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Return of Organization Exempt From Income Tax

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

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

OMB No. 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning

and ending

B Check if applicable

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☒ Amended return
☐ Application pending

C Name of organization

COVENANT HEALTH SYSTEMS INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

100 AMES POND DRIVE

Room/suite

102

City or town, state or country, and ZIP + 4

TEWKSBURY, MA 01876

F Name and address of principal officer: JOHN AHLE

SAME AS C ABOVE

D Employer identification number

22-2484505

E Telephone number

978-654-6363

G Gross receipts \$ 9,180,005.

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

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

H(c) Group exemption number ▶

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

J Website: ▶ COVENANTHS.ORG

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

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

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: COVENANT HEALTH SYSTEMS IS A CATHOLIC HEALTH CARE SYSTEM SPONSORING HOSPITALS, NURSING HOMES,		
	2	Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	14
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	13
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	31
	6	Total number of volunteers (estimate if necessary)	6	0
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	348,492.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	347,492.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	7,484,454.	8,863,977.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c-10c, and 11e)	867,201.	268,580.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	49,026.	47,448.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	8,400,681.	9,180,005.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	8,141,689.	22,745.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	5,620,464.	6,638,084.
	16b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.	0.	0.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	3,119,420.	2,211,855.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	16,881,573.	8,872,684.
Net Assets or Fund Balances	19	Revenue less expenses Subtract line 18 from line 12	-8,480,892.	307,321.
	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	102,678,972.	95,239,972.
	22	Net assets or fund balances Subtract line 21 from line 20	68,788,404.	54,894,014.
			33,890,568.	40,345,958.

Part II Signature Block

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

Signature of officer: *John Ahle* Date: 10/15/13
JOHN AHLE, CHIEF FINANCIAL OFFICER
Type or print name and title

Print/Type preparer's name: WILLIAM G. STEELE JR., CP Preparer's signature: *William Steele Jr* Date: 10/13/13
Firm's name: WILLIAM STEELE & ASSOCIATES, P.C. Firm's EIN: 02-0383073
Firm's address: 40 STARK STREET MANCHESTER, NH 03101 Phone no: (603) 622-8881

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

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Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐**1** Briefly describe the organization's mission:

COVENANT HEALTH SYSTEMS IS AN INNOVATIVE CATHOLIC HEALTH ORGANIZATION
COMMITTED TO ADVANCING THE HEALING MINISTRY OF JESUS.

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

If "Yes," describe these new services on Schedule O.

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

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured 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 \$ 8,872,684. including grants of \$ 22,745.) (Revenue \$ 8,831,513.)
SPONSORING AND OPERATING A CATHOLIC HEALTH CARE SYSTEM CONSISTING OF
HOSPITALS, NURSING HOMES, ASSISTED LIVING RESIDENCES AND OTHER HEALTH
AND ELDER SERVICES, AND FURTHERING THE DELIVERY OF HEALTH AND HUMAN
SERVICES CONSISTENT WITH THE TEACHINGS AND LAW OF THE ROMAN CATHOLIC
CHURCH.

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

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

4d Other program services (Describe in Schedule O.)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses **8,872,684.**

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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		X
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>		X
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>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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Part IV Checklist of Required Schedules (continued)

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

Note. All Form 990 filers are required to complete Schedule O

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck 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	19		
1b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	31		
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)		X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?		X	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		X	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X	
b If "Yes," enter the name of the foreign country CAYMAN ISLANDS 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?			X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?			X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?			X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?			
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			X
d If "Yes," indicate the number of Forms 8282 filed during the year			
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			
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?			
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?			
b Did the organization make a distribution to a donor, donor advisor, or related person?			
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12			
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders			
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year			
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.			
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			
c Enter the amount of reserves on hand			
14a Did the organization receive any payments for indoor tanning services during the tax year?			X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O			

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

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

☒**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 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	14	
b Enter the number of voting members included in line 1a, above, who are independent	13	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	X	
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	X	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made 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 made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **▶**
JOHN ALHE, CHIEF FINANCIAL OFFICER - 9786546363
100 AMES POND DRIVE, TEWKSBURY, MA 01876

