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Form **990**

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

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning , 2011, and ending , 20

B Check if applicable:
- [X] Address change
- [ ] Name change
- [ ] Initial return
- [ ] Terminated
- [ ] Amended return
- [ ] Application pending

C Name of organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Doing Business As

Number and street (or P O box if mail is not delivered to street address): 2420 WEST 26TH AVE

Room/suite: 100-D

City or town, state or country, and ZIP + 4: DENVER, CO 80211

D Employer identification number: 23-7379161

E Telephone number: (303) 813-5190

G Gross receipts $ 126,461,371.

F Name and address of principal officer: LYDIA W JUMONVILLE
2420 WEST 26TH AVE, STE 100-D DENVER, CO 80211

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) Are all affiliates included? [ ] Yes [ ] No

If "No," attach a list (see instructions)

I Tax-exempt status: [X] 501(c)(3) [ ] 501(c) ( ) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

J Website: ▶ WWW.SCLHEALTHSYSTEM.ORG

H(c) Group exemption number ▶ 0928

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation 1972 M State of legal domicile KS

Part I Summary

1 Briefly describe the organization's mission or most significant activities
WE WILL, IN THE SPIRIT OF THE SISTERS OF CHARITY, REVEAL GOD'S HEALING LOVE BY IMPROVING THE HEALTH OF THE INDIVIDUALS AND COMMUNITIES WE SERVE, ESPECIALLY THOSE WHO ARE POOR OR VULNERABLE.

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	15.
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	14.
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	342.
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	-108,419.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	3,100.	1,082.
9	Program service revenue (Part VIII, line 2g)	72,582,296.	103,634,794.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	22,559,296.	17,743,348.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	6,098,017.	5,082,147.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	101,242,709.	126,461,371.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	379,320.	278,650.
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	40,263,716.	54,088,418.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	131,032,929.	116,581,852.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	171,675,965.	170,948,920.
19	Revenue less expenses Subtract line 18 from line 12	-70,433,256.	-44,487,549.

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	1,480,585,187.	1,431,133,067.
21	Total liabilities (Part X, line 26)	1,477,109,961.	1,535,000,716.
22	Net assets or fund balances Subtract line 21 from line 20	3,475,226.	-103,867,649.

Part II Signature Block

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

Sign Here

▶ Signature of officer — Date

▶ Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
				P00366526

Firm's name ▶ ERNST & YOUNG U.S. LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 190 CARONDELET PLAZA, SUITE 1300 CLAYTON, MO 63105 — Phone no 314-290-1000

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

For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2011)

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Part III **Statement of Program Service Accomplishments**

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

1 Briefly describe the organization's mission:

WE WILL, IN THE SPIRIT OF THE SISTERS OF CHARITY, REVEAL GOD'S HEALING LOVE BY IMPROVING THE HEALTH OF THE INDIVIDUALS AND COMMUNITIES WE SERVE, ESPECIALLY THOSE WHO ARE POOR OR VULNERABLE.

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 $ 65,090,114. including grants of $ _____) (Revenue $ 19,120,817)

FINANCE, AUDIT AND DEBT SERVICES - ADMINISTERS FINANCING PROGRAM AND REVIEWS THE CAPITAL FORMATION PROGRAM (FOR ELEVEN HOSPITALS AND FOUR CLINICS). IT ALSO OVERSEES THE AUDITS OF ITS RELATED AFFILIATES TO PROVIDE ASSURANCE REGARDING THE EFFECTIVENESS AND EFFICIENCY OF OPERATIONS AND THE RELIABILITY OF FINANCIAL REPORTING.

4b (Code _____) (Expenses $ 10,123,329 including grants of $ _____) (Revenue $ _____)

HUMAN RESOURCES - ADMINISTERS PROGRAMS AND OTHER SERVICES TO THE ELEVEN HOSPITALS, FOUR CLINICS AND VARIOUS FOR-PROFIT ENTITIES WHICH ARE AFFILIATES OF SCLHS. PROGRAMS ADMINISTERED INCLUDE EMPLOYEE WELFARE BENEFIT PLANS, RETIREMENT PLANS, AND CERTAIN EXECUTIVE RECRUITING FUNCTIONS.

4c (Code _____) (Expenses $ 44,477,955. including grants of $ _____) (Revenue $ 755,817.)

INFORMATION SYSTEMS - COORDINATES THE CENTRALIZATION OF MANY OF THE INFORMATION SYSTEMS OF THE HEALTH SYSTEM. CURRENTLY, AN ENTERPRISE RESOURCE PLANNING (ERP) SYSTEM AND A RADIOLOGY INFORMATION SYSTEM (RIS) ARE INSTALLED AND BEING OPERATED. IN ADDITION, A CLINICAL AND PATIENT ADMINISTRATIVE SYSTEM IS BEING INSTALLED THROUGHOUT THE HEALTH SYSTEM.

4d Other program services (Describe in Schedule O) ATTACHMENT 1

(Expenses $ 24,742,062 including grants of $ 278,650.) (Revenue $ 83,924,468.)

4e Total program service expenses ▶ 144,433,460.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22	X	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25*	24a	X	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		X
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b	X	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V **Statements Regarding Other IRS Filings and Tax Compliance**

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	277		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return .	2a	342		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?	3a		X	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b		X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X	
b	If "Yes," enter the name of the foreign country: ► ATTACHMENT 2				
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a			X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?	6a			X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a			X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . .	7e			X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . .	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	**Section 501(c)(7) organizations.** Enter.				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter.				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?	13a			
	Note. See the instructions for additional information the organization must report on Schedule O				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*	14b			

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

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

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 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	1a 15		
b	Enter the number of voting members included in line 1a, above, who are independent	1b 14		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Did the organization have members or stockholders?	6	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?	7a	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?	7b	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9		X

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	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?	10b	X	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	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*	12c	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization	15b	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," 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?	16b		

Section C. Disclosure

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

18 Section 6104 requires an organization to make its 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 ▶ SHARON OWENS, SCL HEALTH SYS, 2420 W 26TH AVE, STE 100-D DENVER, CO 80211 303-813-5190

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

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

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			
ATTACHMENT 3										
(1) SISTER LYNN CASEY SCL BOARD MEMBER	3.00	X						0	0	0
(2) SISTER MAUREEN HALL SCL VICE PRESIDENT	3.00	X		X				0	0	0
(3) TERRY HEATH BOARD MEMBER	3.00	X						0	0	0
(4) GORDON HOWIE CHAIRPERSON	3.00	X		X				0	0	0
(5) SISTER EILEEN HURLEY SCL BOARD MEMBER	3.00	X						0	0	0
(6) DONNA J KING BOARD MEMBER	3.00	X						1,124.	0	0
(7) KNUTE KNUDSON BOARD MEMBER	3.00	X						0	0	0
(8) MATTHEW LAMBERT III MD VICE CHAIRPERSON	3.00	X		X				0	0	0
(9) MAUREEN MAHONEY BOARD MEMBER	3.00	X						0	0	0
(10) MARLON PRIEST MD BOARD MEMBER	3.00	X						417.	0	0
(11) DENNIS PURTELL BOARD MEMBER	3.00	X						0	0	0
(12) KENT RUSSELL BOARD MEMBER	3.00	X						0	0	0
(13) VINOY SAHNEY PHD BOARD MEMBER	3.00	X						0	0	0
(14) RONALD SPERLING BOARD MEMBER	3.00	X						0	0	0

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			
(15) MICHAEL A SLUBOWSKI PRESIDENT/CEO	40.00	X		X				1,304,791.	0	10,969.
(16) LYDIA W JUMONVILLE CHIEF FINANCE OFFICER/SVP FIN	40.00			X				588,823.	0	80,777.
(17) EDWARD L BARKER SECRETARY/SVP GENERAL COUNSEL	40.00			X				618,049.	0	87,909.
(18) MARK A WILKINSON TREASURER / VICE PRESIDENT	40.00			X				177,017.	0	26,043.
(19) PAMELA G LOGAN ASSISTANT SECRETARY	40.00			X				114,046.	0	19,372.
(20) ROBERT W LADENBURGER EVP CHIEF OPERATING OFFICER	40.00				X			1,086,761.	0	84,694.
(21) MARY JO GREGORY EVP CHIEF OPERATING OFFICER	40.00				X			1,611,431.	0	1,953,275.
(22) WILLIAM M ANDERSON VP CHIEF HUMAN RESOURCES OFFIC	40.00				X			552,050.	0	9,582.
(23) ROBERT A BOYSEN VP CHIEF INTEGRATION OFFICER	40.00				X			1,098,127.	0	1,044,316.
(24) BRENDA S CHILMAN VP REVENUE SERVICES	40.00				X			38,071.	204,285.	17,513.
(25) TODD A CONKLIN SR VP CFO HOSPITAL OPERATIONS	40.00				X			316,994.	363,459.	75,682.
1b Sub-total ▶								1,541.	0	0
c Total from continuation sheets to Part VII, Section A ▶								14,789,580.	603,848.	4,255,489.
d Total (add lines 1b and 1c) ▶								14,791,121.	603,848.	4,255,489.

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 ▶ 123

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3	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*	4	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*	5		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
ATTACHMENT 4		

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 21

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			
(26) JILL W KENNELLY VP CHIEF STRATEGY OFFICER	40.00				X			362,088.	0	71,371.
(27) RICHARD T LOPES SVP HEALTH NETWORKS	40.00				X			420,106.	0	43,091.
(28) DAVID PECORARO VP CHIEF INFORMATION OFFICER	40.00				X			428,616.	0	58,070.
(29) DEBORAH WELLE-POWELL VP PAYER CONTRACT-STRATEGY	40.00				X			256,889.	36,104.	45,642.
(30) LOURDES J LAZATIN CEO SAINT JOHN'S SANTA MONICA	0					X		1,115,556.	0	40,050.
(31) JAMES T PAQUETTE SYSTEM PROJECT LEADER	40.00					X		738,527.	0	123,111.
(32) ELEANOR L RAMIREZ COO SAINT JOHN'S SANTA MONICA	0					X		648,655.	0	32,217.
(33) CHERIE L GORBY COO ST MARY'S GRAND JUNCTION	0					X		560,263.	0	308,477.
(34) BAIN J FARRIS CEO SAINT JOSEPH DENVER	0					X		553,036.	0	99,532.
(35) WILLIAM M MURRAY FORMER SCLHS PRESIDENT / CEO	0						X	1,848,716.	0	23,674.
(36) MARGARET J BREEN FORMER SVP HUMAN RESOURCES	0						X	350,968.	0	122.
1b Sub-total ▶										
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶										

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 ▶ 123

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3	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*	4	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*	5		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

