



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



Form 990

Return of Organization Exempt From Income Tax

2011

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

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

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 06-01-2011 and ending 05-31-2012

B Check if applicable	C Name of organization BRYAN HEALTH	D Employer identification number 36-3414823
<input type="checkbox"/> Address change	Doing Business As	E Telephone number (402) 481-3190
<input type="checkbox"/> Name change	Number and street (or P O box if mail is not delivered to street address)	F Gross receipts \$ 505,547
<input type="checkbox"/> Initial return	1600 SOUTH 48TH STREET	
<input type="checkbox"/> Terminated		
<input type="checkbox"/> Amended return	City or town, state or country, and ZIP + 4 LINCOLN, NE 685061299	
<input type="checkbox"/> Application pending	F Name and address of principal officer RUSSELL GRONEWOLD 1600 SOUTH 48TH STREET LINCOLN, NE 685061299	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

I Tax-exempt status 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527H(b) Are all affiliates included? Yes No
If "No," attach a list (see instructions)

H(c) Group exemption number ►

J Website: ► WWW.BRYANHEALTH.ORG

K Form of organization Corporation Trust Association Other ► L Year of formation 1985 M State of legal domicile NE

Part I Summary

1 Briefly describe the organization's mission or most significant activities BRYAN HEALTH'S MISSION IS TO ADVANCE THE HEALTH OF INDIVIDUALS IN OUR REGION THROUGH COLLABORATION WITH PHYSICIANS AND COMMUNITIES		
2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets		
3 Number of voting members of the governing body (Part VI, line 1a)	3	17
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	15
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	180
6 Total number of volunteers (estimate if necessary)	6	15
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	26,000
b Net unrelated business taxable income from Form 990-T, line 34	7b	0
8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
9 Program service revenue (Part VIII, line 2g)	21,594	53,859
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	274,670	26,000
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	35,949	1,381
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	707,306	407,475
	1,039,519	488,715
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	16,000
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	15,934,293	16,315,127
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ►0		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	-14,946,373	-15,667,852
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	987,920	663,275
19 Revenue less expenses Subtract line 18 from line 12	51,599	-174,560
20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
21 Total liabilities (Part X, line 26)	11,726,326	13,797,593
22 Net assets or fund balances Subtract line 21 from line 20	9,319,266	11,800,811
	2,407,060	1,996,782

Part II Signature Block

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

Sign Here	***** Signature of officer RUSSELL GRONEWOLD VP - FINANCE & CFO Type or print name and title	2013-04-10 Date		
Paid Preparer's Use Only	Preparer's signature ► John Woodhull	Date	Check if self-employed ►	Preparer's taxpayer identification number (see instructions) P01305268
	Firm's name (or yours if self-employed), address, and ZIP + 4 ► CROWE HORWATH LLP 70 West Madison Street Suite 700 Chicago, IL 606024903			EIN ►
				Phone no ► (312) 899-7000

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

Part III Statement of Program Service Accomplishments

Statement of Program Service Requirements
Check if Schedule Q contains a response to any question in this Part II.

1 Briefly describe the organization's mission

BRYAN HEALTH'S MISSION IS TO ADVANCE THE HEALTH OF INDIVIDUALS IN OUR REGION THROUGH COLLABORATION WITH PHYSICIANS AND COMMUNITIES

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

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

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

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses \$ 16,130,544 including grants of \$ 16,000) (Revenue \$ 0

BRYAN HEALTH, LOCATED IN LINCOLN NEBRASKA, IS A NON-PROFIT, TAX-EXEMPT SUPPORTING ORGANIZATION WHICH PROVIDES STRATEGIC PLANNING, HUMAN RESOURCES, FINANCIAL MANAGEMENT, INFORMATION TECHNOLOGY, AND OTHER SERVICES TO THE AFFILIATES OF THE BRYAN HEALTH SYSTEM ("SYSTEM") THE SYSTEM CONSISTS OF TWO ACUTE-CARE HOSPITALS, NUMEROUS OUTPATIENT CLINICS, A MEDICAL COLLEGE, AN URGENT CARE CENTER, A REHABILITATION CLINIC, A HEALTH AND WELLNESS FACILITY, AND A FOUNDATION. PREMIER MEDICAL SERVICES PROVIDED INCLUDE CARDIOLOGY, NEUROSCIENCE, WOMEN'S AND CHILDREN'S HEALTH, ORTHOPEDICS, VASCULAR, TRAUMA, EMERGENCY CENTERS, INTENSIVE CARE, MENTAL HEALTH, IMAGING AND DIAGNOSTICS, GASTROENTEROLOGY, ONCOLOGY, UROLOGY, NEPHROLOGY, PULMONARY, GENERAL MEDICINE AND SURGERY AND OTHER HEALTH CARE SERVICE THAT FURTHER ADVANCE THE HEALTH OF THE INDIVIDUALS WE SERVE. THE SYSTEM IS COMMITTED TO OFFERING ACCESS TO QUALITY HEALTH CARE, INCLUDING PROVIDING FREE OR DISCOUNTED HEALTH CARE TO THE UNINSURED AND UNDERINSURED POPULATION, AND PERSONS COVERED BY GOVERNMENT SPONSORED HEALTH CARE PROGRAMS. AS PART OF ITS CHARITABLE MISSION, THE SYSTEM PROVIDED COMMUNITY BENEFIT IN EXCESS OF \$65 MILLION DURING THE TAX YEAR, WHICH INCLUDED THE UNREIMBURSED COST OF CHARITY CARE, MEDICAID AND OTHER COMMUNITY BENEFITS.

