



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



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>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization The Carle Foundation  Doing Business As  Number and street (or P O box if mail is not delivered to street address) Room/suite 611 W PARK  City or town, state or country, and ZIP + 4 URBANA, IL 61801  <b>F</b> Name and address of principal officer DENNIS HESCH EXEC VP CFO 611 W PARK ST URBANA, IL 61801	<b>D</b> Employer identification number 37-0673465 <b>E</b> Telephone number (217) 383-3311 <b>G</b> Gross receipts \$ 444,327,617
<b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (Insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) <b>H(c)</b> Group exemption number ▶
<b>J</b> Website: ▶ WWW CARLE ORG		<b>L</b> Year of formation 1946 <b>M</b> State of legal domicile IL
<b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities THE CARLE FOUNDATION IS ORGANIZED AND EXCLUSIVELY OPERATES AS A NOT-FOR-PROFIT CORPORATION FOR CHARITABLE, SCIENTIFIC AND EDUCATIONAL PURPOSES		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a) . . . . .	<b>3</b>	14
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) . . . . .	<b>4</b>	5
	<b>5</b> Total number of individuals employed in calendar year 2011 (Part V, line 2a) . . . . .	<b>5</b>	1,461
	<b>6</b> Total number of volunteers (estimate if necessary) . . . . .	<b>6</b>	0
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12 . . . . .	<b>7a</b>	3,031,205
	<b>b</b> Net unrelated business taxable income from Form 990-T, line 34 . . . . .	<b>7b</b>	56,847
<b>Revenue</b>		<b>Prior Year</b>	<b>Current Year</b>
	<b>8</b> Contributions and grants (Part VIII, line 1h) . . . . .	173,024	92,143
	<b>9</b> Program service revenue (Part VIII, line 2g) . . . . .	93,077,152	174,010,705
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .	20,129,228	78,112,796
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,055,323	1,921,867
	<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .	114,434,727	254,137,511
<b>Expenses</b>			
	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3) . . . . .	139,170	278,340
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) . . . . .	0	0
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	44,622,749	83,395,513
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) . . . . .	0	0
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <sup>0</sup>		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) . . . . .	59,189,824	138,916,040
	<b>18</b> Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	103,951,743	222,589,893
	<b>19</b> Revenue less expenses Subtract line 18 from line 12 . . . . .	10,482,984	31,547,618
<b>Net Assets or Fund Balances</b>		<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>20</b> Total assets (Part X, line 16) . . . . .	867,370,381	1,136,001,019
	<b>21</b> Total liabilities (Part X, line 26) . . . . .	432,826,935	670,584,805
	<b>22</b> Net assets or fund balances Subtract line 21 from line 20 . . . . .	434,543,446	465,416,214

**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.

<b>Sign Here</b>	Signature of officer DENNIS P HESCH EXEC VP & CFO Type or print name and title	Date 2012-11-14
<b>Paid Preparer's Use Only</b>	Preparer's signature Firm's name (or yours if self-employed), address, and ZIP + 4 ERNST & YOUNG US LLP 111 MONUMENT CIRCLE SUITE 2600 INDIANAPOLIS, IN 46204	Date Check if self-employed <input type="checkbox"/> Preparer's taxpayer identification number (see instructions) EIN ▶ Phone no ▶ (317) 681-7000

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  Yes  No

**1** Briefly describe the organization's mission  
The Carle Foundation is organized and exclusively operates as a NOT-FOR-PROFIT CORPORATION FOR CHARITABLE, SCIENTIFIC AND EDUCATIONAL PURPOSES

**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 \$ 123,555,639 including grants of \$ 278,340 ) (Revenue \$ 173,554,697 )  
The Corporation engages in activities to develop and support the provision of health care services, including charity care, by the affiliates related to the corporation including The Carle Foundation Hospital and Care Health Care Incorporated. The Foundation's purpose includes services as the parent corporation for related affiliates that together function as an integrated health care delivery network in furtherance and support of charitable, health care education and research activities

**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** \$ 123,555,639

**Part IV Checklist of Required Schedules**

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

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

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

Table with columns for question number, question text, and Yes/No columns. Rows include questions 1a through 14b regarding Form 1096, W-2G forms, employee reporting, foreign accounts, and charitable trusts.

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

Table with 3 columns: Question, Yes, No. Rows include: 1a (14), 1b (5), 2 (Yes), 3 (No), 4 (Yes), 5 (No), 6 (No), 7a (No), 7b (No), 8a (Yes), 8b (Yes), 9 (No).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a (No), 10b, 11a (Yes), 11b, 12a (Yes), 12b (Yes), 12c (Yes), 13 (Yes), 14 (Yes), 15a (Yes), 15b (Yes), 16a (Yes), 16b (No).

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.
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. DENNIS HESCH CFOEXEC VP 611 W PARK ST URBANA, IL 61801 (217) 383-3311

**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) Phillip Blankenburg Chairman of Board	3 0	X		X				0	0	0
(2) Donna Greene Vice Chairman of Board	1 0	X		X				0	0	0
(3) Cora E Musial Phd MD Secretary/Treasurer of Board	2 0	X		X				0	204,938	35,754
(4) Kenneth Aronson MD Trustee	1 0	X						0	283,666	48,238
(5) Gary Edmiston Trustee	1 0	X						0	0	0
(6) Matthew Gibb MD Trustee	5 0	X						0	888,290	32,727
(7) Jane Hays Trustee	1 0	X						0	0	0
(8) E Phillips Knox Trustee	6	X						0	0	0
(9) J Michael Martin Trustee	5 0	X						0	0	0
(10) Marty Smith Trustee & Immediate Past Chair	4 0	X		X				0	0	0
(11) Rick Stephens Trustee	2 0	X						0	0	0
(12) Paul Tender MD Trustee	10 0	X						0	493,822	29,294
(13) George Timmons Trustee	1 0	X						0	0	0
(14) Tom Harrington Jr Trustee	1	X						0	0	0
(15) David Ikenberry Phd term 91511 Trustee	3 0	X						0	0	0
(16) James C Leonard MD President & CEO	15 0			X				1,040,335	0	246,421
(17) R Bruce Wellman MD CEO of CPG	1 0			X				805,580	0	226,995

**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) John Snyder Exec VP & COO	8 0			X				640,038	0	160,811
(19) Dennis Hesch Exec VP & CFO	10 0			X				510,086	0	139,104
(20) William Schuh MD Chief Medical Info Officer	24 0					X		340,156	0	97,314
(21) Kirk Moberg Exec VP & CMO	1 0					X		578,601	0	1,208,268
(22) Napoleon Knight VP/Assoc Med Dir Quality	2					X		455,498	0	126,810
(23) John Stoll MD VP/Sr Medical Director	2 0					X		341,891	0	107,905
(24) LAURENCE FALLON SVP LEGAL AFFAIRS	8 5					X		396,410	0	97,102
(25) Philip Kubow SVP Human Resources	9 1				X			408,185	0	95,490
(26) Richard Rinehart Chief Information Officer	40 0				X			260,028	0	117,898
(27) SCOTT HARDING VP-FACILITIES AND SUPPORT SVC	17 0				X			224,069	0	51,111
(28) Robert Tonkinson SVP & CFO-former	34						X	309,933	0	0
<b>1b Sub-Total</b>										
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>								6,310,810	1,870,716	2,821,242

**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 **63**

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

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization 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
NUANCE COMMUNICATIONS INC PO BOX 2561 CAROL STREAM, IL 60132	HEALTH REC SOLUTIONS	1,347,133
PHILIPS MEDICAL CAPITAL LLC PO BOX 92449 CLEVELAND, OH 44193	EQUIPMENT LEASING	942,669
HALL RENDER KILLIAN HEATH LYMAN P 39778 TREASURY CENTER CHICAGO, IL 60694	LEGAL SERVICES	915,937
SUPERIOR HEALTH LINENS LLC PO BOX 3 BARRINGTON, IL 60011	LINEN SERVICES	890,303
DELOITTE CONSULTING LLP PO BOX 7247-6447 PHILADELPHIA, PA 19170	CONSULTING	769,733

