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Form **990**

Department of the Treasury
Internal Revenue Service

# Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

**2011**

**Open to Public Inspection**

**A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011**

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

**C** Name of organization
Alexian Brothers Health System

Doing Business As

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

City or town, state or country, and ZIP + 4
Arlington Heights, IL 60005

**D Employer identification number**
36-3260495

**E Telephone number**
(847) 385-7165

**G** Gross receipts $ 45,855,624

**F** Name and address of principal officer
Mark Frey
3040 West Salt Creek Lane
Arlington Heights, IL 60005

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

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

**H(c)** Group exemption number ▶ 0928

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

**J Website:** ▶ www alexianbrothershealth org

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

## Part I Summary

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

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

Activities & Governance

| | | | |
|---|---|---|---|
| **3** | Number of voting members of the governing body (Part VI, line 1a) | **3** | 10 |
| **4** | Number of independent voting members of the governing body (Part VI, line 1b) | **4** | 10 |
| **5** | Total number of individuals employed in calendar year 2011 (Part V, line 2a) | **5** | 7,574 |
| **6** | Total number of volunteers (estimate if necessary) | **6** | 10 |
| **7a** | Total unrelated business revenue from Part VIII, column (C), line 12 | **7a** | 2,952 |
| **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) | 5,238,173 | 3,704,948 |
| **9** | Program service revenue (Part VIII, line 2g) | 28,573,798 | 33,418,047 |
| **10** | Investment income (Part VIII, column (A), lines 3, 4, and 7d ) | 9,536,179 | 7,035,210 |
| **11** | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 287,667 | 262,013 |
| **12** | Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 43,635,817 | 44,420,218 |
| **13** | Grants and similar amounts paid (Part IX, column (A), lines 1–3 ) | 0 | 0 |
| **14** | Benefits paid to or for members (Part IX, column (A), line 4) | 0 | 0 |
| **15** | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) | 24,006,343 | 28,202,718 |
| **16a** | Professional fundraising fees (Part IX, column (A), line 11e) | 0 | 0 |
| **b** | Total fundraising expenses (Part IX, column (D), line 25) ▶2,260,488 | | |
| **17** | Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) | 19,293,464 | 21,915,577 |
| **18** | Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25) | 43,299,807 | 50,118,295 |
| **19** | Revenue less expenses Subtract line 18 from line 12 | 336,010 | -5,698,077 |

Revenue / Expenses

| | | Beginning of Current Year | End of Year |
|---|---|---|---|
| **20** | Total assets (Part X, line 16) | 449,506,571 | 690,705,024 |
| **21** | Total liabilities (Part X, line 26) | 542,956,252 | 829,433,897 |
| **22** | Net assets or fund balances Subtract line 21 from line 20 | -93,449,681 | -138,728,873 |

Net Assets or Fund Balances

## Part II Signature Block

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

**Sign Here**

Signature of officer — Date: 2012-11-01

MARK FREY President & CEO
Type or print name and title

**Paid Preparer's Use Only**

| | | | |
|---|---|---|---|
| Preparer's signature: Laura Gillespie | Date | Check if self-employed ▶☐ | Preparer's taxpayer identification number (see instructions) P00855604 |
| Firm's name (or yours if self-employed), address, and ZIP + 4: Deloitte Tax LLP, 111 S Wacker Drive, Chicago, IL 60606 | | | EIN ▶ 86-1065772 |
| | | | Phone no ▶ (312) 486-1000 |

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

## Part III Statement of Program Service Accomplishments

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

**1** Briefly describe the organization's mission

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

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

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

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

If "Yes," describe these changes on Schedule O

**4** Describe the 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 $ 45,682,449 including grants of $ ) (Revenue $ 33,418,047 )

ABHS supports the provision of healthcare services at the corporations to which it is a member by the provision of centralized administrative support, including services such as Accounting, Human Resources and Compliance For more than seven centuries, the Alexian Brothers have cared for the sick, the aged, the poor and dying The basic Judeo-Christian beliefs that inspired the founders of this worldwide Catholic religious congregation sustain its ministry today to promote the physical, mental, spiritual, and social well-being of individuals of all creeds, races, nationalities and socioeconomic levels served through this health care ministry (See Schedule O)Strengthened by community, prayer, commitment to the poor and the legacy of its founders, and in partnership with others, the Alexian Brothers witness the healing Christ by a holistic approach to promoting health and caring for the sick, dying, aged and unwanted of all socioeconomic levels, outside as well as within ABHS ABHS carries out its exempt purposes by coordinating and managing the activities of the regional corporations for which it is the national member Through these regional corporations, ABHS provides healthcare and other services to communities in suburban Chicago, IL, St Louis, MO, Milwaukee, WI, and Signal Mountain, TN As a charitable organization, it is recognized that not all individuals possess the ability to purchase essential medical services ABHS' mission is to serve the community with respect to providing healthcare services and education, and housing needs Therefore, in keeping with ABHS' commitment to serve all members of its community -Free care and/or subsidized care-Care to persons covered by government programs at or below cost, and -Health activities and programs to support the community are considered and provided when appropriate These activities include wellness programs, community education programs, special programs for the elderly, handicapped, medically underserved, and a variety of broad community support activities Consistent with its mission, ABHS, through its ministries, provides medical care to all patients regardless of their ability to pay In addition, the ministries provide services intended to benefit the poor and underserved, including those persons who cannot afford health insurance because of inadequate resources and/or are uninsured or underinsured, and to enhance the health status of the communities in which they operate As a religious organization, each of the ABHS facilities operates a chapel and pastoral care department, and assists in the promotion of ABHS' Catholic identity and religious sponsorship while addressing the spiritual needs of patients and their families in a holistic manner Charity Care and Community Service The amounts and types of charity care and other community services provided in the entire Alexian Brothers Health System are as follows Charity Care at Cost $17,759,062 Language Assistant Services $707,502Excess of Government Sponsored Health Care Cost Over Reimbursement-Medicaid $27,733,877Donations $190,093 Education $2,384,921 Government-Sponsored Program Services $0Subsidized Health Services $1,669,456 Other Community Benefits $3,887,754Total Charity Care and Community Benefits $54,332,665 Excess of Government Sponsored Health Care Cost Over Reimburstment - Medicare $58,208,836Bad Debt Expense at Cost $10,169,004Information has been included for all exempt entities in ABHS The information for the hospitals included has been calculated on a basis consistent with the requirements for the Illinois Attorney General Community Benefit report

**4b** (Code ) (Expenses $ including grants of $ ) (Revenue $ )

**4c** (Code ) (Expenses $ including grants of $ ) (Revenue $ )

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

**4e** **Total program service expenses** ▶ $ 45,682,449

## Part IV Checklist of Required Schedules

| | | | Yes | No |
|---|---|---|---|---|
| 1 | Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A* | 1 | Yes | |
| 2 | Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)? | 2 | Yes | |
| 3 | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I* | 3 | | No |
| 4 | **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II* | 4 | | No |
| 5 | Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III* | 5 | | No |
| 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 | | No |
| 7 | Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II* | 7 | | No |
| 8 | Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III* | 8 | | No |
| 9 | Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV* | 9 | | No |
| 10 | Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V* | 10 | Yes | |
| 11 | If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable | | | |
| a | Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.* | 11a | Yes | |
| b | Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.* | 11b | Yes | |
| c | Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.* | 11c | | No |
| d | Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.* | 11d | Yes | |
| e | Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.* | 11e | Yes | |
| f | Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X.* | 11f | | No |
| 12a | Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII* | 12a | | No |
| b | Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional* | 12b | Yes | |
| 13 | Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E* | 13 | | No |
| 14a | Did the organization maintain an office, employees, or agents outside of the United States? | 14a | | No |
| b | Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Part I* | 14b | | No |
| 15 | Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Part II and IV* | 15 | | No |
| 16 | Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the U S ? *If "Yes," complete Schedule F, Part III and IV* | 16 | | No |
| 17 | Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I* | 17 | | No |
| 18 | Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II* | 18 | Yes | |
| 19 | Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III* | 19 | | No |
| 20a | Did the organization operate one or more hospitals? *If "Yes," complete Schedule H* | 20a | | No |
| b | If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements | 20b | | |