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

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

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses \$ 16,130,544

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A. 1 Yes

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)? 2 Yes

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I. 3 No

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II. 4 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 No

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 No
- 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 No
- 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 XI. 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

12b 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

14b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I. 14b No

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U.S.? If "Yes," complete Schedule F, Part II and IV. 15 No

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U.S.? If "Yes," complete Schedule F, Part III and IV. 16 No

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I. 17 No

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II. 18 Yes

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III. 19 No

20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H. 20a No

b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements. 20b

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	<input checked="" type="checkbox"/>	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? If "Yes," complete Schedule I, Parts I and III	<input type="checkbox"/>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	<input checked="" type="checkbox"/>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25	<input type="checkbox"/>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	<input type="checkbox"/>	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?	<input type="checkbox"/>	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	<input type="checkbox"/>	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? If "Yes," complete Schedule L, Part I	<input type="checkbox"/>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	<input type="checkbox"/>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	<input type="checkbox"/>	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? If "Yes," complete Schedule L, Part III	<input type="checkbox"/>	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)	<input type="checkbox"/>	28a		No
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	<input type="checkbox"/>	28b		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	<input type="checkbox"/>	28c		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? If "Yes," complete Schedule L, Part IV	<input type="checkbox"/>	29		No
30	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	<input type="checkbox"/>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	<input type="checkbox"/>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	<input type="checkbox"/>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	<input checked="" type="checkbox"/>	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	<input checked="" type="checkbox"/>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	<input type="checkbox"/>	35a	Yes	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	<input checked="" type="checkbox"/>	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	<input type="checkbox"/>	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? If "Yes," complete Schedule R, Part VI	<input type="checkbox"/>	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	<input type="checkbox"/>	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	29
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	180
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	Yes
<p>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</p>			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	Yes
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?	4a	No
b	If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).	7a	No
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?	7b	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	No
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	No
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?	9a	
9	Sponsoring organizations maintaining donor advised funds.	9b	
a	Did the organization make any taxable distributions under section 4966?	10a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	10b	
10	Section 501(c)(7) organizations. Enter	11a	
a	Initiation fees and capital contributions included on Part VIII, line 12	11b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	12a	
11	Section 501(c)(12) organizations. Enter	12b	
a	Gross income from members or shareholders	13a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	13b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	13c	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	14a	No
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	14b	
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		
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		
c	Enter the aggregate amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14b	
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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	17
b Enter the number of voting members included in line 1a, above, who are independent	1b	15
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	Yes
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	Yes
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	No
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	No
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	No
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body?	8a	Yes
b Each committee with authority to act on behalf of the governing body?	8b	Yes
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

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

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply
 Own website Another's website Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ►
RUSSELL GROENEWOLD
1600 SOUTH 48TH STREET
LINCOLN, NE 685061299
(402) 481-3190