**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 **32**

**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	
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1a</b>	Federated campaigns . . . . . <b>1a</b>					
	<b>b</b>	Membership dues . . . . . <b>1b</b>					
	<b>c</b>	Fundraising events . . . . . <b>1c</b>					
	<b>d</b>	Related organizations . . . . . <b>1d</b>	92,143				
	<b>e</b>	Government grants (contributions) <b>1e</b>					
	<b>f</b>	All other contributions, gifts, grants, and similar amounts not included above <b>1f</b>					
	<b>g</b>	Noncash contributions included in lines 1a-1f \$ _____					
	<b>h</b>	<b>Total.</b> Add lines 1a-1f . . . . .		92,143			
<b>Program Service Revenue</b>			Business Code				
	<b>2a</b>	RENT FROM RELATED ENTITIES	531120	38,295,636	38,120,760	174,876	
	<b>b</b>	MANAGEMENT FEES	541610	117,678,387	116,980,101	698,286	
	<b>c</b>	INTERNAL SUPPORT SERVICES REVENUE	900099	18,023,916	16,010,720	2,013,196	
	<b>d</b>	OTHER PATIENT REVENUE	900099	11,303	11,303		
	<b>e</b>	PARTNERSHIP INC RELATED TO PROGRAM SVCS	541900	1,463		1,463	
	<b>f</b>	All other program service revenue					
<b>g</b>	<b>Total.</b> Add lines 2a-2f . . . . .		174,010,705				
<b>Other Revenue</b>	<b>3</b>	Investment income (including dividends, interest and other similar amounts) . . . . .		62,648,929		56,384	62,592,545
	<b>4</b>	Income from investment of tax-exempt bond proceeds . . . . .		0			
	<b>5</b>	Royalties . . . . .		0			
	<b>6a</b>	Gross rents	(i) Real	271,172			
			(ii) Personal				
			Less rental expenses	1,154,162			
			Rental income or (loss)	-882,990			
	<b>d</b>	Net rental income or (loss) . . . . .		-882,990	-882,990		
	<b>7a</b>	Gross amount from sales of assets other than inventory	(i) Securities	203,924,873			
			(ii) Other		574,938		
			Less cost or other basis and sales expenses	187,801,904		1,234,040	
			Gain or (loss)	16,122,969		-659,102	
	<b>d</b>	Net gain or (loss) . . . . .		15,463,867			15,463,867
	<b>8a</b>	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .					
	<b>b</b>	Less direct expenses . . . . .					
<b>c</b>	Net income or (loss) from fundraising events . . . . .		0				
<b>9a</b>	Gross income from gaming activities See Part IV, line 19 . . . . .						
<b>b</b>	Less direct expenses . . . . .						
<b>c</b>	Net income or (loss) from gaming activities . . . . .		0				
<b>10a</b>	Gross sales of inventory, less returns and allowances . . . . .						
<b>b</b>	Less cost of goods sold . . . . .						
<b>c</b>	Net income or (loss) from sales of inventory . . . . .		0				
		Miscellaneous Revenue	Business Code				
<b>11a</b>	VINEYARD CHURCH REIMBURSEMENT	900099	33,158			33,158	
<b>b</b>	DINING SERVICES REVENUE	722100	1,557,908			1,557,908	
<b>c</b>	PARKING RAMP REVENUE	812930	699,809			699,809	
<b>d</b>	All other revenue . . . . .		513,982	426,982	87,000		
<b>e</b>	<b>Total.</b> Add lines 11a-11d . . . . .		2,804,857				
<b>12</b>	<b>Total revenue.</b> See Instructions . . . . .		254,137,511	170,666,876	3,031,205	80,347,287	

**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

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>		<b>(A)</b> Total expenses	<b>(B)</b> Program service expenses	<b>(C)</b> Management and general expenses	<b>(D)</b> Fundraising expenses
<b>1</b>	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	278,340	278,340		
<b>2</b>	Grants and other assistance to individuals in the United States See Part IV, line 22	0			
<b>3</b>	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
<b>4</b>	Benefits paid to or for members	0			
<b>5</b>	Compensation of current officers, directors, trustees, and key employees	4,628,562	2,314,281	2,314,281	
<b>6</b>	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
<b>7</b>	Other salaries and wages	55,877,401	26,612,978	29,264,423	
<b>8</b>	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,797,371	817,545	979,826	
<b>9</b>	Other employee benefits	16,893,587	6,877,818	10,015,769	
<b>10</b>	Payroll taxes	4,198,592	1,768,932	2,429,660	
<b>11</b>	Fees for services (non-employees)				
<b>a</b>	Management	0			
<b>b</b>	Legal	2,440,871		2,440,871	
<b>c</b>	Accounting	319,149		319,149	
<b>d</b>	Lobbying	9,011		9,011	
<b>e</b>	Professional fundraising See Part IV, line 17	0			
<b>f</b>	Investment management fees	1,519,365		1,519,365	
<b>g</b>	Other	10,567,230	5,308,955	5,258,275	
<b>12</b>	Advertising and promotion	1,963,458	18,066	1,945,392	
<b>13</b>	Office expenses	11,997,087	5,109,071	6,888,016	
<b>14</b>	Information technology	8,067,713	3,331,307	4,736,406	
<b>15</b>	Royalties	0			
<b>16</b>	Occupancy	8,463,043	1,473,072	6,989,971	
<b>17</b>	Travel	370,667	60,349	310,318	
<b>18</b>	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
<b>19</b>	Conferences, conventions, and meetings	372,736	172,676	200,060	
<b>20</b>	Interest	36,739,433	36,372,426	367,007	
<b>21</b>	Payments to affiliates	0			
<b>22</b>	Depreciation, depletion, and amortization	28,607,077	26,088,320	2,518,757	
<b>23</b>	Insurance	1,451,026		1,451,026	
<b>24</b>	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 )				
<b>a</b>	INTERNAL SUPPORT SVCS FEES	13,532,758	4,358,402	9,174,356	
<b>b</b>	REAL ESTATE TAXES	6,753,966		6,753,966	
<b>c</b>	PATIENT CARE SUPPLIES	2,609,189	2,588,640	20,549	
<b>d</b>	FEDERAL & STATE TAXES	564,736		564,736	
<b>e</b>					
<b>f</b>	All other expenses	2,567,525	4,461	2,563,064	
<b>25</b>	<b>Total functional expenses.</b> Add lines 1 through 24f	222,589,893	123,555,639	99,034,254	0
<b>26</b>	<b>Joint costs.</b> Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

**Part X Balance Sheet**

		(A)		(B)
		Beginning of year		End of year
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	0	<b>1</b>	70
	<b>2</b> Savings and temporary cash investments . . . . .	28,025,113	<b>2</b>	16,052,772
	<b>3</b> Pledges and grants receivable, net . . . . .	0	<b>3</b>	0
	<b>4</b> Accounts receivable, net . . . . .	0	<b>4</b>	0
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .	0	<b>5</b>	0
	<b>6</b> 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 . . . . .	0	<b>6</b>	0
	<b>7</b> Notes and loans receivable, net . . . . .	0	<b>7</b>	0
	<b>8</b> Inventories for sale or use . . . . .	0	<b>8</b>	0
	<b>9</b> Prepaid expenses and deferred charges . . . . .	2,564,627	<b>9</b>	3,181,700
	<b>10a</b> Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	635,447,216		
	<b>b</b> Less accumulated depreciation . . . . .	299,351,070	<b>10c</b>	336,096,146
	<b>11</b> Investments—publicly traded securities . . . . .	478,126,818	<b>11</b>	735,687,796
	<b>12</b> Investments—other securities See Part IV, line 11 . . . . .	19,088,240	<b>12</b>	24,746,996
	<b>13</b> Investments—program-related See Part IV, line 11 . . . . .	6,754,214	<b>13</b>	5,640,300
	<b>14</b> Intangible assets . . . . .	0	<b>14</b>	0
	<b>15</b> Other assets See Part IV, line 11 . . . . .	23,962,106	<b>15</b>	14,595,239
<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	867,370,381	<b>16</b>	1,136,001,019	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	23,053,049	<b>17</b>	31,902,330
	<b>18</b> Grants payable . . . . .	0	<b>18</b>	0
	<b>19</b> Deferred revenue . . . . .	0	<b>19</b>	0
	<b>20</b> Tax-exempt bond liabilities . . . . .	363,820,938	<b>20</b>	574,623,086
	<b>21</b> Escrow or custodial account liability Complete Part IV of Schedule D . . . . .	0	<b>21</b>	0
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L . . . . .	0	<b>22</b>	0
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .	0	<b>23</b>	0
	<b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .	0	<b>24</b>	0
	<b>25</b> 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 . . . . .	45,952,948	<b>25</b>	64,059,389
<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25 . . . . .	432,826,935	<b>26</b>	670,584,805	
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets . . . . .	434,543,446	<b>27</b>	465,416,214
	<b>28</b> Temporarily restricted net assets . . . . .	0	<b>28</b>	0
	<b>29</b> Permanently restricted net assets . . . . .	0	<b>29</b>	0
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds . . . . .		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building or equipment fund . . . . .		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .		<b>32</b>	
<b>33</b> Total net assets or fund balances . . . . .	434,543,446	<b>33</b>	465,416,214	
<b>34</b> Total liabilities and net assets/fund balances . . . . .	867,370,381	<b>34</b>	1,136,001,019	

**Part XI Reconciliation of Net Assets**

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

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	254,137,511
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	222,589,893
<b>3</b>	Revenue less expenses Subtract line 2 from line 1	<b>3</b>	31,547,618
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	434,543,446
<b>5</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>5</b>	-674,850
<b>6</b>	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	<b>6</b>	465,416,214

**Part XII Financial Statements and Reporting**

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

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

**SCHEDULE A**  
(Form 990 or 990EZ)

**Public Charity Status and Public Support**

OMB No 1545-0047

**2011**

**Open to Public Inspection**

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.