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

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,082.			
	g Noncash contributions included in lines 1a-1f $					
	h Total. Add lines 1a-1f		1,082			
Program Service Revenue		Business Code				
	2a AFFILIATE MANAGEMENT FEES	541900	83,370,211	83,340,211	30,000.	
	b PROGRAM RENTAL INCOME	532000	1,173,766	1,173,766.		
	c INTEREST INCOME FROM NOTES RECEIVABLE	900099	19,090,817	19,090,817		
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		103,634,794			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		12,060,660.		-138,419.	12,199,079
	4 Income from investment of tax-exempt bond proceeds		789,686			789,686
	5 Royalties		0			
		(i) Real	(ii) Personal			
	6a Gross rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)		0			
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory	4,652,258	240,744			
	b Less cost or other basis and sales expenses					
	c Gain or (loss)	4,652,258.	240,744			
	d Net gain or (loss)		4,893,002			4,893,002
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 a					
	b Less direct expenses b					
	c Net income or (loss) from fundraising events		0			
	9a Gross income from gaming activities See Part IV, line 19 a					
	b Less direct expenses b					
	c Net income or (loss) from gaming activities		0			
	10a Gross sales of inventory, less returns and allowances a					
	b Less cost of goods sold b					
	c Net income or (loss) from sales of inventory		0			
	Miscellaneous Revenue	Business Code				
	11a VENDOR ADMINISTRATION REBATE	900099	4,915,839			4,915,839.
	b DEBT GUARANTEE FEES	900099	143,611	143,611		
	c MISCELLANEOUS REVENUE	900099	22,697	22,697.		
	d All other revenue					
	e Total. Add lines 11a-11d		5,082,147			
	12 Total revenue. See instructions		126,461,371	103,771,102	-108,419.	22,797,606

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	212,300.	212,300.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	66,350.	66,350.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	9,963,765.	9,963,765.		
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	37,428,802.	22,824,078.	14,604,724.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	3,317,685.	353,739.	2,963,946.	
9 Other employee benefits	1,173,905.	627,009.	546,896.	
10 Payroll taxes	2,204,261.	1,664,165.	540,096.	
11 Fees for services (non-employees)				
a Management	0			
b Legal	881,137.		881,137.	
c Accounting	3,056,280.		3,056,280.	
d Lobbying	75,049.	75,049.		
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	1,543,195.		1,543,195.	
g Other	10,130,465.	9,713,090.	417,375.	
12 Advertising and promotion	0			
13 Office expenses	2,384,355.	2,026,702.	357,653.	
14 Information technology	8,943,732.	7,602,172.	1,341,560.	
15 Royalties	0			
16 Occupancy	1,594,859.	1,355,630.	239,229.	
17 Travel	1,329,829.	1,329,829.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	743,698.	743,698.		
20 Interest	58,121,303.	58,121,303.		
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	24,206,233.	24,206,233.		
23 Insurance	155,795.	132,426.	23,369.	
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 PROFESSIONAL SERVICES	1,443,331.	1,443,331.		
b SYSTEM DUES	1,228,680.	1,228,680.		
c RENTAL LESS DEPRECIATION	739,611.	739,611.		
d SCHOLARSHIP ADMIN EXPENSE	4,300.	4,300.		
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	170,948,920.	144,433,460.	26,515,460.	
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)	0			

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		988.	1	128.
	2	Savings and temporary cash investments		0	2	0
	3	Pledges and grants receivable, net		0	3	0
	4	Accounts receivable, net		22,615,441.	4	38,389,891.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		0	5	0
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		0	6	0
	7	Notes and loans receivable, net		60,000.	7	60,000.
	8	Inventories for sale or use		0	8	0
	9	Prepaid expenses and deferred charges		2,714,583.	9	5,034,475.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 214,884,730.			
	b	Less accumulated depreciation	10b 123,161,968.	77,929,574.	10c	91,722,762.
	11	Investments - publicly traded securities		481,273,610.	11	539,045,966.
	12	Investments - other securities See Part IV, line 11		340,800,910.	12	260,632,603.
	13	Investments - program-related. See Part IV, line 11		511,801,418.	13	475,073,655.
	14	Intangible assets		0	14	0
	15	Other assets. See Part IV, line 11		43,388,663.	15	21,173,587.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		1,480,585,187.	16	1,431,133,067.
Liabilities	17	Accounts payable and accrued expenses		48,238,199.	17	123,251,945.
	18	Grants payable		0	18	0
	19	Deferred revenue		0	19	0
	20	Tax-exempt bond liabilities		1,395,010,059.	20	1,361,576,377.
	21	Escrow or custodial account liability Complete Part IV of Schedule D		0	21	0
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties		0	23	0
	24	Unsecured notes and loans payable to unrelated third parties		0	24	0
	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		33,861,703.	25	50,172,394.
	26	**Total liabilities.** Add lines 17 through 25		1,477,109,961.	26	1,535,000,716.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		-32,798,405.	27	-128,252,848.
	28	Temporarily restricted net assets		34,273,631.	28	22,385,199.
	29	Permanently restricted net assets		2,000,000.	29	2,000,000.
		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		3,475,226.	33	-103,867,649.
	34	Total liabilities and net assets/fund balances		1,480,585,187.	34	1,431,133,067.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	126,461,371.
2	Total expenses (must equal Part IX, column (A), line 25)	2	170,948,920.
3	Revenue less expenses. Subtract line 2 from line 1	3	-44,487,549.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,475,226.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-62,855,326.
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	-103,867,649.

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number 23-7379161

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

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

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

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

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

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

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

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

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

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

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

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

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

a ☐ Type I b ☐ Type II c ☒ Type III - Functionally integrated d ☐ Type III - Other

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

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

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

		Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	X
(ii)	A family member of a person described in (i) above?	11g(ii)	X
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	X

h Provide the following information about the supported organization(s).

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

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)** (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 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 . . . . . ▶ ☐

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a **331/3% support tests - 2011.** If the organization did not check the box on line 14, and line 15 is more than 331/3%, and line 17 is not more than 331/3%, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

b **331/3% support tests - 2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 331/3%, and line 18 is not more than 331/3%, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

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

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

ATTACHMENT 1

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION	(IV) YES NO	(V) YES NO	(VI) YES NO	(VII) AMOUNT OF SUPPORT
PROVIDENCE MEDICAL CENTER, INC	48-0784446	03	X	X	X	0
ST FRANCIS HEALTH CENTER, INC	48-0547719	03	X	X	X	0
ST JAMES HEALTHCARE	81-0231785	03	X	X	X	0
SAINT JOHN HOSPITAL, INC.	48-0543768	03	X	X	X	0
SAINT JOHN'S HEALTH CENTER	95-1684082	03	X	X	X	0
SAINT JOSEPH HOSPITAL, INC.	84-0417134	03	X	X	X	0
EXEMPLA, INC	84-1103606	03	X	X	X	0
ST MARY'S HOSPITAL AND MEDICAL CENTER, INC	84-0425720	03	X	X	X	0
ST VINCENT HEALTHCARE	81-0232124	03	X	X	X	0
HOLY ROSARY HEALTHCARE	81-0231792	03	X	X	X	0
BETHANY COMMUNITY PLAZA, INC	48-1207407	03	X	X	X	0
CARITAS CLINICS, INC	48-1009910	03	X	X	X	0
MARIAN CLINIC, INC.	48-1046905	03	X	X	X	0
MARILLAC CLINIC, INC	84-1085822	03	X	X	X	0
MOUNT ST VINCENT HOME, INC	84-0405260	03	X	X	X	0
TOTAL AMOUNT OF SUPPORT						0

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

▶ Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.

▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

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

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

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

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

If the organization answered "Yes" to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

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

Name of organization	Employer identification number
SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.	23-7379161

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

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV

2 Political expenditures . . . . . ▶ $

3 Volunteer hours . . . . .

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

1 Enter the amount of any excise tax incurred by the organization under section 4955. . . . . ▶ $

2 Enter the amount of any excise tax incurred by organization managers under section 4955 . . ▶ $

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? . . . . . ☐ Yes ☐ No

4a Was a correction made? . . . . . ☐ Yes ☐ No

b If "Yes," describe in Part IV

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

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities . . . . . ▶ $

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities . . . . . ▶ $

3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b . . . . . ▶ $

4 Did the filing organization file **Form 1120-POL** for this year? . . . . . ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV.

	(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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

A Check ▶ ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ▶ ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)		
c Total lobbying expenditures (add lines 1a and 1b)		
d Other exempt purpose expenditures		
e Total exempt purpose expenditures (add lines 1c and 1d)		
f Lobbying nontaxable amount. Enter the amount from the following table in both columns		
g Grassroots nontaxable amount (enter 25% of line 1f)		
h Subtract line 1g from line 1a If zero or less, enter -0-		
i Subtract line 1f from line 1c If zero or less, enter -0-		

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☐ No

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a	Volunteers?	X		
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	X		
c	Media advertisements?		X	
d	Mailings to members, legislators, or the public?	X		25,529.
e	Publications, or published or broadcast statements?		X	
f	Grants to other organizations for lobbying purposes?		X	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	X		41,059.
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	X		207,140.
i	Other activities?		X	
j	Total Add lines 1c through 1i			273,728.
2 a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A **Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

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

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

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	0
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV **Supplemental Information**

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

Part IV **Supplemental Information** *(continued)*

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

2011

Open to Public Inspection

Name of the organization: SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number: 23-7379161

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

b Assets included in Form 990, Part X ▶ $

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

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

- a ☐ Public exhibition
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other _____

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

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

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

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

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	3,639,978.	3,502,137.	3,435,586.	4,177,114.	
b Contributions		60,804.			
c Net investment earnings, gains, and losses	17,492.	277,272.	261,551.	-620,022.	
d Grants or scholarships					
e Other expenditures for facilities and programs	132,918.	200,235.	195,000.	121,506.	
f Administrative expenses					
g End of year balance	3,524,552.	3,639,978.	3,502,137.	3,435,586.	

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 ▶ 56.7400 %
- c Temporarily restricted endowment ▶ 43.2600 %

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:

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

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		37,026,811.		37,026,811.
b Buildings		23,697,877.	23,342,511.	355,366.
c Leasehold improvements		1,922,228.	1,651,575.	270,653.
d Equipment		152,237,814.	98,167,882.	54,069,932.
e Other				
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c))* ▶				91,722,762.

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) REAL ESTATE	102,760,918.	FMV
(B) ABSOLUTE RETURN FUNDS	79,502,693.	FMV
(C) CORE HEDGE FUNDS	38,521,851.	FMV
(D) PRIVATE EQUITY	17,808,620.	FMV
(E) INSTITUTIONAL COMMINGLED FUNDS	22,038,521.	FMV
(F)		
(G)		
(H)		
(I)		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12.)* ▶	260,632,603.	

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) PROVIDENCE MEDICAL CENTER	3,948,802.	FMV
(2) ST. JOHN HOSPITAL, INC.	1,473,298.	FMV
(3) ST. JAMES HEALTHCARE	17,005,666.	FMV
(4) ST. MARY'S HOSPITAL & MEDICAL	39,670,889.	FMV
(5) SAINT JOHN'S HEALTH CENTER	89,000,000.	FMV
(6) EXEMPLA SYSTEM SERVICES	323,975,000.	FMV
(7)		
(8)		
(9)		
(10)		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 13.)* ▶	475,073,655.	

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

	(a) Description	(b) Book value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total *(Column (b) must equal Form 990, Part X, col (B) line 15.)* ▶		

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED COMP 457 PLAN LIAB	8,045,869.
(3) INTEREST RATE SWAP LIABILITY	27,697,364.
(4) FROZEN DB PLAN	9,864,739.
(5) OTHER ACCRUED LIABILITIES	4,564,422.
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25.)* ▶	50,172,394.

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

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

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

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

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

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

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

Part XIV Supplemental Information

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

SEE PAGE 5

Part XIV Supplemental Information *(continued)*

FORM 990, SCHEDULE D, PART V, LINE 4 (ENDOWMENT FUNDS):

SCLHS HAS A PERMANENT ENDOWMENT IN THE AMOUNT OF $2,000,000. THE EARNINGS FROM THE PERMANENT ENDOWMENT ARE A TERM ENDOWMENT TO BE USED FOR EDUCATION PURPOSES AS DETERMINED BY SCLHS MANAGEMENT.

