






















See a Social Security Number? Say Something!
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Part IV Checklist of Required Schedules

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

Part IV

Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance				
Check if Schedule O contains a response to any question in this Part V <input checked="" type="checkbox"/>				
			Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	822	
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes	
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	552	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?	4a	Yes	
b	If "Yes," enter the name of the foreign country CJ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .	5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).				
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .	7f		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?				
8				
9 Sponsoring organizations maintaining donor advised funds.				
a	Did the organization make any taxable distributions under section 4966?	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter				
a	Gross income from members or shareholders	11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?				
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.				
a	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state.	13a		
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c	Enter the aggregate amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?				
14a				
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . .	14b		No

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.
Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
1a	28		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	25
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization. STEPHEN PICKETT 3100 MAIN ST HOUSTON, TX 77002 (832) 355-2042

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

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

Form **990** (2011)

Part VII

1b	Sub-Total	▼			
c	Total from continuation sheets to Part VII, Section A	▼			
d	Total (add lines 1b and 1c)	▼	8,488,728	0	1,053,204

2 Total number of individuals (including but not limited to those listed in Item 1) who received more than \$100,000 of reportable compensation from the organization. 95

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. 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
McKesson Technologies PO Box 98347 CHICAGO, IL 606938347	consulting services	3,782,590
Aramark Healthcare 24863 Network Place CHICAGO, IL 606731248	biomedical engineer	1,861,041
medassets PO Box 405652 ATLANTA, GA 303845652	purchasing	1,494,665
PFS Group 7670 woodway suite 250 HOUSTON, TX 77063	collection services	1,286,597
broadlane inc 13727 noel rd suite 1400 DALLAS, TX 75240	purchasing services	1,010,803

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 47

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	4,336			
	g	Noncash contributions included in lines 1a-1f \$ _____					
	h	Total. Add lines 1a-1f			4,336		
Program Service Revenue			Business Code				
	2a	ADMINISTRATIVE SVC	561000	83,829,751	83,495,371	334,380	
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f			83,829,751		
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)					
				8,311,671			8,311,671
	4	Income from investment of tax-exempt bond proceeds . .			0		
	5	Royalties			0		
			(i) Real	(ii) Personal			
	6a	Gross rents	18,056				
	b	Less rental expenses					
	c	Rental income or (loss)	18,056				
	d	Net rental income or (loss)			18,056		18,056
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory		47,620			
	b	Less cost or other basis and sales expenses					
	c	Gain or (loss)		47,620			
	d	Net gain or (loss)			47,620		47,620
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from fundraising events . .			0		
	9a	Gross income from gaming activities See Part IV, line 19	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from gaming activities . .			0		
	10a	Gross sales of inventory, less returns and allowances	a				
	b	Less cost of goods sold . . .	b				
	c	Net income or (loss) from sales of inventory . .			0		
Miscellaneous Revenue		Business Code					
11a	PHYSICIAN CREDENTIALING SERVICES	900099	16,750		16,750		
b	MANAGEMENT FEE - HAMMES REAL ESTATE	900099	36,000		36,000		
c	GUARANTEE FEE INCOME	522200	1,832,614		1,832,614		
d	All other revenue		918			918	
e	Total. Add lines 11a-11d			1,886,282			
12	Total revenue. See Instructions			94,097,716	83,495,371	2,219,744	8,378,265

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	167,250	167,250		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	5,721,504	0	5,721,504	0
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	41,541,111	4,366,504	36,672,526	502,081
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	3,054,709	277,312	2,744,622	32,775
9	Other employee benefits	3,735,383	471,939	3,209,519	53,925
10	Payroll taxes	2,928,476	346,737	2,546,788	34,951
11	Fees for services (non-employees)				
a	Management	2,845,310	48,054	2,750,091	47,165
b	Legal	1,049,929		1,039,906	10,023
c	Accounting	480,291		480,291	
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	0			
f	Investment management fees	65,386		65,386	
g	Other	112,236	39,947	72,289	
12	Advertising and promotion	215,629		215,629	
13	Office expenses	2,583,712	81,766	2,408,603	93,343
14	Information technology	7,147,673	48,593	7,089,330	9,750
15	Royalties	0			
16	Occupancy	2,450,307	255,747	2,104,519	90,041
17	Travel	253,231	18,334	207,369	27,528
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	128,988		128,988	
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	6,427,522	39,557	6,385,262	2,703
23	Insurance	0			
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	OTHER OUTSIDE SERVICES	5,264,065		5,040,052	224,013
b	LITIGATION SETTLEMENT	7,000,000		7,000,000	
c	EQUIPMENT AND FACILITY MAINTEN	263,621	8,356	248,108	7,157
d	PROFESSIONAL DUES & LICENSES	1,482,513	9,970	1,448,206	24,337
e					
f	All other expenses	7,504,579	16,865	7,483,762	3,952
25	Total functional expenses. Add lines 1 through 24f	102,423,425	6,196,931	95,062,750	1,163,744
26	Joint costs. 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
Assets	1	Cash—non-interest-bearing				41,674,238	1	28,475,568
	2	Savings and temporary cash investments				0	2	0
	3	Pledges and grants receivable, net				0	3	0
	4	Accounts receivable, net				0	4	0
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L				0	5	0
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L				0	6	0
	7	Notes and loans receivable, net				82,965,400	7	90,695,484
	8	Inventories for sale or use				0	8	0
	9	Prepaid expenses and deferred charges				8,218,863	9	8,979,711
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	190,435,289				
	b	Less accumulated depreciation	10b	149,275,287		40,136,270	10c	41,160,002
	11	Investments—publicly traded securities				0	11	0
	12	Investments—other securities See Part IV, line 11				27,815,816	12	27,815,816
	13	Investments—program-related See Part IV, line 11				0	13	0
	14	Intangible assets				0	14	0
	15	Other assets See Part IV, line 11				34,107,447	15	102,141,731
	16	Total assets. Add lines 1 through 15 (must equal line 34)				234,918,034	16	299,268,312
Liabilities	17	Accounts payable and accrued expenses				39,820,687	17	40,047,602
	18	Grants payable				0	18	0
	19	Deferred revenue				0	19	0
	20	Tax-exempt bond liabilities				0	20	0
	21	Escrow or custodial account liability Complete Part IV of Schedule D				0	21	0
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L				0	22	0
	23	Secured mortgages and notes payable to unrelated third parties				107,739,003	23	144,743,917
	24	Unsecured notes and loans payable to unrelated third parties				0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D				43,910,391	25	42,177,869
	26	Total liabilities. Add lines 17 through 25				191,470,081	26	226,969,388
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.							
	27	Unrestricted net assets				43,447,953	27	72,298,924
	28	Temporarily restricted net assets				0	28	0
	29	Permanently restricted net assets				0	29	0
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.							
	30	Capital stock or trust principal, or current funds					30	
	31	Paid-in or capital surplus, or land, building or equipment fund					31	
	32	Retained earnings, endowment, accumulated income, or other funds					32	
	33	Total net assets or fund balances				43,447,953	33	72,298,924
	34	Total liabilities and net assets/fund balances				234,918,034	34	299,268,312