Department of the Treasury  
Internal Revenue Service

Name of the organization  
The Carle Foundation

Employer identification number

37-0673465

**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?
  - (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?
  - (ii) a family member of a person described in (i) above?
  - (iii) a 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	Yes	No
<b>11g(i)</b>		No
<b>11g(ii)</b>		No
<b>11g(iii)</b>		No

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
(A) CARLE FOUNDATION HOSPITAL	371119538	03	Yes		Yes		Yes		278,340
(B) CARLE HEALTH CARE INCORPORATED	371140016	09	Yes		Yes		Yes		0
(C) CARLE DEVELOPMENT FOUNDATION	371159978	07	Yes		Yes		Yes		0
(D) CARLE RETIREMENT CENTERS INC	371160033	09	Yes		Yes		Yes		0
<b>Total</b>									278,340

**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
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add lines 1 through 3						
<b>5</b> 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)						
<b>6 Public Support.</b> 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
<b>7</b> Amounts from line 4						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						
<b>10</b> Other income (Explain in Part IV.) Do not include gain or loss from the sale of capital assets						
<b>11 Total support</b> (Add lines 7 through 10)						
<b>12</b> Gross receipts from related activities, etc (See instructions)					<b>12</b>	

**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**

<b>14</b> Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	<b>14</b>	
<b>15</b> Public Support Percentage for 2010 Schedule A, Part II, line 14	<b>15</b>	

**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
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
<b>2</b> 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						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</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						
<b>c</b> Add lines 7a and 7b						
<b>8 Public Support</b> (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
<b>9</b> Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>13 Total support</b> (Add lines 9, 10c, 11 and 12.)						
<b>14 First Five Years</b> 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 <b>stop here</b> <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>15</b> Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	<b>15</b>	
<b>16</b> Public support percentage from 2010 Schedule A, Part III, line 15	<b>16</b>	

**Section D. Computation of Investment Income Percentage**

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

- 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).

<b>Facts And Circumstances Test</b>
-------------------------------------

<b>Explanation</b>
--------------------

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 37-0673465  
**Name:** The Carle Foundation

**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) CARLE FOUNDATION HOSPITAL	371119538	03	Yes		Yes		Yes		278340
(B) CARLE HEALTH CARE INCORPORATED	371140016	09	Yes		Yes		Yes		0
(C) CARLE DEVELOPMENT FOUNDATION	371159978	07	Yes		Yes		Yes		0
(D) CARLE RETIREMENT CENTERS INC	371160033	09	Yes		Yes		Yes		0

## Additional Data

**Software ID:**

**Software Version:**

**EIN:** 37-0673465

**Name:** The Carle Foundation

**Form 990, Special Condition Description:**

**Special Condition Description**

SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2011

Open to Public Inspection

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

Complete if the organization is described below.

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

Department of the Treasury Internal Revenue Service

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

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

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

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

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

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

Name of the organization The Carle Foundation

Employer identification number

37-0673465

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

- 1 Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV
2 Political expenditures
3 Volunteer hours

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

- 1 Enter the amount of any excise tax incurred by the organization under section 4955
2 Enter the amount of any excise tax incurred by organization managers under section 4955
3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?
4a Was a correction made?
b If "Yes," describe in Part IV

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

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities
2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities
3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b
4 Did the filing organization file Form 1120-POL for this year?
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments

Table with 5 columns: (a) Name, (b) Address, (c) EIN, (d) Amount paid from filing organization's funds, (e) Amount of political contributions received and promptly and directly delivered to a separate political organization.

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

- A** Check  if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B** Check  if the filing organization checked box A and "limited control" provisions apply

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)	(a) Filing Organization's Totals	(b) Affiliated Group Totals												
<b>1a</b> Total lobbying expenditures to influence public opinion (grass roots lobbying)														
<b>b</b> Total lobbying expenditures to influence a legislative body (direct lobbying)														
<b>c</b> Total lobbying expenditures (add lines 1a and 1b)														
<b>d</b> Other exempt purpose expenditures														
<b>e</b> Total exempt purpose expenditures (add lines 1c and 1d)														
<b>f</b> Lobbying nontaxable amount Enter the amount from the following table in both columns														
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%; text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:													
Not over \$500,000	20% of the amount on line 1e													
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000													
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000													
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000													
Over \$17,000,000	\$1,000,000													
<b>g</b> Grassroots nontaxable amount (enter 25% of line 1f)														
<b>h</b> Subtract line 1g from line 1a If zero or less, enter -0-														
<b>i</b> Subtract line 1f from line 1c If zero or less, enter -0-														
<b>j</b> If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

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

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

	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
<b>a</b> Volunteers?		No	
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	Yes		
<b>c</b> Media advertisements?		No	
<b>d</b> Mailings to members, legislators, or the public?	Yes		50
<b>e</b> Publications, or published or broadcast statements?		No	
<b>f</b> Grants to other organizations for lobbying purposes?		No	
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		29,590
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
<b>i</b> Other activities? If "Yes," describe in Part IV		No	
<b>j</b> Total lines 1c through 1i			29,640
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

**Part IV Supplemental Information**

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

Identifier	Return Reference	Explanation
Schedule C Supplemental Information		In November 2010, The Carle Foundation hired on staff a person whose primary duties include Government Relations. Approximately 20% of this person's time is estimated to be spent on direct lobbying activities. Direct lobbying efforts include discussions with members of the Illinois General Assembly, Congress, and their respective staffs. In-person and telephonic conversations primarily revolve around health care policy making, the appropriations process, and the impact of proposed legislation on the operations of The Carle Foundation and its related organizations. Occasional correspondence with the elected officials and their staff members occurs via standard mail and e-mail. In addition, The Foundation has a contract professional to provide consulting services for the Foundation. As a portion of the contractor's duties, the contractor interacts with governmental officials on behalf of the Foundation.

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

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.

Department of the Treasury Internal Revenue Service

Name of the organization The Carle Foundation

Employer identification number 37-0673465

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.

Table with 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4 for total number, aggregate contributions, aggregate grants, and aggregate value.

- 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...
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes...

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)
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

Table titled 'Held at the End of the Year' with rows 2a, 2b, 2c, 2d.

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
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)?
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet...

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
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

**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
<b>1c</b> Beginning balance	
<b>1d</b> Additions during the year	
<b>1e</b> Distributions during the year	
<b>1f</b> Ending balance	

**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
<b>1a</b> Beginning of year balance . . . . .					
<b>b</b> Contributions . . . . .					
<b>c</b> Investment earnings or losses . . . . .					
<b>d</b> Grants or scholarships . . . . .					
<b>e</b> Other expenditures for facilities and programs . . . . .					
<b>f</b> Administrative expenses . . . . .					
<b>g</b> End of year balance . . . . .					

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

- a** Board designated or quasi-endowment ▶
- b** Permanent endowment ▶
- c** Term endowment ▶

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

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

**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
<b>1a</b> Land . . . . .		23,743,934		23,743,934
<b>b</b> Buildings . . . . .		373,785,713	159,461,068	214,324,645
<b>c</b> Leasehold improvements . . . . .		7,156,994	5,159,632	1,997,362
<b>d</b> Equipment . . . . .		170,004,526	125,632,020	44,372,506
<b>e</b> Other . . . . .		60,756,049	9,098,350	51,657,699
<b>Total.</b> Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) . . . . .				336,096,146

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

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, Other, and Total.