FORM 990, SCHEDULE D, PART X (ASC 740-10 FOOTNOTE DISCLOSURE)

SCLHS DID NOT HAVE A DISCLOSURE OF ASC 740-10 - INCOME TAXES IN ITS DECEMBER 31, 2011 AUDITED FINANCIAL STATEMENTS AS IT WAS NOT MATERIAL.

SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number 23-7379161

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☐ Yes ☐ No

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN			PROGRAM SERVICES	CAPTIVE INSURANCE PREM	13,444,858
(2) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		109,874,138
(3) EUROPE			INVESTMENTS		3,035,808
(4) NORTH AMERICA			INVESTMENTS		
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					126,354,804
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					126,354,804

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Check this box if no one recipient received more than $5,000 . . . . . ▶ ☐
Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . . ▶ _____

3 Enter total number of other organizations or entities . . . . . ▶

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								
(17)								
(18)								

Part IV Foreign Forms

1	Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*	[X] Yes	[ ] No
2	Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A)*	[ ] Yes	[X] No
3	Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U S Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)*	[X] Yes	[ ] No
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)*	[X] Yes	[ ] No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U S Persons With Respect To Certain Foreign Partnerships (see Instructions for Form 8865)*	[X] Yes	[ ] No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)*	[ ] Yes	[X] No

Part V **Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds), Part I, line 3, column (f) (accounting method; amounts of investments vs expenditures per region); Part II, line 1 (accounting method); Part III (accounting method), and Part III, column (c) (estimated number of recipients), as applicable Also complete this part to provide any additional information (see instructions).

SCHEDULE F, PART I, LINE 3

SCLHS' EXPENDITURES (PREMIUMS PAID) FOR ITS CAPTIVE INSURANCE PREMIUMS

WAS $13,444,858 NET OF PREMIUM DISCOUNTS.

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

▶ **Attach to Form 990.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization: SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number: 23-7379161

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) CRISTO REY KANSAS CITY SCHOOL 211 W LINWOOD BLVD KANSAS CITY, MO 64111	43-6033728	501(C)(3)	46,833				SCHOOL SUPPORT
(2) UNIVERSITY OF ST MARY 4100 SOUTH 4TH STREET LEAVENWORTH, KS 66048	48-0547846	501(C)(3)	29,500				FUNDRAISER SPONSOR
(3) MOUNT ST VINCENT HOME 4159 LOWELL BLVD DENVER, CO 80211	84-0405260	501(C)(3)	40,000				FUNDRAISER SPONSOR
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ 3.

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on 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
1	SECONDARY EDUCATION SCHOLARSHIPS	36.	65,350			
2						
3						
4						
5						
6						
7						

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

FORM 990, SCHEDULE I, PART I, LINE 2 (MONITORING OF GRANTS)

SCLHS' MISSION DEPARTMENT REQUIRES WRITTEN STATEMENTS THREE TIMES A YEAR

REGARDING THE PROGRESS AND STATUS OF THE GRANT.

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: SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number: 23-7379161

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items			
	[ ] First-class or charter travel	[X] Housing allowance or residence for personal use		
	[X] Travel for companions	[ ] Payments for business use of personal residence		
	[X] Tax indemnification and gross-up payments	[ ] Health or social club dues or initiation fees		
	[ ] Discretionary spending account	[ ] Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	X	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	X	
3	Indicate which, if any, of the following the 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.			
	[X] Compensation committee	[X] Written employment contract		
	[X] Independent compensation consultant	[X] Compensation survey or study		
	[X] Form 990 of other organizations	[X] 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?	4a	X	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	5a		X
b	Any related organization?	5b		X
	If "Yes" to line 5a or 5b, describe in Part III			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	6a		X
b	Any related organization?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	X	
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9		

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

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

Note. The sum of columns (B)(i)-(iii) 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 MICHAEL A SLUBOWSKI	(i)	913,849.	200,000.	190,942.	0	10,969.	1,315,760.	0
	(ii)	0	0	0	0	0	0	0
2 LYDIA W JUMONVILLE	(i)	473,951.	57,000.	57,872.	65,529.	15,248.	669,600.	0
	(ii)	0	0	0	0	0	0	0
3 EDWARD L BARKER	(i)	467,860.	0	150,189.	71,586.	16,323.	705,958.	0
	(ii)	0	0	0	0	0	0	0
4 MARK A WILKINSON	(i)	143,757.	31,990.	1,270.	16,466.	9,577.	203,060.	0
	(ii)	0	0	0	0	0	0	0
5 ROBERT W LADENBURGER	(i)	607,673.	144,615.	334,473.	73,845.	10,849.	1,171,455.	0
	(ii)	0	0	0	0	0	0	0
6 MARY JO GREGORY	(i)	631,555.	374,000.	605,876.	1,942,602.	10,673.	3,564,706.	85,746.
	(ii)	0	0	0	0	0	0	0
7 WILLIAM M ANDERSON	(i)	277,212.	0	274,838.	0	9,582.	561,632.	0
	(ii)	0	0	0	0	0	0	0
8 ROBERT A BOYSEN	(i)	379,214.	153,560.	565,353.	1,028,586.	15,730.	2,142,443.	0
	(ii)	0	0	0	0	0	0	0
9 BRENDA S CHILMAN	(i)	37,817.	0	254.	7,404.	1,090.	46,565.	0
	(ii)	171,114.	25,571.	7,600.	3,594.	5,425.	213,304.	0
10 TODD A CONKLIN SR	(i)	306,694.	0	10,300.	55,893.	12,205.	385,092.	0
	(ii)	68,644.	196,725.	98,090.	3,567.	4,017.	371,043.	0
11 JILL W KENNELLY	(i)	346,915.	0	15,173.	60,050.	11,321.	433,459.	0
	(ii)	0	0	0	0	0	0	0
12 RICHARD T LOPES	(i)	304,166.	0	115,940.	36,475.	6,616.	463,197.	0
	(ii)	0	0	0	0	0	0	0
13 DAVID PECORARO	(i)	330,346.	81,212.	17,058.	47,451.	10,619.	486,686.	0
	(ii)	0	0	0	0	0	0	0
14 DEBORAH WELLE-POWELL	(i)	252,819.	0	4,070.	44,100.	1,361.	302,350.	0
	(ii)	8,093.	28,011.	0	162.	19.	36,285.	0
15 LOURDES J LAZATIN	(i)	504,961.	517,166.	93,429.	33,652.	6,398.	1,155,606.	0
	(ii)	0	0	0	0	0	0	0
16 JAMES T PAQUETTE	(i)	418,351.	0	320,176.	107,885.	15,226.	861,638.	0
	(ii)	0	0	0	0	0	0	0

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

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

Note. The sum of columns (B)(i)-(iii) 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 ELEANOR L RAMIREZ	(i)	312,198.	242,266.	94,191.	19,600.	12,617.	680,872.	54,077.
	(ii)	0	0	0	0	0	0	0
2 CHERIE L GORBY	(i)	276,361.	41,545.	242,357.	298,052.	10,425.	868,740.	145,948.
	(ii)	0	0	0	0	0	0	0
3 BAIN J FARRIS	(i)	428,580.	105,122.	19,334.	88,843.	10,689.	652,568.	0
	(ii)	0	0	0	0	0	0	0
4 WILLIAM M MURRAY	(i)	425,764.	0	1,422,952.	19,147.	4,527.	1,872,390.	0
	(ii)	0	0	0	0	0	0	0
5 MARGARET J BREEN	(i)	0	0	350,968.	0	122.	351,090.	351,090.
	(ii)	0	0	0	0	0	0	0
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

SCHEDULE J SUPPLEMENTAL DISCLOSURES

SCHEDULE J, PART I, LINE 1A (TRAVEL FOR COMPANION)

SCLHS AND ITS AFFILIATES HAVE ANNUAL RETREATS FOR THEIR BOARDS OF DIRECTORS. THE BOARD MEMBERS AND MANAGEMENT ARE ALLOWED TO BE REIMBURSED IF THEY BRING A SPOUSE OR GUEST TO THESE RETREATS. THESE AMOUNTS ARE TREATED AS TAXABLE COMPENSATION. THE INDIVIDUALS LISTED THAT WERE TAXED FOR 2011 WERE:

DONNA J KING

MARLON PRIEST MD

SCHEDULE J, PART I, LINE 1A (TAX INDEMNIFICATION AND GROSS-UP PAYMENTS)

SCLHS ALLOWS FOR CERTAIN TAX INDEMNIFICATION AND GROSS-UP PAYMENTS IN THE INSTANCES OF RELOCATION AND TEMPORARY HOUSING. THESE AMOUNTS ARE TREATED AS TAXABLE COMPENSATION. THE INDIVIDUALS LISTED THAT WERE TAXED FOR 2011 WERE:

MICHAEL A SLUBOWSKI

LYDIA W JUMONVILLE

MARY JO GREGORY

WILLIAM M ANDERSON

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.

RICHARD T LOPES

JAMES T PAQUETTE

SCHEDULE J, PART I, LINE 1A (HOUSING ALLOWANCE OR RESIDENCE FOR PERSONAL USE)

SCLHS ALLOWS FOR CERTAIN HOUSING PAYMENTS IN THE INSTANCES OF RELOCATION AND TEMPORARY HOUSING. THESE AMOUNTS ARE TREATED AS TAXABLE COMPENSATION. THE INDIVIDUALS LISTED THAT WERE TAXED FOR 2011 WERE:

LYDIA W JUMONVILLE

JAMES T PAQUETTE

SCHEDULE J, PART I, LINE 4A (SEVERANCE PAYMENTS)

SCLHS PERIODICALLY INCURS SEVERANCE PAYMENTS RELATED TO FORMER EMPLOYEES. THE AMOUNTS PAID TO LISTED INDIVIDUALS FOR SEVERANCE IN 2011 WERE:

MARY JO GREGORY-$221,398

ROBERT A BOYSEN-$67,714

CHERI L GORBY-$94,735

WILLIAM M MURRAY-$150,051

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.

MARGARET J BREEN-$350,968

SCHEDULE J, PART I, LINE 4B (PAYMENTS FROM SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN)

OTHER REPORTABLE COMPENSATION SHOWN IN SCHEDULE J PART II COLUMN (B) (III) CONTAINS AN ANNUAL REPORTING ADJUSTMENT FOR CERTAIN EMPLOYEES WHO PARTICIPATE IN THE SUPPLEMENTAL NONQUALIFIED RETIREMENT PLANS. SCLHS PROVIDES NONQUALIFIED RETIREMENT PLANS FOR EXECUTIVES TO COMPENSATE FOR REGULATORY IMPOSED LIMITATIONS IN QUALIFIED RETIREMENT PLANS AND TO PROVIDE A BENEFIT CONSISTENT WITH OTHER NOT FOR PROFIT HEALTH SYSTEMS. THESE PLANS ENABLE THE EXECUTIVE TO EARN BENEFITS DURING EACH YEAR THAT THEY PARTICIPATE.

ON THE ADVICE OF COUNSEL, SCLHS HAS DETERMINED THAT THESE BENEFITS SHOULD BE SUBJECT TO TAXATION AS THEY ARE EARNED AND VESTED RATHER THAN WHEN THEY ARE RECEIVED. AS A RESULT, THE TOTAL NONQUALIFIED RETIREMENT PLAN BENEFITS, WHICH WERE ACCRUED AND VESTED IN THE CURRENT YEAR, ARE NOW CONSIDERED TAXABLE AND THUS WERE TAXED TO THE PARTICIPANTS.