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	94,097,716
2	Total expenses (must equal Part IX, column (A), line 25)	2	102,423,425
3	Revenue less expenses Subtract line 2 from line 1	3	-8,325,709
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	43,447,953
5	Other changes in net assets or fund balances (explain in Schedule O)	5	37,176,680
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	72,298,924

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ST LUKE'S EPISCOPAL HEALTH SYSTEM

Employer identification number
76-0536232

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 Se**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
11g(i)		No
11g(ii)		No
11g(iii)		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) ST LUKE'S EPISCOPAL HOSPITAL	741161938	03	Yes		Yes		Yes		0
(B) EPISCOPAL DIOCESE OF TEXAS	741143081	01	Yes		Yes		Yes		179,025
(C) ST LUKE'S EPISCOPAL HEALTH CHARITIES 509(A)(3)	760531710	0	Yes		Yes		Yes		0
Total									179,025

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	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						

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

Section C. Computation of Public Support Percentage						
14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))		14				
15 Public Support Percentage for 2010 Schedule A, Part II, line 14		15				
16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						
b 33 1/3% support test—2010. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						
17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization						
b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization						
18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions						

Part IIIPart III

Support Schedule for Organizations Described in IRC 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

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

Section B. Total Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12.)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage			
15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15		
16 Public support percentage from 2010 Schedule A, Part III, line 15	16		

Section D. Computation of Investment Income Percentage			
17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17		
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18		
19a 33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization			
b 33 1/3% support tests—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization			
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions			

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

Facts And Circumstances Test

Explanation

Additional Data

Software ID:

Software Version:

EIN: 76-0536232

Name: ST LUKE'S EPISCOPAL HEALTH SYSTEM

Form 990, Special Condition Description:

Special Condition Description

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
David J FINE PRESIDENT AND CEO	7 0	X		X				1,773,018	0	418,140
THE RT REV DENA A HARRISON DD Chair & DIRECTOR	4 0	X		X				38,574	0	0
THE RT REV Rayford b HIGH JR DIRECTOR	2 0	X						0	0	0
A Robert HINOJOSA DIRECTOR	2 0	X						0	0	0
john r huff DIRECTOR	2 0	X						0	0	0
Chester JONES Exec Chair & DIRECTOR	7 0	X						0	0	0
Meredith J LONG EX OFFICIO	2 0	X						0	0	0
THE VERY REV Joe D REYNOLDS DIRECTOR	2 0	X						0	0	0
Stephen PICKETT TREASurer & director	19 0	X		X				985,303	0	159,584
John Scott Arnoldy DIRECTOR	2 0	X						0	0	0
linnet deily DIRECTOR	2 0	X						0	0	0
David t HARVIN DIRECTOR	2 0	X						0	0	0
Steven I MILLER DIRECTOR	2 0	X						0	0	0
William c MONTGOMERY DIRECTOR	2 0	X						0	0	0
Bruce PHILLIPS DIRECTOR	2 0	X						0	0	0
Harry j PHILLIPS jr DIRECTOR	2 0	X						0	0	0
Howard TELLEPSEN jr DIRECTOR	2 0	X						0	0	0
robert k reeves director	2 0	X						0	0	0
michael richmond director	2 0	X						0	0	0
THE REV MICHAEL W BESSON JR DIRECTOR	2 0	X						0	0	0
ROBERT DUNCAN DIRECTOR	2 0	X						0	0	0
THE REV LILLIAN W HYDE DIRECTOR	2 0	X						0	0	0
michelle lyn md director	2 0	X						0	0	0
KATHARINE ORTON DIRECTOR	2 0	X						0	0	0
LEONARD TALLERINE DIRECTOR	2 0	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
CLAYTON TRIER DIRECTOR	2 0	X						0	0	0
ROBERT T BLAKELY director	2 0	X						0	0	0
rev laurens allen hall director	2 0	X						0	0	0
Ann THIELKE SECRETARY	37 0			X				308,425	0	33,142
brian e doyle assistant treasurer	21 0			X				141,673	0	27,174
deborah bohr assistant secretary	45 0			X				43,060	0	5,258
David KOONTZ SENIOR VICE PRESIDENT	4 0				X			527,465	0	64,481
Susan R Kiley Vp Chief Managed Care Officer	45 0				X			311,381	0	28,118
Stewart G Scott Jr VP Capital Projects	40 0				X			256,396	0	33,233
Beryl Vallejo sr vp & Chief Quality Officer	45 0				X			417,254	0	29,696
Deborah H Mahannah vice president	45 0				X			324,794	0	27,682
James J Albin VP/Chief Information Officer	45 0				X			406,239	0	31,931
Margaret Van Bree drph Senior Vice President	45 0				X			603,315	0	60,172
Herbert duPont Chif of Internal Medicine	43 0					X		370,034	0	41,475
Francis X Speidel MD Vice President	45 0					X		354,561	0	29,457
David Gruener Vice President & Controller	45 0					X		294,092	0	39,463
JAMES M LEVERMAN Former VP & CEO - slslh	20 0					X		262,954	0	14,272
BRYAN J HARGIS VP & CEO - SLSLH	45 0					X		240,280	0	9,926
Michael K JHIN FORMER PRESIDENT AND CEO	0 0						X	588,246	0	0
David Pate former officer	0 0						X	241,664	0	0

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

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

OMB No 1545-0047

2011

Open to Public Inspection

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

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

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

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

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

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

Name of the organization ST LUKE'S EPISCOPAL HEALTH SYSTEM	Employer identification number 76-0536232
---	--

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?	<input type="checkbox"/> Yes <input type="checkbox"/> No
4a	Was a correction made?	<input type="checkbox"/> Yes <input type="checkbox"/> No
b	If "Yes," describe in Part IV	

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

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

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

Part II-A

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

- A

Check

☐

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

Check

☐

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)															
d Other exempt purpose expenditures															
e Total exempt purpose expenditures (add lines 1c and 1d)															
f Lobbying nontaxable amount Enter the amount from the following table in both columns															
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><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></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)															
h Subtract line 1g from line 1a If zero or less, enter -0-															
i Subtract line 1f from line 1c If zero or less, enter -0-															
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<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.)