**Part IV Checklist of Required Schedules** *(continued)*

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

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

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

| | | | | Yes | No |
|---|---|---|---|---|---|
| **1a** | Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . . . . . | **1a** | 792 | | |
| **b** | Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable | **1b** | 0 | | |
| **c** | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . . | | | **1c** | Yes | |
| **2a** | Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return . . . . . | **2a** | 7,574 | | |
| **b** | If at least one is reported on line 2a, did the organization file all required federal employment tax returns? | | | **2b** | Yes | |
| | **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) | | | | | |
| **3a** | Did the organization have unrelated business gross income of $1,000 or more during the year? . . . . . | | | **3a** | Yes | |
| **b** | If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O* . . . . . | | | **3b** | Yes | |
| **4a** | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)? . . . . . | | | **4a** | | No |
| **b** | If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts | | | | | |
| **5a** | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . | | | **5a** | | No |
| **b** | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | | | **5b** | | No |
| **c** | If "Yes" to line 5a or 5b, did the organization file Form 8886-T? . . . . . | | | **5c** | | |
| **6a** | Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible? . . . . . | | | **6a** | | No |
| **b** | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . . | | | **6b** | | |
| **7** | **Organizations that may receive deductible contributions under section 170(c).** | | | | | |
| **a** | Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor? . . . . . | | | **7a** | | No |
| **b** | If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . . | | | **7b** | | |
| **c** | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . . | | | **7c** | | No |
| **d** | If "Yes," indicate the number of Forms 8282 filed during the year . . . . | **7d** | 0 | | | |
| **e** | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . | | | **7e** | | No |
| **f** | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . | | | **7f** | | No |
| **g** | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . . . | | | **7g** | | |
| **h** | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . . . | | | **7h** | | |
| **8** | **Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . . | | | **8** | | No |
| **9** | **Sponsoring organizations maintaining donor advised funds.** | | | | | |
| **a** | Did the organization make any taxable distributions under section 4966? . . . . . | | | **9a** | | |
| **b** | Did the organization make a distribution to a donor, donor advisor, or related person? . . . . . | | | **9b** | | |
| **10** | **Section 501(c)(7) organizations.** Enter | | | | | |
| **a** | Initiation fees and capital contributions included on Part VIII, line 12 . . . | **10a** | | | | |
| **b** | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | **10b** | | | | |
| **11** | **Section 501(c)(12) organizations.** Enter | | | | | |
| **a** | Gross income from members or shareholders . . . . . | **11a** | | | | |
| **b** | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them ) . . . . . | **11b** | | | | |
| **12a** | **Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041? | | | **12a** | | |
| **b** | If "Yes," enter the amount of tax-exempt interest received or accrued during the year | **12b** | | | | |
| **13** | **Section 501(c)(29) qualified nonprofit health insurance issuers.** | | | | | |
| **a** | Is the organization licensed to issue qualified health plans in more than one state? **Note.** All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state | | | **13a** | | |
| **b** | Enter the aggregate 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 aggregate amount of reserves on hand | **13c** | | | | |
| **14a** | Did the organization receive any payments for indoor tanning services during the tax year? . . . . . | | | **14a** | | No |
| **b** | If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . . | | | **14b** | | |

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

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

## Section A. Governing Body and Management

| | | | | Yes | No |
|---|---|---|---|---|---|
| 1a | Enter the number of voting members of the governing body at the end of the tax year . . . . . | 1a | 10 | | |
| b | Enter the number of voting members included in line 1a, above, who are independent . . . . . | 1b | 10 | | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . . | | 2 | | No |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . | | 3 | | No |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | | 4 | | No |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? . | | 5 | | No |
| 6 | Did the organization have members or stockholders? . . . . . | | 6 | Yes | |
| 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 | Yes | |
| 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 | Yes | |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following | | | | |
| a | The governing body? . . . . . | | 8a | Yes | |
| b | Each committee with authority to act on behalf of the governing body? . . . . . | | 8b | Yes | |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . . | | 9 | | No |

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

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

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you 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 See Additional Data Table

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

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

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

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

## Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

**1a** Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or 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 organizations compensated any current or former officer, director, or trustee

| (A) Name and Title | (B) Average hours per week (describe hours for related organizations in Schedule O) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W- 2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) Jerry Capizzi Director | 1 00 | X | | | | | | 0 | 0 | 0 |
| (2) Br Richard Lowe CFA Director | 1 00 | X | | | | | | 0 | 0 | 0 |
| (3) Br John Howard CFA Director | 1 00 | X | | | | | | 0 | 0 | 0 |
| (4) Kenneth McHugh Director | 1 00 | X | | | | | | 0 | 0 | 0 |
| (5) Karen S Wells Director | 1 00 | X | | | | | | 0 | 0 | 0 |
| (6) Bruce Wolfe Director | 1 00 | X | | | | | | 0 | 0 | 0 |
| (7) Br Theodore Loucks CFA Director | 1 00 | X | | | | | | 0 | 0 | 0 |
| (8) Richard Fischer Director | 1 00 | X | | | | | | 0 | 0 | 0 |
| (9) Kaveh Safavi MD Director | 1 00 | X | | | | | | 0 | 0 | 0 |
| (10) Br James Classon CFA Chairperson | 1 00 | X | | X | | | | 0 | 0 | 0 |
| (11) Br Lawrence Krueger CFA Vice Chairperson | 1 00 | X | | X | | | | 0 | 0 | 0 |
| (12) Br Thomas Keusenkothen CFA President/CEO/Vice Chair | 40 00 | | | X | | | | 0 | 0 | 0 |
| (13) Mark Frey President/CEO | 40 00 | | | X | | | | 867,276 | 0 | 184,992 |
| (14) Tracy Rogers Vice President/COO | 40 00 | | | X | | | | 497,648 | 0 | 78,096 |
| (15) James Sances Vice President/Treasurer | 40 00 | | | X | | | | 642,540 | 0 | 143,948 |
| (16) Virginia Golembiewski Assistant Secretary | 40 00 | | | X | | | | 69,801 | 0 | 16,144 |
| (17) Jim Lewandowski Vice President,HR | 40 00 | | | | X | | | 372,210 | 0 | 66,995 |

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

| (A) Name and Title | (B) Average hours per week (describe hours for related organizations in Schedule O) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (18) Mary Ann Magnifico<br>VP, Construction | 40 00 | | | | | X | | 288,008 | 0 | 70,747 |
| (19) Peg Wendell<br>VP, General Counsel | 40 00 | | | | | X | | 295,214 | 0 | 44,260 |
| (20) Melanie Furlan<br>VP, Development | 40 00 | | | | | X | | 320,737 | 0 | 58,982 |
| (21) Jean Justie<br>VP, CAO | 40 00 | | | | | X | | 258,209 | 0 | 51,154 |
| (22) Gary Breuer<br>VP, Revenue Cycle | 40 00 | | | | | X | | 266,580 | 0 | 49,272 |
| | | | | | | | | | | |
| | | | | | | | | | | |
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| | | | | | | | | | | |
| | | | | | | | | | | |
| **1b Sub-Total** . . . . . ▶ | | | | | | | | | | |
| **c Total from continuation sheets to Part VII, Section A** . . . . ▶ | | | | | | | | | | |
| **d Total (add lines 1b and 1c)** . . . . . ▶ | | | | | | | | 3,878,223 | 0 | 764,590 |

**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 ▶ 9

| | | | 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** | | No |
| **4** | For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual* . . . . . | **4** | Yes | |
| **5** | Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person* . . . . . | **5** | | No |

## Section B. Independent Contractors

**1** Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization 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 |
|---|---|---|
| Ungaretti & Harris<br>3500 Three First National Plaza<br>Chicago, IL 60602 | Attorneys | 2,639,528 |
| Sodexho Operations LLC<br>4880 Paysphere Circle<br>Chicago, IL 60674 | Foodservice | 1,961,328 |
| Efficiency Media<br>4304 N Avers<br>Chicago, IL 60618 | Media Planning Buying Services | 1,716,545 |
| Peterson Contracting Services Inc<br>1025 Revere Ct<br>Lombard, IL 60148 | Painting and Decorating Services | 1,189,869 |
| Riddiford Roofing Metal Work<br>2333 Hamilton Road<br>Arlingotn Heights, IL 60005 | Roofing Contractors | 1,057,788 |

**2** Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 285

## 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 | 663,282 | | | |
| | d | Related organizations | 1d | | | | |
| | e | Government grants (contributions) | 1e | | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above | 1f | 3,041,666 | | | |
| | g | Noncash contributions included in lines 1a-1f $ | | | | | |
| | h | **Total.** Add lines 1a-1f | | 3,704,948 | | | |
| Program Service Revenue | | | Business Code | | | | |
| | 2a | Management Fees | 900099 | 23,293,231 | 23,293,231 | | |
| | b | Leased Empl Benefits | 900099 | 6,542,036 | 6,542,036 | | |
| | c | I/C Affiliate Rent | 900099 | 2,992,332 | 2,992,332 | | |
| | d | I/C Chargebacks | 900099 | 566,856 | 566,856 | | |
| | e | RESTRICTED FUNDS UTILI | 900099 | 15,164 | 15,164 | | |
| | f | All other program service revenue | | 8,428 | 8,428 | | |
| | g | **Total.** Add lines 2a–2f | | 33,418,047 | | | |
| | 3 | Investment income (including dividends, interest and other similar amounts) | | 7,035,210 | | | 7,035,210 |
| | 4 | Income from investment of tax-exempt bond proceeds | | | | | |
| | 5 | Royalties | | | | | |
| | | | (i) Real | (ii) Personal | | | |
| | 6a | Gross rents | 1,285,695 | | | | |
| | b | Less rental expenses | 890,635 | | | | |
| | c | Rental income or (loss) | 395,060 | | | | |
| | d | Net rental income or (loss) | | 395,060 | | | 395,060 |
| | | | (i) Securities | (ii) Other | | | |
| | 7a | Gross amount from sales of assets other than inventory | | | | | |
| | b | Less cost or other basis and sales expenses | | | | | |
| | c | Gain or (loss) | | | | | |
| | d | Net gain or (loss) | | | | | |
| Other Revenue | 8a | Gross income from fundraising events (not including $ 663,282 of contributions reported on line 1c) See Part IV, line 18 | a 408,772 | | | | |
| | b | Less direct expenses | b 544,771 | | | | |
| | c | Net income or (loss) from fundraising events | | -135,999 | | | -135,999 |
| | 9a | Gross income from gaming activities See Part IV, line 19 | a | | | | |
| | b | Less direct expenses | b | | | | |
| | c | Net income or (loss) from gaming activities | | | | | |
| | 10a | Gross sales of inventory, less returns and allowances | a | | | | |
| | b | Less cost of goods sold | b | | | | |
| | c | Net income or (loss) from sales of inventory | | | | | |
| | | Miscellaneous Revenue | Business Code | | | | |
| | 11a | UBI - Premier | 900099 | 2,952 | | 2,952 | |
| | b | | | | | | |
| | c | | | | | | |
| | d | All other revenue | | | | | |
| | e | **Total.** Add lines 11a–11d | | 2,952 | | | |
| | 12 | **Total revenue.** See Instructions | | 44,420,218 | 33,418,047 | 2,952 | 7,294,271 |