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.

AN AMOUNT EQUAL TO THE PARTICIPANT'S EXPECTED INCOME TAX LIABILITY WAS WITHDRAWN FROM THE PARTICIPANT'S ACCOUNT AND REMITTED TO THE IRS AS WITHHOLDING ON THE TAXABLE BENEFIT. THE AMOUNTS WITHDRAWN FROM THE PLAN FOR TAXES IN 2011 WERE:

MICHAEL A SLUBOWSKI-$38,668

EDWARD L BARKER-$55,995

ROBERT W LADENBURGER-$116,293

WILLIAM M ANDERSON-$28,351

RICHARD T LOPES-$27,413

LOUREDS J LAZATIN-$29,494

JAMES T PAQUETTE-$105,270

ELEANOR L RAMIREZ-$42,023

IN ADDITION, VESTED AMOUNTS ARE PAYABLE UPON END OF EMPLOYMENT. THE VESTED AMOUNTS WITHDRAWN, NOT PREVIOUSLY TAXED, FOR THIS TYPE OF PAYMENT IN 2011 WERE:

MARY JO GREGORY-$365,301

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.

ROBERT A BOYSEN-$470,893

CHERI L GORBY-$145,948

WILLIAM M MURRAY-$1,258,479

SCHEDULE J, PART I, LINE 7 (OTHER NON-FIXED PAYMENTS)

SCLHS HAS MANAGEMENT INCENTIVE PLANS WHICH ARE BASED ON A COMBINATION OF MEASURES. MANAGEMENT AND SENIOR LEADERSHIP ARE ELIGIBLE FOR THE INCENTIVE COMPENSATION. PERFORMANCE CATEGORIES ARE MADE UP OF A COMBINATION OF CLINICAL QUALITY MEASURES AND OPERATING INCOME. THE OPERATING INCOME CATEGORY IS GENERALLY RELATED TO THE NET EARNINGS OF THE CARE SITE IN WHICH THE INDIVIDUAL WORKS, OR IN THE CASE OF SCLHS SENIOR MANAGEMENT, THE NET EARNINGS OF SCLHS.

SCHEDULE J (ADDITIONAL OFFICER AND BOARD DISCLOSURES)

THE SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC. (SCLHS) CONSISTS OF ELEVEN HOSPITALS AND FOUR CLINICS (AFFILIATES) IN FOUR STATES. SCLHS AND ITS AFFILIATES ADHERE TO GOVERNANCE EXCELLENCE

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.

STANDARDS INCLUDING TRANSPARENCY AND ACCOUNTABILITY.

IN KEEPING WITH SCLHS' CORE VALUE OF STEWARDSHIP, NO BOARD MEMBER SERVING ON SCLHS' BOARD OF DIRECTORS (BOARD) IS COMPENSATED FOR THAT SERVICE.

SCLHS' BOARD COMPENSATION COMMITTEE (COMMITTEE) HAS RETAINED THE SERVICES OF SULLIVAN, COTTER AND ASSOCIATES, INC. (SULLIVAN COTTER), AS INDEPENDENT COMPENSATION ADVISORS. SULLIVAN COTTER IS RESPONSIBLE FOR ADVISING THE COMMITTEE ON ALL MATTERS RELATING TO EXECUTIVE COMPENSATION INCLUDING SUPPORTING THE COMMITTEE'S EFFORTS TO ENSURE THAT THE LEVEL OF COMPENSATION PROVIDED OFFICERS IS CONSISTENT WITH MARKET VALUE AND THE PAY PHILOSOPHY SET BY THE BOARD. THE PAY PHILOSOPHY SET BY THE BOARD IS TO PAY AT THE MIDDLE OF THE MARKET FOR EXECUTIVES OF SIMILAR SIZED ORGANIZATIONS OVERALL. SCLHS' EXECUTIVE COMPENSATION IS COMPARABLE TO THAT PROVIDED BY SIMILAR, NOT-FOR-PROFIT HEALTHCARE SYSTEMS AND HOSPITALS.

THE SISTERS WHO SERVE AS OFFICERS AND / OR BOARD MEMBERS OF THIS HEALTH

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

SYSTEM ARE MEMBERS OF THE SISTERS OF CHARITY OF LEAVENWORTH (A RELIGIOUS ORDER OF WOMEN). AS MEMBERS OF THIS ORDER, THEY HAVE TAKEN VOWS OF POVERTY AND RECEIVE NO COMPENSATION, EXPENSE ACCOUNT ALLOWANCE, OR CONTRIBUTIONS TO BENEFIT PLANS FOR THEIR SERVICES TO THE HEALTH SYSTEM. HOWEVER, PAYMENT IS MADE DIRECTLY TO THE SISTERS OF CHARITY OF LEAVENWORTH FOR THE SERVICES OF THOSE WHO PERFORM PROFESSIONAL, ADMINISTRATIVE, AND OTHER SUCH SERVICES.

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 SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number 23-7379161

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
A	MONTANA FACILITY FINANCE AUTHORITY	81-0302402	61204KBB6	12/05/2003	39,210,000	2/2/1994 REFINANCE+BLDGS+EQUP		X		X		X
B	CALIFORNIA HEALTH FACILITIES FINANCING AUTHORTIY	52-1643828	13033FQU7	12/05/2003	49,755,000	2/2/1994 REFINANCE		X		X		X
C	COLORADO HEALTH FACILITIES AUTHORITY	84-0752932	196474K58	12/05/2003	103,035,000	2/2/1994&9/9/1992 REFIN+BLDGS+EQUI		X		X		X
D	MONTANA FACILITY FINANCE AUTHORITY	81-0302402	61204KBC4	03/07/2006	35,000,000	CONSTRUCT/REMODEL HOSPITAL FACILIT		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired				
2	Amount of bonds legally defeased				
3	Total proceeds of issue	39,210,000.	49,755,055.	103,035,433.	35,028,997.
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows				
7	Issuance costs from proceeds	270,531.	346,200.	714,438.	325,299.
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	7,630,591.	55.	22,369,995.	34,703,698.
11	Other spent proceeds				
12	Other unspent proceeds				
13	Year of substantial completion	2003	2003	2003	2006
		Yes / No	Yes / No	Yes / No	Yes / No
14	Were the bonds issued as part of a current refunding issue?	X /	X /	X /	/ X
15	Were the bonds issued as part of an advance refunding issue?	/ X	/ X	/ X	/ X
16	Has the final allocation of proceeds been made?	X /	X /	X /	X /
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X /	X /	X /	X /

Part III Private Business Use

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

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

Schedule K (Form 990) 2011

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SCHEDULE K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number 23-7379161

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
A	KANSAS DEVELOPMENT FINANCE AUTHORITY	48-1066589	48542KHB8	03/07/2006	60,000,000	CONSTRUCT/REMODEL HOSPITAL FAC		X		X		X
B	KANSAS DEVELOPMENT FINANCE AUTHORITY	48-1066589	48542KHA0	03/07/2006	25,000,000	CONSTRUCT/REMODEL HOSPITAL FAC		X		X		X
C	COLORADO HEALTH FACILITIES AUTHORITY	84-0752932	19648AST3	05/20/2010	605,460,143	3/24/98&11/13/02&7/18/02 REFI+HOSP		X		X		X
D	MONTANA FACILITY FINANCE AUTHORITY	81-0302402	61204KHV6	05/20/2010	217,535,868	3/24/98&5/25/00 REFI+HOSP FAC		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired				
2	Amount of bonds legally defeased				
3	Total proceeds of issue	60,070,846.	25,020,732.	605,500,535.	217,587,116.
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows				
7	Issuance costs from proceeds	557,655.	232,356.	6,836,215.	2,529,281.
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	59,513,191.	24,788,376.	310,645,879.	32,824,812.
11	Other spent proceeds				
12	Other unspent proceeds				69,000,000.
13	Year of substantial completion	2006	2006	2010	2010

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

Part III Private Business Use

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

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 SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number 23-7379161

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
A	KANSAS DEVELOPMENT FINANCE AUTHORITY	48-1066589	48542KM5	05/20/2010	202,625,401	3/24/98&5/25/00 REFI+HOSP FAC		X		X		X
B	COLORADO HEALTH FACILITIES AUTHORITY	84-0752932	NONE	06/15/2011	62,620,000	REFI 7/18/02&2/4/09		X		X		X
C												
D												

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired				
2	Amount of bonds legally defeased				
3	Total proceeds of issue	202,625,401.	62,620,000.		
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows				
7	Issuance costs from proceeds	2,488,006.	420,000.		
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	77,008,019.			
11	Other spent proceeds				
12	Other unspent proceeds				
13	Year of substantial completion	2010	2011		

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

Part III Private Business Use

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

Part III Private Business Use *(Continued)*

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X		X		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?	X		X		X		X	
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		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?		X		X		X		X
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶		%		%		%		%
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 ▶		.0737 %		%		2.9367 %		3.0925 %
6 Total of lines 4 and 5		.0737 %		%		2.9367 %		3.0925 %
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X		X		X	

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?	X		X		X		X	
2 Is the bond issue a variable rate issue?	X		X		X		X	
3a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	X		X		X		X	
b Name of provider	MERRILL LYNCH		MERRILL LYNCH		MERRILL LYNCH		DEUTSCHE BANK	
c Term of hedge		20.000		20.000		20.000		25.000
d Was the hedge superintegrated?		X		X		X		X
e Was the hedge terminated?		X		X		X		X
4a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		X
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5 Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
6 Did the bond issue qualify for an exception to rebate?		X		X		X		X

Part V 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 [X] Yes [ ] No

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

FORM 990, SCHEDULE K

PART I, COLUMN (C), CUSIP #

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?								
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?								
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 ▶		%		%		%		%
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 ▶		%		%		%		%
6	Total of lines 4 and 5		%		%		%		%
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?								

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?								
2	Is the bond issue a variable rate issue?								
3a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?								
b	Name of provider								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was the hedge terminated?								
4a	Were gross proceeds invested in a guaranteed investment contract (GIC)?								
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?								
6	Did the bond issue qualify for an exception to rebate?								

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 ☐ Yes ☐ No

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

SCHEDULE K DISCLOSES THE COLORADO HEALTH FACILITIES AUTHORITY BONDS,
ISSUED 12/05/2003, WITH AN ISSUE PRICE OF $103,035,000. THIS IS

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?								
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?								
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 ▶	%		%		%		%	
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 ▶	%		%		%		%	
6 Total of lines 4 and 5	%		%		%		%	
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?								

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?								
2 Is the bond issue a variable rate issue?								
3a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?								
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								
4a Were gross proceeds invested in a guaranteed investment contract (GIC)?								
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?								
6 Did the bond issue qualify for an exception to rebate?								

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 . . . ☐ Yes ☐ No

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

DISCLOSED AS ONE LINE ON SCHEDULE K DUE TO ONLY ONE FORM 8038 BEING ISSUED. THAT SAID, THERE ARE ACTUALLY TWO CUSIP NUMBERS, AS FOLLOWS:

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?								
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?								
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 ▶	%		%		%		%	
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 ▶	%		%		%		%	
6 Total of lines 4 and 5	%		%		%		%	
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?								

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?								
2 Is the bond issue a variable rate issue?								
3a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?								
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								
4a Were gross proceeds invested in a guaranteed investment contract (GIC)?								
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?								
6 Did the bond issue qualify for an exception to rebate?								