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

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows include Total.

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

Table with 2 columns: (a) Description, (b) Book value. Rows include Total.

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

Table with 2 columns: (a) Description of Liability, (b) Amount. Rows include Federal Income Taxes, CURRENT PORTION OF LT DEBT, INTEREST PAYABLE 2009, INTEREST PAYABLE 2011A, ACCRUED HEALTH INSURANCE, INTEREST RATE SWAP, ASSET RETIREMENT OBLIGATION, LIABILITY FOR UNASSERTED CLAIM, 457(F) PLAN PAYABLE, and Total.

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

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

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

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

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

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

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

**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
SCHEDULE D, SUPPLEMENTAL INFORMATION		The Foundation adopted the guidance for accounting for uncertainty in income taxes on July 1, 2007 This guidance clarifies the accounting for uncertainty in income taxes recognized in an organization's financial statement The guidance prescribes a more-likely-than-not recognition threshold and measurement attribute for financial statement recognition of a tax position taken or expected to be taken Amounts requiring recognition under tax accounting guidance is reflected as a liability for uncertain tax benefits along with any associated interest and penalties that would be payable to the taxing authorities upon examination There are no uncertain tax benefits identified or recorded as a liability as of December 31, 2011 and December 31, 2010

## Additional Data

**Software ID:**  
**Software Version:**  
**EIN:** 37-0673465  
**Name:** The Carle Foundation

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

<sup>1</sup> (a) Description of Liability	(b) Amount
CURRENT PORTION OF LT DEBT	302,682
INTEREST PAYABLE 2009	1,579,009
INTEREST PAYABLE 2011A	5,234,984
ACCRUED HEALTH INSURANCE	8,683,273
INTEREST RATE SWAP	23,546,862
ASSET RETIREMENT OBLIGATION	6,566,444
LIABILITY FOR UNASSERTED CLAIM	11,760,938
457(F) PLAN PAYABLE	6,385,197

SCHEDULE F  
(Form 990)

Statement of Activities Outside the United States

OMB No 1545-0047

2011

Open to Public  
Inspection

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

Department of the Treasury  
Internal Revenue Service

Name of the organization  
The Carle Foundation

Employer identification number

37-0673465

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

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

**2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States

**3** Activities per Region (Use Part V if additional space is needed )

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region or independent contractors	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region/investments in region
Central America and the Caribbean	0	0	Program Services	SELF INSURANCE	131,952,663
North America			Investments		404,333
<b>3a</b> Sub-total	0	0			132,356,996
<b>b</b> Total from continuation sheets to Part I					
<b>c Totals</b> (add lines 3a and 3b)	0	0			132,356,996





**Part IV Foreign Forms**

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



Schedule I (Form 990)

OMB No 1545-0047

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

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service
Name of the organization
The Carle Foundation

Employer identification number
37-0673465

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

Table with 8 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC Code section if applicable, (d) Amount of cash grant, (e) Amount of non-cash assistance, (f) Method of valuation (book, FMV, appraisal, other), (g) Description of non-cash assistance, (h) Purpose of grant or assistance. Row 1: (1) CARLE FOUNDATION HOSPITAL 611 W PARK ST URBANA, IL 61801, 37-1119538, 501(C)(3), 278,340, INTERNAL FUNDING.

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

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

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

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

<b>Identifier</b>	<b>Return Reference</b>	<b>Explanation</b>
Form 990, Schedule I	Description of Organization's Procedures for Monitoring the Use of Grants	The grants were made to a related affiliate, the Carle Foundation Hospital. The grants were made to support the organization's mission for meeting the needs of the community we serve.

**Schedule J**  
(Form 990)

**Compensation Information**

OMB No 1545-0047

**2011**

**Open to Public Inspection**

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury  
Internal Revenue Service

Name of the organization  
The Carle Foundation

Employer identification number

37-0673465

**Part I Questions Regarding Compensation**

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items
- |   |  |
|---|--|
| <input type="checkbox"/> First-class or charter travel            | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                    | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax idemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account           | <input type="checkbox"/> Personal services (e g , maid, chauffeur, chef) |

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

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

**3** Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply

- |   |   |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee              | <input checked="" type="checkbox"/> Written employment contract                     |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input type="checkbox"/> Form 990 of other organizations                | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

**a** Receive a severance payment or change-of-control payment?

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?

**c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

**Only 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?

**b** Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

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

**a** The organization?

**b** Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

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

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?

	Yes	No
<b>1b</b>		
<b>2</b>		
<b>4a</b>	Yes	
<b>4b</b>		No
<b>4c</b>		No
<b>5a</b>		No
<b>5b</b>		No
<b>6a</b>		No
<b>6b</b>		No
<b>7</b>		No
<b>8</b>		No
<b>9</b>		



**Part III Supplemental Information**

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

Identifier	Return Reference	Explanation
Supplemental Compensation Information		<p>FORM 990, SCHEDULE J, PART 1, QUESTION 3 THE BOARD OF TRUSTEES OF THE CARLE FOUNDATION, THROUGH ITS COMPENSATION COMMITTEE COMPRISED OF INDEPENDENT MEMBERS FREE OF CONFLICT, ANNUALLY REVIEWS EXECUTIVE COMPENSATION LEVELS AND ESTABLISHES APPROPRIATE SALARY RANGES AND OTHER FEATURES OF THE COMPENSATION PLAN IN ACCORDANCE WITH THE ORGANIZATION'S APPROVED COMPENSATION PHILOSOPHY AND STRATEGY -THE COMMITTEE IS COMPRISED OF MEMBERS OF THE BOARD OF TRUSTEES, WHO ARE INDEPENDENT OF THE CARLE FOUNDATION MANAGEMENT, HAVE NO PERSONAL INTEREST IN THE COMPENSATION ARRANGEMENTS, ARE NOT RELATED TO, OR UNDER THE CONTROL OF ANY INDIVIDUAL WHOSE COMPENSATION ARRANGEMENT IS BEING REVIEWED, AND HAVE NO MATERIAL BUSINESS RELATIONSHIP WITH THE CARLE FOUNDATION -THE CHIEF EXECUTIVE OFFICER'S COMPENSATION IS DETERMINED BY THE COMPENSATION COMMITTEE IN RELATION TO APPROPRIATE COMPARABILITY DATA. COMPENSATION FOR OTHER MEMBERS OF THE EXECUTIVE STAFF IS DEVELOPED BY THE CEO, EVALUATED AGAINST MARKET DATA, AND REVIEWED AND APPROVED BY THE COMMITTEE -THE COMMITTEE APPROVES ALL COMPENSATION DECISIONS IN ADVANCE OF THEIR IMPLEMENTATION AND DOCUMENTS ITS DETERMINATIONS AND DISCUSSIONS -THE COMPENSATION COMMITTEE USES A NUMBER OF EXTERNAL RESOURCES AND COMPARISONS, AND ITS ANALYSIS INCLUDES TOTAL COMPENSATION (CASH COMPENSATION PLUS BENEFITS PROVIDED BY THE CARLE FOUNDATION) IN RELATION TO ORGANIZATIONAL PERFORMANCE AND PREVAILING INDUSTRY PRACTICES FOR LIKE RESPONSIBILITIES AT COMPARABLY-SIZED ORGANIZATIONS. THE COMMITTEE HAS ENGAGED THE SERVICES OF A COMPENSATION CONSULTING FIRM SPECIALIZING IN THE NOT-FOR-PROFIT SECTOR WHICH HAS WORKED WITH THE CARLE FOUNDATION AND REPORTS DIRECTLY TO THE COMPENSATION COMMITTEE. FORM 990, SCHEDULE J, PART 1, QUESTION 4A THE FOLLOWING TWO EMPLOYEES RECEIVED THE NOTED AMOUNT OF SEVERANCE PAY DURING CALENDAR YEAR 2011, ROBERT TONKINSON-\$209,809 AND KIRK MOBERG-\$37,754</p>