## 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 | | | | |
| 2 | Grants and other assistance to individuals in the United States See Part IV, line 22 | | | | |
| 3 | Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16 | | | | |
| 4 | Benefits paid to or for members | | | | |
| 5 | Compensation of current officers, directors, trustees, and key employees . . . . | | | | |
| 6 | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . | | | | |
| 7 | Other salaries and wages | 20,065,728 | 18,825,521 | | 1,240,207 |
| 8 | Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . | 2,267,387 | 2,267,387 | | |
| 9 | Other employee benefits . . . . . | 5,000,713 | 4,639,659 | | 361,054 |
| 10 | Payroll taxes . . . . . | 868,890 | 792,049 | | 76,841 |
| 11 | Fees for services (non-employees) | | | | |
| a | Management . . . . . | 3,708 | | | 3,708 |
| b | Legal . . . . . | 1,932,446 | | 1,928,694 | 3,752 |
| c | Accounting . . . . . | 246,664 | | 246,664 | |
| d | Lobbying . . . . . | | | | |
| e | Professional fundraising *See Part IV, line 17* . . | | | | |
| f | Investment management fees . . . . . | | | | |
| g | Other . . . . . | 3,781,779 | 3,383,231 | | 398,548 |
| 12 | Advertising and promotion . . . . | 216,270 | 213,379 | | 2,891 |
| 13 | Office expenses . . . . . | 1,141,597 | 1,058,003 | | 83,594 |
| 14 | Information technology . . . . . | | | | |
| 15 | Royalties . . | | | | |
| 16 | Occupancy . . . . . | 2,784,153 | 2,733,715 | | 50,438 |
| 17 | Travel . . . . . | 203,442 | 171,947 | | 31,495 |
| 18 | Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . . | | | | |
| 19 | Conferences, conventions, and meetings . . . . | 29,613 | 29,613 | | |
| 20 | Interest . . . . . | | | | |
| 21 | Payments to affiliates . . . . . | | | | |
| 22 | Depreciation, depletion, and amortization . . . . . | 10,442,414 | 10,442,414 | | |
| 23 | Insurance . . . . . | 158,008 | 158,008 | | |
| 24 | Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O ) | | | | |
| a | Deferred Bond Costs | 727,871 | 727,871 | 0 | 0 |
| b | Food Expense | 89,440 | 81,480 | 0 | 7,960 |
| c | Medical Supplies Expens | 80,094 | 80,094 | 0 | 0 |
| d | Public/Comm Relations | 84 | 84 | 0 | 0 |
| e | | | | | |
| f | All other expenses | 77,994 | 77,994 | | |
| 25 | **Total functional expenses.** Add lines 1 through 24f | 50,118,295 | 45,682,449 | 2,175,358 | 2,260,488 |
| 26 | **Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation | | | | |

## Part X Balance Sheet

| | | | | (A) Beginning of year | | (B) End of year |
|---|---|---|---|---|---|---|
| Assets | 1 | Cash—non-interest-bearing | | 381,522 | 1 | 48,722,677 |
| | 2 | Savings and temporary cash investments | | | 2 | |
| | 3 | Pledges and grants receivable, net | | 8,109,456 | 3 | 5,669,961 |
| | 4 | Accounts receivable, net | | | 4 | |
| | 5 | Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L | | 1,000,206 | 5 | 821,612 |
| | 6 | Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L | | | 6 | |
| | 7 | Notes and loans receivable, net | | 152 | 7 | 4,048,778 |
| | 8 | Inventories for sale or use | | 3,045,076 | 8 | 4,432,410 |
| | 9 | Prepaid expenses and deferred charges | | 4,458,032 | 9 | 2,470,092 |
| | 10a | Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D* | 10a 107,151,730 | | | |
| | b | Less accumulated depreciation | 10b 59,222,941 | 38,830,398 | 10c | 47,928,789 |
| | 11 | Investments—publicly traded securities | | | 11 | |
| | 12 | Investments—other securities See Part IV, line 11 | | 288,424,254 | 12 | 221,031,686 |
| | 13 | Investments—program-related See Part IV, line 11 | | | 13 | |
| | 14 | Intangible assets | | | 14 | |
| | 15 | Other assets See Part IV, line 11 | | 105,257,475 | 15 | 355,579,019 |
| | 16 | **Total assets.** Add lines 1 through 15 (must equal line 34) | | 449,506,571 | 16 | 690,705,024 |
| Liabilities | 17 | Accounts payable and accrued expenses | | 27,622,129 | 17 | 51,157,047 |
| | 18 | Grants payable | | | 18 | 0 |
| | 19 | Deferred revenue | | 26,628 | 19 | 12,156 |
| | 20 | Tax-exempt bond liabilities | | 459,945,921 | 20 | 449,346,082 |
| | 21 | Escrow or custodial account liability *Complete Part IV of Schedule D* | | | 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* | | | 22 | |
| | 23 | Secured mortgages and notes payable to unrelated third parties | | 2,971,030 | 23 | 2,660,461 |
| | 24 | Unsecured notes and loans payable to unrelated third parties | | | 24 | |
| | 25 | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D | | 52,390,544 | 25 | 326,258,151 |
| | 26 | **Total liabilities.** Add lines 17 through 25 | | 542,956,252 | 26 | 829,433,897 |
| Net Assets or Fund Balances | | **Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.** | | | | |
| | 27 | Unrestricted net assets | | -93,449,681 | 27 | -138,728,873 |
| | 28 | Temporarily restricted net assets | | | 28 | |
| | 29 | Permanently restricted net assets | | | 29 | 0 |
| | | **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 | | -93,449,681 | 33 | -138,728,873 |
| | 34 | Total liabilities and net assets/fund balances | | 449,506,571 | 34 | 690,705,024 |

## Part XI Reconcilliation of Net Assets

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

| | | | |
|---|---|---|---|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 44,420,218 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 50,118,295 |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | -5,698,077 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | -93,449,681 |
| 5 | Other changes in net assets or fund balances (explain in Schedule O) | 5 | -39,581,115 |
| 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 | -138,728,873 |

## Part XII Financial Statements and Reporting

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

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

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493306012252

# SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

## Public Charity Status and Public Support

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

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

OMB No 1545-0047

**2011**

**Open to Public Inspection**

Name of the organization
Alexian Brothers Health System

**Employer identification number**
36-3260495

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

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

1 ☐ A church, convention of churches, or association of churches **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 the supported organization? **11g(i)** | | No |
| **(ii)** a family member of a person described in (i) above? **11g(ii)** | | No |
| **(iii)** a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)** | | No |

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

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions)) | (iv) Is the organization in col (i) listed in your governing document? Yes | (iv) No | (v) Did you notify the organization in col (i) of your support? Yes | (v) No | (vi) Is the organization in col (i) organized in the U S ? Yes | (vi) No | (vii) Amount of support? |
|---|---|---|---|---|---|---|---|---|---|
| See Additional Data Table | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| **Total** | | | | | | | | | 0 |

**Part II** **Support Schedule for Organizations Described in IRC 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 (Explain in Part IV ) Do not include gain or loss from the sale of capital assets | | | | | | |
| 11 **Total support** (Add lines 7 through 10) | | | | | | |

12 Gross receipts from related activities, etc (See instructions ) **12**

13 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here**

## Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f)) **14**

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

17a **10%-facts-and-circumstances test—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 IRC 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 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 **33 1/3% support tests—2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

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

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

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

| Facts And Circumstances Test |
| --- |
| |

**Explanation**

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

## Additional Data

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

**Form 990, Special Condition Description:**

| Special Condition Description |
| --- |

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**SCHEDULE D** (Form 990)

Department of the Treasury
Internal Revenue Service

# Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 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**
Alexian Brothers Health System

**Employer identification number**
36-3260495

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

| | | (a) Current Year | (b) Prior Year | (c) Two Years Back | (d) Three Years Back | (e) Four Years Back |
|---|---|---|---|---|---|---|
| 1a | Beginning of year balance | 3,409,815 | 3,466,340 | 3,594,762 | | |
| b | Contributions | 8,594 | 5,275 | 2,651 | 3,594,762 | |
| c | Investment earnings or losses | 70,761 | 135,915 | 73,613 | | |
| d | Grants or scholarships | 194,481 | 197,715 | 204,686 | | |
| e | Other expenditures for facilities and programs | 999 | | | | |
| f | Administrative expenses | | | | | |
| g | End of year balance | 3,293,690 | 3,409,815 | 3,466,340 | 3,594,762 | |