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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) DAVID LINCOLN CEO, PRESIDENT & DIRECTOR	40.00	X		X				977,671.	0.	291,266.
(2) H. WILLIAM ADAMS, III DIRECTOR	2.00	X						0.	0.	0.
(3) JOYCE L. AREL DIRECTOR, CHAIR	3.00	X		X				0.	0.	0.
(4) PATRICA A. CAHILL DIRECTOR	2.00	X						0.	0.	0.
(5) EDWIN CLIFT DIRECTOR	2.00	X						0.	0.	0.
(6) JOHN A. ISAACSON DIRECTOR, VICE CHAIR	2.00	X		X				0.	0.	0.
(7) SR. JUNE KETTERER, SGM DIRECTOR	2.00	X						0.	0.	0.
(8) CATHERINE LOEFFLER DIRECTOR	2.00	X						0.	0.	0.
(9) THOMAS L. KELLY DIRECTOR	2.00	X						0.	0.	0.
(10) LOUISE TROTTIER DIRECTOR	2.00	X						0.	0.	0.
(11) JAMES F. LOFTUS, IV DIRECTOR	2.00	X						0.	0.	0.
(12) JOHN M. PALLONE DIRECTOR	2.00	X						0.	0.	0.
(13) RICHARD J. STATUTO DIRECTOR	2.00	X						0.	0.	0.
(14) JOHN D. OLIVERIO DIRECTOR	2.00	X						0.	0.	0.
(15) JOHN AHLE TREASURER & CFO	40.00			X				357,922.	0.	165,006.
(16) SUSAN MCDONOUGH VP OF STRATEGY	40.00				X			390,474.	0.	133,514.
(17) KENNETH FERRON VP OF ADMINISTRATION	40.00				X			285,362.	0.	191,638.

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 (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
(18) THOMAS LUCAS VP - FINANCE (RETIRED 3/12)	40.00				X			237,080.	0.	120,311.
(19) DAVID FRASER VP - HUMAN RESOURCES	40.00				X			208,109.	0.	86,654.
(20) MARY SCHAEFER DIRECTOR RISK MANAGEMENT	40.00					X		137,317.	0.	29,949.
(21) NANCY MULVIHILL VP - CORPORATE COMM.	40.00					X		143,355.	0.	80,400.
(22) ARNOLD GOLDIE REGIONAL CONTROLLER	40.00					X		124,333.	0.	28,623.
(23) JOHN GAVIN DIVISION CONTROLLER	40.00					X		153,348.	0.	6,439.
(24) JOSEPH O'CONNELL CORPORATE CONTROLLER	40.00					X		146,078.	0.	7,102.
1b Sub-total								3,161,049.	0.	1,140,902.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								3,161,049.	0.	1,140,902.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **11**

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
ECLIPSYS CORPORATION THREE RAVINIA DRIVE, ATLANTA, GA 30346	ACCOUNTING SOFTWARE	864,385.
CATHOLIC HEALTHCARE AUDIT NETWORK, 231 SOUTH BMISTON AVENUE, STE 300, CLAYTON, MO	INTERNAL AUDIT	598,347.
CONGREGATION OF ST. BRIGID 37 CEDARWOOD AVENUE, WALTHAM, MA 02453	RELIGIOUS	258,864.
ARCHSTONE LAW GROUP, 245 WINTER STREET, STE 400, WALTHAM, MA 02451-8709	LEGAL	196,404.
SG2 5200 OLD ORCHARD ROAD, SKOKIE, IL 60077	ORGANIZATIONAL DEVELOPMENT	100,550.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **20**

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f					
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f						
Program Service Revenue	2 a MEMBERSHIP AND OTHER F	Business Code	900099	8515485.	8515485.		
	b K-1 ORDINARY INCOME		561000	348,492.		348,492.	
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			8863977.			
	3 Investment income (including dividends, interest, and other similar amounts)			268,580.	268,580.		
4 Income from investment of tax-exempt bond proceeds							
5 Royalties							
Other Revenue	6 a Gross rents	(i) Real	(ii) Personal				
	b Less rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	b Less cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)						
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18						
	b Less: direct expenses						
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities. See Part IV, line 19						
	b Less direct expenses						
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances						
	b Less cost of goods sold						
	c Net income or (loss) from sales of inventory						
	Miscellaneous Revenue		Business Code				
	11 a CHANGE - CSV INSURANCE		900099	47,448.	47,448.		
	b						
c							
d All other revenue							
e Total. Add lines 11a-11d			47,448.				
12 Total revenue. See instructions			9180005.	8831513.	348,492.	0.	