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

 Check if Schedule O contains a response to any question in this Part VII
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		Or Director	Individual trustee	Institutional Trustee	Officer	Key Employee	Highest Compensated Employee	Former		
(1) GENE BRAKE CHAIRPERSON	1 00	X		X				0	0	0
(2) JOHN WOODRICH CHIEF OPERATING OFFICER	1 00	X		X				0	477,932	36,170
(3) KIMBERLY RUSSEL PRESIDENT & CEO	35 00	X		X				977,216	0	31,394
(4) MARILYN MOORE VICE CHAIRPERSON	1 00	X		X				0	0	0
(5) ROSS WILCOX TREASURER	1 00	X		X				0	0	0
(6) TIMOTHY LIESKE MD SECRETARY	1 00	X		X				0	0	0
(7) ANDREW HOVE JR TRUSTEE	1 00	X						0	0	0
(8) COLLYN FLORENDO TRUSTEE	1 00	X						0	0	0
(9) DAVID DYKE MD TRUSTEE	1 00	X						731	0	0
(10) DEEANN WENGER TRUSTEE	1 00	X						0	0	0
(11) DONDE PLOWMAN PHD TRUSTEE	1 00	X						0	0	0
(12) GENE STOHS MD TRUSTEE	1 00	X						0	0	0
(13) JACK HUCK TRUSTEE	1 00	X						0	0	0
(14) JON HINRICHSD TRUSTEE	1 00	X						0	0	0
(15) MICHAEL MINNICK TRUSTEE	1 00	X						0	0	0
(16) STEVE ERWIN TRUSTEE	1 00	X						0	0	0
(17) WILLIAM LESTER TRUSTEE	1 00	X						0	0	0

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations		
		Or director	Individual trustee	Institutional trustee	Official	Key employee	Highest compensated employee	Former			
(18) RUSSELL GRONEWOLD VP FINANCE & CFO	30 00			X					447,958	0	36,996
(19) GEORGE CARR CHIEF INFORMATION OFFICER	60 00				X				248,647	0	31,357
(20) JAN GARVIN VP-HUMAN RESOURCES	60 00					X			278,831	0	10,482
(21) KENNETH FOSTER VP REGIONAL DEVEL & STRATEGIC PLANNING	60 00					X			295,917	0	46,304
(22) ROBERT RAVENSCROFT VP ADVANCEMENT/CHIEF DEVELOPMENT OFFICER	34 00					X			365,430	0	37,066
(23) DOUGLAS McDANIEL HUMAN RESOURCES DIRECTOR, RESIGNED 1/2/2012	50 00						X		148,045	0	27,922
(24) JEFFREY BURG SUPPLY CHAIN DIRECTOR	50 00						X		148,168	0	26,448
(25) JOSEPH LOUDON CORP COMPLIANCE OFFICER/LEGAL	50 00						X		128,823	0	31,660
(26) MATT REIMER CONTROLLER	50 00						X		151,655	0	35,156
(27) RON ANDERSON EMPLOYEE RELATIONS DIRECTOR, TERMINATED 3/23/2012	50 00						X		145,935	0	34,168
1b Sub-Total											
c Total from continuation sheets to Part VII, Section A											
d Total (add lines 1b and 1c)									3,337,356	477,932	385,123

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **►16**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
INFOR (US) INC 13560 MORRIS RD SUITE 4100 ALPHARETTA, GA 30004	SOFTWARE SUPPORT	468,255
HEWLETT PACKARD 8000 FOOTHILLS BLVD ROSEVILLE, CA 95747	SOFTWARE SUPPORT	404,214
ERNST & YOUNG 155 NORTH WACKER DRIVE CHICAGO, IL 60693	AUDIT & TAX	390,007
SWANSON RUSSELL ASSOCIATES 1222 P STREET LINCOLN, NE 68508	ADVERTISING	369,573
STUDER GROUP 913 GULF BREEZE PARKWAY SUITE 6 GULF BREEZE, FL 32561	HEALTHCARE CONSULT	322,919
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 ►15		

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	40,000			
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	13,859			
	g Noncash contributions included in lines 1a-1f \$ ⁰					
	h Total. Add lines 1a-1f		53,859			
Program Service Revenue	Business Code					
	2a SUPPORT & MGT SERVICES	561000		26,000	26,000	
	b					
	c					
	d					
	e					
	f All other program service revenue			0	0	0
	g Total. Add lines 2a-2f			26,000		
3 Investment income (including dividends, interest and other similar amounts)			1,934		1,934	
4 Income from investment of tax-exempt bond proceeds			0			
5 Royalties			0			
6a Gross rents	(I) Real	(II) Personal				
b Less rental expenses						
c Rental income or (loss)	0	0				
d Net rental income or (loss)			0			
7a Gross amount from sales of assets other than inventory	(I) Securities	(II) Other	3,554			
b Less cost or other basis and sales expenses			4,107			
c Gain or (loss)	0	-553				
d Net gain or (loss)			-553		-553	
8a Gross income from fundraising events (not including \$ ⁰ of contributions reported on line 1c)						
See Part IV, line 18	a	15,924				
b Less direct expenses	b	12,725				
c Net income or (loss) from fundraising events			3,199		3,199	
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 ELECTRONIC PAYMENT REBATES		900099	233,276		233,276	
b PHYSICIAN RECRUITMENT SERVICES		900099	120,200		120,200	
c HOSPITAL SUPPORT SERVICES		900099	34,599		34,599	
d All other revenue			16,201	0	16,201	
e Total. Add lines 11a-11d			404,276			
12 Total revenue. See Instructions			488,715	0	26,000	
					408,856	

