and corrected. Depending on the level of complexity of the year in question, as well as the individual issues specific to that filing, certain returns may be selected for outside review by a public accounting firm. This decision will vary from year to year based on many factors, and sometimes outside review is not utilized at all. Also, certain schedules, such as Schedule K, Schedule H, and Schedule J, may be selected for review by outside bond counsel, a community benefit associate, and/or the compensation committee respectfully and as needed. This decision will vary from year to year, again based on many factors. The Accounting Department, upon completion of all levels of review, will schedule an appointment with the Senior Vice President and CFO, who will perform a review prior to signing the return. Once signed, the return is cleared to provide to members of the Board of Directors. The parent organization, Wheaton Franciscan Services, Inc. has designated that the Audit Committee review the parent return in certain years. This is a cursory review, where the 990 is explained at a high level by management representatives, and any questions or concerns that the board has can be addressed. At a later date and prior to e-filing, the full board is provided access to all 990's and 990-T's throughout the system via an online portal. A similar process exists at the regional holding company levels - a 990 is selected for review in certain years by the Finance and Operations Committee. Similarly, the 990 (and accompanying 990-T if any) is explained at a high level, and board questions or concerns are addressed. Members of the full board are provided access to all 990's and 990-T's within that region prior to e-filing via an online portal. IRS Form 990 Part VI Section B Line 12 As part of an annual process, conflict of interest questions are sent out to all Officers, Directors, and other individuals in key positions using software designed to capture this information. The responses are analyzed in order to determine information on potential conflicts, as well as information on business and family relationships for purposes of answering certain questions on IRS Form 990. Responses to these questions are reviewed by the Vice President of Compliance and the Manager of Tax Compliance, and follow-up action, if any, are documented within the software. After an approximate 3 and again at 6 weeks, names of all non-responders are compiled, and these individuals receive either an email or letter reminding

Identifier	Return Reference	Explanation
Schedule O Disclosures	Various - See the following references	them to complete the information Responses to questions continue to be reviewed and documented throughout this time period Approximately 1 month prior to the filing deadline of IRS Form 990, responses to date are compiled Any response requiring disclosure is entered into the information return Also at this date, the remaining non responder names are determined, and a letter, along with the actual Conflict of Interest Policy, is sent to the Chairperson of each board The letter outlines the current non responders, as well as any Officer or Board member that has disclosed a financial interest that might pose a potential conflict of interest Depending upon the nature of the financial interest and work done by the board, several actions may be considered - the board member with a financial interest would need to voluntarily excuse him or herself from the deliberations and/or voting on such a matter, or, if necessary, the board would determine that the subject's financial interest was an actual conflict of interest, in which case the board member would be informed by the board Chairperson that he or she would not be allowed to vote in any such matters due to this real or perceived conflict of interest Minutes of the board meeting would document this decision process, and reflect whatever action(s) are ultimately taken The board chairperson is also required to discuss with non responders the repercussions of not responding after two attempts, and require the board member to complete the annual conflict of interest disclosure questions before being allowed to continue in any board matters If the board member refuses, the Chairperson has the authority to determine the appropriate action, including, but not limited to prohibiting them from participating in deliberations, preventing them from voting, and/or removing them as a board member IRS Form 990 Part VI Section B Line 15 The compensation of the CEO of Wheaton Franciscan Services Inc (WFSI) and other officers and key employees of the filing organization is reviewed and approved