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 ☐ Yes ☐ No

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

PER FORM 8038: CUSIP - 196474 K58 / K41

ACTUAL: CUSIP - 196474 K58 AND CUSIP - 196474 K41

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		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?	X		X		X		X	
c	Are there any research agreements that may result in private business use of bond-financed property?		X		X		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?		X		X		X		X
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶	.0015 %		.7197 %		%		2.6032 %	
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 ▶	%		.1296 %		.0332 %		.1348 %	
6	Total of lines 4 and 5	.0015 %		.8493 %		.0332 %		2.7380 %	
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X		X		X	

Part IV Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?	X		X			X		X
2	Is the bond issue a variable rate issue?	X		X			X		X
3a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	X		X			X		X
b	Name of provider	DEUTSCHE BANK		DEUTSCHE BANK					
c	Term of hedge	25.000		25.000					
d	Was the hedge superintegrated?		X		X		X		X
e	Was the hedge terminated?		X		X		X		X
4a	Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		X
b	Name of provider								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5	Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
6	Did the bond issue qualify for an exception to rebate?		X		X		X		X

Part V 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 . . . . . [X] Yes [ ] No

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

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?	X		X					
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?		X		X				
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶	.2690 %		%		%		%	
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 ▶	%		%		%		%	
6	Total of lines 4 and 5	.2690 %		%		%		%	
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X					

Part IV Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X		X				
2	Is the bond issue a variable rate issue?		X	X					
3a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X				
b	Name of provider								
c	Term of hedge								
d	Was the hedge superintegrated?		X		X				
e	Was the hedge terminated?		X		X				
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 . . . . . [X] Yes [ ] No

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

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	Employer identification number
SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.	23-7379161

FORM 990 GENERAL EXPLANATIONS_1

FORM 990 (DEFINITION)

SCLHS = SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

FORM 990, PART VI (GOVERNANCE, MANAGEMENT, & DISCLOSURE)

SECTION A. GOVERNING BODY AND MANAGEMENT

6., 7(A)., AND 7(B). SCLHS HAS MEMBERS WHO APPOINT THE BOARD OF DIRECTORS OF SCLHS. THROUGH SEPTEMBER 25, 2011, THE MEMBERS OF SCLHS WERE THE COMMUNITY DIRECTOR AND THOSE PERSONS WHO ARE MEMBERS OF THE COMMUNITY COUNCIL OF THE SISTERS OF CHARITY OF LEAVENWORTH RELIGIOUS COMMUNITY. ON SEPTEMBER 25, 2011, THE SISTERS TRANSFERRED SPONSORSHIP OF SCLHS TO A NEWLY-FORMED ENTITY, LEAVEN MINISTRIES, WHICH HAS BEEN APPROVED AND RECOGNIZED BY THE CATHOLIC CHURCH AS THE SPONSOR OF SCLHS. LEADERSHIP OF THE SISTERS OF CHARITY OF LEAVENWORTH RELIGIOUS COMMUNITY REMAIN INVOLVED IN LEAVEN MINISTRIES. THE MEMBERS OF LEAVEN MINISTRIES INCLUDE THREE SISTERS OF CHARITY OF LEAVENWORTH AND TWO LAY LEADERS.

SECTION B. POLICIES

11(B). SCLHS' GOVERNING BODY, A BOARD OF DIRECTORS, REVIEWS THE FORM 990 BEFORE IT IS FILED WITH THE IRS. THIS PROCESS INVOLVES EACH BOARD MEMBER RECEIVING A DRAFT OF THE FORM 990 AND THE OPPORTUNITY TO REVIEW AND ASK QUESTIONS BEFORE IT IS FILED, THUS ENSURING THAT THE INFORMATION ACCURATELY REFLECTS SCLHS' MISSION, OPERATIONS, COMMUNITY BENEFITS,

Name of the organization	Employer identification number
SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.	23-7379161

GOVERNANCE OVERSIGHT, ETC.

12(C). SCLHS REGULARLY AND CONSISTENTLY MONITORS AND ENFORCES ITS CONFLICT OF INTEREST POLICY BY PROVIDING EDUCATION AND TRAINING FOR EACH OF ITS EMPLOYEES, STAFF, OFFICERS AND DIRECTORS, AS WELL AS HAVING EACH OF THESE INDIVIDUALS COMPLETE A CONFLICT OF INTEREST STATEMENT ON AN ANNUAL BASIS TO DISCLOSE ANY POTENTIAL CONFLICT ISSUES. THESE STATEMENTS ARE CAREFULLY REVIEWED AND A REPORT PROVIDED TO SCLHS' PRESIDENT/CEO REGARDING EMPLOYEES AND OFFICERS, AND TO THE CHAIR OF THE BOARD AND CHAIR OF THE GOVERNANCE COMMITTEE REGARDING BOARD MEMBERS. IN THE EVENT OF A CONFLICT OF INTEREST WITH AN SCLHS BOARD MEMBER, THE CONFLICT SHALL PROMPTLY BE REPORTED TO THE SCLHS BOARD CHAIR WHO WILL PRESENT THE FACTS TO THE SCLHS GOVERNANCE COMMITTEE FOR EVALUATION AND PRESENTATION TO THE SCLHS BOARD OF DIRECTORS FOR ITS ACTION.

15(A) & 15(B). SCLHS' PROCESS FOR DETERMINING COMPENSATION FOR THE TOP MANAGEMENT, SENIOR LEADERSHIP, IS THE RESPONSIBILITY OF THE SCLHS COMPENSATION COMMITTEE. THIS COMMITTEE IS COMPOSED OF THREE OR MORE MEMBERS WHO ARE NOT CURRENT EMPLOYEES OF SCLHS, OR FORMER EMPLOYEES WITH NO ACTIVE INTEREST IN THE SCLHS' COMPENSATION PROGRAM, INCLUDING AT LEAST TWO MEMBERS OF THE SCLHS BOARD. SCLHS BELIEVES THAT THE INDEPENDENCE OF THESE MEMBERS IS VITAL TO THE INTEGRITY OF THE PROCESS. THE WORK OF THIS COMMITTEE INCLUDES BEING CONSTANTLY AWARE OF THE CURRENT COMPETITIVE MARKET FOR MANAGEMENT AND SENIOR LEADERS, AS WELL AS COMPILING AND MAINTAINING RECORDS OF COMPARABLE COMPENSATION AND BENEFITS DATA, INCLUDING SURVEYS AND OTHER ANALYSES, TO SUPPORT SCLHS' TOTAL

Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number 23-7379161

COMPENSATION TO EACH INDIVIDUAL. MINUTES ARE KEPT CONTEMPORANEOUSLY FOR EACH MEETING OF THE COMMITTEE. LIKEWISE, THE COMMITTEE IS RESPONSIBLE FOR ENSURING THAT NO "EXCESS BENEFIT" IS CONFERRED ON AN INDIVIDUAL, OR THAT SUCH COMPENSATION DOES NOT CONSTITUTE PROHIBITED INUREMENT. THIS PROCESS IS COMPLETED FOR ALL SENIOR LEADERSHIP, AT THE AFFILIATE AND SYSTEM LEVEL, AND THE COMMITTEE'S RECOMMENDATION IS THEN SUBMITTED TO THE SCLHS BOARD FOR APPROVAL. THE CHARGE OF THIS COMMITTEE ADHERES TO SCLHS' CORE VALUE OF STEWARDSHIP, ENSURING THAT THE MINISTRY'S RESOURCES HELD IN TRUST ARE NOT WASTED OR MISUSED, AND ARE DEPLOYED TO EFFECTIVELY AND EFFICIENTLY ADVANCE THE MISSION.

SECTION C. DISCLOSURE

19. SCLHS' GOVERNANCE MANUAL FOR BOARD MEMBERS IS AVAILABLE TO THE PUBLIC ON THE WEBSITE, WWW.GREATBOARDS.ORG. THE MANUAL SETS FORTH THE STANDARDS AND EXPECTATIONS OF EACH BOARD MEMBER INCLUDING THE FIDUCIARY DUTY OF LOYALTY WHICH REQUIRES THAT EACH MEMBER ABIDE BY SCLHS' CONFLICT OF INTEREST POLICY, DISCLOSE ANY ISSUES WHICH MAY PRESENT A CONFLICT, COMPLETE THE ANNUAL DISCLOSURE STATEMENT, REVIEW POLICIES AND PROCEDURES PERTAINING TO CONFLICTS OF INTEREST, AND PROVIDE OVERSIGHT OF SCLHS' RESPONSIBILITY PROGRAM. FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART XI (RECONCILIATION OF NET ASSETS)

LINE 5: OTHER CHANGES IN NET ASSETS:

Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number 23-7379161

UNREALIZED LOSS ON INVESTMENTS	$(13,702,353)
UNREALIZED LOSS ON SWAPS	(14,172,902)
FROZEN DEFINED BENEFIT RETIREMENT PLAN GAIN	6,520,813
EQUITY TRANSFERS FROM RELATED	(3,572,913)
FAS 158 LOSS ON DEFINED BENEFIT PLANS	(33,548,100)
SELF-INSURED LIABILITY REDUCTION	(4,379,871)
TOTAL	$(62,855,326)

FORM 990, PART XII, LINE 2 (FINANCIAL STATEMENTS & REPORTING)

SCLHS HAS AN INDEPENDENT AUDIT COMPLETED AND REPORTED UPON ANNUALLY ON ITS CONSOLIDATED ORGANIZATION. THERE IS NO SEPARATE AUDIT REPORT FOR SCLHS. IN ADDITION, SCLHS' BOARD HAS AN AUDIT COMMITTEE WHICH HAS OVERSIGHT OF THE EXTERNAL AUDIT PROCESS AND RESULTS AS WELL AS SELECTION OF THE INDEPENDENT AUDITORS.

CURRENT INDEPENDENT AUDITORS ARE ERNST & YOUNG, LLP.

FORM 990 GENERAL EXPLANATIONS_2

FORM 926, STATEMENT

PURSUANT TO TREASURY REG. SEC. 1.6038B-1(C):

APPLICABLE TO ALL IRS FORMS 926 FILED WITH THIS RETURN.

Name of the organization	Employer identification number
SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.	23-7379161

1. TRANSFEROR NAME: SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC. AND U.S. TAXPAYER IDENTIFICATION NUMBER: 23-7379161.

2. TRANSFEREE:

A. NAME: VARIOUS, SEE IRS FORMS 926, PART II, LINE 3; TAXPAYER IDENTIFICATION NUMBER: VARIOUS, SEE IRS FORMS 926, PART II, LINE 4; ADDRESS: VARIOUS, SEE IRS FORMS 926, PART II, LINE 5; COUNTRY OF INCORPORATION: VARIOUS, SEE IRS FORMS 926, PART II, LINE 6.