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

- a Board designated or quasi-endowment ▶
- b Permanent endowment ▶ 28 000 %
- c Term endowment ▶ 72 000 %

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

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

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

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

| Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|---|---|---|---|---|
| 1a Land | | | | |
| b Buildings | | 9,504,208 | 4,668,183 | 4,836,025 |
| c Leasehold improvements | | 15,231,068 | 11,407,039 | 3,824,029 |
| d Equipment | | 65,792,644 | 43,031,536 | 22,761,108 |
| e Other | | 16,623,810 | 116,183 | 16,507,627 |
| **Total.** Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶ | | | | 47,928,789 |

**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<br>(A) Beneficial interest in Alexian Brothers Health System, Inc Investment Trust | 221,031,686 | F |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| **Total.** *(Column (b) should equal Form 990, Part X, col (B) line 12 )* ▶ | 221,031,686 | |

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

| (a) Description of investment type | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| **Total.** *(Column (b) should equal Form 990, Part X, col (B) line 13 )* ▶ | | |

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

| (a) Description | (b) Book value |
|---|---|
| (1) Land Held for Future Use | 2,323,759 |
| (2) Due from Affiliates | 262,434,754 |
| (3) Due from A Manseau Trust | 40,719 |
| (4) Deferred Finance Costs | 9,424,945 |
| (5) Goodwill | 74,051,961 |
| (6) Other | 7,302,881 |
| | |
| | |
| | |
| **Total.** *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶ | 355,579,019 |

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

| 1 (a) Description of Liability | (b) Amount |
|---|---|
| Federal Income Taxes | |
| See Additional Data Table | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| **Total.** *(Column (b) should equal Form 990, Part X, col (B) line 25 )* ▶ | 326,258,151 |

**2.** Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC740)

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

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

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

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

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

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

## Part XIV Supplemental Information

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

| Identifier | Return Reference | Explanation |
|---|---|---|
| Description of Intended Use of Endowment Funds | Part V, Line 4 | The endowment funds are used to support charitable efforts within the Alexian Brothers Health System |
| Description of Uncertain Tax Positions Under FIN 48 | Part X | ABHS does not file a separate audit report, but is part of the Alexian Brothers Health System consolidated audit report There were no uncertain tax positions, and as a result there was no disclosure related to FIN 48 (ASC740) in the December 31, 2011 audit report |

## Additional Data

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

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

| 1 (a) Description of Liability | (b) Amount |
|---|---|
| Supplemental Employee Retirement Plan Liab | 1,176,207 |
| Unclaimed Property | 2,380 |
| Execu-flex Cap Accumulation | 885,923 |
| Restricted Pledges | 5,669,961 |
| Negative Cash | 116,200,095 |
| Health/Dental Liability | 5,376,764 |
| Reserve for Outstanding Insurance Losses | 7,049 |
| swap LT liab | 4,043,568 |
| Long Term Pension Liability | 14,667,175 |
| Other | 178,229,029 |

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SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

# Supplemental Information Regarding Fundraising or Gaming Activities

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

OMB No 1545-0047

**2011**

**Open to Public Inspection**

Name of the organization
Alexian Brothers Health System

**Employer identification number**
36-3260495

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

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

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

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

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

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

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

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

| | | (a) Event #1 Ball de Fleur (event type) | (b) Event #2 Golf Classic (event type) | (c) Other Events 5 (total number) | (d) Total Events (Add col (a) through col (c)) |
|---|---|---|---|---|---|
| Revenue | 1 Gross receipts | 639,496 | 172,250 | 260,308 | 1,072,054 |
| | 2 Less Charitable contributions | 367,395 | 143,550 | 152,337 | 663,282 |
| | 3 Gross income (line 1 minus line 2) | 272,101 | 28,700 | 107,971 | 408,772 |
| Direct Expenses | 4 Cash prizes | 0 | 0 | 5,275 | 5,275 |
| | 5 Non-cash prizes | 9,251 | 400 | 12,493 | 22,144 |
| | 6 Rent/facility costs | 30,995 | 30,300 | 17,220 | 78,515 |
| | 7 Food and beverages | 174,475 | 39,000 | 45,019 | 258,494 |
| | 8 Entertainment | 32,125 | 0 | 8,350 | 40,475 |
| | 9 Other direct expenses | 102,497 | 648 | 36,723 | 139,868 |
| | 10 Direct expense summary Add lines 4 through 9 in column (d) ▶ | | | | ( 544,771 ) |
| | 11 Net income summary Combine lines 3 and 10 in column (d) ▶ | | | | -135,999 |

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

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

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

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

b If "No," Explain _____

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

b If "Yes," Explain _____

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

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

**13** Indicate the percentage of gaming activity operated in

| | | | |
|---|---|---|---|
| **a** | The organization's facility . . . . . | **13a** | |
| **b** | An outside facility . . . . . | **13b** | |

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

Name ▶ ----------

Address ▶ ----------

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

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

**c** If "Yes," enter name and address

Name ▶ ----------

Address ▶ ----------

**16** Gaming manager information

Name ▶ ----------

Gaming manager compensation ▶ $ ----------

Description of services provided ▶ ----------

☐ Director/officer ☐ Employee ☐ Independent contractor

**17** Mandatory distributions

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

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

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

| Identifier | ReturnReference | Explanation |
|---|---|---|

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**Schedule J** (Form 990)

Department of the Treasury
Internal Revenue Service

# Compensation Information

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

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

**▶ Attach to Form 990. ▶ See separate instructions.**

OMB No 1545-0047

**2011**

**Open to Public Inspection**

**Name of the organization**
Alexian Brothers Health System

**Employer identification number**
36-3260495

## Part I Questions Regarding Compensation

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

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space 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, columns (D) and (E) 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 in prior Form 990 or Form 990-EZ |
|---|---|---|---|---|---|---|---|---|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| (1) Mark Frey | (i) | 617,468 | 172,499 | 77,309 | 145,072 | 39,920 | 1,052,268 | 39,114 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (2) Tracy Rogers | (i) | 367,650 | 105,531 | 24,467 | 34,778 | 43,318 | 575,744 | 24,467 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (3) James Sances | (i) | 477,155 | 136,544 | 28,841 | 115,746 | 28,202 | 786,488 | 28,841 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (4) Jim Lewandowski | (i) | 280,338 | 56,701 | 35,171 | 35,309 | 31,686 | 439,205 | 12,354 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (5) Mary Ann Magnifico | (i) | 230,526 | 45,431 | 12,051 | 42,714 | 28,033 | 358,755 | 12,051 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (6) Peg Wendell | (i) | 246,634 | 46,000 | 2,580 | 19,919 | 24,341 | 339,474 | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (7) Melanie Furlan | (i) | 240,239 | 68,684 | 11,814 | 21,186 | 37,796 | 379,719 | 11,814 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (8) Jean Justie | (i) | 208,071 | 37,789 | 12,349 | 23,903 | 27,251 | 309,363 | 12,349 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (9) Gary Breuer | (i) | 215,534 | 38,201 | 12,845 | 20,379 | 28,893 | 315,852 | 10,456 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

## Part III Supplemental Information

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

| Identifier | Return Reference | Explanation |
|---|---|---|
| | Part I, Line 4b | Alexian Brothers Health System offers a Supplemental Employee Retirement Plan to all employees who participate in the executive benefits program and whose compensation exceeds the IRS allowable limit for a qualified pension plan The amount accrued in 2011 was included in income in Schedule J for the following individuals Mark Frey - $77,808 Tracy Rogers - $5,914 James Sances - $52,060 Jim Lewandowski - $5,297 Mary Ann Magnifico - $4,317 Peg Wendell - $1,311 Melanie Furlan - $940 Jean Justie - $231 |

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**Schedule K (Form 990)**

Department of the Treasury
Internal Revenue Service

# Supplemental Information on Tax Exempt Bonds

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

OMB No 1545-0047

**2011**

**Open to Public Inspection**

Name of the organization
Alexian Brothers Health System

**Employer identification number**
36-3260495

## Part I Bond Issues

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

## Part II Proceeds

| | | A | B | C | D |
|---|---|---|---|---|---|
| 1 | Amount of bonds retired | | 86,570,000 | | 3,098,000 |
| 2 | Amount of bonds defeased | | | | |
| 3 | Total proceeds of issue | 82,801,580 | 255,795,000 | 44,028,000 | 13,607,000 |
| 4 | Gross proceeds in reserve funds | | | | |
| 5 | Capitalized interest from proceeds | | | | |
| 6 | Proceeds in refunding escrow | | | | |
| 7 | Issuance costs from proceeds | 866,162 | 1,612,171 | 788,514 | |
| 8 | Credit enhancement from proceeds | 191,498 | 7,020,188 | | |
| 9 | Working capital expenditures from proceeds | 3,147,167 | | | |
| 10 | Capital expenditures from proceeds | 78,596,753 | | 43,239,485 | |
| 11 | Other spent proceeds | | 247,162,641 | | 13,607,000 |
| 12 | Other unspent proceeds | | | | |
| 13 | Year of substantial completion | 2007 | | 2009 | |