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	16,000	16,000		
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	2,987,903		2,987,903	
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	9,445,095	7,406,844	2,038,251	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,471,034	1,153,585	317,449	
9 Other employee benefits	1,610,409	1,262,883	347,526	
10 Payroll taxes	800,686	627,898	172,788	
11 Fees for services (non-employees)				
a Management	0			
b Legal	358,466		358,466	
c Accounting	529,429		529,429	
d Lobbying	45,000		45,000	
e Professional fundraising See Part IV, line 17	0			
f Investment management fees	0			
g Other	1,560,741	1,223,933	336,808	
12 Advertising and promotion	397,629		397,629	
13 Office expenses	758,188	594,571	163,617	
14 Information technology	2,643,242	2,072,830	570,412	
15 Royalties	0			
16 Occupancy	0			
17 Travel	129,426	101,496	27,930	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	115,337	90,447	24,890	
20 Interest	10,708	10,708		
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	1,708,156	1,339,536	368,620	
23 Insurance	176,238	138,206	38,032	
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 CORPORATE COST ALLOCATION	-24,712,941		-24,712,941	
b TAXES (PERSONAL PROPERTY, SALES & USE)	263,309		263,309	
c MEMBERSHIP DUES	131,686	58,754	72,932	
d RECRUITMENT & RELOCATION	122,227		122,227	
e				
f All other expenses	95,307	32,853	62,454	0
25 Total functional expenses. Add lines 1 through 24f	663,275	16,130,544	-15,467,269	0
26 Joint costs. Check here <input checked="" 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	0			

Part X Balance Sheet

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	3,437,055	1 5,711,771
	2 Savings and temporary cash investments	2	
	3 Pledges and grants receivable, net	3	
	4 Accounts receivable, net	1,894,954	4 1,295,224
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L	6	
	7 Notes and loans receivable, net	6,583	7 2,333
	8 Inventories for sale or use	8	
	9 Prepaid expenses and deferred charges	1,692,475	9 1,444,074
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	14,050,269
	b Less accumulated depreciation	10b	8,873,017
		4,500,942	10c 5,177,252
	11 Investments—publicly traded securities	11	
	12 Investments—other securities See Part IV, line 11	194,317	12 166,939
	13 Investments—program-related See Part IV, line 11	0	13 0
	14 Intangible assets	14	
	15 Other assets See Part IV, line 11	0	15 0
	16 Total assets. Add lines 1 through 15 (must equal line 34)	11,726,326	16 13,797,593
Liabilities	17 Accounts payable and accrued expenses	4,639,355	17 4,200,824
	18 Grants payable	18	
	19 Deferred revenue	19	
	20 Tax-exempt bond liabilities	20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D	21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	22	
	23 Secured mortgages and notes payable to unrelated third parties	23	
	24 Unsecured notes and loans payable to unrelated third parties	24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	4,679,911	25 7,599,987
	26 Total liabilities. Add lines 17 through 25	9,319,266	26 11,800,811
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	2,407,060	27 1,996,782
	28 Temporarily restricted net assets	28	
	29 Permanently restricted net assets	29	
	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	2,407,060	33 1,996,782
	34 Total liabilities and net assets/fund balances	11,726,326	34 13,797,593

Part XI Reconciliation of Net AssetsCheck 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	488,715
2	Total expenses (must equal Part IX, column (A), line 25)	2	663,275
3	Revenue less expenses Subtract line 2 from line 1	3	-174,560
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,407,060
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-235,718
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	1,996,782

Part XII Financial Statements and ReportingCheck 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?		2a
2b Were the organization's financial statements audited by an independent accountant?	2b Yes	No
2c If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		2c Yes
2d 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?		3a
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		3b No

2011

Open to Public
Inspection**SCHEDULE A**
(Form 990 or 990EZ)**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.