B. GENERAL DESCRIPTION OF THE TRANSFER: VARIOUS, GENERALLY CASH, SEE IRS FORMS 926, PART III.

3. CONSIDERATION RECEIVED: SEE AMOUNT ON IRS FORMS 926, PART III.

4. PROPERTY TRANSFERRED, INCLUDING THE ESTIMATED FAIR MARKET VALUE AND ADJUSTED BASIS OF THE PROPERTY:

A. ACTIVE BUSINESS PROPERTY: SEE AMOUNT ON IRS FORMS 926, PART III.

B. STOCK OR SECURITIES: SEE AMOUNT ON IRS FORMS 926, PART III.

I. ACTIVE TRADE OR BUSINESS STOCK.

II. APPLICATION OF SPECIAL RULES.

C. DEPRECIATED PROPERTY: SEE AMOUNT ON IRS FORMS 926, PART III.

D. PROPERTY TO BE LEASED: N/A

E. PROPERTY TO BE SOLD: N/A

F. TRANSFERS TO FSCS: N/A

G. TAINTED PROPERTY: N/A

I. INVENTORY, ETC.: PROPERTY DESCRIBED IN SEC. 1.367(A)-5T(B);

II. INSTALLMENT OBLIGATIONS, ETC.: PROPERTY DESCRIBED IN SEC. 1.367(A)-5T(C);

III. FOREIGN CURRENCY, ETC: PROPERTY DESCRIBED IN SEC.

Name of the organization	Employer identification number
SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.	23-7379161

1.367(A)-5T(D);

IV. INTANGIBLE PROPERTY: PROPERTY DESCRIBED IN SEC. 1.367(A)-5T(E);

V. LEASED PROPERTY: PROPERTY DESCRIBED IN SEC. 1.367(A)-5T(F).

H. FOREIGN LOSS BRANCH: N/A

I. OTHER INTANGIBLES: SEE AMOUNT ON IRS FORMS 926, PART III.

5. TRANSFER OF FOREIGN BRANCH WITH PREVIOUSLY DEDUCTED LOSSES: N/A

A. BRANCH OPERATION.

B. BRANCH PROPERTY.

C. PREVIOUSLY DEDUCTED LOSSES.

D. CHARACTER OF GAIN IN ACCORDANCE WITH SEC. 1.367(A)-6T(C)(1). N/A

FORM 926, STATEMENT

PURSUANT TO TREASURY REGS. SEC. 1.351-3T(A) AND SEC. 1.351-3T(B):

APPLICABLE TO ALL IRS FORMS 926 WHERE SCLHS IS A SIGNIFICANT TRANSFEROR.

BY: SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

EIN: 23-7379161

YEAR ENDED DECEMBER 31, 2011.

1. NAME AND EIN (IF ANY) OF TRANSFEREE CORPORATION(S): SEE FORMS 926, PART II, LINES 3 AND 4.

2. DATE(S) OF THE TRANSFER(S) OF ASSETS: VARIOUS DATES. SEE FORMS 926, PART III.

Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number 23-7379161

3. IMMEDIATELY BEFORE THE EXCHANGE, THE PROPERTY TRANSFERRED BY THE TRANSFEROR IN EXCHANGE HAD AN: (A) AGGREGATE FAIR MARKET VALUE OF: SEE FORMS 926, PART III WHERE CASH VALUE EXCHANGED WAS REPORTED. (B) AGGREGATE BASIS OF: SINCE CASH WAS EXCHANGED, BASIS IS EQUAL TO FAIR MARKET VALUE ABOVE.

4. DATE AND CONTROL NUMBER OF ANY PRIVATE LETTER RULING(S) ISSUED BY THE INTERNAL REVENUE SERVICE IN CONNECTION WITH THE SECTION 351 EXCHANGE: NOT APPLICABLE.

FORM 5471, STATEMENT

PURSUANT TO TREASURY REG. SEC. 1.351-3T(B):

APPLICABLE TO ALL IRS FORMS 5471 FILED WITH THIS RETURN.

BY: VARIOUS, SEE ALL FORMS 5471 FILED WITH THIS RETURN.

EIN: VARIOUS, SEE ALL FORMS 5471 FILED WITH THIS RETURN.

YEAR ENDED DECEMBER 31, 2011.

1. NAME AND EIN (IF ANY) OF TRANSFEREE CORPORATION(S): SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.; 23-7379161.

2. DATE(S) OF THE TRANSFER(S) OF ASSETS: VARIOUS DATES. SEE FORMS 5471.

3. IMMEDIATELY BEFORE THE EXCHANGE, THE PROPERTY TRANSFERRED BY THE TRANSFEROR IN EXCHANGE HAD AN: (A) AGGREGATE FAIR MARKET VALUE OF: SEE

Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number 23-7379161

FORMS 5471 WHERE CASH VALUE EXCHANGED WAS REPORTED. (B) AGGREGATE BASIS OF: SINCE CASH WAS EXCHANGED, BASIS IS EQUAL TO FAIR MARKET VALUE ABOVE.

4. DATE AND CONTROL NUMBER OF ANY PRIVATE LETTER RULING(S) ISSUED BY THE INTERNAL REVENUE SERVICE IN CONNECTION WITH THE SECTION 351 EXCHANGE: NOT APPLICABLE.

FORM 5471, STATEMENT OF REASONABLE CAUSE

PURSUANT TO TREASURY REG. SEC. 301.6679-1(A)(3):

SCLHS, A SHAREHOLDER OF THE RIVERVIEW MULTI-SERIES FUND SPC, LTD., IS NOT IN POSSESSION OF CERTAIN INFORMATION REQUESTED BY THE IRS ON FORM 5471 AND IS UNABLE TO OBTAIN SUCH INFORMATION FROM RIVERVIEW MULTI-SERIES FUND SPC, LTD. SPECIFICALLY, SCLHS IS NOT IN POSSESSION OF THE FOLLOWING INFORMATION REQUESTED IN FORM 5471:

SCHEDULE B: THE IDENTITY, HOLDINGS AND INCOME OF OTHER U.S. SHAREHOLDERS AND THEIR PRO RATA SHARE OF SUBPART F INCOME;

THIS STATEMENT IS INTENDED TO SERVE AS A STATEMENT OF REASONABLE CAUSE IN ACCORDANCE WITH TREASURY REG. SEC. 301.6679-1(A)(3).

FORM 5471, STATEMENT OF REASONABLE CAUSE

Name of the organization	Employer identification number
SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.	23-7379161

PURSUANT TO TREASURY REG. SEC. 301.6679-1(A)(3) AND 1.6038-2(K)(3)(II):

SCLHS, A SHAREHOLDER OF THE JP MORGAN HEDGE FUND SPC, LTD -ACCESS MAR09 SEGREGATED PORTFOLIO, IS NOT IN POSSESSION OF CERTAIN INFORMATION REQUESTED BY THE IRS ON FORM 5471 AND IS UNABLE TO OBTAIN SUCH INFORMATION FROM JP MORGAN HEDGE FUND SPC, LTD -ACCESS MAR09 SEGREGATED PORTFOLIO. SPECIFICALLY, SCLHS IS NOT IN POSSESSION OF THE FOLLOWING INFORMATION REQUESTED IN FORM 5471:

SCHEDULE B: THE IDENTITY, HOLDINGS AND INCOME OF OTHER U.S. SHAREHOLDERS AND THEIR PRO RATA SHARE OF SUBPART F INCOME;

SCHEDULE E: THE INCOME, WAR PROFITS, AND EXCESS PROFITS TAXES PAID OR ACCRUED BY THE CORPORATION;

SCHEDULE G: THE OTHER INFORMATION REGARDING THE CORPORATION. NOTE ALL BOXES ARE MARKED NO BY DEFAULT OF SCLHS' TAX SOFTWARE. ANSWERS MAY NOT BE ACCURATE;

SCHEDULE H: THE CURRENT EARNINGS AND PROFITS OF THE CORPORATION;

SCHEDULE I: THE SUMMARY OF SHAREHOLDER'S INCOME FROM FOREIGN CORPORATION.

SCHEDULE J: THE INFORMATION REGARDING THE ACCUMULATED EARNINGS AND PROFITS (E&P) OF THE CORPORATION;

SCHEDULE M: THE INFORMATION REGARDING TRANSACTIONS BETWEEN CONTROLLED FOREIGN CORPORATIONS AND SHAREHOLDERS OR OTHER RELATED PARTIES; AND

SCHEDULE O, PART II, SECTIONS B, E AND F: SOCIAL SECURITY NUMBERS OF U.S. DIRECTORS OF THE CORPORATION, INFORMATION REGARDING THE ORGANIZATION

Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number 23-7379161

OR REORGANIZATION OF THE FOREIGN CORPORATION, AND THE ADDITIONAL INFORMATION.

THIS STATEMENT IS INTENDED TO SERVE AS A STATEMENT OF REASONABLE CAUSE IN ACCORDANCE WITH TREASURY REG. SEC. 301.6679-1(A)(3) AND 1.6038-2(K)(3)(II).

FORM 5471, STATEMENT OF REASONABLE CAUSE

PURSUANT TO TREASURY REG. SEC. 301.6679-1(A)(3) AND 1.6038-2(K)(3)(II):

SCLHS, A SHAREHOLDER OF THE JP MORGAN HEDGE FUND SPC, LTD -ACCESS JUN09 SEGREGATED PORTFOLIO, IS NOT IN POSSESSION OF CERTAIN INFORMATION REQUESTED BY THE IRS ON FORM 5471 AND IS UNABLE TO OBTAIN SUCH INFORMATION FROM JP MORGAN HEDGE FUND SPC, LTD -ACCESS JUN09 SEGREGATED PORTFOLIO. SPECIFICALLY, SCLHS IS NOT IN POSSESSION OF THE FOLLOWING INFORMATION REQUESTED IN FORM 5471:

SCHEDULE B: THE IDENTITY, HOLDINGS AND INCOME OF OTHER U.S. SHAREHOLDERS AND THEIR PRO RATA SHARE OF SUBPART F INCOME;

SCHEDULE E: THE INCOME, WAR PROFITS, AND EXCESS PROFITS TAXES PAID OR ACCRUED BY THE CORPORATION;

SCHEDULE G: THE OTHER INFORMATION REGARDING THE CORPORATION. NOTE ALL BOXES ARE MARKED NO BY DEFAULT OF SCLHS' TAX SOFTWARE. ANSWERS MAY NOT BE ACCURATE;

Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number 23-7379161

SCHEDULE H: THE CURRENT EARNINGS AND PROFITS OF THE CORPORATION;

SCHEDULE I: THE SUMMARY OF SHAREHOLDER'S INCOME FROM FOREIGN CORPORATION.

SCHEDULE J: THE INFORMATION REGARDING THE ACCUMULATED EARNINGS AND PROFITS (E&P) OF THE CORPORATION;

SCHEDULE M: THE INFORMATION REGARDING TRANSACTIONS BETWEEN CONTROLLED FOREIGN CORPORATIONS AND SHAREHOLDERS OR OTHER RELATED PARTIES; AND

SCHEDULE O, PART II, SECTIONS B, E AND F: SOCIAL SECURITY NUMBERS OF U.S. DIRECTORS OF THE CORPORATION, INFORMATION REGARDING THE ORGANIZATION OR REORGANIZATION OF THE FOREIGN CORPORATION, AND THE ADDITIONAL INFORMATION.

THIS STATEMENT IS INTENDED TO SERVE AS A STATEMENT OF REASONABLE CAUSE IN ACCORDANCE WITH TREASURY REG. SEC. 301.6679-1(A)(3) AND 1.6038-2(K)(3)(II).