**Schedule K  
(Form 990)**

OMB No 1545-0047

**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.**

**2011**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
The Carle Foundation

**Employer identification number**

37-0673465

**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
<b>A</b>	ILLINOIS FINANCE AUTHORITY	86-1091967	45200FVH9	03-18-2009	240,717,712	Constr of Facility & ref prior Iss		X		X		X
<b>B</b>	Illinois Finance Authority	86-1091967	45203HBT8	05-19-2011	233,719,141	Constr of Facility & ref prior Iss		X		X		X
<b>C</b>	Illinois Finance Authority	86-1091967		06-16-2011	100,000,000	Constr of Facility & ref prior Iss		X		X		X

**Part II Proceeds**

	A	B	C	D
<b>1</b> Amount of bonds retired	11,300,000	0	0	
<b>2</b> Amount of bonds defeased	0	0	0	
<b>3</b> Total proceeds of issue	240,723,013	233,696,778	99,992,743	
<b>4</b> Gross proceeds in reserve funds	0	0	0	
<b>5</b> Capitalized interest from proceeds	0	2,837,997	417,339	
<b>6</b> Proceeds in refunding escrow	0	0	0	
<b>7</b> Issuance costs from proceeds	2,482,257	0	0	
<b>8</b> Credit enhancement from proceeds	543,040	860,364	0	
<b>9</b> Working capital expenditures from proceeds	0	0	0	
<b>10</b> Capital expenditures from proceeds	19,958,620	64,309,746	27,459,708	
<b>11</b> Other spent proceeds	217,739,096	24,612,281	10,484,515	
<b>12</b> Other unspent proceeds	0	141,076,391	61,631,181	
<b>13</b> Year of substantial completion	2010			
	Yes	No	Yes	No
<b>14</b> Were the bonds issued as part of a current refunding issue?	X		X	
<b>15</b> Were the bonds issued as part of an advance refunding issue?		X		X
<b>16</b> Has the final allocation of proceeds been made?	X		X	
<b>17</b> Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X	

**Part III Private Business Use**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>1</b> 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		
<b>2</b> Are there any lease arrangements that may result in private business use of bond-financed property?		X		X		X		

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

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>3a</b> Are there any management or service contracts that may result in private business use?		X		X		X		
<b>b</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?								
<b>c</b> Are there any research agreements that may result in private business use of bond-financed property?	X		X		X			
<b>d</b> If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?	X		X		X			
<b>4</b> 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	1 000 %		0 %		0 %			
<b>5</b> Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	0 %		0 %		0 %			
<b>6</b> Total of lines 4 and 5	1 000 %		0 %		0 %			
<b>7</b> Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X		X			

**Part IV Arbitrage**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>1</b> 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		
<b>2</b> Is the bond issue a variable rate issue?	X			X	X			
<b>3a</b> Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X		X		X		
<b>b</b> Name of provider	0		0		0			
<b>c</b> Term of hedge								
<b>d</b> Was the hedge superintegrated?								
<b>e</b> Was a hedge terminated?								
<b>4a</b> Were gross proceeds invested in a GIC?		X		X		X		
<b>b</b> Name of provider	0		0		0			
<b>c</b> Term of GIC								
<b>d</b> Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
<b>5</b> Were any gross proceeds invested beyond an available temporary period?		X		X		X		
<b>6</b> Did the bond issue qualify for an exception to rebate?	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
------------	------------------	-------------

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2011

Open to Public Inspection

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.

Department of the Treasury Internal Revenue Service

Name of the organization The Carle Foundation

Employer identification number 37-0673465

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

Table with 3 main columns: (a) Name of disqualified person, (b) Description of transaction, (c) Corrected? (Yes/No)

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958
3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

Part II Loans to and/or From Interested Persons.

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

Table with 7 main columns: (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?

Part III Grants or Assistance Benefitting Interested Persons.

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

Table with 3 main columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of grant or type of assistance

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

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) TILE SPECIALISTS INC	SEE PART V	181,985	SEE PART V		No
(2) FIRST BUSEY CORP	SEE PART V	258,210	SEE PART V		No
(3) BEAR PROPERTIES LLC	SEE PART V	166,845	SEE PART V		No

**Part V Supplemental Information**

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

Identifier	Return Reference	Explanation
RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION		FORM 990, SCHEDULE L, PART IV, COLUMN B -IMMEDIATE PAST CHAIR, MARTY SMITH, HAD MORE THAN A 5% OWNERSHIP IN TILE SPECIALISTS, INC -VICE CHAIRMAN OF BOARD, DONNA GREENE, WAS AN OFFICER OF FIRST BUSEY CORP -TRUSTEES, E PHILLIPS KNOX AND DAVID IKENBERRY PHD, WERE DIRECTORS OF FIRST BUSEY CORP -TRUSTEE, JANE HAYS, HAS A FAMILY MEMBER WHO IS A DIRECTOR OF FIRST BUSEY CORP -TRUSTEE, TOM HARRINGTON, JR HAD MORE THAN A 5% OWNERSHIP IN BEAR PROPERTIES LLC FORM 990, SCHEDULE L, PART IV, COLUMN D -TILE SPECIALISTS INC VARIOUS COMMERCIAL FLOORING INSTALLATION AND REPAIRS - FIRST BUSEY CORP CAPITAL MANAGEMENT SERVICES, EMPLOYEE RETIREMENT PLAN SERVICES, AND OTHER VARIOUS FINANCIAL SERVICES -BEAR PROPERTIES LLC RENTAL PROPERTY MANAGEMENT SERVICES

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

**Supplemental Information to Form 990 or 990-EZ**

OMB No 1545-0047

**2011**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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

**▶ Attach to Form 990 or 990-EZ.**

Name of the organization The Carle Foundation	Employer identification number 37-0673465
--	--