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

Part II-B

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

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

Part III-A

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

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

Part III-B

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

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

Part IV

Supplemental Information

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

Identifier	Return Reference	Explanation
Schedule C	Other lobbying activities	St Luke's Episcopal Health System is a member of several professional associations that conduct lobbying. The following amounts were paid to these associations as part of annual dues but are considered expended for lobbying purposes by the association: American Hospital Association \$33,638; Texas Hospital Association \$48,455; Texas Alliance for Patient Access \$8,085. ----- Total lobbying expense \$90,178.

SCHEDULE D
(Form 990)

Supplemental Financial Statements

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

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.

Name of the organization
ST LUKE'S EPISCOPAL HEALTH SYSTEM

Employer identification number
76-0536232

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

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

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

1

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

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

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

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

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

3

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

4

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

5

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

Yes

No

6

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

7

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

8

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

Yes

No

9

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

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

1a

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

b

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

(i)

Revenues included in Form 990, Part VIII, line 1

▶ \$

(ii)

Assets included in Form 990, Part X

▶ \$

2

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

a

Revenues included in Form 990, Part VIII, line 1

▶ \$

b

Assets included in Form 990, Part X

▶ \$

For Privacy Act and Paperwork Reduction Act Notice, see the Intructions for Form 990

Cat No 52283D

Schedule D (Form 990) 2011

Part III

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

3

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

a

☐ Public exhibition

d

☐ Loan or exchange programs

b

☐ Scholarly research

e

☐ Other

c

☐ Preservation for future generations

4

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

5

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

☐ Yes

☐ No

Part IV

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

1a

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

☐ Yes

☐ No

b

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

	Amount
1c	
1d	
1e	
1f	

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

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

(i)

unrelated organizations

(ii)

related organizations

b

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

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

4

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

Part VI

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

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		23,901,870		23,901,870
b Buildings		9,328,484	4,940,658	4,387,826
c Leasehold improvements				
d Equipment		156,808,297	144,334,629	12,473,668
e Other		396,638		396,638
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				41,160,002

Part XI

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

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

Part XII

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

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

Part XIII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

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

Part XIV

Supplemental Information

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

Identifier	Return Reference	Explanation
FORM 990, SCHEDULE D, PART V	PART V ENDOWMENT FUNDS	ST LUKE'S EPISCOPAL HEALTH SYSTEM DOES NOT HAVE AN ENDOWMENT FUND. HOWEVER, ST LUKE'S EPISCOPAL HOSPITAL, A RELATED ORGANIZATION, DOES HOLD ENDOWMENT FUNDS.
FORM 990, SCHEDULE D, PART X	PART XIV SUPPLEMENTAL INFORMATION	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. THERE WERE NO UNCERTAIN TAX POSITIONS RECORDED IN THE CONSOLIDATED FINANCIAL STATEMENTS AT DECEMBER 31, 2011 OR 2010.

1

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

3 Enter total number of other organizations or entities ► _____

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

[illegible]

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

Supplemental Information

Complete this part to provide the information (see instructions) required in Part I, line 2, and any additional information.

[illegible]

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
ST LUKE'S EPISCOPAL HEALTH SYSTEM

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

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

OMB No 1545-0047

2011

Open to Public
Inspection

Employer identification number
76-0536232

Part I General Information on Grants and Assistance

1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

Yes

No

2

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

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

(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
(1) Episcopal Diocese of Texas1225 Texas Avenue houston,TX 741143081	74-1143081	501(c)(3)	160,000				support for diocese programs

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

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

Cat No 50055P

Schedule I (Form 990) 2011

Part III

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

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

Part IV

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

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

Schedule 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.

Name of the organization
ST LUKE'S EPISCOPAL HEALTH SYSTEM

Employer identification number
76-0536232

Part I

Questions Regarding Compensation

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

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

[illegible]

Part IIISupplemental Information

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

Identifier	Return Reference	Explanation
FORM 990, SCHEDULE J, PART I, QUESTIONS 4 A&B	SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN	THE INDIVIDUALS LISTED BELOW PARTICIPATED IN A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN WITH THE FOLLOWING AMOUNTS CREDITED TO THEIR ACCOUNTS: David J. FINE \$364,116.00; STEPHEN PICKETT \$129,499.00; DAVID KOONTZ \$32,314.00; Margaret van Bree \$35,343.00.
FORM 990, SCHEDULE J, PART I, LINE 1A	QUESTIONS REGARDING COMPENSATION, LISTED BENEFITS	THE BENEFITS RECEIVED ARE PRIMARILY GRANTED TO THE CHIEF EXECUTIVE OFFICER WHO IS ENTITLED TO FIRST CLASS TRAVEL FOR BUSINESS TRIPS OVER CERTAIN DURATIONS. THE BENEFITS LISTED ARE REIMBURSED TO THIS OFFICER AS PART OF AN ACCOUNTABLE expense PLAN EXCEPT FOR some SPOUSE TRAVEL, WHICH IS reported as additional taxable income per board approved contract. ST. LUKE'S ALSO REIMBURSES FOR SOCIAL CLUB MEMBERSHIP. A small housing allowance is provided to the Suffragan Bishop who chairs the System Board. The Suffragan Bishop's principal residence is in Austin, Texas, which is approximately a four hour driving distance from System Board meetings.
FORM 990, SCHEDULE J, PART I, LINE 7	NON-FIXED PAYMENTS	LINE 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? ST. LUKE'S EXECUTIVES HAVE A NUMBER OF ANNUAL AND LONG TERM GOALS. FINANCIAL PERFORMANCE, QUALITY, PEOPLE, CUSTOMER SERVICE, AND GROWTH ARE EXAMPLES OF AREAS WHERE PERFORMANCE INDICATORS MAY BE ESTABLISHED. PERFORMANCE ON ALL GOALS IS EXAMINED BY THE SYSTEM BOARD AND AN AWARD LEVEL IS DETERMINED BASED ON OVERALL PERFORMANCE AGAINST TARGETS OR GOALS. IF AN AWARD IS GRANTED, IT IS EXPRESSED AS A PERCENTAGE OF THE INDIVIDUAL'S BASE INCOME.