Part IX Statement of Functional Expenses

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

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

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 United States. See Part IV, line 21	22,745.	22,745.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	3,276,438.	3,276,438.		
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	2,524,349.	2,524,349.		
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	178,467.	178,467.		
9 Other employee benefits	419,171.	419,171.		
10 Payroll taxes	239,659.	239,659.		
11 Fees for services (non-employees):				
a Management				
b Legal	143,017.	143,017.		
c Accounting	111,139.	111,139.		
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion	54,677.	54,677.		
13 Office expenses	30,490.	30,490.		
14 Information technology				
15 Royalties				
16 Occupancy	282,922.	282,922.		
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	305,987.	305,987.		
20 Interest	770,245.	770,245.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	-305,697.	-305,697.		
23 Insurance	13,029.	13,029.		
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a PURCHASED SERVICES	592,279.	592,279.		
b RECRUITING COSTS	78,187.	78,187.		
c LICENSES & TAXES	41,151.	41,151.		
d EDUCATION & TRAINING	22,872.	22,872.		
e All other expenses	71,557.	71,557.		
25 Total functional expenses. Add lines 1 through 24e	8,872,684.	8,872,684.	0.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Check here ☐ if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	2,396,316.	1	1,447,034.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	544,981.	4	588,139.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	157,264.	9	244,881.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 819,477.		
	b Less: accumulated depreciation	10b 680,670.	10c	138,807.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11	37,688,431.	12	44,935,977.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	61,742,317.	15	47,885,134.
16 Total assets. Add lines 1 through 15 (must equal line 34)	102,678,972.	16	95,239,972.	
Liabilities	17 Accounts payable and accrued expenses	2,073,696.	17	3,199,443.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities	30,829,781.	20	30,658,698.
	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 (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	35,884,927.	25	21,035,873.
	26 Total liabilities. Add lines 17 through 25	68,788,404.	26	54,894,014.
	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		33,390,297.	27	39,836,447.
28 Temporarily restricted net assets		500,271.	28	509,511.
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		33,890,568.	33	40,345,958.
34 Total liabilities and net assets/fund balances		102,678,972.	34	95,239,972.

Form 990 (2011)

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	9,180,005.
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,872,684.
3	Revenue less expenses. Subtract line 2 from line 1	3	307,321.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	33,890,568.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	6,148,069.
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	40,345,958.

Part XII Financial Statements and Reporting

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

☐1 Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:

☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

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

Form 990 (2011)

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2011. 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 - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐		
17a 10% -facts-and-circumstances test - 2011. 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 - 2010. 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 ► ☐		

Schedule A (Form 990 or 990-EZ) 2011

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	5,718.	503,000.	7,000.			515,718.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	7,870,857.	7,661,167.	8,003,118.	7,484,454.	8,515,485.	39,535,081.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	7,876,575.	8,164,167.	8,010,118.	7,484,454.	8,515,485.	40,050,799.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
c Add lines 7a and 7b						0.
8 Public support. (Subtract line 7c from line 6)						40,050,799.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	7,876,575.	8,164,167.	8,010,118.	7,484,454.	8,515,485.	40,050,799.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	995,673.	853,500.	977,662.	843,626.	268,580.	3,939,041.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	995,673.	853,500.	977,662.	843,626.	268,580.	3,939,041.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	-3,817.	-65,618.	37,473.	72,601.	47,448.	88,087.
13 Total support. (Add lines 9, 10c, 11, and 12)	8,868,431.	8,952,049.	9,025,253.	8,400,681.	8,831,513.	44,077,927.

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 2011 (line 8, column (f) divided by line 13, column (f))	15	90.86 %
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	83.73 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	8.94 %
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	9.60 %

19a 33 1/3% support tests - 2011. 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 - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

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

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011Open to Public
Inspection

Name of the organization

COVENANT HEALTH SYSTEMS INC

Employer identification number

22-2484505

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

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

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

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

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

(check all that apply):

a ☐ Public exhibitiond ☐ Loan or exchange programsb ☐ Scholarly researche ☐ 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	500,271.	465,881.	396,185.		
b Contributions				500,000.	
c Net investment earnings, gains, and losses	9,240.	34,390.	69,696.	-103,815.	
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	509,511.	500,271.	465,881.	396,185.	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ _____ %

b Permanent endowment ▶ _____ %

c Temporarily restricted endowment ▶ 100.00 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

(i) unrelated organizations

(ii) related organizations

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		19,019.	3,673.	15,346.
d Equipment		800,458.	676,997.	123,461.
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c))

138,807.