Identifier	Return Reference	Explanation
FORM 990, SUPPLEMENTAL INFORMATION		FORM 990, PART VI, QUESTION 2 VICE CHAIRMAN OF BOARD, DONNA GREENE, AND TRUSTEES E. PHILLIPS KNOX AND DAVID IKENBERRY HAD A BUSINESS RELATIONSHIP OFFICER R. BRUCE WELLMAN AND TRUSTEE TOM HARRINGTON, JR. HAD A PERSONAL RELATIONSHIP FORM 990, PART VI, QUESTION 4 ARTICLE IV, SECTION 3 RATHER THAN IMMEDIATELY AFTER AND AT THE SAME PLACE AS THE ANNUAL MEETING OF THE VOTING MEMBERS, THE ANNUAL MEETING OF THE BOARD OF TRUSTEES WILL BE HELD IN SEPTEMBER OF EACH YEAR, OR AT A TIME, DATE, AND PLACE DETERMINED BY THE BOARD OF TRUSTEES ARTICLE IV, SECTION 6 THE ADDITION OF A PARAGRAPH STATING MEMBERS OF THE BOARD OF TRUSTEES OR ANY COMMITTEE OF THE BOARD OF TRUSTEES MAY PARTICIPATE IN AND ACT AT ANY MEETING OF SUCH BOARD OF TRUSTEES OR COMMITTEE THROUGH THE USE OF A CONFERENCE TELEPHONE OR OTHER COMMUNICATIONS EQUIPMENT PARTICIPATION IN THIS MANNER WILL CONSTITUTE ATTENDANCE AT THE MEETING ARTICLE IV, SECTION 10 THE ADDITION OF SECTION 10 DESCRIBING THE PROCESS OF INFORMAL ACTION BY TRUSTEES THIS PROCESS, WHICH CAN BE MADE BY THE BOARD OF TRUSTEES OR A COMMITTEE OF THE BOARD OF TRUSTEES, ALLOWS FOR ACTION THAT WOULD NORMALLY BE REQUIRED TO BE TAKEN AT A MEETING, TO BE INITIATED VIA A WRITTEN CONSENT WITH THE SIGNATURES OF ALL TRUSTEES ENTITLED TO VOTE OR BY ALL MEMBERS OF SUCH COMMITTEE, AS THE CASE MAY BE ARTICLE V, SECTION 3 (B) UNLESS OTHERWISE DETERMINED BY THE BOARD OF TRUSTEES, EACH MEMBER OF THE EXECUTIVE COMMITTEE SHALL SERVE AS A MEMBER OF THE BOARD OF DIRECTORS OR BOARD OF TRUSTEES, AS APPLICABLE, OF CARLE FOUNDATION HOSPITAL, CARLE HEALTH CARE INCORPORATED, AND CARLE HOLDING COMPANY, INC. ARTICLE V, SECTION 5 THE ADDITION OF SECTION 5 STATES THE CORPORATION WILL HAVE AN AUDIT COMMITTEE WHICH WILL CONSIST OF MEMBERS (WHICH THE MAJORITY AND AT LEAST TWO (2) OF THE MEMBERS ARE VOTING MEMBERS OF THE BOARD OF TRUSTEES) AND WILL HAVE THE DUTIES AS SPECIFIED IN SUCH COMMITTEE'S CHARTER ARTICLE V, SECTION 11 ADDS THE EXCEPTION OF THE AUDIT COMMITTEE IN THAT ALL ACTIONS TAKEN AND RECOMMENDATIONS MADE BY A COMMITTEE OTHER THAN THE EXECUTIVE COMMITTEE (AND NOW AUDIT COMMITTEE) WILL NOT HAVE AN EFFECT UNLESS THEY ARE FORMALLY APPROVED BY THE BOARD OF TRUSTEES FORM 990, PART VI, QUESTION 11 THE FORM 990 WAS PREPARED BY STAFF AND AN EXTERNAL TAX ADVISOR AND REVIEWED BY MANAGEMENT PRIOR TO FILING THIS FORM 990, A FULL AND COMPLETE COPY WAS PROVIDED TO THE GOVERNING BODY BY POSTING TO THE ORGANIZATION'S DIRECTOR COMMUNICATION PORTAL ALSO BEFORE FILING, THE GOVERNING MEMBERS RECEIVED NOTIFICATION THAT THE FORM 990 WAS POSTED AND AVAILABLE FOR THEIR REVIEW AS NECESSARY, THE GOVERNING MEMBERS HAVE THE OPPORTUNITY TO DISCUSS AND ADDRESS CONCERNS AT SUBSEQUENT BOARD MEETINGS FORM 990, PART VI, QUESTION 12C THE ORGANIZATION'S ESTABLISHED CONFLICT OF INTEREST POLICIES REQUIRE ANNUAL DISCLOSURE OF ACTUAL AND POTENTIAL CONFLICTS OF INTEREST FOR OFFICERS, DIRECTORS, TRUSTEES, MEMBERS OF BOARD COMMITTEES, ADMINISTRATIVE AND MANAGERIAL EMPLOYEES AS WELL AS ALL EMPLOYEES OF THE PURCHASING DEPARTMENT IF CIRCUMSTANCES CHANGE DURING THE COURSE OF A YEAR, INTERIM DISCLOSURE IS ALSO REQUIRED OF THE SAME INDIVIDUALS THE DISCLOSURES OF EMPLOYEES ARE REVIEWED INITIALLY BY THE HUMAN RESOURCES DEPARTMENT AND ANY IDENTIFIED CONFLICTS ARE REFERRED TO, AND ADDRESSED BY, THE ORGANIZATION'S INTERNAL LEGAL COUNSEL AND/OR CORPORATE INTEGRITY OFFICER THE DISCLOSURES OF TRUSTEES AND MEMBERS OF BOARD COMMITTEES ARE REVIEWED BY THE CHAIR OF THE BOARD THE ENTIRE BOARD ABSENT THE SUBJECT TRUSTEE OR COMMITTEE MEMBER DETERMINES WHETHER A CONFLICT EXISTS TRUSTEES AND/OR BOARD COMMITTEE MEMBERS WITH IDENTIFIED CONFLICTS ARE REQUIRED TO RECUSE THEMSELVES FROM VOTING ON MATTERS RELATED TO THEIR CONFLICTS THE ORGANIZATION ALSO MAINTAINS PURCHASING POLICIES REQUIRING COUNTER SIGNATURES TO FURTHER MINIMIZE THE RISK ASSOCIATED WITH CONFLICTS OF INTEREST FORM 990, PART VI, QUESTION 15A & B THE BOARD OF TRUSTEES OF THE CARLE FOUNDATION, THROUGH ITS COMPENSATION COMMITTEE COMPRISED OF INDEPENDENT MEMBERS FREE OF CONFLICT, ANNUALLY REVIEWS EXECUTIVE COMPENSATION LEVELS AND ESTABLISHES APPROPRIATE SALARY RANGES AND OTHER FEATURES OF THE COMPENSATION PLAN IN ACCORDANCE WITH THE ORGANIZATION'S APPROVED COMPENSATION PHILOSOPHY AND STRATEGY -THE COMMITTEE IS COMPRISED OF MEMBERS OF THE BOARD OF TRUSTEES, WHO ARE INDEPENDENT OF THE CARLE FOUNDATION MANAGEMENT, HAVE NO PERSONAL INTEREST IN THE COMPENSATION ARRANGEMENTS, ARE NOT RELATED TO, OR UNDER THE CONTROL OF ANY INDIVIDUAL WHOSE COMPENSATION ARRANGEMENT IS BEING REVIEWED, AND HAVE NO MATERIAL BUSINESS RELATIONSHIP WITH THE CARLE FOUNDATION -THE CHIEF EXECUTIVE OFFICER'S COMPENSATION IS DETERMINED BY THE COMPENSATION COMMITTEE IN RELATION TO APPROPRIATE COMPARABILITY DATA COMPENSATION FOR OTHER MEMBERS OF THE EXECUTIVE STAFF IS DEVELOPED BY THE CEO, EVALUATED AGAINST MARKET DATA, AND REVIEWED AND APPROVED BY THE COMMITTEE -THE COMMITTEE APPROVES ALL COMPENSATION DECISIONS IN ADVANCE OF THEIR IMPLEMENTATION AND DOCUMENTS ITS DETERMINATIONS AND DISCUSSIONS -THE COMPENSATION COMMITTEE USES A NUMBER OF EXTERNAL RESOURCES AND COMPARISONS, AND ITS ANALYSIS INCLUDES TOTAL COMPENSATION (CASH COMPENSATION PLUS BENEFITS PROVIDED BY THE CARLE FOUNDATION) IN RELATION TO ORGANIZATIONAL PERFORMANCE AND PREVAILING INDUSTRY PRACTICES FOR LIKE RESPONSIBILITIES AT COMPARABLY-SIZED ORGANIZATIONS THE COMMITTEE HAS ENGAGED THE SERVICES OF A COMPENSATION CONSULTING FIRM SPECIALIZING IN THE NOT-FOR-PROFIT SECTOR WHICH HAS WORKED WITH THE CARLE FOUNDATION AND REPORTS DIRECTLY TO THE COMPENSATION COMMITTEE FORM 990, PART VI, QUESTION 16B IT IS THE CARLE FOUNDATION'S LONG STANDING PRACTICE, PRIOR TO PARTICIPATING IN ANY JOINT VENTURE ARRANGEMENT, TO HAVE A PROFESSIONAL REVIEW OF FEDERAL TAX IMPLICATIONS AND RELATED RISK OF JOINT VENTURE ARRANGEMENTS TO ENSURE REGULATORY COMPLIANCE WHILE HISTORICALLY THIS ESTABLISHED PRACTICE HAS NOT BEEN IN THE FORM OF A WRITTEN POLICY, THE CARLE FOUNDATION ADOPTED SUCH A POLICY IN MAY 2012 FORM 990, PART VI, QUESTION 19 THE CARLE FOUNDATION PUBLISHES THROUGH WWW.DACBOND.COM ITS QUARTERLY UNAUDITED FINANCIAL STATEMENTS, ANNUAL AUDITED FINANCIAL STATEMENTS, A MANAGEMENT'S DISCUSSION & ANALYSIS TO ACCOMPANY THE FINANCIAL STATEMENTS, AND AN ANNUAL REPORT OF CERTAIN OPERATING AND FINANCIAL INFORMATION ADDITIONALLY, OFFICIAL STATEMENTS FOR OUTSTANDING MUNICIPAL BOND ISSUES FOR WHICH THE CARLE FOUNDATION IS OBLIGATED ARE AVAILABLE AT THIS WEBSITE THESE DOCUMENTS INCLUDE EXTENSIVE INFORMATION ABOUT THE ORGANIZATION'S HEALTH CARE DELIVERY SYSTEM MODEL, RECENT HIGHLIGHTS/ACCOMPLISHMENTS, GOVERNANCE AND ADMINISTRATION, STRATEGIC PLAN, FACILITIES, CLINICAL PROGRAMS, MEDICAL STAFF, SERVICE AREA, COMPETITIVE ENVIRONMENT, DEMOGRAPHIC DATA, UTILIZATION STATISTICS, SUMMARY FINANCIAL INFORMATION, ACADEMIC AFFILIATIONS AND EDUCATIONAL PROGRAMS, MEDICAL RESEARCH, ACCREDITATIONS, AND ITS EMPLOYEES THIS INFORMATION IS AVAILABLE AT NO CHARGE TO THOSE WHO REGISTER AT THE WWW.DACBOND.COM WEBSITE IN ADDITION, THE FORM 990S OF THE ORGANIZATION'S FILING ENTITIES ARE AVAILABLE THROUGH DACBOND A COMMUNITY BENEFIT REPORT IS ALSO PUBLISHED AND DISTRIBUTED ANNUALLY TO THE COMMUNITY QUARTERLY FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST DELIVERED TO THE ORGANIZATION'S ADMINISTRATIVE OFFICES THE ORGANIZATION'S GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICIES ARE ALSO AVAILABLE UPON REQUEST TO THE ORGANIZATION'S ADMINISTRATIVE OFFICES FORM 990, PART VII, SECTION A, COLUMN B THE AVERAGE ESTIMATED HOURS PER WEEK LISTED FOR THE REPORTING ORGANIZATION AND RELATED ORGANIZATIONS ARE BASED ON A STANDARD 40 HOUR WEEK MEMBERS MAY FREQUENTLY DEVOTE MORE THAN 40 HOURS OF SERVICE TO THE ENTIRE ORGANIZATION DURING AN AVERAGE WEEK FORM 990, PART XI, LINE 5 OTHER CHANGES IN NET ASSETS INCLUDE \$27,812,948 UNREALIZED GAIN ON INVESTMENT, \$27,195,949 THE CARLE FOUNDATION SETTLED VARIOUS INTERCOMPANY RECEIVABLE/PAYABLE BALANCES THROUGH EQUAL OFFSETTING EQUITY TRANSFERS THE INTERCOMPANY RECEIVABLE/PAYABLE BALANCE RESULTED FROM THE NORMAL COURSE OF OPERATIONS AND WERE PRIMARILY ATTRIBUTABLE TO CENTRALIZED CASH MANAGEMENT AND DISBURSEMENT ACTIVITIES THESE INTERCOMPANY RECEIVABLE/PAYABLE SETTLEMENTS HELPED PROVIDE SUPPLEMENTAL FUNDING FOR CERTAIN RELATED ORGANIZATIONS TO FURTHER THEIR EXEMPT PURPOSES FORM 990, PART XII, #2A,B,C AND PART IV, #12 THE FINANCIAL STATEMENTS FOR THE CARLE FOUNDATION WERE AUDITED ON A CONSOLIDATED BASIS THE CARLE FOUNDATION DOES HAVE AN AUDIT COMMITTEE CONSISTING OF MEMBERS OF THE GOVERNING BOARD AND THE CHIEF FINANCIAL OFFICER WHO TOGETHER ASSUME RESPONSIBILITY FOR OVERSIGHT OF THE REVIEW AND AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Phillip Blankenburg TITLE Chairman of Board HOURS 1
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Donna Greene TITLE Vice Chairman of Board HOURS 2
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Cora E. Musial, PhD MD TITLE Secretary/Treasurer of Board HOURS 38
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Kenneth Aronson, MD TITLE Trustee HOURS 39
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Matthew Gibb, MD TITLE Trustee HOURS 35
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Jane Hays TITLE Trustee HOURS 2
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME E. Phillips Knox TITLE Trustee HOURS 1
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME J. Michael Martin TITLE Trustee HOURS 1
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Marty Smith TITLE Trustee & Immediate Past Chair HOURS 3
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Paul Tender, MD TITLE Trustee HOURS 30
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME George Timmons TITLE Trustee HOURS
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Tom Harrington, Jr. TITLE Trustee HOURS
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME James C. Leonard, MD TITLE President & CEO HOURS 25
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME R. Bruce Wellman, MD TITLE CEO of CPG HOURS 39
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME John Snyder TITLE Exec VP & COO HOURS 32
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Dennis Hesch TITLE Exec VP & CFO HOURS 30
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME William Schuh, MD TITLE Chief Medical Info Officer HOURS 16
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Kirk Moberg TITLE Exec VP & CMO HOURS 39
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Napoleon Knight TITLE VP/Assoc Med Dr Quality HOURS 40