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

## Part III Private Business Use

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

## Part III Private Business Use *(Continued)*

| | | A | | B | | C | | D | |
|---|---|---|---|---|---|---|---|---|---|
| | | Yes | No | Yes | No | Yes | No | Yes | No |
| 3a | Are there any management or service contracts that may result in private business use? | X | | | X | X | | | X |
| b | 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 | 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 ▶ | 0 % | | | | 0 % | | | |
| 5 | Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶ | 0 % | | | | 0 % | | | |
| 6 | Total of lines 4 and 5 | 0 % | | | | 0 % | | | |
| 7 | Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities? | X | | X | | X | | X | |

## Part IV Arbitrage

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

## Part V 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)

| Identifier | Return Reference | Explanation |
|---|---|---|
| Part I, Column (g), Line (B) (2005 Bonds) | | Proceeds of Series 2010 were used to retire $70,420,000 of the Series 2005 bonds outstanding on the issue date of the 2010 bonds |
| Part IV, Line 5, Column (B) | | This question is being answered without regard to a yield-restricted advance refunding escrow financed with proceeds of the bonds |
| Part II, Line 3, Column (A) Second Page (2010 Issue) | | At issuance, the Series 2010 Bonds sold for a premium of $1,186,814, and a principal amount of $133,400,000 |
| Part II, Line 4, Column (C) | | Only amounts constituting debt service reserve funds are included on Line 4 In addition, ABHS has the following amounts at December 31, 2010 in debt service funds $23,123 for Series 2004, $5,319,469 for Series 2005, $618,760 for Series 2008, and $7,642,114 for Series 2010 |
| Part II, Line 4, Column (C) | | At issuance, the Series 2008 Bonds original proceeds included a $4,500,000 reserve The reserve was subsequently replaced by a $4,500,000 letter of credit, and the proceeds expended on the project |
| Part III, Columns (B) and (D) | | Part III is not required for the 2005 and 2009 bonds, columns B and D, as they refunded pre-2003 issues |
| Part IV, Line 3c, Column (B) | | The following three swaps were entered into by ABHS, the counterparty being BOA Merrill Lynch A) $87,425,000, receiving variable rate, paying fixed rate, scheduled termination date 1/1/2028 (actual term 2 8 years) B) $87,425,000, receiving variable rate, paying fixed rate, scheduled termination date 1/1/2028 (actual term 2 8 years) C) $80,945,000, receiving variable rate, paying fixed rate, scheduled termination date 1/1/2018 (scheduled term 12 4 years) |
| Part IV, Line 3e, Column (B) | | Swaps A and B were terminated on May 28, 2008 Swap C remains open |
| Part I, Column (e) and Part II, Line 3 | | Differences between the issue price shown on Part I, column (e) and total proceeds shown on Part II, line 3 are due to investment earnings |
| Part IV, Line 2, Column (B) | | While all the currently outstanding 2005 bonds actually bear fixed rates, taken in its entirety Series 2005 constitutes a variable yield issue for tax purposes |

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**Schedule K (Form 990)**

Department of the Treasury
Internal Revenue Service

# Supplemental Information on Tax Exempt Bonds

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

OMB No 1545-0047

**2011**

**Open to Public Inspection**

Name of the organization
Alexian Brothers Health System

**Employer identification number**
36-3260495

## Part I Bond Issues

| | (a) Issuer Name | (b) Issuer EIN | (c) CUSIP # | (d) Date Issued | (e) Issue Price | (f) Description of Purpose | (g) Defeased | | (h) On Behalf of Issuer | | (i) Pool financing | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | Yes | No | Yes | No | Yes | No |
| A | Illinois Finance Authority | 86-1091967 | 45200FY94 | 04-21-2010 | 134,568,814 | Partial refunding and construct issued 8/11/05 | X | | | X | | X |

## Part II Proceeds

| | | A | B | C | D |
|---|---|---|---|---|---|
| 1 | Amount of bonds retired | 8,120,000 | | | |
| 2 | Amount of bonds defeased | | | | |
| 3 | Total proceeds of issue | 134,787,055 | | | |
| 4 | Gross proceeds in reserve funds | 12,302,178 | | | |
| 5 | Capitalized interest from proceeds | 14,957 | | | |
| 6 | Proceeds in refunding escrow | | | | |
| 7 | Issuance costs from proceeds | 1,904,465 | | | |
| 8 | Credit enhancement from proceeds | | | | |
| 9 | Working capital expenditures from proceeds | | | | |
| 10 | Capital expenditures from proceeds | 43,863,843 | | | |
| 11 | Other spent proceeds | 70,420,000 | | | |
| 12 | Other unspent proceeds | 6,281,612 | | | |
| 13 | Year of substantial completion | 2012 | | | |

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

## Part III Private Business Use

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

## Part III Private Business Use *(Continued)*

| | | A | | B | | C | | D | |
|---|---|---|---|---|---|---|---|---|---|
| | | Yes | No | Yes | No | Yes | No | Yes | No |
| 3a | Are there any management or service contracts that may result in private business use? | X | | | | | | | |
| b | 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 | | | | | | | |
| c | Are there any research agreements that may result in private business use of bond-financed property? | | X | | | | | | |
| d | If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property? | | | | | | | | |
| 4 | Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶ | | | | | | | | |
| 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? | X | | | | | | | |

## Part IV Arbitrage

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

## Part V 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)

| Identifier | Return Reference | Explanation |
|---|---|---|

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**Schedule L** (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

# Transactions with Interested Persons

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

OMB No 1545-0047

**2011**

**Open to Public Inspection**

**Name of the organization**
Alexian Brothers Health System

**Employer identification number**
36-3260495

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

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

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

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

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

## Part II Loans to and/or From Interested Persons.

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

| (a) Name of interested person and purpose | (b) Loan to or from the organization? To | (b) From | (c) Original principal amount | (d) Balance due | (e) In default? Yes | (e) No | (f) Approved by board or committee? Yes | (f) No | (g) Written agreement? Yes | (g) No |
|---|---|---|---|---|---|---|---|---|---|---|
| (1) Jean Justie<br>Split dollar life insurance | | X | 67,997 | 67,997 | | No | Yes | | Yes | |
| (2) Mark Frey<br>Split dollar life insurance | | X | 291,686 | 291,686 | | No | Yes | | Yes | |
| (3) Jim Lewandowski<br>Split dollar life insurance | | X | 95,147 | 95,147 | | No | Yes | | Yes | |
| (4) Gary Breuer<br>Split dollar life insurance | | X | 65,820 | 65,820 | | No | Yes | | Yes | |
| (5) Tracy Rogers<br>Split dollar life insurance | | X | 75,338 | 75,338 | | No | Yes | | Yes | |
| (6) James Sances<br>Split dollar life insurance | | X | 50,887 | 50,887 | | No | Yes | | Yes | |
| (7) Mary Ann Magnifico<br>Split dollar life insurance | | X | 107,204 | 107,204 | | No | Yes | | Yes | |
| (8) Peg Wendell<br>Split dollar life insurance | | X | 17,809 | 17,809 | | No | Yes | | Yes | |
| (9) Melanie Furlan<br>Split dollar life insurance | | X | 49,724 | 49,724 | | No | Yes | | Yes | |
| Total . . . . . ▶ $ | | | | 821,612 | | | | | | |

## Part III Grants or Assistance Benefitting Interested Persons.

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

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of grant or type of assistance |
|---|---|---|
| | | |
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**Part IV** **Business Transactions Involving Interested Persons.**

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

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction | (e) Sharing of organization's revenues? | |
|---|---|---|---|---|---|
| | | | | Yes | No |
| | | | | | |
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**Part V** **Supplemental Information**

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

| Identifier | Return Reference | Explanation |
|---|---|---|

## Additional Data

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

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

| (a) Name of interested person and purpose | (b) Loan to or from the organization? | | (c) Original principal amount $ | (d) Balance due $ | (e) In default? | | (f) Approved by board or committee? | | (g) Written agreement? | |
|---|---|---|---|---|---|---|---|---|---|---|
| | To | From | | | Yes | No | Yes | No | Yes | No |
| Jean Justie<br>Split dollar life insurance | | X | 67,997 | 67,997 | | No | Yes | | Yes | |
| Mark Frey<br>Split dollar life insurance | | X | 291,686 | 291,686 | | No | Yes | | Yes | |
| Jim Lewandowski<br>Split dollar life insurance | | X | 95,147 | 95,147 | | No | Yes | | Yes | |
| Gary Breuer<br>Split dollar life insurance | | X | 65,820 | 65,820 | | No | Yes | | Yes | |
| Tracy Rogers<br>Split dollar life insurance | | X | 75,338 | 75,338 | | No | Yes | | Yes | |
| James Sances<br>Split dollar life insurance | | X | 50,887 | 50,887 | | No | Yes | | Yes | |
| Mary Ann Magnifico<br>Split dollar life insurance | | X | 107,204 | 107,204 | | No | Yes | | Yes | |
| Peg Wendell<br>Split dollar life insurance | | X | 17,809 | 17,809 | | No | Yes | | Yes | |
| Melanie Furlan<br>Split dollar life insurance | | X | 49,724 | 49,724 | | No | Yes | | Yes | |