Schedule D (Form 990) 2011

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) BOARD DESIGNATED		
(B) INVESTMENTS	44,935,977.	END-OF-YEAR MARKET VALUE
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	44,935,977.	

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

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

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

(a) Description	(b) Book value
(1) FUNDS HELD BY TRUSTEE	5,429,044.
(2) NOTES RECEIVABLE AND OTHER ASSETS	1,099,015.
(3) DUE FROM AFFILIATES	30,665,785.
(4) GAAP ACQUISITION ADJUSTMENT	10,691,290.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	47,885,134.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO AFFILIATES	16,372,328.
(3) OTHER VARIOUS LIABILITIES	4,663,545.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	21,035,873.

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	9,180,005.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	8,872,684.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	307,321.
4	Net unrealized gains (losses) on investments	4	6,139,169.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	8,900.
9	Total adjustments (net). Add lines 4 through 8	9	6,148,069.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	6,455,390.

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	8,515,485.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	8,515,485.
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	664,520.
c	Add lines 4a and 4b	4c	664,520.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	9,180,005.

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

1	Total expenses and losses per audited financial statements	1	8,825,236.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	8,825,236.
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	47,448.
c	Add lines 4a and 4b	4c	47,448.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	8,872,684.

Part XIV Supplemental Information

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

PART V, LINE 4: FUNDS TO BE USED TO ASSIST THE NEEDY THROUGH EDUCATION

AND/OR PROJECTS FOR THE POOR AS DETERMINED BY THE VICE PRESIDENT OF

MISSION AND APPROVED BY THE PRESIDENT OF COVENANT HEALTH SYSTEMS.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

INTERCOMPANY TRANSFERS: -344.

INVESTMENT GAINS TEMPORARILY RESTRICTED NET ASSETS: 9,240.

ROUNDING 4.

Part XIV Supplemental Information (continued)

TOTAL TO SCHEDULE D, PART XI, LINE 8 8,900.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

CASH SURRENDER VALUE 47,448.

INVESTMENT INCOME CLASSIFIED AS NON OPERATING 268,580.

K-1 ORDINARY INCOME 348,492.

TOTAL TO SCHEDULE D, PART XII, LINE 4B 664,520.

PART XIII, LINE 4B - OTHER ADJUSTMENTS:

CASH SURRENDER VALUE 47,448.

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

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

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

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

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

► Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

COVENANT HEALTH SYSTEMS INC

Employer identification number

22-2484505

Part I Questions Regarding Compensation

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

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

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

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

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

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

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

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

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

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

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

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

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

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

Yes No

1b X

2 X

4a X

4b X

4c X

5a X

5b X

6a X

6b X

7 X

8 X

9

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

Schedule J (Form 990) 2011

Part I 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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(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 as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 DAVID LINCOLN	(i)	658,829.	291,940.	26,902.	251,138.	40,128.	1,268,937.
	(ii)	0.	0.	0.	0.	0.	0.
2 JOHN AHLE	(i)	334,045.	0.	23,877.	132,988.	32,018.	522,928.
	(ii)	0.	0.	0.	0.	0.	0.
3 SUSAN MCDONOUGH	(i)	270,761.	97,706.	22,007.	104,886.	28,628.	523,988.
	(ii)	0.	0.	0.	0.	0.	0.
4 KENNETH FERRON	(i)	258,208.	0.	27,154.	166,434.	25,204.	477,000.
	(ii)	0.	0.	0.	0.	0.	0.
5 THOMAS LUCAS	(i)	195,095.	0.	41,985.	88,542.	31,769.	357,391.
	(ii)	0.	0.	0.	0.	0.	0.
6 DAVID FRASER	(i)	184,202.	0.	23,907.	75,833.	10,821.	294,763.
	(ii)	0.	0.	0.	0.	0.	0.
7 MARY SCHAEFER	(i)	135,487.	0.	1,830.	4,212.	25,737.	167,266.
	(ii)	0.	0.	0.	0.	0.	0.
8 NANCY MULVIHILL	(i)	133,766.	0.	9,589.	53,115.	27,285.	223,755.
	(ii)	0.	0.	0.	0.	0.	0.
9 ARNOLD GOLDIE	(i)	121,602.	0.	2,731.	2,595.	26,028.	152,956.
	(ii)	0.	0.	0.	0.	0.	0.
10 JOHN GAVIN	(i)	130,347.	0.	23,001.	5,891.	548.	159,787.
	(ii)	0.	0.	0.	0.	0.	0.
11 JOSEPH O'CONNELL	(i)	129,142.	0.	16,936.	5,826.	1,276.	153,180.
	(ii)	0.	0.	0.	0.	0.	0.
12	(i)						
13	(i)						
14	(i)						
15	(i)						
16	(i)						