Software ID:
Software Version:
EIN: 76-0536232
Name: ST LUKE'S EPISCOPAL HEALTH SYSTEM

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
David J FINE	(i) (ii)	1,020,838 0	670,737 0	81,443 0	383,821 0	34,319 0	2,191,158 0	0 0
Stephen PICKETT	(i) (ii)	621,258 0	353,907 0	10,138 0	146,779 0	12,805 0	1,144,887 0	0 0
Ann THIELKE	(i) (ii)	273,768 0	31,073 0	3,584 0	18,873 0	14,269 0	341,567 0	0 0
Michael K JHIN	(i) (ii)	559,725 0	0 0	28,521 0	0 0	0 0	588,246 0	0 0
David KOONTZ	(i) (ii)	356,979 0	141,378 0	29,108 0	50,746 0	13,735 0	591,946 0	0 0
brian e doyle	(i) (ii)	141,216 0	457 0	0 0	16,006 0	11,168 0	168,847 0	0 0
Susan R Kiley	(i) (ii)	249,880 0	49,573 0	11,928 0	19,703 0	8,415 0	339,499 0	0 0
Stewart G Scott Jr	(i) (ii)	196,037 0	60,359 0	0 0	16,806 0	16,427 0	289,629 0	0 0
Beryl Vallejo	(i) (ii)	289,889 0	118,491 0	8,874 0	17,071 0	12,625 0	446,950 0	0 0
Deborah H Mahannah	(i) (ii)	269,224 0	55,570 0	0 0	21,572 0	6,110 0	352,476 0	0 0
James J Albin	(i) (ii)	335,629 0	70,610 0	0 0	16,267 0	15,664 0	438,170 0	0 0
Herbert duPont	(i) (ii)	271,359 0	98,675 0	0 0	29,828 0	11,647 0	411,509 0	0 0
Francis X Speidel MD	(i) (ii)	275,800 0	69,949 0	8,812 0	16,267 0	13,190 0	384,018 0	0 0
David Gruener	(i) (ii)	242,873 0	51,219 0	0 0	25,616 0	13,847 0	333,555 0	0 0
Margaret Van Bree drph	(i) (ii)	474,631 0	119,797 0	8,887 0	51,610 0	8,562 0	663,487 0	0 0
JAMES M LEVERMAN	(i) (ii)	185,014 0	0 0	77,940 0	13,925 0	347 0	277,226 0	0 0
BRYAN J HARGIS	(i) (ii)	200,381 0	38,753 0	1,146 0	6,050 0	3,876 0	250,206 0	0 0
David Pate	(i) (ii)	0 0	241,664 0	0 0	0 0	0 0	241,664 0	241,664 0

2011

**Open to Public
Inspection**

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

Name of the organization
ST LUKE'S EPISCOPAL HEALTH SYSTEM

Employer identification number

76-0536232

Identifier	Return Reference	Explanation
FORM 990, PART IV, QUESTION 12A & 12b, FORM 990, PART XI, QUESTION 2D	CHECK LIST OF REQUIRED SCHEDULES, FINANCIAL STATEMENT AND REPORTING	DID THE ORGANIZATION obtain separate, independent audited financial statements for the tax year? WAS THE ORGANIZATION INCLUDED IN CONSOLIDATED, INDEPENDENT AUDITED FINANCIAL STATEMENTS FOR THE TAX YEAR? ST LUKE'S EPISCOPAL HEALTH SYSTEM CORPORATION AND ITS RELATED ENTITIES WERE AUDITED AS A CONSOLIDATED GROUP IN ACCORDANCE WITH GAAP. THUS, THE CONSOLIDATED AUDITED FINANCIAL STATEMENTS DO NOT PROVIDE AN ENTITY BY ENTITY REPORTING FOR CALENDAR YEAR 2011

Identifier	Return Reference	Explanation
FORM 990, PART V, QUESTON 2a	STATEMENTS REGARDING OTHER IRS FILINGS AND TAX COMPLIANCE	ENTER THE NUMBER OF EMPLOYEES REPORTED ON FORM W-3, TRANSMITTAL OF WAGE AND TAX STATEMENTS, FILED FOR THE CALENDAR YEAR ENDING WITH OR WITHIN THE YEAR COVERED BY THIS RETURN ST LUKE'S EPISCOPAL HEALTH SYSTEM CORPORATION IS THE COMMON PAY MASTER FOR ITS RELATED EXEMPT ORGANIZATIONS THE NUMBER OF EMPLOYEES REPORTED ON THIS RETURN REPRESENT THOSE WORKING IN ST LUKE'S EPISCOPAL HEALTH SYSTEM CORPORATION DEPARTMENTS