Department of the Treasury
Internal Revenue Service
Name of the organization
BRYAN HEALTH

Employer identification number

36-3414823

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

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

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

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

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

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

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

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

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

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

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

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

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

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		
(A) BRYAN MEDICAL CENTER	470376552	3	Yes		Yes		Yes	0
(B) CRETE AREA MEDICAL CENTER	470841285	3	Yes		Yes		Yes	0
(C) BRYAN FOUNDATION	237005720	7	Yes		Yes		Yes	0
(D) BRYAN PHYSICIAN NETWORK	201357375	9	Yes		Yes		Yes	0
Total								0

Part II Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

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

Section B. Total Support

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

Section C. Computation of Public Support Percentage

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

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

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

Section A. Public Support

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

Section B. Total Support

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

Facts And Circumstances Test

Explanation

DESCRIPTION OF SUPPORT PROVIDED TO SUPPORTED ORGANIZATIONS, SCHEDULE A, PART I, LINE 11H, BRYAN HEALTH PROVIDES ADMINISTRATIVE SERVICES TO BRYAN MEDICAL CENTER, CRETE AREA MEDICAL CENTER, BRYAN FOUNDATION, AND BRYAN PHYSICIAN NETWORK IN THE FORM OF STRATEGIC PLANNING, FINANCIAL MANAGEMENT, INFORMATION TECHNOLOGY, HUMAN RESOURCES AND OTHER SERVICES ,

SCHEDULE C

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.

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-E
- 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
BRYAN HEALTH

Employer identification number

36-3414823

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? Yes No

4a Was a correction made? Yes No

b If "Yes," describe in Part IV

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

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ► \$ _____

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

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

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

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

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			
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?	Yes		45,000
g Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		0
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	No		
i Other activities? If "Yes," describe in Part IV	No		
j Total lines 1c through 1i			45,000
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).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?		
5 Taxable amount of lobbying and political expenditures (see instructions)	4	
	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 1.

Also, complete this part for any additional information

Identifier	Return Reference	Explanation
Description of the activities reported on Lines 1a through 1i	Schedule C, Part II-B, Line 1	BRYAN HEALTH PAID THE DUES FOR BRYAN MEDICAL CENTER AND CRETE AREA MEDICAL CENTER TO BE MEMBERS OF THE AMERICAN HOSPITAL ASSOCIATION (AHA) DURING THE CURRENT YEAR THE REPORTING ORGANIZATION MADE PAYMENTS FOR MEMBERSHIP DUES TO THE AHA IN THE AMOUNT OF \$60,604 THE AHA REPORTED THAT 24.42% OF DUES PAID, OR \$14,800, WAS USED FOR LOBBYING ACTIVITIES IN ADDITION, \$30,200 WAS PAID TO CUTSHALL & NOWKA THE FIRM WAS RETAINED TO ASSIST THE HEALTH SYSTEM IN REVIEWING AND INTERPRETING VARIOUS PROPOSED HEALTHCARE RELATED BILLS BEFORE THE NEBRASKA STATE LEGISLATURE
DIRECT CONTACT WITH LEGISLATORS, THEIR STAFFS, AND/OR GOVERNMENT OFFICIALS	SCHEDULE C, PART II-B, LINE 1G	ON VARIOUS OCCASIONS THROUGHOUT THE YEAR, THE CEO MET WITH STATE AND LOCAL LEGISLATORS TO DISCUSS ISSUES RELATED TO HEALTHCARE WHILE SOME RELATED TO HEALTHCARE REFORM, OTHER ISSUES DISCUSSED INCLUDED MEETING THE NEEDS OF INDIGENT/UNINSURED AND UNDERINSURED PATIENTS, AS WELL AS THE ONGOING NEED FOR HEALTH SERVICES INCLUDING MENTAL HEALTH SERVICES FOR THE COMMUNITY

2011

Open to Public
Inspection**SCHEDULE D**
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
 ► Attach to Form 990. ► See separate instructions.

Name of the organization
BRYAN HEALTH**Employer identification number**

36-3414823

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

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

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

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

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

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

Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically importantly land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Year
2a	
2b	
2c	
2d	

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

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

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

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

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

► \$ _____

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

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

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

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

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

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

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

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

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

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

b Assets included in Form 990, Part X ► \$ _____

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

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

a <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other
c <input type="checkbox"/> 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	

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 Yes No

(ii) related organizations Yes No

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

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					0
b Buildings					0
c Leasehold improvements					0
d Equipment		14,050,269	8,873,017	5,177,252	
e Other					0
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)					5,177,252

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. (Column (b) should equal Form 990, Part X, col (B) line 12.) ►		

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

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

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

(a) Description	(b) Book value
Total. (Column (b) should equal Form 990, Part X, col (B) line 15.) ►	