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 1A: \$9,763 OF COMPANION TRAVEL COSTS WAS PROVIDED FOR SOME BUSINESS TRIPS DURING 2011.

PART I, LINE 4B: THE ORGANIZATION MAINTAINS A SUPPLEMENTAL EXECUTIVE RETIREMENT PROGRAM FOR CERTAIN EXECUTIVES UNDER WHICH THE ORGANIZATION MAKES A CONTRIBUTION TO A GRANTOR TRUST FOR THE BENEFIT OF THE EXECUTIVE THAT IS INTENDED TO PROVIDE A SPECIFIED LEVEL OF RETIREMENT BENEFITS AT RETIREMENT AGE COMMENSURATE WITH RETIREMENT BENEFITS PROVIDED TO EXECUTIVES IN COMPARABLE POSITIONS BY SIMILARLY SITUATED ORGANIZATIONS. AMOUNTS CONTRIBUTED TO THE GRANTOR TRUST ARE HELD FOR THE BENEFIT OF THE EXECUTIVE UNTIL HE OR SHE REACHES AGE 60, AT WHICH TIME THEY ARE RELEASED TO THE EXECUTIVE. THE FULL AMOUNT PAID INTO THE GRANTOR TRUST IS TAXABLE TO THE EXECUTIVE WHEN SO PAID, AND IS INCLUDED IN THE EXECUTIVE'S REPORTED COMPENSATION. CONTRIBUTIONS MADE DURING 2011 ARE AS FOLLOWS: \$291,940 WAS CONTRIBUTED TO THE GRANTOR TRUST FOR THE BENEFIT OF DAVID LINCOLN; AND \$97,706 WAS CONTRIBUTED TO THE GRANTOR TRUST FOR THE BENEFIT OF SUSAN MCDONOUGH. AMOUNTS INCLUDED IN B(II) OF SCHEDULE J FOR HIGHEST COMPENSATED EMPLOYEES.

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information

PART I, LINE 6: THE ORGANIZATION MAINTAINS AN INCENTIVE COMPENSATION PLAN FOR EXECUTIVES THAT IS ADMINISTERED BY THE ORGANIZATION'S COMPENSATION COMMITTEE. THE PLAN PROVIDES EXECUTIVES WITH THE OPPORTUNITY TO EARN REASONABLE INCENTIVE COMPENSATION BASED ON THE PERFORMANCE OF THE ORGANIZATION AND THE PERFORMANCE OF THE INDIVIDUAL EXECUTIVE, AS MEASURED AGAINST GOALS THAT ARE SET AT THE BEGINNING OF THE YEAR. THE ENTITLEMENT TO AWARDS FOR A PARTICULAR YEAR IS NOT DETERMINED UNTIL EARLY THE FOLLOWING YEAR. THE ORGANIZATION PAID NO INCENTIVE COMPENSATION AWARDS IN 2011 BASED ON PERFORMANCE DURING 2010. DURING 2011 \$721,953 WAS ACCRUED AS DEFERRED INCENTIVE COMPENSATION UNDER THIS PLAN. AMOUNT ARE INCLUDED IN (B)(II) OF SCHEDULE J FOR HIGHEST COMPENSATED EMPLOYEES.