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|---|---|---|

**SCHEDULE O**
**(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

# Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

**2011**

**Open to Public Inspection**

Name of the organization
Alexian Brothers Health System

**Employer identification number**
36-3260495

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

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

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

| Identifier | Return Reference | Explanation |
|---|---|---|
| | Form 990, Part VI, Section B, line 11 | ABHS is a Catholic health system ABHS is the National Member and ultimate parent for each entity within the System ABHS's Form 990 goes through an intensive review process at the System's Corporate level prior to being filed with the IRS The entire Form 990 is reviewed by ABHS's financial officer and the CEO The Form 990 is also reviewed at the System Corporate level by the Chief Accounting Officer for ABHS The Vice President and General Counsel for the System reviews all sections of the Form 990 with the exception of the compensation section The Vice President of Human Resources for ABHS reviews all compensation disclosures for each entity in ABHS These reviews were conducted before the Form 990 was signed and filed with the IRS In addition, there is also a Compensation Committee that reports to the ABHS Board of Governors This Committee reviews the Compensation disclosures for all entities in the System The ABHS Board of Governors has ultimate oversight of the activities of all entities within the System The Audit Committee of the ABHS Board of Governors has responsibility for and oversight of the Tax Compliance process The Audit Committee provides oversight for the Form 990 process for the entire System and reviews detailed Forms 990 for the System on a rotating basis It then reports back to the ABHS Board of Governors on the results of these activities The Forms 990 not reviewed by the Audit Committee are available to the Audit Committee members upon request The Audit Committee did review the 2011 Form 990 for ABHS |

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

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

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

| Identifier | Return Reference | Explanation |
|---|---|---|
| | Form 990, Part VII | Average hours devoted to related organizations when related compensation is reported Hours worked are not tracked on an entity by entity basis Therefore all officers, directors, trustees and key employees hours reported on Form 990, Part VII, Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employess, and Independent Contractors, represent aggregate hours worked per week for all related entities |

| Identifier | Return Reference | Explanation |
|---|---|---|
| Changes in Net Assets or Fund Balances | Form 990, Part XI, line 5 | Transfers to/from affiliates -42,225,319 Recognition of minimum pension liability -2,433,873 Transfers of depreciation from related entity 9,616,124 Unrealized Gain -961,561 Foundation Contributions -3,704,948 UBI -2,952 Net Loss from Foundation Fundraising Activities 135,999 Misc Adjustment -4,585 Total to Form 990, Part XI, Line 5 -39,581,115 |

| Identifier | Return Reference | Explanation |
|---|---|---|
| | Form 990, Part VII, Column E | Description of reasonable effort made to obtain compensation from related organization Payroll records are kept that identify which officers/key employees are paid by a related entity These documents also show the organization being charged for the officer's/key employee's services |

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

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# SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

## Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

**2011**

**Open to Public Inspection**

**Name of the organization**
Alexian Brothers Health System

**Employer identification number**
36-3260495

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

| (a) Name, address, and EIN of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|---|---|---|---|---|---|
| | | | | | |
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**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled organization | |
|---|---|---|---|---|---|---|---|
| | | | | | | Yes | No |
| See Additional Data Table | | | | | | | |
| | | | | | | | |
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**Part III** **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproprtionate allocations? Yes | (h) No | (i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? Yes | (j) No | (k) Percentage ownership |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **(1)** Alexian Rehabilitation Services LLC<br>935 Beisner Road<br>Elk Grove Village, IL<br>600070000<br>30-0221481 | Rehabilitation hospital | IL | N/A | N/A | | | | No | | | No | |
| **(2)** Illinois NeuroMeg Center LLC<br>3040 W Salt Creek Lane<br>Arlington Heights, IL<br>600051069<br>87-0783164 | Provision of NeuroMeg services | IL | N/A | N/A | | | | No | | | No | |
| **(3)** Elk Grove MOB Limited Partnership<br>3040 W Salt Creek Lane<br>Arlington Heights, IL<br>600051069<br>36-3853289 | Medical office building | IL | N/A | N/A | | | | No | | | No | |
| **(4)** Workplace Solutions LLC<br>1100 E Woodfield Road<br>Schaumburg, IL 60173<br>36-4095007 | Provision of EAP services | IL | N/A | N/A | | | | No | | | No | |
| **(5)** Bonaventure Medical Foundation LLC<br>3040 W Salt Creek Lane<br>Arlington Heights, IL 60005<br>36-3978153 | Manages managed care contracts | DE | Alexian Brothers Health System | Related | | -5,477,692 | | No | | Yes | | 50 000 % |
| **(6)** Neurosciences Equipment LLC<br>3040 W Salt Creek Lane<br>Arlington Heights, IL<br>600051069<br>86-1115516 | Ownership of Gamma Knife | IL | N/A | N/A | | | | No | | | No | |
| **(7)** St Alexius Center for Sleep Health LLC<br>665 W North Avenue<br>Lombard, IL 601480000<br>20-5876371 | Operation of sleep lab | IL | N/A | N/A | | | | No | | | No | |

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

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership |
|---|---|---|---|---|---|---|---|
| **(1)** Thelen Corporation<br>3040 W Salt Creek Lane<br>Arlington Heights, IL 600051069<br>36-3266316 | Owns/leases property, joint venture partner | IL | N/A | C | | | |
| **(2)** Edessa Insurance Company Ltd<br>3040 W Salt Creek Lane<br>Arlington Heights, IL 600051069 | Captive insurer located in Bermuda | BD | N/A | C | | | |
| **(3)** Alexian Brothers Health Providers Association Inc<br>3040 W Salt Creek Lane<br>Arlington Heights, IL 600051069<br>36-3853286 | Messenger model IPA | IL | N/A | C | | | |
| **(4)** Alexian Brothers Corpus Christi Housing Project LLC<br>3040 W Salt Creek Lane<br>Arlington Heights, IL 600051069<br>94-3465394 | Tax credit financed housing | IL | N/A | C | | | |
| **(5)** Alexian Village of Elk Grove<br>3040 W Salt Creek Lane<br>Arlington Heights, IL 600051069<br>35-2211303 | Tax credit financed housing | IL | N/A | C | | | |
| | | | | | | | |
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## Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on 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 | | | |
| **1** During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV? | | | |
| **a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity | 1a | Yes | |
| **b** Gift, grant, or capital contribution to related organization(s) | 1b | | No |
| **c** Gift, grant, or capital contribution from related organization(s) | 1c | | No |
| **d** Loans or loan guarantees to or for related organization(s) | 1d | | No |
| **e** Loans or loan guarantees by related organization(s) | 1e | | No |
| **f** Sale of assets to related organization(s) | 1f | | No |
| **g** Purchase of assets from related organization(s) | 1g | | No |
| **h** Exchange of assets with related organization(s) | 1h | | No |
| **i** Lease of facilities, equipment, or other assets to related organization(s) | 1i | Yes | |
| **j** Lease of facilities, equipment, or other assets from related organization(s) | 1j | Yes | |
| **k** Performance of services or membership or fundraising solicitations for related organization(s) | 1k | | No |
| **l** Performance of services or membership or fundraising solicitations by related organization(s) | 1l | | No |
| **m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) | 1m | | No |
| **n** Sharing of paid employees with related organization(s) | 1n | | No |
| **o** Reimbursement paid to related organization(s) for expenses | 1o | Yes | |
| **p** Reimbursement paid by related organization(s) for expenses | 1p | Yes | |
| **q** Other transfer of cash or property to related organization(s) | 1q | Yes | |
| **r** Other transfer of cash or property from related organization(s) | 1r | Yes | |

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

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

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

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

| (a) Name, address, and EIN of entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Predominant income(related, unrelated, excluded from tax under sections 512-514) | (e) Are all partners section 501(c)(3) organizations? | | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproprtionate allocations? | | (i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Yes | No | | | Yes | No | | Yes | No | |
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Schedule R (Form 990) 2011

## Part VII Supplemental Information

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

| Identifier | Return Reference | Explanation |
|---|---|---|
| Supplemental Information | Schedule R, Part V, Line 2 | ABHS tracks all transactions with related organizations in the general ledger or subsidiary schedules to the general ledger Amounts are valued based on the fair market value of the transaction |