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

(a) Description of Liability	(b) Amount
Federal Income Taxes	0
ACCRUED PENSION BENEFIT OBLIGATION	7,599,987
Total. (Column (b) should equal Form 990, Part X, col (B) line 25.) ►	7,599,987

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,484,655
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	663,275
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	821,380
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	-5,833,620
9	Total adjustments (net) Add lines 4 - 8	9	-5,833,620
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-5,012,240

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	34,493,546
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	34,004,831
e	Add lines 2a through 2d	2e	34,004,831
3	Subtract line 2e from line 1	3	488,715
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	995,940
c	Add lines 4a and 4b	4c	995,940
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	1,484,655

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

1	Total expenses and losses per audited financial statements	1	14,792,845
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	14,129,570
e	Add lines 2a through 2d	2e	14,129,570
3	Subtract line 2e from line 1	3	663,275
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	0
c	Add lines 4a and 4b	4c	0
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	663,275

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
FIN 48 (ASC 740) footnote	Schedule D, Part X, Line 2	THE BRYAN HEALTH SYSTEM FOLLOWS THE PROVISIONS OF ASC 740, INCOME TAXES THERE WERE NO UNCERTAIN TAX BENEFITS IDENTIFIED AND RECORDED AS A LIABILITY UPON THE ADOPTION OF ASC 740 OR AT MAY 31, 2012 AND 2011 THE SYSTEM DOES NOT EXPECT THE TOTAL AMOUNT OF UNRECOGNIZED TAX BENEFITS TO SIGNIFICANTLY CHANGE IN THE NEXT 12 MONTHS

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Employer identification number

36-3414823

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

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

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

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

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

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

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

		(a) Event #1 <u>ROAD RACE</u> (event type)	(b) Event #2 (event type)	(c) Other Events (total number)	(d) Total Events (Add col (a) through col (c))
1	Gross receipts . . .	15,924			15,924
2	Less Charitable contributions . . .	0			0
3	Gross income (line 1 minus line 2) . . .	15,924	0	0	15,924
4	Cash prizes . . .	780			780
5	Non-cash prizes . . .	0			0
6	Rent/facility costs . . .	3,039			3,039
7	Food and beverages . . .	764			764
8	Entertainment . . .	0			0
9	Other direct expenses . . .	8,142			8,142
10	Direct expense summary Add lines 4 through 9 in column (d)				(12,725)
11	Net income summary Combine lines 3 and 10 in column (d)				3,199

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

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

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

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

b If "No," Explain _____

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

b If "Yes," Explain _____

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

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

13 Indicate the percentage of gaming activity operated in

13a	
13b	

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

Name ►

Address ►

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

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

c If "Yes," enter name and address

Name ►

Address ►

16 Gaming manager information

Name ►

Gaming manager compensation ► \$ _____

Description of services provided ►

Director/officer

Employee

Independent contractor

17 Mandatory distributions

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

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

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

Identifier

ReturnReference

Explanation

**Schedule I
(Form 990)**

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

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

► Attach to Form 990

2011

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
BRYAN HEALTH

Employer identification number

36-3414823

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 .

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
Procedures for monitoring use of grant funds	Schedule I, Part I, Line 2	THE CONTRIBUTIONS COMMITTEE OF BRYAN HEALTH OVERSEES THE GRANT ALLOCATION AND MANAGEMENT EACH POTENTIAL RECIPIENT IS REQUIRED TO APPLY FOR A GRANT. THE CONTRIBUTIONS COMMITTEE REVIEWS AND DISCUSSES ALL SUBMITTED REQUESTS IN DETAIL. GRANTS ARE AWARDED BASED ON NEED AND ELIGIBILITY

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

2011**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

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

BRYAN HEALTH

Employer identification number

36-3414823

Part I Questions Regarding Compensation

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

<input type="checkbox"/> First-class or charter travel	<input checked="" type="checkbox"/> Housing allowance or residence for personal use
<input checked="" type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification 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

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

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

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

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

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

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

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

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

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

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

a The organization?

b Any related organization?

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

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

a The organization?

b Any related organization?