**SCHEDULE K
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

COVENANT HEALTH SYSTEMS INC

Employer identification number
22-2484505

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

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

Part II Proceeds

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Amount of bonds retired								
2 Amount of bonds legally defeased								
3 Total proceeds of issue								
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds								
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds								
11 Other spent proceeds								
12 Other unspent proceeds								
13 Year of substantial completion								
	Yes	No	Yes	No	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X			X				
15 Were the bonds issued as part of an advance refunding issue?	X		X					
16 Has the final allocation of proceeds been made?	X		X					
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X					

Part III Private Business Use

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

Part III Private Business Use (Continued)

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

Part IV Arbitrage

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

Part V Procedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations

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

SEE PART VI SUPPLEMENTAL EXPLANATION SHEET

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

SCHEDULE K, PART I, BOND ISSUES:

(A) ISSUER NAME: MA HEALTH & EDUCATION AUTHORITY

(F) DESCRIPTION OF PURPOSE:

CAPITAL EQUIPMENT & PROJECTS PLUS REFUNDING PRIOR ISSUES

(A) ISSUER NAME: MA HEALTH & EDUCATION AUTHORITY

(F) DESCRIPTION OF PURPOSE:

YOUVILLE PLACE ACQUISITION & REFUNDING PRIOR ISSUES

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

COVENANT HEALTH SYSTEMS INC

Employer identification number
22-2484505

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

ASSISTED LIVING RESIDENCES AND OTHER HEALTH AND ELDER SERVICES

THROUGHOUT NEW ENGLAND. WE ARE COMMITTED TO THE HEALTH OF THE

INDIVIDUALS AND COMMUNITIES WE SERVE, AND STRIVE TO OFFER A CONTINUUM

OF HIGH QUALITY CARE. PLEASE SEE OUR WEBSITE FOR THE 2011 COVENANT

HEALTH SYSTEMS CORPORATE REPORT.

FORM 990, PART VI, SECTION A, LINE 7A: THE DIRECTORS OF THE ORGANIZATION

ARE ELECTED BY THE MEMBERS OF COVENANT HEALTH SYSTEMS, A PUBLIC JURIDIC

PERSON OF PONTIFICAL RIGHT UNDER THE LAWS OF THE ROMAN CATHOLIC CHURCH (THE

"CHS PUBLIC JURIDIC PERSON").

FORM 990, PART VI, SECTION A, LINE 7B: ANY CHANGE IN THE WRITTEN

STATEMENTS OF PHILOSOPHY OR MISSION OF THE ORGANIZATION MUST BE APPROVED BY

THE CHS PUBLIC JURIDIC PERSON BEFORE SUCH CHANGE BECOMES EFFECTIVE.

FORM 990, PART VI, SECTION B, LINE 11: THE 990 RETURN IS PRESENTED TO THE

BOARD OF DIRECTORS. THEY REVIEW IT PRIOR TO SUBMISSION.

FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATION HAS A FULL-TIME

DESIGNATED ORGANIZATIONAL INTEGRITY OFFICER THAT MONITORS OPERATIONS TO

DETECT AND/OR RESOLVE CONFLICT OF INTEREST ISSUES.

FORM 990, PART VI, SECTION B, LINE 15: EVERY TWO TO THREE YEARS THE

COMPENSATION COMMITTEE OF THE COVENANT HEALTH SYSTEMS BOARD OF DIRECTORS

ENGAGES AN EXTERNAL CONSULTANT TO PROVIDE COMPETITIVE MARKET DATA FROM

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

Schedule O (Form 990 or 990-EZ) (2011)

132211
01-23-12

Name of the organization

COVENANT HEALTH SYSTEMS INC

Employer identification number

22-2484505

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

THE SPECIFIC OBJECTIVES OF THIS ANALYSIS ARE TO:

- ASSESS THE COMPETITIVENESS OF THE CURRENT TOTAL CASH COMPENSATION LEVEL FOR THE SENIOR LEADERSHIP TEAM.
- DEVELOP MARKET BASED COMPETITIVE SALARY RANGES FOR ALL EXECUTIVE POSITIONS.
- ENSURE THAT THE ANNUAL INCENTIVE OPPORTUNITIES, IF THERE ARE ANY, ARE COMPETITIVE AND REASONABLE.

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

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

NET UNREALIZED GAINS ON INVESTMENTS:	6,139,169.
INTERCOMPANY TRANSFERS:	-344.
INVESTMENT GAINS TEMPORARILY RESTRICTED NET ASSETS:	9,240.
ROUNDING	4.
TOTAL TO FORM 990, PART XI, LINE 5	6,148,069.

FORM 990

AMENDED RETURN

THE ATTACHED INTERNAL REVENUE SERVICE (IRS) FORM 990 (THE RETURN) HAS BEEN AMENDED TO MORE ACCURATELY REFLECT THE FEDERAL TAX TREATMENT OF TRANSACTIONS INVOLVING COVENANT HEALTH SYSTEMS, INC. (THE FILER), AND ITS WHOLLY-OWNED FOREIGN SUBSIDIARY.