FORM 5471, STATEMENT OF REASONABLE CAUSE

PURSUANT TO TREASURY REG. SEC. 301.6679-1(A)(3) AND 1.6038-2(K)(3)(II):

SCLHS, A 12.54% SHAREHOLDER WITH NO VOTING RIGHTS IN AUSTIN CAPITAL SAFE HARBOR OFFSHORE FUND, LTD., IS NOT IN POSSESSION OF CERTAIN INFORMATION REQUESTED BY THE IRS ON FORM 5471 AND IS UNABLE TO OBTAIN SUCH INFORMATION FROM AUSTIN CAPITAL SAFE HARBOR OFFSHORE FUND, LTD.. SPECIFICALLY, SCLHS IS NOT IN POSSESSION OF THE FOLLOWING INFORMATION

Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number 23-7379161

REQUESTED IN FORM 5471:

SCHEDULE H: THE CURRENT EARNINGS AND PROFITS OF THE CORPORATION;

SCHEDULE I: THE SUMMARY OF SHAREHOLDER'S INCOME FROM FOREIGN CORPORATION.

SCHEDULE J: THE INFORMATION REGARDING THE ACCUMULATED EARNINGS AND PROFITS (E&P) OF THE CORPORATION;

AS SCLHS IS NOT IN POSSESSION OF THE CURRENT EARNINGS AND PROFITS OF THE CORPORATION.

THIS STATEMENT IS INTENDED TO SERVE AS A STATEMENT OF REASONABLE CAUSE IN ACCORDANCE WITH TREASURY REG. SEC. 301.6679-1(A)(3) AND 1.6038-2(K)(3)(II).

ATTACHMENT 1

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES

DESCRIPTION	GRANTS	EXPENSES	REVENUE
QUALITY, RISK MANAGEMENT, COMMUNICATIONS		23,823,887.	82,769,649.
MEDICAL OFFICE BUILDING, DENVER, CO		491,233.	1,154,819.
DEPRECIATION		148,292.	
GRANTS RELATED TO SCLHS MISSION	278,650.	278,650.	
TOTALS	278,650.	24,742,062.	83,924,468.

Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number 23-7379161

ATTACHMENT 2

FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

CAYMAN ISLANDS

UNITED KINGDOM

CANADA

ATTACHMENT 3

FORM 990, PART VII, COLUMN B - ESTIMATED AVERAGE PER WEEK

NAME AND TITLE	HOURS DEVOTED FOR RELATED ORGANIZATION
LOURDES J LAZATIN CEO SAINT JOHN'S SANTA MONICA	40.00
ELEANOR L RAMIREZ COO SAINT JOHN'S SANTA MONICA	40.00
CHERIE L GORBY COO ST MARY'S GRAND JUNCTION	40.00
BAIN J FARRIS CEO SAINT JOSEPH DENVER	40.00

ATTACHMENT 4

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
BROADLANE INC 13727 NOEL RD DALLAS, TX 75240	PROF/ADMIN PERSONNEL	5,471,772.
GALLOWAY CONSULTING 5330 CROSS ROADS MANOR ATLANTA, GA 30327	CONSULTING	2,798,394.
CATHOLIC HEALTHCARE AUDIT NETWORK 231 SOUTH BEMISTON ST LOUIS, MO 63105	INT AUDIT SERVICES	2,097,868.
ERNST AND YOUNG LLP PO BOX 660401 DALLAS, TX 75260	AUDIT & TAX SERVICES	1,556,928.
MCKINSEY & COMPANY INC PO BOX 7247-7255	CONSULTING	1,527,625.

Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number 23-7379161

ATTACHMENT 4 (CONT'D)

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
PHILADELPHIA, PA 19170-7255		
	TOTAL COMPENSATION	13,452,587.

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number 23-7379161

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1) CARITAS CLINICS, INC. 48-1009910 818 NORTH 7TH STREET LEAVENWORTH, KS 66048	CLINIC SVCS	KS	501(C)(3)	3	SCLHS	X	
(2) MARIAN CLINIC, INC 48-1046905 1001 SW GARFIELD TOPEKA, KS 66604	CLINIC SVCS	KS	501(C)(3)	3	SCLHS	X	
(3) MARILLAC CLINIC, INC 84-1085822 2333 N 6TH STREET GRAND JUNCTION, CO 81501	CLINIC SVCS	CO	501(C)(3)	3	SCLHS	X	
(4) PROVIDENCE MEDICAL CENTER 48-0784446 8929 PARALLEL PARKWAY KANSAS CITY, KS 66112	HEALTHCARE	KS	501(C)(3)	3	SCLHS	X	
(5) ST JOHN HOSPITAL, INC 48-0543768 3500 SOUTH FOURTH STREET LEAVENWORTH, KS 66048	HEALTHCARE	KS	501(C)(3)	3	PMC	X	
(6) BETHANY COMMUNITY PLAZA, INC 48-1207407 15 NORTH 12TH STREET KANSAS CITY, KS 66102	HEALTHCARE	KS	501(C)(3)	3	PMC	X	
(7) PROVIDENCE/ST JOHN FOUNDATION, INC 48-0925688 8929 PARALLEL PARKWAY KANSAS CITY, KS 66112	SUPPORT 501C3	KS	501(C)(3)	7	PMC	X	

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number 23-7379161

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1) ST FRANCIS HEALTH CENTER, INC 48-0547719 1700 SW 7TH STREET TOPEKA, KS 66606	HEALTHCARE	KS	501(C)(3)	3	SCLHS	X	
(2) ST FRANCIS HEALTH CENTER FOUNDATION 48-1092520 1700 SW 7TH STREET TOPEKA, KS 66606	SUPPORT 501C3	KS	501(C)(3)	11A-TYPE I	SFHC	X	
(3) ST MARYS HOSPITAL & MEDICAL CENTER INC 84-0425720 2635 N 7TH STREET GRAND JUNCTION, CO 81502	HEALTHCARE	CO	501(C)(3)	3	SCLHS	X	
(4) ST MARYS HOSPITAL FOUNDATION 23-7001007 2635 N 7TH STREET GRAND JUNCTION, CO 81502	SUPPORT 501C3	CO	501(C)(3)	11A-TYPE I	SMHMC	X	
(5) SAINT JOSEPH HOSPITAL FOUNDATION 84-0735096 1835 FRANKLIN STREET DENVER, CO 80218	SUPPORT 501C3	CO	501(C)(3)	11A-TYPE I	SJH	X	
(6) HOLY ROSARY HEALTHCARE 81-0231792 2600 WILSON MILES CITY, MT 59301	HEALTHCARE	MT	501(C)(3)	3	SCLHS	X	
(7) HOLY ROSARY HEALTHCARE FOUNDATION INC 20-2270238 2600 WILSON MILES CITY, MT 59301	SUPPORT 501C3	MT	501(C)(3)	11A-TYPE I	HRHC	X	

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number 23-7379161

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1) ST VINCENT HEALTHCARE 81-0232124 1233 NORTH 30TH BILLINGS, MT 59101	HEALTHCARE	MT	501(C)(3)	3	SCLHS	X	
(2) ST VINCENT HEALTHCARE FOUNDATION 81-0468034 PO BOX 35200 BILLINGS, MT 59107	SUPPORT 501C3	MT	501(C)(3)	7	SVHC	X	
(3) NORTHWEST RESEARCH & EDUCATION INSTITUTE 20-1343024 315 NORTH 25TH STREET BILLINGS, MT 59101	COMM HLTH RES	MT	501(C)(3)	9	SVHC	X	
(4) ST JAMES HEALTHCARE 81-0231785 400 SOUTH CLARK STREET BUTTE, MT 59701	HEALTHCARE	MT	501(C)(3)	3	SCLHS	X	
(5) ST JAMES HEALTHCARE FOUNDATION 65-1202190 400 SOUTH CLARK STREET BUTTE, MT 59701	SUPPORT 501C3	MT	501(C)(3)	11A-TYPE I	SJHC	X	
(6) SAINT JOHNS HEALTH CENTER 95-1684082 2121 SANTA MONICA BLVD SANTA MONICA, CA 904042091	HEALTHCARE	CA	501(C)(3)	3	SCLHS	X	
(7) JOHN WAYNE CANCER INSTITUTE 95-4291515 2000 SANTA MONICA BLVD SANTA MONICA, CA 90404	CANCER R&D	CA	501(C)(3)	4	SJHHC	X	

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047
2011
Open to Public Inspection

Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC.

Employer identification number 23-7379161

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1) SAINT JOHNS HOSPITAL & HLTH CENTER FNDTN 95-6100079 2121 SANTA MONICA BLVD SANTA MONICA, CA 904042091	SUPPORT 501C3	CA	501(C)(3)	11A-TYPE I	SJHHC	X	
(2) EXEMPLA INC FKA LUTHERAN HOSPITAL 84-1103606 2420 W 26TH AVE, SUITE 100D DENVER, CO 80211	HEALTHCARE	CO	501(C)(3)	3	SCLHS	X	
(3) EXEMPLA LUTHERAN MEDICAL CENTER FNDTN 20-8846152 2480 W 26TH AVE,SUITE 360B DENVER, CO 80211	SUPPORT 501C3	CO	501(C)(3)	7	EXEMPLA INC.	X	
(4) EXEMPLA GOOD SAMARITAN MEDICAL CTR FNDTN 84-1649162 200 EXEMPLA CIRCLE LAFAYETTE, CO 80026	SUPPORT 501C3	CO	501(C)(3)	7	EXEMPLA INC.	X	
(5) LUTH MED CNTR PRO&GEN LIAB SELF-INS TRST 74-2571584 2480 W 26TH AVE,SUITE 360B DENVER, CO 80211	INSURANCE	CO	501(C)(3)	11A-TYPE I	EXEMPLA INC.	X	
(6) SAINT JOSEPH HOSPITAL 84-0417134 1835 FRANKLIN STREET DENVER, CO 80218	HEALTHCARE	CO	501(C)(3)	3	SCLHS	X	
(7) MOUNT ST VINCENT HOME, INC 84-0405260 4159 LOWELL BOULEVARD DENVER, CO 80211	RES CARE	CO	501(C)(3)	11A-TYPE I	SCLHS	X	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1) PAVILION IMAGING LL 03-0516198 GRAND JUNCTION, CO 81501	RADIOLOGY	CO	N/A	N/A								
(2) GRAND VALLEY SURGIC 84-1505075 GRAND JUNCTION, CO 81501	OP SURGERY	CO	N/A	N/A								
(3) SAN JUAN CANCER CEN 20-2856331 MONTROSE, CO 81401	OP CANCER	CO	N/A	N/A								
(4) BILLINGS MRI CENTER 81-0450943 BILLINGS, MT 59101	MRI-PET SCAN	MT	N/A	N/A								
(5) LUTHERAN CAMPUS ASC 02-0749532 WHEATRIDGE, CO 80033	OP SURGERY	CO	N/A	N/A								
(6) COLORADO SURGICAL V 20-8038915 CHICAGO, IL 60608	OP SURGERY	CO	N/A	N/A								
(7) COLORADO SURGICAL H 20-8038977 CHICAGO, IL 60608	OP SURGERY	CO	N/A	N/A								

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
(1) CARITAS INC AND SUBSIDIARIES 48-0941069 2480 W 26TH AVENUE, STE 100D DENVER, CO 80211	OTHER MEDICAL	KS	N/A	C CORP	19,578,604	29,975,179	100 0000
(2) LEAVEN INSURANCE COMPANY, LTD 98-0370522 23 LIME TREE BAY AVE KY1-1102 GEORGE TOWN, GRAND CAYMAN C	INSURANCE	CJ	N/A		3,631,560	66,605,797	100 0000
(3)							
(4)							
(5)							
(6)							
(7)							