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME John Stoll, MD TITLE VP/Sr Medical Director HOURS 38
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME LAURENCE FALLON TITLE SVP LEGAL AFFAIRS HOURS 32
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Philip Kubow TITLE SVP Human Resources HOURS 27
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME SCOTT HARDING TITLE VP-FACILITIES AND SUPPORT SVC HOURS 23

**SCHEDULE R  
(Form 990)**

**Related Organizations and Unrelated Partnerships**

OMB No 1545-0047

**2011**

**Open to Public Inspection**

▶ **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.**

Department of the Treasury  
Internal Revenue Service

**Name of the organization**  
The Carle Foundation

**Employer identification number**  
37-0673465

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
<b>(1)</b> CARLE FOUNDATION HOSPITAL 611 W PARK ST URBANA, IL 61801 37-1119538	HOSPITAL SERV	IL	501(C)(3)	3	TCF	Yes	
<b>(2)</b> CARLE DEVELOPMENT FOUNDATION 611 W PARK ST URBANA, IL 61801 37-1159978	FUNDRAISING	IL	501(C)(3)	7	TCF	Yes	
<b>(3)</b> CARLE HEALTH CARE INCORPORATED 611 W PARK ST URBANA, IL 61801 37-1140016	VAR MED SVCS	IL	501(C)(3)	9	TCF	Yes	
<b>(4)</b> CARLE RETIREMENT CENTERS INC 611 W PARK ST URBANA, IL 61801 37-1160033	RTRMT LIVING	IL	501(C)(3)	9	TCF	Yes	
<b>(5)</b> CARLE COMMUNITY HEALTH CORPORATION 611 W PARK ST URBANA, IL 61801 36-4458371	FDN MISSION	IL	501(C)(3)	11A, TYPE 1	TCDF	Yes	

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
See Additional Data Table							

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

**Note.** Complete line 1 if any entity is listed in Parts II, III or IV

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

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Sale of assets to related organization(s)
- g** Purchase of assets from related organization(s)
- h** Exchange of assets with related organization(s)
- i** Lease of facilities, equipment, or other assets to related organization(s)
- j** Lease of facilities, equipment, or other assets from related organization(s)
- k** Performance of services or membership or fundraising solicitations for related organization(s)
- l** Performance of services or membership or fundraising solicitations by related organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n** Sharing of paid employees with related organization(s)

- o** Reimbursement paid to related organization(s) for expenses
- p** Reimbursement paid by related organization(s) for expenses

- q** Other transfer of cash or property to related organization(s)
- r** Other transfer of cash or property from related organization(s)

	Yes	No
<b>1a</b>	Yes	
<b>1b</b>	Yes	
<b>1c</b>	Yes	
<b>1d</b>		No
<b>1e</b>		No
<b>1f</b>		No
<b>1g</b>		No
<b>1h</b>		No
<b>1i</b>		No
<b>1j</b>		No
<b>1k</b>	Yes	
<b>1l</b>	Yes	
<b>1m</b>		No
<b>1n</b>		No
<b>1o</b>	Yes	
<b>1p</b>	Yes	
<b>1q</b>		No
<b>1r</b>		No

**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
<b>(1)</b> See Additional Data Table			
<b>(2)</b>			
<b>(3)</b>			
<b>(4)</b>			
<b>(5)</b>			
<b>(6)</b>			



**Part VII Supplemental Information**

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

Identifier	Return Reference	Explanation
SCHEDULE R, SUPPLEMENTAL INFORMATION	Part II, Line 3 Carle Health Care Incorporated	Carle Health Care Incorporated primary activities include Emergency Transport, Day Care, Physician Services