Name of the organization

COVENANT HEALTH SYSTEMS INC

Employer identification number

22-2484505

THE RETURN HAS BEEN AMENDED FOR THE FOLLOWING REASONS:

1. TO AMEND THE ORIGINALLY FILED IRS FORM 5471 AS FOLLOWS:

A. THE PRINCIPAL BUSINESS ACTIVITY CODE WAS CHANGED TO 525990 AND THE DESCRIPTION OF THE BUSINESS ACTIVITY WAS CHANGED TO "OTHER FINANCIAL."

B. SCHEDULE D WAS REVISED TO LIST THE CONSTRUCTIVE OWNERS REQUIRED TO FILE THE SAME INFORMATION.

C. SCHEDULE H WAS REVISED TO RECONCILE CURRENT YEAR NET INCOME PER BOOKS TO CURRENT YEAR EARNINGS AND PROFITS (E&P) FROM A FEDERAL TAX PERSPECTIVE. FOR EXAMPLE, LINES 3 AND 4 WERE REVISED BECAUSE CERTAIN INCOME AND EXPENSE ITEMS REPORTED ON THE BOOKS OF THE FOREIGN SUBSIDIARY ARE EXCLUDED FROM THE E&P COMPUTATION FOR FEDERAL TAX PURPOSES.

D. SCHEDULE J WAS REVISED TO MORE ACCURATELY REFLECT THE FEDERAL TAX TREATMENT OF TRANSACTIONS INVOLVING THE FILER AND ITS FOREIGN SUBSIDIARY.

E. SCHEDULE M WAS REVISED TO MORE ACCURATELY REFLECT THE FEDERAL TAX TREATMENT OF TRANSACTIONS INVOLVING THE FILER AND ITS FOREIGN SUBSIDIARY.

2. TO ADD IRS FORM 926 (RETURN BY A U.S. TRANSFEROR OF PROPERTY TO A FOREIGN CORPORATION) FOR PURPOSES OF REPORTING ACTUAL AND CONSTRUCTIVE

Name of the organization

COVENANT HEALTH SYSTEMS INC

Employer identification number

22-2484505

CASH TRANSFERS FROM THE FILER TO ITS FOREIGN SUBSIDIARY.

3. TO ANSWER YES TO PART V, LINE 4A REGARDING THE ORGANIZATION'S
INTEREST IN A FOREIGN COUNTRY AND PROVIDE THE COUNTRY NAME.

4. DISCLOSURE STATEMENTS HAVE BEEN ADDED PURSUANT TO SECTION 351 AND
SECTION 367.

Part II Continuation of Identification of Related Tax-Exempt Organizations

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

Part II Continuation of Identification of Related Tax-Exempt Organizations

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

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

[illegible]

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
COVENANT HEALTH SYSTEMS INSURANCE LTD - 04-3360127							
720 WEST BAY ROAD		CAYMAN					
GEORGETOWN, CAYMAN ISLANDS	INSURANCE COMPANY	ISLANDS	CHS	C CORP	6,305,290.	36,859,880.	100.00%
CAMPUS HOLDING - 01-0406049							
PO BOX 7291			ST. MARY'S				
LEWISTON, ME 04240	HOLDING COMPANY	ME	HEALTH SYSTEM	C CORP	0.	0.	100.00%
ST. JOSEPH CORPORATE SERVICES, INC. - 02-0405197			ST. JOSEPH'S				
172 KINSLEY STREET			HOSPITAL OF				
NASHUA, NH 03060	HOLDING COMPANY	NH	NASHUA, NH	C CORP	-13,712,000.	26,294,000.	100.00%
STRAUSS INCORPORATED - 01-0391369			ST. JOSEPH				
360 BROADWAY			HEALTHCARE				
BANGOR, ME 04402		ME	FOUNDATION	C CORP	449,000.	10,692,000.	100.00%