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, QUESTION 6,7a AND 7b	SECTION A GOVERNING BODY AND MANAGEMENT	Did THE ORGANIZATION HAVE MEMBERS OR STOCKHOLDERS? YES, THE SOLE MEMBER OF THE CORPORATION SHALL BE THE EPISCOPAL DIOCESE OF TEXAS Did THE ORGANIZATION HAVE MEMBERS, STOCKHOLDERS, OR OTHER PERSONS w ho had the pow er to ELECT or appoint ONE OR MORE MEMBERS OF THE GOVERNING BODY? THE MANAGEMENT OF THE AFFAIRS OF THE CORPORATION SHALL BE VESTED IN A BOARD OF DIRECTORS, CONSISTING OF ELECTED MEMBERS, THREE (3) OF WHOM SHALL BE MEMBERS OF THE CLERGY IN THE EPISCOPAL DIOCESE OF TEXAS, CONSISTING OF THE BISHOP OF THE EPISCOPAL DIOCESE OF TEXAS (WHO SHALL BE THE CHAIR OF THE BOARD OF DIRECTORS) AND EITHER THE BISHOP COADJUTOR, IF THERE BE ONE, OR ANY SUFFRAGAN BISHOP OF THE DIOCESE DESIGNATED BY THE BISHOP SEVEN (7) ELECTED DIRECTORS, INCLUDING ONE (1) MEMBER OF THE CLERGY, SHALL BE ELECTED AT EACH ANNUAL MEETING OF THE COUNCIL OF THE PROTESTANT EPISCOPAL CHURCH IN THE DIOCESE OF TEXAS UPON NOMINATION OF THE BISHOP OF THE DIOCESE OF TEXAS ARE ANY governance DECISIONS OF THE organization reserved to (or SUBJECT TO APPROVAL BY) MEMBERS, STOCKHOLDERS, OR PERSONS other than the governing body? THE BOARD OF DIRECTORS SHALL HAVE FULL POWER AND AUTHORITY TO MANAGE THE BUSINESS, OPERATIONS, AND AFFAIRS OF THE CORPORATION IN ACCORDANCE WITH THE BY LAWS WHICH THE BOARD OF DIRECTORS SHALL ADOPT AND THE CANONS OF THE PROTESTANT EPISCOPAL CHURCH IN THE DIOCESE OF TEXAS AS FROM TIME TO TIME IN FORCE THE BOOKS AND RECORDS OF THE CORPORATION SHALL, AT ALL TIMES, BE OPEN FOR EXAMINATION BY THE BISHOP OR EXECUTIVE BOARD OF THE PROTESTANT EPISCOPAL CHURCH IN THE DIOCESE OF TEXAS

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION b, QUESTION 11& 11A	SECTION B POLICIES	HAS THE ORGANIZATION PROVIDED A complete COPY OF THIS FORM 990 TO ALL MEMBERS OF ITS GOVERNING BODY BEFORE FILING THE FORM? DESCRIBE IN SCHEDULE O, THE PROCESS, IF ANY, USED BY THE ORGANIZATION TO REVIEW THIS FORM 990 ST LUKE'S EPISCOPAL HEALTH SYSTEM'S RETURN WAS PREPARED BY ITS TAX DEPARTMENT,UTILIZING INFORMATION PROVIDED BY THE ITS MANAGEMENT, OFFICERS, AND DIRECTORS COLLABORATIVE REVIEW OF THE RETURN BY THE ORGANIZATION'S EXTERNAL ADVISORS, EXECUTIVE MANAGEMENT AND THE SLEHS TAX DIRECTOR WAS CONDUCTED, AND THE RETURN WAS MADE AVAILABLE TO THE OFFICERS AND DIRECTORS BEFORE FILING

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION B, QUESTION 12c	SECTION B POLICIES	Did THE ORGANIZATION REGULARLY AND CONSISTENTLY MONITOR AND ENFORCE COMPLIANCE WITH THE WRITTEN CONFLICT OF INTEREST POLICY? PRIMARY MONITORING OF CONFLICT OF INTEREST IS DONE THROUGH ANNUAL POLLING OF OFFICERS, DIRECTORS, AND KEY EMPLOYEES FOR POTENTIAL CONFLICTS CONFLICT OF INTEREST SUBMISSIONS ARE REVIEWED BY THE CORPORATE COMPLIANCE OFFICER AND SENIOR COUNSEL WHO BRING ACTIONABLE ITEMS TO THE BOARD IF THE INSTITUTION DETERMINES THAT A SIGNIFICANT POSSIBILITY EXISTS THAT THERE IS A CONFLICT OF INTEREST, THE INDIVIDUALS INVOLVED WILL BE REQUIRED TO REFRAIN FROM MAKING A DECISION OR TAKING ANY ACTION UNTIL THE MATTER CAN BE FULLY INVESTIGATED AND A DECISION MADE AS TO WHETHER A CONFLICT EXISTS IF A CONFLICT IS CONFIRMED, A PLAN FOR ALLEVIATING OR MANAGING THE CONFLICT IS IMPLEMENTED INDIVIDUALS WITH POTENTIAL CONFLICTS MAY BE ASKED TO RECUSE AND ABSENT THEMSELVES FROM MEETINGS IN WHICH AN ALLEGED CONFLICT IS DISCUSSED IF SO DOING WOULD BETTER ASSURE THE INTEGRITY OF THE PROCESS

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION B, QUESTION 14	SECTION B POLICIES	Did THE ORGANIZATION HAVE A WRITTEN DOCUMENT RETENTION AND DESTRUCTION POLICY? ST LUKE'S EPISCOPAL HEALTH SYSTEM CORPORATION AND RELATED ENTITIES HAVE A WRITTEN GENERAL POLICY RELATED TO DOCUMENT RETENTION AND DESTRUCTION. DOCUMENTS AND RECORDS ARE RETAINED FOR VARIOUS FEDERAL, STATE OR OTHER JURISDICTION STATUTES FOR MEDICAL OR FINANCIAL REVIEW ON A DEPARTMENT-BY-DEPARTMENT BASIS.

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION B, QUESTION 15	SECTION C DISCLOSURE	<p>DID THE PROCESS FOR DETERMINING COMPENSATION OF THE FOLLOWING PERSONS INCLUDE A REVIEW AND APPROVAL BY INDEPENDENT PERSONS, COMPARABILITY DATA, AND CONTEMPORANEOUS SUBSTANTIATION OF THE DELIBERATION AND DECISION FOR a) THE ORGANIZATIONS CEO, EXECUTIVE DIRECTOR, OR TOP MANAGEMENT OFFICIAL? b) OTHER OFFICERS OR KEY EMPLOYEES OF THE ORGANIZATION? DESCRIBE THE PROCESS IN SCHEDULE O THE ORGANIZATION'S COMPENSATION COMMITTEE MEETS AS NEEDED, BUT TYPICALLY MEETS TWO TIMES PER YEAR THIS COMMITTEE CONSISTS OF THREE OUTSIDE DIRECTORS ITS FUNCTION IS TO MAKE RECOMMENDATIONS/DECISIONS ON SALARY AND BENEFITS FOR KEY EXECUTIVES VARIOUS DATA ARE UTILIZED IN DECISION-MAKING INCLUDING COMPENSATION CONSULTANTS, MANAGEMENT'S LEVEL OF ACHIEVEMENT OF STIPULATED PERFORMANCE TARGETS, EXTERNAL SURVEYS, AND LOCAL MARKET CONDITIONS PERMANENT MINUTES ARE PREPARED AND REVIEWED BY COMPENSATION COMMITTEE MEMBERS PRIOR TO THEIR RATIFICATION THESE MINUTES ARE SUFFICIENTLY DETAILED TO PROVIDE SUBSTANTIATION OF THE DECISIONS MADE BY THE COMMITTEE WITH REGARD TO EACH KEY EXECUTIVE'S COMPENSATION AND BENEFITS A REPORT IS MADE TO THE FULL BOARD BY THE COMPENSATION COMMITTEE CHAIR AT WHICH TIME RATIFICATION OF COMMITTEE ACTION IS VOTED BY THE BOARD</p>