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

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

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

	(a) Name of other organization	(b) Transaction type (a–r)	(c) Amount involved	(d) Method of determining amount involved
(1)	PROVIDENCE MEDICAL CENTER (PMC)	A	245,970.	FMV
(2)	ST JOHN HOSPITAL, INC. (SJL)	A	67,165.	FMV
(3)	ST JAMES HEALTHCARE (SJB)	A	570,005.	FMV
(4)	ST MARY'S HOSPITAL & MEDICAL CTR (SMGJ)	A	1,759,533.	FMV
(5)	ST JOHN'S HEALTH CTR (SJSM)	A	2,773,717.	FMV
(6)	EXEMPLA INC FKA LUTHERAN HOSPITAL	A	7,933,927.	FMV

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

			Yes	No
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	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Sale of assets to related organization(s)	1f		
g	Purchase of assets from related organization(s)	1g		
h	Exchange of assets with related organization(s)	1h		
i	Lease of facilities, equipment, or other assets to related organization(s)	1i		
j	Lease of facilities, equipment, or other assets from related organization(s)	1j		
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l		
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		
n	Sharing of paid employees with related organization(s)	1n		
o	Reimbursement paid to related organization(s) for expenses	1o		
p	Reimbursement paid by related organization(s) for expenses	1p		
q	Other transfer of cash or property to related organization(s)	1q		
r	Other transfer of cash or property from related organization(s)	1r		

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)	ST JOSEPH HOSPITAL (SJD)	A	2,565,576.	FMV
(2)	MOUNT SAINT VINCENT HOME (MSVH)	B	80,000.	FMV
(3)	PROVIDENCE MEDICAL CENTER (PMC)	E	11,714,669.	FMV
(4)	ST JOHN HOSPITAL, INC. (SJL)	E	966,353.	FMV
(5)	ST JAMES HEALTHCARE (SJB)	E	3,196,146.	FMV
(6)	ST MARY'S HOSPITAL & MEDICAL CTR (SMGJ)	E	4,421,805.	FMV

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

			Yes	No
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	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Sale of assets to related organization(s)	1f		
g	Purchase of assets from related organization(s)	1g		
h	Exchange of assets with related organization(s)	1h		
i	Lease of facilities, equipment, or other assets to related organization(s)	1i		
j	Lease of facilities, equipment, or other assets from related organization(s)	1j		
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l		
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		
n	Sharing of paid employees with related organization(s)	1n		
o	Reimbursement paid to related organization(s) for expenses	1o		
p	Reimbursement paid by related organization(s) for expenses	1p		
q	Other transfer of cash or property to related organization(s)	1q		
r	Other transfer of cash or property from related organization(s)	1r		

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)	ST JOHN'S HEALTH CTR (SJSM)	E	16,000,000.	FMV
(2)	EXEMPLA INC FKA LUTHERAN HOSPITAL	E	7,485,000.	FMV
(3)	ST JOSEPH HOSPITAL (SJD)	D	833,835.	FMV
(4)	EXEMPLA INC FKA LUTHERAN HOSPITAL	D	420,000.	FMV
(5)	PROVIDENCE MEDICAL CENTER (PMC)	K	7,072,296.	FMV
(6)	ST FRANCIS HEALTH CENTER, INC. (SFT)	K	10,604,240.	FMV

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

			Yes	No
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	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Sale of assets to related organization(s)	1f		
g	Purchase of assets from related organization(s)	1g		
h	Exchange of assets with related organization(s)	1h		
i	Lease of facilities, equipment, or other assets to related organization(s)	1i		
j	Lease of facilities, equipment, or other assets from related organization(s)	1j		
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l		
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		
n	Sharing of paid employees with related organization(s)	1n		
o	Reimbursement paid to related organization(s) for expenses	1o		
p	Reimbursement paid by related organization(s) for expenses	1p		
q	Other transfer of cash or property to related organization(s)	1q		
r	Other transfer of cash or property from related organization(s)	1r		

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)	HOLY ROSARY HEALTHCARE (HRH)	K	1,722,881.	FMV
(2)	ST VINCENT HEATHCARE (SVB)	K	25,190,634.	FMV
(3)	ST JAMES HEALTHCARE (SJB)	K	3,687,331.	FMV
(4)	ST MARY'S HOSPITAL & MEDICAL CTR (SMGJ)	K	13,689,913.	FMV
(5)	ST JOHN'S HEALTH CTR (SJSM)	K	629,694.	FMV
(6)	PROVIDENCE MEDICAL CENTER (PMC)	O	15,877.	FMV

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

			Yes	No
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	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Sale of assets to related organization(s)	1f		
g	Purchase of assets from related organization(s)	1g		
h	Exchange of assets with related organization(s)	1h		
i	Lease of facilities, equipment, or other assets to related organization(s)	1i		
j	Lease of facilities, equipment, or other assets from related organization(s)	1j		
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l		
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		
n	Sharing of paid employees with related organization(s)	1n		
o	Reimbursement paid to related organization(s) for expenses	1o		
p	Reimbursement paid by related organization(s) for expenses	1p		
q	Other transfer of cash or property to related organization(s)	1q		
r	Other transfer of cash or property from related organization(s)	1r		

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) ST JAMES HEALTHCARE (SJB)	O	15,035.	FMV
(2) ST VINCENT HEATHCARE (SVB)	O	71,320.	FMV
(3) ST JOHN HOSPITAL, INC. (SJL)	K	1,444,920.	FMV
(4) LEAVEN INSURANCE COMPANY, LTD.	O	13,469,858.	FMV
(5) PROVIDENCE MEDICAL CENTER (PMC)	P	128,166,922.	FMV
(6) ST JOHN HOSPITAL, INC. (SJL)	P	26,148,435.	FMV

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

			Yes	No
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	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Sale of assets to related organization(s)	1f		
g	Purchase of assets from related organization(s)	1g		
h	Exchange of assets with related organization(s)	1h		
i	Lease of facilities, equipment, or other assets to related organization(s)	1i		
j	Lease of facilities, equipment, or other assets from related organization(s)	1j		
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l		
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		
n	Sharing of paid employees with related organization(s)	1n		
o	Reimbursement paid to related organization(s) for expenses	1o		
p	Reimbursement paid by related organization(s) for expenses	1p		
q	Other transfer of cash or property to related organization(s)	1q		
r	Other transfer of cash or property from related organization(s)	1r		

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)	ST FRANCIS HEALTH CENTER, INC. (SFT)	P	200,817,601.	FMV
(2)	HOLY ROSARY HEALTHCARE (HRH)	P	31,427,583.	FMV
(3)	ST VINCENT HEATHCARE (SVB)	P	259,952,065.	FMV
(4)	ST JAMES HEALTHCARE (SJB)	P	70,944,293.	FMV
(5)	ST MARY'S HOSPITAL & MEDICAL CTR (SMGJ)	P	264,741,167.	FMV
(6)	ST JOHN'S HEALTH CTR (SJSM)	P	258,739,072.	FMV

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

			Yes	No
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	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Sale of assets to related organization(s)	1f		
g	Purchase of assets from related organization(s)	1g		
h	Exchange of assets with related organization(s)	1h		
i	Lease of facilities, equipment, or other assets to related organization(s)	1i		
j	Lease of facilities, equipment, or other assets from related organization(s)	1j		
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l		
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		
n	Sharing of paid employees with related organization(s)	1n		
o	Reimbursement paid to related organization(s) for expenses	1o		
p	Reimbursement paid by related organization(s) for expenses	1p		
q	Other transfer of cash or property to related organization(s)	1q		
r	Other transfer of cash or property from related organization(s)	1r		

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)	EXEMPLA INC FKA LUTHERAN HOSPITAL	P	89,804,546.	FMV
(2)	ST JOSEPH HOSPITAL (SJD)	P	1,702,084.	FMV
(3)	LEAVEN INSURANCE COMPANY, LTD.	P	5,551,982.	FMV
(4)	CARITAS, INC & SUBSIDIARIES	P	88,108.	FMV
(5)	CARITAS CLINICS, INC	P	1,238,103.	FMV
(6)	MARIAN CLINIC, INC.	P	1,745,289.	FMV

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

			Yes	No
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	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Sale of assets to related organization(s)	1f		
g	Purchase of assets from related organization(s)	1g		
h	Exchange of assets with related organization(s)	1h		
i	Lease of facilities, equipment, or other assets to related organization(s)	1i		
j	Lease of facilities, equipment, or other assets from related organization(s)	1j		
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l		
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		
n	Sharing of paid employees with related organization(s)	1n		
o	Reimbursement paid to related organization(s) for expenses	1o		
p	Reimbursement paid by related organization(s) for expenses	1p		
q	Other transfer of cash or property to related organization(s)	1q		
r	Other transfer of cash or property from related organization(s)	1r		

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) JOHN WAYNE CANCER INSTITUTE	P	16,690,455.	FMV
(2) MARILLAC CLINIC, INC	P	71,000.	FMV
(3) PROVIDENCE MEDICAL CENTER (PMC)	Q	5,669.	FMV
(4) ST VINCENT HEALTHCARE (SVB)	Q	7,874.	FMV
(5) EXEMPLA INC FKA LUTHERAN HOSPITAL	Q	2,944,351.	FMV
(6) PROVIDENCE MEDICAL CENTER (PMC)	R	5,107,676.	FMV

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

			Yes	No
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	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Sale of assets to related organization(s)	1f		
g	Purchase of assets from related organization(s)	1g		
h	Exchange of assets with related organization(s)	1h		
i	Lease of facilities, equipment, or other assets to related organization(s)	1i		
j	Lease of facilities, equipment, or other assets from related organization(s)	1j		
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l		
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		
n	Sharing of paid employees with related organization(s)	1n		
o	Reimbursement paid to related organization(s) for expenses	1o		
p	Reimbursement paid by related organization(s) for expenses	1p		
q	Other transfer of cash or property to related organization(s)	1q		
r	Other transfer of cash or property from related organization(s)	1r		

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)	ST FRANCIS HEALTH CENTER, INC. (SFT)	R	5,852,027.	FMV
(2)	HOLY ROSARY HEALTHCARE (HRH)	R	957,023.	FMV
(3)	ST MARY'S HOSPITAL & MEDICAL CTR (SMGJ)	R	7,273,387.	FMV
(4)	ST VINCENT HEALTHCARE (SVB)	R	7,613,663.	FMV
(5)	ST JOHN'S HEALTH CTR (SJSM)	R	6,433,335.	FMV
(6)	ST JAMES HEALTHCARE (SJB)	R	2,208,246.	FMV

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

			Yes	No
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	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Sale of assets to related organization(s)	1f		
g	Purchase of assets from related organization(s)	1g		
h	Exchange of assets with related organization(s)	1h		
i	Lease of facilities, equipment, or other assets to related organization(s)	1i		
j	Lease of facilities, equipment, or other assets from related organization(s)	1j		
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l		
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		
n	Sharing of paid employees with related organization(s)	1n		
o	Reimbursement paid to related organization(s) for expenses	1o		
p	Reimbursement paid by related organization(s) for expenses	1p		
q	Other transfer of cash or property to related organization(s)	1q		
r	Other transfer of cash or property from related organization(s)	1r		

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)	MARILLAC CLINIC, INC	B	79,376.	FMV
(2)	ST VINCENT HEALTHCARE (SVB)	B	50,000.	FMV
(3)	ST JAMES HEALTHCARE (SJB)	D	5,802,374.	FMV
(4)	EXEMPLA INC FKA LUTHERAN HOSPITAL	K	4,228,304.	FMV
(5)				
(6)				

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Part VII Supplemental Information

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