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to related organization(s)**c** Gift, grant, or capital contribution from related organization(s)**d** Loans or loan guarantees to or for related organization(s)**e** Loans or loan guarantees by related organization(s)**f** Sale of assets to related organization(s)**g** Purchase of assets from related organization(s)**h** Exchange of assets with related organization(s)**i** Lease of facilities, equipment, or other assets to related organization(s)**j** Lease of facilities, equipment, or other assets from related organization(s)**k** Performance of services or membership or fundraising solicitations for related organization(s)**l** Performance of services or membership or fundraising solicitations by related organization(s)**m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)**n** Sharing of paid employees with related organization(s)**o** Reimbursement paid to related organization(s) for expenses**p** Reimbursement paid by related organization(s) for expenses**q** Other transfer of cash or property to related organization(s)**r** Other transfer of cash or property from related organization(s)**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) LOAN FROM - ST. JOSEPH HOSPITAL OF NASHUA	E	16,372,328.	ACCRUAL
(2) LOAN TO ST. ANDRE'S HEALTH CARE	D	491,265.	ACCRUAL
(3) LOAN TO ST. MARY'S HEALTH SYSTEM	D	22,008,664.	ACCRUAL
(4) LOAN TO ST. JOSEPH HEALTH CARE	D	7,565,477.	ACCRUAL
(5) LOAN TO YOUVILLE HOUSE INC. INVESTMENTS HELD BY PROVIDENTIA PRIMA	D	1,351,008.	ACCRUAL
(6) TRUST	Q	28,683,875.	ACCRUAL

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

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7) INTER-COMPANY TRANSFERS - HELPING HANDS OF ST. MARGUERITE, INC.	B	343.	ACCRUAL
(8) MEMBERSHIP FEE - MARISTHILL NURSING & REHABILITATION CENTER	R	163,188.	ACCRUAL
(9) MEMBERSHIP FEE - ST. JOSEPH HOSPITAL OF NASHUA	R	2,653,608.	ACCRUAL
(10) MEMBERSHIP FEE - YOUVILLE LIFECARE INC.	R	166,873.	ACCRUAL
(11) MEMBERSHIP FEE - MARY IMMACULATE NURSING RESTORATIVE	R	379,668.	ACCRUAL
(12) MEMBERSHIP FEE - FANNY ALLEN FOUNDATION	R	245,609.	ACCRUAL
(13) MEMBERSHIP FEE - YOUVILLE PLACE	R	59,784.	ACCRUAL
(14) MEMBERSHIP FEE - ST. MARY CARE CENTER	R	143,088.	ACCRUAL
(15) MEMBERSHIP FEE - ST. MARY'S HEALTH SYSTEM	R	2,127,732.	ACCRUAL
(16) MEMBERSHIP FEE - COVENANT HEALTH SYSTEM INSURANCE LTD.	R	84,000.	ACCRUAL
(17) MEMBERSHIP FEE - ST. JOSEPH MANOR HEALTH CARE	R	164,316.	ACCRUAL
(18) MEMBERSHIP FEE - ST. ANDRE HEALTH CARE	R	137,468.	ACCRUAL
(19) MEMBERSHIP FEE - ST. MARY'S VILLA	R	131,258.	ACCRUAL
(20) MEMBERSHIP FEE - YOUVILLE HOUSE	R	62,064.	ACCRUAL
(21) MEMBERSHIP FEE - ST. JOSEPH HOSPITAL OF BANGOR	R	592,948.	ACCRUAL
(22) MEMBERSHIP FEE - HELPING HANDS	R	4,548.	ACCRUAL
(23)			
(24)			

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

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

[illegible]

Part VII Supplemental Information

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

PART IV, IDENTIFICATION OF RELATED ORGANIZATIONS TAXABLE AS CORP OR TRUST:

NAME OF RELATED ORGANIZATION:

ST. JOSEPH CORPORATE SERVICES, INC.

DIRECT CONTROLLING ENTITY: ST. JOSEPH'S HOSPITAL OF NASHUA, NH INC.

STATEMENT PURSUANT TO REGULATION SECTION 1.351-3(A)

This statement is pursuant to Regulation Section 1.351-3(a) by Covenant Health Systems, Inc. (22-2484505), a significant transferor:

On various dates during 2011, Covenant Health Systems, Inc. (EIN. 22-2484505), a U.S. tax-exempt corporation, made actual and constructive transfers of the following property to Covenant Health System Insurance LTD (EIN 04-3360127), its subsidiary formed in the Cayman Islands :

Cash – fair market value and adjusted basis equal to \$8,488,060.

No private letter ruling was received in connection with the Section 351 exchange.