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, Question 16 a & b	SECTION B POLICIES	<p>DID THE ORGANIZATION INVEST IN, CONTRIBUTE ASSETS TO, OR PARTICIPATE IN A JOINT VENTURE OR SIMILAR ARRANGEMENT WITH A TAXABLE entity DURING THE YEAR? IF "YES," HAS THE ORGANIZATION ADOPTED A WRITTEN POLICY OR PROCEDURE REQUIRING THE ORGANIZATION TO EVALUATE its PARTICIPATION IN JOINT VENTURE ARRANGEMENTS UNDER APPLICABLE FEDERAL TAX LAW, AND TAKE STEPS TO SAFEGUARD THE ORGANIZATIONS EXEMPT STATUS WITH RESPECT TO SUCH ARRANGEMENTS? ST LUKE'S episcopal health system PARTICIPATES IN HOSPITAL JOINT VENTURES through subsidiary tax exempt organizations that are a 51% controlling member or partner of the joint venture. The partnership AGREEMENTs/operating agreements OF each HOSPITAL JOINT VENTURES EXPRESSLY STATE THAT THE JOINT VENTURE WILL OPERATE AND CONDUCT ITS ACTIVITIES IN A MANNER THAT SATISFIES THE COMMUNITY BENEFIT STANDARD APPLICABLE TO TAX EXEMPT HEALTHCARE ORGANIZATIONS, AND THAT THIS COMMUNITY BENEFIT STANDARD SHALL TAKE PRECEDENCE OVER ANY OTHER FIDUCIARY DUTY. IN ADDITION, each partnership AGREEMENT/operating agreement GIVES ST LUKE'S THE ABILITY TO APPOINT A MAJORITY OF THE JOINT VENTURES governing board. ACTIVITIES OF THE JOINT VENTURE ARE MONITORED THROUGH ST LUKE'S MAJORITY PRESENCE ON THE JOINT VENTURES governing board, who are empowered to formulate, implement, and control the content and administration of the charity and indigent care policies and community benefit policies of the joint venture.</p>

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION C, QUESTION 19	SECTION C DISCLOSURE	DESCRIBE IN SCHEDULE O WHETHER (AND IF SO, HOW) THE ORGANIZATION MAKES IT GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC ST LUKES EPISCOPAL HEALTH SYSTEM CORPORATION AND ITS RELATED ENTITIES HAVE NOT CREATED A GENERAL POLICY PROVIDING FOR THE DISCLOSURE OF CERTAIN DOCUMENTS IN PRACTICE, THESE DOCUMENTS HAVE BEEN MADE AVAILABLE TO THE PUBLIC UPON WRITTEN REQUEST ONLY

Identifier	Return Reference	Explanation
Form 990, Part XI, Reconciliation of Net Assets	Part XI, line 5 Other changes in Net asset or fund balances	Unrealized Gains \$ 733,639 00 Transfer of equity from St Luke's Episcopal Hospital for cash management \$76,029,740 00 Transfer of equity to new St Luke's Sugar Land Properties Corporation for start up and purchase of facilities <\$39,586,699 00> _____ TOTAL RECONCILING ITEMS \$37,176,680 00

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME:David J FINE TITLE:PRESIDENT AND CEO HOURS 38

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME THE RT REV DENA A HARRISON, DD TITLE Chair & DIRECTOR HOURS 4

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME THE RT REV Rayford b HIGH JR TITLE DIRECTOR HOURS 2

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME A Robert HINOJOSA TITLE DIRECTOR HOURS 2

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAMEjohn r huff TITLEDIRECTOR HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME.Chester JONES TITLE.Exec Chair & DIRECTOR HOURS 10

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Meredith J LONG TITLE EX OFFICIO HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME THE VERY REV Joe D REYNOLDS TITLE DIRECTOR HOURS 2

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Stephen PICKETT TITLE TREASurer & director HOURS 26

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME John Scott Arnoldy TITLE DIRECTOR HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Innet deily TITLE DIRECTOR HOURS 2

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME David t HARVIN TITLE DIRECTOR HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Steven I MILLER TITLE DIRECTOR HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME William c MONTGOMERY TITLE DIRECTOR HOURS 10

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Bruce PHILLIPS TITLE.DIRECTOR HOURS 2

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Harry J PHILLIPS, Jr TITLE DIRECTOR HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Howard TELLEPSEN, Jr TITLE DIRECTOR HOURS 2

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME:robert k reeves TITLE:director HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME mchael richmond TITLE director HOURS 4

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME THE REV MICHAEL W BESSON JR TITLE DIRECTOR HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME ROBERT DUNCAN TITLE DIRECTOR HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME THE REV LILLIAN W HYDE TITLE DIRECTOR HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME michelle lyn, m d TITLE director HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME KATHARINE ORTON TITLE DIRECTOR HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME LEONARD TALLERINE TITLE DIRECTOR HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME CLAYTON TRIER TITLE DIRECTOR HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME ROBERT T BLAKELY TITLE.director HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME rev laurens allen hall TITLEdirector HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Ann THIELKE TITLE SECRETARY HOURS 8

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME brian e doyle TITLE assistant treasurer HOURS 24

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAMEdeborah bohr TITLE assistant secretary HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME David KOONTZ TITLE SENIOR VICE PRESIDENT HOURS 41

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Susan R Kiley TITLE Vp Chief Managed Care Officer HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Stewart G Scott, Jr TITLE VP Capital Projects HOURS 5

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Beryl Vallejo TITLE sr vp & Chief Quality Officer HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Deborah H Mahannah TITLE vice president HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME James J Albin TITLE VP/Chief Information Officer HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Margaret Van Bree, drph TITLE Senior Vice President HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Herbert duPont TITLE Chf of Internal Medicine HOURS 2