**Software ID:**  
**Software Version:**  
**EIN:** 37-0673465  
**Name:** The Carle Foundation

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income (\$)	(g) Share of end-of-year assets (\$)	(h) Percentage ownership
HEALTH SYSTEMS INSURANCE LIMITED GOVERNORS SQ 2ND FL BLDG 3 GRAND CAYMAN KY1- 1102 CJ	INSURANCE	CJ	TCF	C-CORP	14,218,266	131,952,663	100 000 %
CARLE HOLDING COMPANY INC 611 W PARK ST URBANA, IL 61801 37-1188284	HOLDING COMPANY	IL	TCF	C-CORP		350,687,803	100 000 %
HEALTH ALLIANCE MEDICAL PLANS INC 301 S VINE ST URBANA, IL 61801 37-1260731	HEALTH COVERAGE	IL	CHCI	C-CORP	1,078,709,498	583,436,199	100 000 %
HEALTH ALLIANCE- MIDWEST INC 301 S VINE ST URBANA, IL 61801 37-1354502	HEALTH COVERAGE	IL	HAMPI	C-CORP			100 000 %
HEALTH CARE HORIZONS OF ILLINOIS INC 209 WRB GARRETT DR PEORIA, IL 61605 37-1394924	INSURANCE TPA	IL	HAMPI	C-CORP			100 000 %
HCH ADMINISTRATION INC 209 WRB GARRETT DR PEORIA, IL 61605 37-1119685	INSURANCE ADMIN	IL	HCHII	C-CORP			100 000 %
HCH ADMINISTRATION INC 111 LOMAS BLVD SUITE 122 ALBUQUERQUE, NM 87102 85-0391732	INSURANCE ADMIN	NM	HCHAI	C-CORP			100 000 %
CARLE RISK MANAGEMENT CO 611 W PARK ST URBANA, IL 61801 37-1217973	RISK MANAGEMENT	IL	TCF	C-CORP	1,168,756	54,571	100 000 %

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

<b>(a)</b> Name of other organization	<b>(b)</b> Transaction type(a-r)	<b>(c)</b> Amount Involved (\$)	<b>(d)</b> Method of determining amount involved
<b>(1)</b> CARLE FOUNDATION HOSPITAL	A	18,373,850	COST
<b>(2)</b> CARLE HEALTH CARE INCORPORATED	A	14,389,210	COST
<b>(3)</b> CARLE RISK MANAGEMENT CO	A	46,488	COST
<b>(4)</b> CARLE FOUNDATION HOSPITAL	B	278,340	FMV
<b>(5)</b> CARLE DEVELOPMENT FOUNDATION	C	92,143	ACCRUAL
<b>(6)</b> HEALTH ALLIANCE MEDICAL PLANS INC	K	751,613	COST
<b>(7)</b> CARLE HEALTH CARE INCORPORATED	L	88,089	FMV
<b>(8)</b> CARLE RISK MANAGEMENT CO	O	1,168,145	COST
<b>(9)</b> CARLE FOUNDATION HOSPITAL	P	69,663,577	COST
<b>(10)</b> CARLE HEALTH CARE INCORPORATED	P	57,012,820	COST
<b>(11)</b> CARLE RETIREMENT CENTERS INC	P	561,536	COST
<b>(12)</b> HEALTH ALLIANCE MEDICAL PLANS INC	P	376,498	COST
<b>(13)</b> CARLE RISK MANAGEMENT CO	P	96,806	COST
<b>(14)</b> HEALTH SYSTEMS INSURANCE LIMITED	P	86,146	COST

## TY 2011 Investment in Subsidiaries Statement

**Name:** The Carle Foundation

**EIN:** 37-0673465

Description	Beginning Amount	Ending Amount
EQUITY SECURITIES	167,354,580	109,868,455
LONG-TERM REINSURANCE RECEIVABLE	18,327,968	18,719,822

**TY 2011 Itemized Other Current Assets  
Schedule**

**Name:** The Carle Foundation

**EIN:** 37-0673465

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
		MISCELLANEOUS PAID EXPENSES	466,179	345,868
		MISCELLANEOUS ACCRUALS	27,029	0

**TY 2011 Other Deductions Schedule****Name:** The Carle Foundation**EIN:** 37-0673465

<b>Description</b>	<b>Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)</b>	<b>Amount</b>
GENERAL AND ADMINISTRATIVE EXPENSES		402,945
INTERNAL MANAGEMENT FEE		86,146
UNDERWRITING EXPENSES		12,581,075

## TY 2011 Itemized Other Liabilities Schedule

**Name:** The Carle Foundation

**EIN:** 37-0673465

### TY 2011 Itemized Other Liabilities Schedule

Corporation Name	Corporation EIN	Other Liabilities Description	Beginning Amount	Ending Amount
		PREPAID PREMIUM	647,924	0
		LIABILITY FOR SELF-INSURANCE	72,341,028	70,208,335
		SHORT-TERM HSIL RESERVES	8,290,813	10,355,642
		INTERCOMPANY PAYABLE	3,877,302	8,467,320

## TY 2011 Other Income Statement

**Name:** The Carle Foundation

**EIN:** 37-0673465

Description	Foreign Amount	Amount
ADJ-UNDERWRITING LOSS RESERVE		-12,180,456

## TY 2011 Paid-In or Capital Surplus Reconciliation Statement

**Name:** The Carle Foundation

**EIN:** 37-0673465

Description	Beginning Amount	Ending Amount
PAID IN CAPITAL	24,500,000	24,500,000

FEDERAL ELECTIONS

DESCRIPTION: ATTACHMENT TO FORM 926, PART III LINE 11

THE FOLLOWING IS ADDITIONAL INFORMATION AS REQUESTED BY REGULATIONS SECTION 1.6038B-1(C) AND TEMPORARY REGULATIONS SECTIONS 1.6038B-1T(C) (1) THROUGH 1.6038B-1T(C) (5) AND 1.6038B-1T(D).

REGULATIONS SECTION 1.6038B-1T(C) (1): TRANSFEROR

THE CARLE FOUNDATION  
EIN: 37-0673465  
611 WEST PARK STREET  
URBANA, IL 61801-2595

REGULATIONS SECTION 1.6038B-1T(C) (2): TRANSFER

(I): SGSC BOND FUND IV, LTD.  
EIN: N/A  
MAPLES CORPORATE SERVICES LIMITED  
PO BOX 309, UGLAND HOUSE  
GRAND CAYMAN, KY1-1104, CAYMAN ISLANDS

(II): TRANSFER OF SECURITY/ASSET IN THE AMOUNT OF \$455,388 IN CONSIDERATION OF ORDINARY SHARES.

REGULATIONS SECTION 1.6038B-1T(C) (3): CONSIDERATION RECEIVED

ORDINARY SHARES

REGULATIONS SECTION 1.6038B-1T(C) (4): PROPERTY TRANSFERRED

SECURITY/ASSET IN THE AMOUNT OF \$455,388

REGULATIONS SECTION 1.6038B-1T(C) (5): TRANSFER OF FOREIGN BRANCH WITH PREVIOUSLY DEDUCTED LOSSES

NOT APPLICABLE

REGULATIONS SECTION 1.6038B-1T(C) (6): APPLICATION OF SECTION 367(A) (5)

NOT APPLICABLE

FEDERAL ELECTIONS

DESCRIPTION: ATTACHMENT TO FORM 926, PART III LINE 11

ATTACHMENT TO FORM 926, PART III LINE 11

THE FOLLOWING IS ADDITIONAL INFORMATION AS REQUESTED BY REGULATIONS SECTION 1.6038B-1(C) AND TEMPORARY REGULATIONS SECTIONS 1.6038B-1T(C) (1) THROUGH 1.6038B-1T(C) (5) AND 1.6038B-1T(D).

REGULATIONS SECTION 1.6038B-1T(C) (1): TRANSFEROR

THE CARLE FOUNDATION  
EIN: 37-0673465  
611 WEST PARK STREET  
URBANA, IL 61801-2595

REGULATIONS SECTION 1.6038B-1T(C) (2): TRANSFER

(I): SIGULER GUFF SPM IV, LTD.  
EIN: N/A  
MAPLES CORPORATE SERVICES LIMITED  
PO BOX 309, UGLAND HOUSE  
GRAND CAYMAN, KY1-1104, CAYMAN ISLANDS

(II): TRANSFER OF SECURITY/ASSET IN THE AMOUNT OF \$416,217 IN CONSIDERATION OF ORDINARY SHARES.

REGULATIONS SECTION 1.6038B-1T(C) (3): CONSIDERATION RECEIVED

ORDINARY SHARES

REGULATIONS SECTION 1.6038B-1T(C) (4): PROPERTY TRANSFERRED

SECURITY/ASSET IN THE AMOUNT OF \$416,217

REGULATIONS SECTION 1.6038B-1T(C) (5): TRANSFER OF FOREIGN BRANCH WITH PREVIOUSLY DEDUCTED LOSSES

NOT APPLICABLE

REGULATIONS SECTION 1.6038B-1T(C) (6): APPLICATION OF SECTION 367 (A) (5)

NOT APPLICABLE