on an annual basis by the Executive Committee of the WFSI Board of Directors, an independent board, acting in a manner consistent with its conflicts of interest policy The board's decision is informed by an opinion on market comparable compensation data provided to the board by an independent compensation expert The organization maintains contemporaneous documentation of the substantiation of the deliberation and decision by the board Compensation for the organization's President and other officers and key management employees, is reviewed and approved, as part of the Wheaton Franciscan Services, Inc Executive Compensation Plan, on an annual basis by the Executive Committee of the Wheaton Franciscan Services, Inc Board of Directors (the "Executive Committee of the WFSI Board"), an independent board, acting in a manner consistent with its conflicts of interest policy The Executive Committee of the WFSI Board's decision is informed by an opinion on market comparable compensation data provided to the board committee by an independent compensation expert The Executive Committee of the WFSI Board maintains contemporaneous documentation of the substantiation of the deliberation and decisions it makes For those officers and key employees that are paid for their services other than pursuant to the WFSI Executive Compensation Plan, the compensation terms are approved by the President of Covenant Medical Center, Inc and Wheaton Franciscan Services - Iowa, Inc In such case, decisions are made in accordance with the organization's conflict of interest requirements Also, in such case, the compensation paid pursuant to a contract is determined with reference to market comparable information Organizational policy requires that contemporaneous documentation of the same be maintained

Identifier	Return Reference	Explanation
Schedule O Disclosures Continued	Various - See the following references	IRS Form 990 Part VI Section C Line 19 Affiliates of Wheaton Franciscan Healthcare and Franciscan Ministries provide upon request certain documents including our financial statements, conflict of interest policy, and governing documents that support our tax exempt status, including, but not limited to, articles of incorporation and bylaws. Requests for information are considered on a case-by-case basis, and this process is outlined in our Public Disclosure Policy. As part of the requirements for tax exempt bond financing, the consolidated financial statements of Wheaton Franciscan Services, Inc. (#36-3262111), the parent corporation of Wheaton Franciscan Healthcare and Franciscan Ministries affiliates are required to be provided each quarter to the Municipal Securities Rule Making Board (MSRB). The vehicle used to accomplish this is through an external website (http://emma.msrb.org/) referred to as "EMMA" (Electronic Municipal Market Access System). The financial statements are uploaded each quarter to the website, and along with other information provided at the bond's inception, are available for viewing by the general public. IRS Form 990 Part VII Column B Wheaton Franciscan Healthcare and Franciscan Ministries are a controlled group of related healthcare and housing organizations. As such, many employees who are at the Vice President level or above, or who are Officers and/or Directors of organizations where Wheaton has common boards and other overlaps, spend significant time devoted to tasks not only for the filing organization, but also for related organizations. While there is no official time study tracking that is done, it is estimated that for each employee, tasks devoted to related organizations could approximate up to 80% of total hours. IRS Form 990 Part XI Line 5 These transactions, which flow through equity, relate to unrealized gains and losses on investments carried at market value. DISCLOSURE STATEMENT RELATED TO FORMS 5471 INFO RETURN OF U.S. PERSONS WITH RESPECT TO CERTAIN FOREIGN CORPORATIONS FILED ON BEHALF OF THE TAXPAYER UNDER THE CONSTRUCTIVE OWNERSHIP RULES OF IRC SECTIONS 958(A) AND (B), THE TAXPAYER IS REQUIRED TO FILE FORMS 5471, INFORMATION RETURN OF U.S. PERSONS WITH RESPECT TO CERTAIN FOREIGN CORPORATIONS, AS A CATEGORY 5 FILER WITH RESPECT TO CERTAIN CONTROLLED FOREIGN CORPORATIONS (CFCS). THESE FILING REQUIREMENTS ARE OR WILL BE SATISFIED THROUGH THE FILING OF FORMS 5471 FOR THESE CFCS BY OTHER U.S. TAXPAYERS IDENTIFIED BELOW WHO HAVE THE SAME FILING REQUIREMENT. TAXPAYER NAME: WHEATON FRANCISCAN SERVICES, INC. ADDRESS: 26 W171 ROOSEVELT ROAD, WHEATON, IL 60187 ID NUMBER OF U.S. TAX RETURN WITH WHICH FORM 5471 WAS FILED: 36-3262111 IRS SERVICE CENTER WHERE U.S. TAX RETURN WAS OR WILL BE FILED: E-FILED