## Additional Data

Return to Form

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

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

| (a) Name, address, and EIN of related organization | (b) Primary Activity | (c) Legal Domicile (State or Foreign Country) | (d) Exempt Code section | (e) Public charity status (if 501(c)(3)) | (f) Direct Controlling Entity | g Section 512(b)(13) controlled organization | |
|---|---|---|---|---|---|---|---|
| Alexian Brothers of America Inc<br><br>3040 W Salt Creek Lane<br>Arlington Heights, IL 600051069<br>36-2606768 | Religious order of Roman Catholic men | TX | Section 501(c)(3) | 1 | N/A | | No |
| Brothers of St Alexius Health and Welfare Fund Inc<br><br>3040 W Salt Creek Lane<br>Arlington Heights, IL 600051069<br>36-2976617 | Provides for health & welfare payments for religious sponsor | TX | Section 501(c)(3) | 1 | Alexian Brothers of America Inc | Yes | |
| Alexian Brothers Bonaventure House<br><br>825 Wellington Avenue<br>Chicago, IL 606570000<br>36-3527899 | Housing and supportive care services for persons with HIV/AIDS | IL | Section 501(c)(3) | 9 | Alexian Brothers Health System | Yes | |
| Alexian Brothers Health System Inc Investment Trust<br><br>3040 W Salt Creek Lane<br>Arlington Heights, IL 600051069<br>36-3801585 | Manages pooled investments of related not-for-profit entities | IL | Section 501(c)(3) | 11, III-FI | Alexian Brothers Health System | Yes | |
| Alexian Brothers of America Investment Trust<br><br>3040 W Salt Creek Lane<br>Arlington Heights, IL 600051069<br>36-4390471 | Manages pooled investments of related not-for-profit entities | IL | Section 501(c)(3) | 11, III-FI | Alexian Brothers of America Inc | Yes | |
| Alexian Brothers Specialty Group<br><br>3040 W Salt Creek Lane<br>Arlington Heights, IL 600051069<br>80-0710751 | Specialty physician practice group | IL | Section 501(c)(3) | 3 | Alexian Brothers Health System | Yes | |
| Alexian Brothers of Chicago<br><br>3040 W Salt Creek Lane<br>Arlington Heights, IL 600051069 | Inactive Corporation | IL | Section 501(c)(3) | 9 | Alexian Brothers of America Inc | Yes | |
| Alexian Brothers of San Jose Inc<br><br>3040 W Salt Creek Lane<br>Arlington Heights, IL 600051069<br>94-1530037 | Acute care hospital (sold in 1998) | TX | Section 501(c)(3) | 3 | Alexian Brothers Health System | Yes | |
| Alexian Brothers Services Inc<br><br>3040 W Salt Creek Lane<br>Arlington Heights, IL 600051069<br>43-1295333 | HUD housing | MO | Section 501(c)(3) | 9 | Alexian Brothers Health System | Yes | |
| Alexian Village of Milwaukee Inc<br><br>9301 N 76th Street<br>Milwaukee, WI 532230000<br>39-1351584 | Continuing care retirement community | WI | Section 501(c)(3) | 9 | Alexian Brothers Health System | Yes | |
| Alexian Brothers Community Services<br><br>425 Cumberland Street Suite 110<br>Chattanooga, TN 374040000<br>36-4344423 | Provides comprehensive & coordinated community based services | IL | Section 501(c)(3) | 9 | Alexian Brothers Health System | Yes | |
| Alexian Brothers Senior Neighbors<br><br>250 East 10th Street<br>Chattanooga, TN 374020000<br>62-0646376 | Supports the provision of community services for senior citizens | TN | Section 501(c)(3) | 7 | Alexian Brothers Health System | Yes | |
| Alexian Village of Tennessee<br><br>437 Alexian Way<br>Signal Mountain, TN 373770000<br>62-1136742 | Continuing care retirement community | TN | Section 501(c)(3) | 9 | Alexian Brothers Health System | Yes | |
| Alexian Brothers Senior Ministries<br><br>3040 W Salt Creek Lane<br>Arlington Heights, IL 600051069<br>36-4484290 | Supports the provision of healthcare services for related corporations | IL | Section 501(c)(3) | 11, III-FI | Alexian Brothers Health System | Yes | |
| Alexian Elderly Services Inc<br><br>3040 W Salt Creek Lane<br>Arlington Heights, IL 600051069<br>39-2039667 | Community outreach | WI | Section 501(c)(3) | 9 | Alexian Brothers Health System | Yes | |
| Alexian Brothers Lansdowne Village<br><br>4624 Lansdowne<br>St Louis, MO 631160000<br>43-1470362 | Skilled nursing facility | MO | Section 501(c)(3) | 9 | Alexian Brothers Health System | Yes | |
| Alexian Brothers Sherbrooke Village<br><br>4005 Ripa Avenue<br>St Louis, MO 631250000<br>43-1592502 | Skilled nursing facility | MO | Section 501(c)(3) | 9 | Alexian Brothers Health System | Yes | |
| Alexian Brothers of St Louis Inc<br><br>3040 W Salt Creek Lane<br>Arlington Heights, IL 600051069<br>43-0653236 | Acute care hospital (sponsorship transferred in 1997) | MO | Section 501(c)(3) | 3 | Alexian Brothers Health System | Yes | |
| Alexian Brothers Hospital Network<br><br>3040 W Salt Creek Lane<br>Arlington Heights, IL 600051069<br>36-3276552 | Supports the provision of healthcare services for related corporations | IL | Section 501(c)(3) | 11, III-FI | Alexian Brothers Health System | Yes | |
| Savelli Properties Inc<br><br>3040 W Salt Creek Lane<br>Arlington Heights, IL 600051069<br>36-3308965 | Owns or leases properties where healthcare services are delivered | IL | Section 501(c)(2) | N/A | Alexian Brothers Health System | Yes | |

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

| (a) Name, address, and EIN of related organization | (b) Primary Activity | (c) Legal Domicile (State or Foreign Country) | (d) Exempt Code section | (e) Public charity status (if 501(c)(3)) | (f) Direct Controlling Entity | g Section 512(b)(13) controlled organization | |
|---|---|---|---|---|---|---|---|
| Alexian Brothers Center for Mental Health<br><br>3436 N Kennicott Avenue<br>Arlington Heights, IL 60004<br>36-3045007 | Outpatient community mental health services | IL | Section 501(c)(3) | 7 | Alexian Brothers Health System | Yes | |
| Alexian Brothers Behavioral Health Hospital<br><br>1650 Moon Lake Blvd<br>Hoffman Estates, IL 601940000<br>36-4251848 | Behavioral health hospital | IL | Section 501(c)(3) | 3 | Alexian Brothers Health System | Yes | |
| St Alexius Medical Center<br><br>1555 Barrington Road<br>Hoffman Estates, IL 601940000<br>36-4251846 | Acute care hospital | IL | Section 501(c)(3) | 3 | Alexian Brothers Health System | Yes | |
| Alexian Brothers Ambulatory Group<br><br>3040 W Salt Creek Lane<br>Arlington Heights, IL 600051069<br>36-4336931 | Physician services | IL | Section 501(c)(3) | 3 | Alexian Brothers Health System | Yes | |
| Alexian Brothers Medical Center<br><br>800 Biesterfield Road<br>Elk Grove Village, IL 60007<br>36-2596381 | Acute care hospital | TX | Section 501(c)(3) | 3 | Alexian Brothers Health System | Yes | |

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

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal Domicile (State or Foreign Country) | (d) Direct Controlling Entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (f) Share of total income ($) | (g) Share of end-of-year assets ($) | (h) Disproprtionate allocations? | | (i) Code V-UBI amount on Box 20 of K-1 ($) | (j) General or Managing Partner? | | (k) Percentage ownership |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | Yes | No | | Yes | No | |
| Alexian Rehabilitation Services LLC<br><br>935 Beisner Road<br>Elk Grove Village, IL<br>600070000<br>30-0221481 | Rehabilitation hospital | IL | N/A | N/A | | | | No | | | No | |
| Illinois NeuroMeg Center LLC<br><br>3040 W Salt Creek Lane<br>Arlington Heights, IL<br>600051069<br>87-0783164 | Provision of NeuroMeg services | IL | N/A | N/A | | | | No | | | No | |
| Elk Grove MOB Limited Partnership<br><br>3040 W Salt Creek Lane<br>Arlington Heights, IL<br>600051069<br>36-3853289 | Medical office building | IL | N/A | N/A | | | | No | | | No | |
| Workplace Solutions LLC<br><br>1100 E Woodfield Road<br>Schaumburg, IL<br>60173<br>36-4095007 | Provision of EAP services | IL | N/A | N/A | | | | No | | | No | |
| Bonaventure Medical Foundation LLC<br><br>3040 W Salt Creek Lane<br>Arlington Heights, IL<br>60005<br>36-3978153 | Manages managed care contracts | DE | Alexian Brothers Health System | Related | | -5,477,692 | | No | | Yes | | 50 000 % |
| Neurosciences Equipment LLC<br><br>3040 W Salt Creek Lane<br>Arlington Heights, IL<br>600051069<br>86-1115516 | Ownership of Gamma Knife | IL | N/A | N/A | | | | No | | | No | |
| St Alexius Center for Sleep Health LLC<br><br>665 W North Avenue<br>Lombard, IL<br>601480000<br>20-5876371 | Operation of sleep lab | IL | N/A | N/A | | | | No | | | No | |