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

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

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

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

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

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

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

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) DOUGLAS MCDANIEL	(i) 125,558 (ii) 0	8,217 0	14,270 0	13,875 0	14,047 0	175,967 0	0 0
(2) GEORGE CARR	(i) 224,176 (ii) 0	14,198 0	10,273 0	9,166 0	22,191 0	280,004 0	0 0
(3) JAN GARVIN	(i) 231,755 (ii) 0	11,075 0	36,001 0	2,158 0	8,324 0	289,313 0	0 0
(4) JEFFREY BURG	(i) 82,048 (ii) 0	7,724 0	58,396 0	12,055 0	14,393 0	174,616 0	0 0
(5) JOHN WOODRICH	(i) 0 (ii) 334,564	0 31,350	0 112,018	0 12,939	0 23,231	0 514,102	0 0
(6) JOSEPH LOUDON	(i) 117,860 (ii) 0	7,305 0	3,658 0	10,517 0	21,143 0	160,483 0	0 0
(7) KENNETH FOSTER	(i) 189,982 (ii) 0	24,528 0	81,407 0	22,050 0	24,254 0	342,221 0	0 0
(8) KIMBERLY RUSSEL	(i) 643,860 (ii) 0	74,317 0	259,039 0	13,475 0	17,919 0	1,008,610 0	0 0
(9) MATT REIMER	(i) 128,950 (ii) 0	8,115 0	14,590 0	12,445 0	22,711 0	186,811 0	0 0
(10) ROBERT RAVENSCROFT	(i) 255,812 (ii) 0	27,352 0	82,266 0	13,475 0	23,591 0	402,496 0	0 0
(11) RON ANDERSON	(i) 126,984 (ii) 0	10,522 0	8,429 0	11,944 0	22,224 0	180,103 0	0 0
(12) RUSSELL GRONEWOLD	(i) 324,755 (ii) 0	34,862 0	88,341 0	13,475 0	23,521 0	484,954 0	0 0