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Francis X. Speidel, M.D. TITLE Vice President HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME David Gruener TITLE Vice President & Controller HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME JAMES M LEVERMAN TITLE Former VP & CEO - sislh HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME BRYAN J HARGIS TITLE VP & CEO - SLSLH HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME Michael K JHIN TITLE FORMER PRESIDENT AND CEO HOURS

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME David Pate TITLE former officer HOURS

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ST LUKE'S EPISCOPAL HEALTH SYSTEM

Employer identification number
76-0536232

Part I

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

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

Part II

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
See Additional Data Table							

Part II

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) ST LUKES SUGAR LAND PARTNERSHIP LLP 3100 MAIN HOUSTON, TX 77002 20-4326467	dissolved	TX	NA						0			
(2) ST LUKES LAKESIDE HOSPITAL LLC 3100 MAIN HOUSTON, TX 77002 30-0427437	HOSPITAL	TX	NA						0			
(3) ST LUKES HOSPITAL AT THE VINTAGE LLC 3100 MAIN HOUSTON, TX 77002 26-3734616	HOSPITAL	TX	NA						0			
(4) PMC Hospital LLC 3100 main houston, TX 77002 27-3280598	hospital	TX	na						0			
(5) HC SI Vintage I LLC 18000 West Sarah Lane ste 250 brookfield, WI 53045 27-0453767	property hold	WI	na						0			

Part IV

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

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

Part V

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

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

1

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

a

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

b

Gift, grant, or capital contribution to 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

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

Yes

Yes

Yes

Yes

Yes

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

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

Schedule R (Form 990) 2011

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

[illegible]

Part VII

Supplemental Information

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

Identifier	Return Reference	Explanation
Form 990, Schedule R	Part V, Transactions with Related organizations	St Luke's Episcopal Health system corporation remits all vendor payments on behalf of its related organizations St Luke's Episcopal health System corporation also provides administrative and financial services as well as cash management on behalf of its related organizations and is reimbursed for expenses incurred

Software ID:

Software Version:

EIN: 76-0536232

Name: ST LUKE'S EPISCOPAL HEALTH SYSTEM

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

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity	(g) Section 512 (b)(13) controlled organization	
ST LUKES EPISCOPAL HOSPITAL 6720 BERTNER HOUSTON, TX 77030 74-1161938	HOSPITAL	TX	501(c)(3)	3	SYSTEM CORP	Yes	
ST LUKES EPISCOPAL HEALTH SYSTEM FOUNDA PO BOX 20269 HOUSTON, TX 77225 76-0127715	INVEST MGMT	TX	501(c)(3)	11A	SYSTEM CORP	Yes	
ST LUKES EPISCOPAL HEALTH CHARITIES 6624 FANNIN HOUSTON, TX 77030 76-0531710	GRANT SUPPORT	TX	501(c)(3)	11A	SYSTEM CORP	Yes	
ST LUKES EPISCOPAL PROPERTIES CORP 6624 FANNIN HOUSTON, TX 77030 76-0531716	PROP MGMT	TX	501(c)(3)	11A	SYSTEM CORP	Yes	
ST LUKES MEDICAL TOWER CORPORATION 6624 FANNIN HOUSTON, TX 77030 76-0531713	MED OFFICES	TX	501(c)(3)	11A	SYSTEM CORP	Yes	
GREATER HOUSTON HEALTH NETWORK 6624 FANNIN HOUSTON, TX 77030 76-0458535	CLINIC	TX	501(c)(3)	3	SYSTEM CORP	Yes	
SL AUGUSTA CORPORATION PO BOX 20269 HOUSTON, TX 77225 76-0226623	TITLE HOLDING	TX	501(c)(2)	N/A	SYSTEM CORP	Yes	
ST LUKES COMMUNITY HEALTH SERVICES 6624 FANNIN HOUSTON, TX 77030 76-0536234	HOSPITAL	TX	501(c)(3)	3	SYSTEM CORP	Yes	
ST LUKES COMMUNITY DEVELOPMENT CORP 3100 MAIN HOUSTON, TX 77002 26-0274448	MGMT SUPPORT	TX	501(c)(3)	11A	SYSTEM CORP	Yes	
ST LUKES COMMUNITY DEV CORP - SUGAR LAND 3100 MAIN HOUSTON, TX 77002 26-1947374	HOSPITAL	TX	501(c)(3)	3	SYSTEM CORP	Yes	
ST LUKES COMMUNITY DEV CORP - WOODLANDS 3100 MAIN HOUSTON, TX 77002 26-0335902	HOSPITAL	TX	501(c)(3)	3	SYSTEM CORP	Yes	
ST LUKES COMMUNITY DEV CORP - THE VINTAGE 3100 MAIN HOUSTON, TX 77002 26-3734606	HOSPITAL	TX	501(c)(3)	3	SYSTEM CORP	Yes	
WOODLANDS DOCTOR GROUP 17200 ST LUKES WAY THE WOODLANDS, TX 77002 27-4499340	CLINIC	TX	pending	9	SYSTEM CORP	Yes	
ST LUKES COMMUNITY DEV CORP - PMC 3100 MAIN HOUSTON, TX 77002 27-3733278	HOSPITAL	TX	pending	501(C)(3)	SYSTEM CORP	Yes	
Sugar Land Doctor Group 6624 fannin st ste 1100 houston, TX 770302323 45-4270163	clinic	TX	pending	9	SL CDC - sL	Yes	
st Luke's Foundation 3100 Main st st 672 houston, TX 453811485 45-3811485	grants	TX	pending	7	System Corp	Yes	
St Luke's Sugar Land Properties Corpora 3100 main st ste 672 houston, TX 770029325 45-4120549	prop mgmt	TX	pending	11A	SL CDC - SL	Yes	