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

| | (a) Name of other organization | (b) Transaction type(a-r) | (c) Amount Involved ($) | (d) Method of determining amount involved |
|---|---|---|---|---|
| (1) | ALEXIAN BROTHERS HOSPITAL NETWORK | A | 68,407 | FAIR MARKET VALUE |
| (2) | ALEXIAN BROTHERS MEDICAL CENTER | A | 58,229 | FAIR MARKET VALUE |
| (3) | ALEXIAN BROTHERS BEHAVIORAL HEALTH HOSPITAL | A | 574,243 | FAIR MARKET VALUE |
| (4) | ALEXIAN BROTHERS OF AMERICA | I | 2,970,912 | FAIR MARKET VALUE |
| (5) | ALEXIAN BROTHERS MEDICAL CENTER | J | 246,840 | FAIR MARKET VALUE |
| (6) | ST ALEXIUS MEDICAL CENTER | J | 343,296 | FAIR MARKET VALUE |
| (7) | ALEXIAN BROTHERS BEHAVIORAL HEALTH HOSPITAL | J | 80,928 | FAIR MARKET VALUE |
| (8) | ALEXIAN BROTHERS HOSPITAL NETWORK | J | 2,114,004 | FAIR MARKET VALUE |
| (9) | ALEXIAN BROTHERS AMBULATORY GROUP | J | 140,544 | FAIR MARKET VALUE |
| (10) | ALEXIAN BROTHERS OF ST LOUIS INC | Q | 1,600,000 | FAIR MARKET VALUE |
| (11) | ALEXIAN BROTHERS AMBULATORY GROUP | Q | 6,000,000 | FAIR MARKET VALUE |
| (12) | ALEXIAN VILLAGE OF TENNESSEE | P | 697,228 | FAIR MARKET VALUE |
| (13) | ALEXIAN VILLAGE OF MILWAUKEE INC | P | 778,445 | FAIR MARKET VALUE |
| (14) | ALEXIAN BROTHERS LANSDOWNE VILLAGE | P | 443,270 | FAIR MARKET VALUE |
| (15) | ALEXIAN BROTHERS SHERBROOKE VILLAGE | P | 487,788 | FAIR MARKET VALUE |
| (16) | ALEXIAN BROTHERS MEDICAL CENTER | P | 19,702,880 | FAIR MARKET VALUE |
| (17) | ST ALEXIUS MEDICAL CENTER | P | 14,676,623 | FAIR MARKET VALUE |
| (18) | ALEXIAN BROTHERS AMBULATORY GROUP | P | 1,468,981 | FAIR MARKET VALUE |
| (19) | ALEXIAN BROTHERS BEHAVIORAL HEALTH HOSPITAL | P | 3,508,696 | FAIR MARKET VALUE |
| (20) | ALEXIAN BROTHERS CENTER FOR MENTAL HEALTH | P | 68,400 | FAIR MARKET VALUE |

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

| | (a) Name of other organization | (b) Transaction type(a-r) | (c) Amount Involved ($) | (d) Method of determining amount involved |
|---|---|---|---|---|
| (21) | ALEXIAN BROTHERS COMMUNITY SERVICES | P | 1,199,590 | FAIR MARKET VALUE |
| (22) | ALEXIAN BROTHERS HOSPITAL NETWORK | Q | 53,245,135 | FAIR MARKET VALUE |
| (23) | ALEXIAN BROTHERS MEDICAL CENTER | R | 2,001,405 | FAIR MARKET VALUE |
| (24) | ALEXIAN BROTHERS BEHAVIORAL HEALTH HOSPITAL | R | 232,212 | FAIR MARKET VALUE |
| (25) | ALEXIAN BROTHERS HEALTH SYSTEM INC INVESTMENT TRUST | P | 161,301 | FAIR MARKET VALUE |
| (26) | ALEXIAN BROTHERS SPECIALTY GROUP | O | 4,258,726 | FAIR MARKET VALUE |
| (27) | ALEXIAN BROTHERS OF SAN JOSE INC | O | 494,806 | FAIR MARKET VALUE |
| (28) | ALEXIAN BROTHERS OF ST LOUIS INC | P | 1,522,590 | FAIR MARKET VALUE |
| (29) | ALEXIAN BROTHERS HOSPITAL NETWORK | P | 84,970,428 | FAIR MARKET VALUE |
| (30) | ALEXIAN BROTHERS HOSPITAL NETWORK | O | 52,521,181 | FAIR MARKET VALUE |
| (31) | ALEXIAN BROTHERS MEDICAL CENTER | O | 108,413,131 | FAIR MARKET VALUE |
| (32) | ALEXIAN REHABILITATION SERVICES LLC | P | 2,059,808 | fAIR MARKET VALUE |
| (33) | WORKPLACE SOLUTIONS LLC | P | 91,108 | FAIR MARKET VALUE |
| (34) | ST ALEXIUS MEDICAL CENTER | O | 53,787,231 | FAIR MARKET VALUE |
| (35) | ST ALEXIUS MEDICAL CENTER | O | 585,835 | FAIR MARKET VALUE |
| (36) | ALEXIAN BROTHERS BEHAVIORAL HEALTH HOSPITAL | O | 13,579,132 | FAIR MARKET VALUE |
| (37) | BONAVENTURE MEDICAL FOUNDATION LLC | P | 271,069 | FAIR MARKET VALUE |
| (38) | THELEN CORPORATION | O | 422,444 | FAIR MARKET VALUE |
| (39) | SAVELLI PROPERTIES INC | O | 528,218 | FAIR MARKET VALUE |
| (40) | ALEXIAN BROTHERS CENTER FOR MENTAL HEALTH | O | 306,852 | FAIR MARKET VALUE |

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

| | (a) Name of other organization | (b) Transaction type(a-r) | (c) Amount Involved ($) | (d) Method of determining amount involved |
|---|---|---|---|---|
| (41) | ALEXIAN BROTHERS AMBULATORY GROUP | O | 2,760,789 | FAIR MARKET VALUE |
| (42) | ELK GROVE MOB LIMITED PARTNERSHIP | O | 106,420 | FAIR MARKET VALUE |
| (43) | ALEXIAN BROTHERS OF AMERICA INC | O | 60,782 | FAIR MARKET VALUE |
| (44) | ALEXIAN VILLAGE OF TENNESSEE | O | 534,512 | FAIR MARKET VALUE |
| (45) | ALEXIAN VILLAGE OF MILWAUKEE INC | O | 720,270 | FAIR MARKET VALUE |
| (46) | ALEXIAN BROTHERS LANSDOWNE VILLAGE | O | 327,404 | FAIR MARKET VALUE |
| (47) | ALEXIAN BROTHERS SHERBROOKE VILLAGE | O | 402,678 | FAIR MARKET VALUE |
| (48) | ALEXIAN BROTHERS COMMUNITY SERVICES | O | 1,026,748 | FAIR MARKET VALUE |
| (49) | ALEXIAN BROTHERS BETTENDORF PLACE LLC | P | 92,307 | FAIR MARKET VALUE |
| (50) | ALEXIAN BROTHERS BONAVENTURE HOUSE | O | 280,968 | FAIR MARKET VALUE |

## Additional Data

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

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

| (i) Name of Supported Organization | (ii) EIN | (iii) Type of organization (described on lines 1- 9 above or IRC section ) | (iv) Is the organization in (i) listed in your governing document? | | (v) Did you notify the organization in (i) of your support? | | (vi) Is the organization in (i) organized in the U S ? | | (vii) Amount of support? |
|---|---|---|---|---|---|---|---|---|---|
| | | | Yes | No | Yes | No | Yes | No | |
| (A) ABHS Inc Investment Trust | 363801585 | 11 III-FI | Yes | | Yes | | Yes | | 0 |
| (B) Alexian Brothers of San Jose Inc | 941530037 | 3 | Yes | | Yes | | Yes | | 0 |
| (C) Alexian Brothers Services Inc | 431295333 | 9 | Yes | | Yes | | Yes | | 0 |
| (D) Alexian Village of Milwaukee Inc | 391351584 | 9 | Yes | | Yes | | Yes | | 0 |
| (E) Alexian Brothers Community Services | 364344423 | 9 | Yes | | Yes | | Yes | | 0 |
| (F) Alexian Brothers Senior Neighbors | 620646376 | 7 | Yes | | Yes | | Yes | | 0 |
| (G) Alexian Village of Tennessee | 621136742 | 9 | Yes | | Yes | | Yes | | 0 |
| (H) Alexian Brothers Senior Ministries | 364484290 | 11 III-FI | Yes | | Yes | | Yes | | 0 |
| (I) Alexian Elderly Services Inc | 392039667 | 9 | Yes | | Yes | | Yes | | 0 |
| (J) Alexian Brothers Lansdowne Village | 431470362 | 9 | Yes | | Yes | | Yes | | 0 |
| (K) Alexian Brothers Sherbrooke Village | 431592502 | 9 | Yes | | Yes | | Yes | | 0 |
| (L) Alexian Brothers Hospital Network | 363276552 | 11 III-FI | Yes | | Yes | | Yes | | 0 |
| (M) Alexian Brothers Medical Center | 362596381 | 3 | Yes | | Yes | | Yes | | 0 |
| (N) Alexian Brothers Center for Mental Health | 363045007 | 7 | Yes | | Yes | | Yes | | 0 |
| (O) Alexian Brothers Behavioral Health Hospital | 364251848 | 3 | Yes | | Yes | | Yes | | 0 |
| (P) St Alexius Medical Center | 364251846 | 3 | Yes | | Yes | | Yes | | 0 |
| (Q) Alexian Brothers Ambulatory Group | 364336931 | 3 | Yes | | Yes | | Yes | | 0 |
| (R) Alexian Brothers of St Louis Inc | 430653236 | 3 | Yes | | Yes | | Yes | | 0 |
| (S) Alexian Brothers Specialty Group | 800710751 | 3 | Yes | | Yes | | Yes | | 0 |