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
ST LUKES MEDICAL TOWER CONDO ASSOCIATION 6624 FANNIN HOUSTON, TX 77030 76-0298751	CONDOMINIUM A	TX	NA	C			
ST LUKES 6620 MAIN CONDO ASSOCIATION 6624 FANNIN HOUSTON, TX 77030 30-0355517	CONDOMINIUM A	TX	NA	C			
ST LUKES MEDICAL ARTS CTR I CONDO ASSOC 6624 FANNIN HOUSTON, TX 77030 30-0355518	CONDOMINIUM A	TX	NA	C			
THE THI AT SLEH DAC BLDG CONDO ASSOC 6624 FANNIN HOUSTON, TX 77030 90-0064009	CONDOMINIUM A	TX	NA	C			
ST LUKES EPISCOPAL HOSP PHYSICIAN HOSP O 6720 BERTNER HOUSTON, TX 77030 76-0377932	PHO	TX	NA	C			
SLEHS HOLDINGS INC AND SUBSIDIARIES 6624 FANNIN HOUSTON, TX 77030 76-0637138	HOLDINGS CORP	TX	NA	C			
ALL SAINTS INSURANCE COMPANY SPC LTD PO BOX 69 GT BUCKINGHAM SQ GRAND CAYMAN BWI CJ CJ	SELF INSURANC	CJ	ST LUKES SYS CO	CFC			
st lukes episc hosp ind practice assoc 6720 bertner houston, TX 77030 76-0377930	physicians as	TX	na	c			
st lukes properties corp - sugar land 3100 main houston, TX 77002 27-1303416	in dissolution	TX	na	c			

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

(a) Name of other organization		(b) Transaction type(a-r)	(c) Amount Involved (\$)	(d) Method of determining amount involved
(1)	ST LUKE'S EPISCOPAL HOSPITAL	p	167,410,799	cost
(2)	st luke's episcopal hospital	r	76,029,740	cost
(3)	st lukes medical tower corporation	p	175,455	cost
(4)	st lukes episcopal health system foundation	o	9,803,964	cost
(5)	st lukes community health services	o	108,812,385	cost
(6)	st lukes episcopal health charities	p	574,018	cost
(7)	St Luke's Episcopal Properties Corporation	o	60,704,259	cost
(8)	st lukes community development corp woodlands	p	993,478	cost
(9)	st lukes community development corp vintage	p	1,903,139	cost
(10)	st lukes community development corp pmc	o	1,423	cost
(11)	greater houston health network	o	4,619,150	cost
(12)	st lukes lakeside hospital llc	o	2,722,745	cost
(13)	st lukes community development corporation	p	4,646,927	cost
(14)	slehs holdings inc	o	3,009,175	cost
(15)	st lukes hospital at the vintage llc	o	1,413,813	cost
(16)	sl augusta corporation	p	1,556	cost
(17)	st lukes foundation	p	1,154,913	cost
(18)	woodlands doctor group	p	79,553	cost
(19)	hc sl vintage llc	k	103,376	fmv
(20)	st lukes sugar land properties corporation	q	39,586,699	cost

**TY 2011 Earnings and Profits Other
Adjustments Statement**

Name: ST LUKE'S EPISCOPAL HEALTH SYSTEM

EIN: 76-0536232

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	1,208,786

TY 2011 Itemized Other Current Liabilities Schedule

Name: ST LUKE'S EPISCOPAL HEALTH SYSTEM

EIN: 76-0536232

Corporation Name	Corporation EIN	Description	Beginning Amount	Ending Amount
		DUE TO ST LUKES EPISCOPAL HEALTH SY		637,642

TY 2011 Itemized Other Assets Schedule**Name:** ST LUKE'S EPISCOPAL HEALTH SYSTEM**EIN:** 76-0536232

Corporation Name	Corporation EIN	Other Assets Description	Beginning Amount	Ending Amount
		DEFERRED REINSURANCE PREMIUM CEDED	1,272,963	929,213
		ACCRUED INTEREST & PREPAID EXPENSE	243,964	274,492
		REINSURANCE RECOVERABLE - LOSS RESE	960,712	2,028,300
		LOSSES RECOVERABLE FROM REINSURERS	11,180	11,208
		DUE FROM SLEH SYSTEM CORPORATION	169,571	

TY 2011 Other Deductions Schedule**Name:** ST LUKE'S EPISCOPAL HEALTH SYSTEM**EIN:** 76-0536232

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
EXPENSE REIMBURSEMENT TO SLEH SYS C		807,213
OTHER		8,854
PROFESSIONAL AND MANGEMENT FEES		164,964
GOVERNMENTAL FEES		14,268
ACQUISITION EXPENSE		

TY 2011 Itemized Other Investments Schedule**Name:** ST LUKE'S EPISCOPAL HEALTH SYSTEM**EIN:** 76-0536232

Corporation Name	Corporation EIN	Other Investments Description	Beginning Amount	Ending Amount
		INVESTMENT IN SECURITIES @ FMV	31,932,200	35,393,544

TY 2011 Itemized Other Liabilities Schedule**Name:** ST LUKE'S EPISCOPAL HEALTH SYSTEM**EIN:** 76-0536232**TY 2011 Itemized Other Liabilities Schedule**

Corporation Name	Corporation EIN	Other Liabilities Description	Beginning Amount	Ending Amount
		RESERVE FOR LOSSES & LOSS ADJ EXP	960,712	2,028,300
		DEPOSIT LIABILITY	25,087,788	26,195,780
		UNEARNED PREMIUM	1,272,963	929,212
		LOSSES PAYABLE	268,538	1,656,925
		DUE TO THE CORE		

TY 2011 Other Income Statement**Name:** ST LUKE'S EPISCOPAL HEALTH SYSTEM**EIN:** 76-0536232

Description	Foreign Amount	Amount
NET REALIZED (LOSS) GAIN FROM SEC		73,009
NET UNREALIZED GAIN ON SECURITIES		1,208,786
INCOME ATTRIBUTABLE TO DEPOSIT LIAB		-1,544,553
NET PREMIUMS EARNED		
FIXED MATURITY INVESTMENTS, NET EXP		1,257,953

TY 2011 Paid-In or Capital Surplus Reconciliation Statement

Name: ST LUKE'S EPISCOPAL HEALTH SYSTEM

EIN: 76-0536232

Description	Beginning Amount	Ending Amount
SHARE PREMIUM	8,119,998	8,119,998

Additional Data

Software ID:
Software Version:
EIN: 76-0536232
Name: ST LUKE'S EPISCOPAL HEALTH SYSTEM

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

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
(A) ST LUKE'S EPISCOPAL HOSPITAL	741161938	03	Yes		Yes		Yes		0
(B) EPISCOPAL DIOCESE OF TEXAS	741143081	01	Yes		Yes		Yes		179025
(C) ST LUKE'S EPISCOPAL HEALTH CHARITIES 509 (A)(3)	760531710	0	Yes		Yes		Yes		0