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
Travel for companions	Schedule J, Part I, Line 1a	FIFTEEN OF THE SEVENTEEN MEMBERS OF THE BOARD OF TRUSTEES ARE INDEPENDENT COMMUNITY MEMBERS WHO ARE VOLUNTEER BOARD MEMBERS, AND DO NOT RECEIVE ANY COMPENSATION FOR THEIR TIME AND DUTIES AS MEMBERS OF THE BOARD OF TRUSTEES. RESPONSIBILITIES OF TRUSTEES ARE COMPLEX, AND EFFECTIVE GOVERNANCE DEPENDS UPON HAVING BOARD MEMBERS THAT ARE WELL EDUCATED ABOUT ALL ASPECTS OF HEALTH CARE AND HEALTH CARE GOVERNANCE. BRYAN HEALTH ENCOURAGES ONGOING EDUCATION OF ITS TRUSTEES BY PROVIDING REIMBURSEMENT FOR REASONABLE TRAVEL EXPENSES THAT FURTHER THE MISSION OF BRYAN HEALTH. REIMBURSEMENT FOR COMPANIONS OF VOLUNTEER TRUSTEES IS LIMITED BY THE BOARD OF TRUSTEES' TRAVEL POLICY TO AIR TRAVEL AT THE COACH LEVEL. ALL TRAVEL OF COMPANIONS IS APPROVED IN ADVANCE BY THE CHIEF EXECUTIVE OFFICER, AND SUBSTANTIATION OF ALL TRAVEL RELATED EXPENSES IS REQUIRED BEFORE PAYMENT. THIS BENEFIT IS TREATED AS TAXABLE COMPENSATION TO THE TRUSTEES.
Housing allowance or residence for personal use	Schedule J, Part I, Line 1a	BRYAN HEALTH MAY OFFER A TEMPORARY HOUSING ALLOWANCE, AS PART OF AN EMPLOYMENT AGREEMENT, FOR CERTAIN MANAGEMENT POSITIONS AND PHYSICIANS WHO ARE NEWLY-HIRED EMPLOYEES. THE AMOUNT AND DURATION WILL BE STATED IN THE AGREEMENT. THIS BENEFIT IS TREATED AS TAXABLE COMPENSATION TO THE EMPLOYEE. ONE PERSON LISTED IN FORM 990, PART VII, SECTION A, RECEIVED THIS BENEFIT DURING THE TAX YEAR.
Health or social club dues or initiation fees	Schedule J, Part I, Line 1a	THE ORGANIZATION PROVIDES SOCIAL CLUB MEMBERSHIPS FOR SELECT EMPLOYEES IF THERE IS A BUSINESS NEED FOR THE MEMBERSHIP. THE PERSONAL USE PORTION OF THE CLUB MEMBERSHIP IS TREATED AS TAXABLE COMPENSATION TO THE EMPLOYEE. THE ORGANIZATION REQUIRES SUBSTANTIATION OF ALL BUSINESS USE EXPENSES. TWO PEOPLE LISTED IN FORM 990, PART VII, SECTION A, RECEIVED THIS BENEFIT DURING THE TAX YEAR.
CEO/EXECUTIVE COMPENSATION	SCHEDULE J, PART I, LINE 3	BRYAN HEALTH'S BOARD OF TRUSTEES BELIEVES COMPENSATION FOR THE SENIOR MANAGEMENT TEAM MUST REFLECT THE COMPLEXITIES OF LEADING AND MANAGING A MULTI-HOSPITAL HEALTH SYSTEM THAT PROVIDES SERVICES THROUGHOUT MUCH OF THE STATE. RECOGNIZING THAT ITS LEADERS ARE RESPONSIBLE FOR THE QUALITY OF CARE, PATIENT SERVICES AND OVERALL FINANCIAL HEALTH OF THE LARGEST PRIVATE EMPLOYER IN LINCOLN/LANCASTER COUNTY, BRYAN HEALTH'S BOARD HAS ESTABLISHED A COMPENSATION PLAN THAT MATCHES THIS LEVEL OF RESPONSIBILITY. THIS PLAN, KNOWN AS THE SENIOR MANAGEMENT COMPENSATION PHILOSOPHY IS REVIEWED AT LEAST ANNUALLY BY BRYAN HEALTH'S BOARD OF TRUSTEES AND THE COMPENSATION COMMITTEE. THIS COMPENSATION PHILOSOPHY TARGETS BASE SALARY FOR SENIOR MANAGERS AT THE 50TH PERCENTILE OF THE MARKET. THE COMPENSATION COMMITTEE IS APPOINTED BY BRYAN HEALTH'S BOARD OF TRUSTEES AND IS MADE UP OF INDEPENDENT COMMUNITY LEADERS WHO ALL SERVE VOLUNTARILY, AND WHO MUST ADHERE TO A STRINGENT CONFLICT OF INTEREST POLICY. EXECUTIVE COMPENSATION IS DETERMINED AND REVIEWED PURSUANT TO GUIDELINES OUTLINED IN THE INTERMEDIATE SANCTION RULES UNDER IRC SECTION 4958 INCLUDING TAKING STEPS TO MEET THE REBUTTABLE PRESUMPTION STANDARD OF REASONABLENESS UNDER TREASURY REGULATION SECTION 53.4958-6. THE COMPENSATION COMMITTEE CONDUCTS A COMPREHENSIVE ANNUAL REVIEW OF ALL COMPENSATION PROVIDED BY THE ORGANIZATION TO THE SENIOR MANAGEMENT TEAM. THIS REVIEW IS CONDUCTED BY THE COMMITTEE BY UTILIZING NATIONAL SALARY SURVEYS, CONDUCTED BY INDEPENDENT EXTERNAL FIRMS. COMPENSATION FOR SENIOR MANAGERS IS COMPARED TO COMPENSATION OF SENIOR MANAGERS AT LIKE INSTITUTIONS ACROSS THE U.S. TO DETERMINE THAT THE VALUE OF COMPENSATION PROVIDED ARE REASONABLE AND AT FAIR MARKET VALUE. THE COMPENSATION COMMITTEE ALSO WORKS DIRECTLY WITH AN EXTERNAL INDEPENDENT COMPENSATION CONSULTANT TO REVIEW THE REASONABLENESS OF TOTAL COMPENSATION PROVIDED TO THE SENIOR MANAGEMENT TEAM, AND TO ASSURE THAT THE TOTAL COMPENSATION PAID CONFORMS TO THE OVERALL COMPENSATION PHILOSOPHY. THE COMPENSATION CONSULTANT PROVIDES WRITTEN OPINIONS TO THE COMPENSATION COMMITTEE THAT ASSESSES THE REASONABLENESS OF THE TOTAL EXECUTIVE COMPENSATION PAID TO SENIOR MANAGERS. THE ANNUAL COMPENSATION REVIEW PROCEDURE WAS COMPLETED BY THE COMPENSATION COMMITTEE ON MAY 22, 2012. ALL DECISIONS OF THE COMPENSATION COMMITTEE ARE CONTEMPORANEOUSLY DOCUMENTED IN THE COMPENSATION COMMITTEE MINUTES WHICH ARE TIMELY REVIEWED AND APPROVED BY THE COMMITTEE.
Supplemental nonqualified retirement plan	Schedule J, Part I, Line 4b	IN ORDER TO ATTRACT AND RETAIN TALENTED, EXPERIENCED EXECUTIVES, BRYAN HEALTH OFFERS A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN TO ELIGIBLE EMPLOYEES. THE FOLLOWING PEOPLE LISTED IN FORM 990, PART VII, SECTION A, LINE 1A PARTICIPATED IN, OR RECEIVED A PAYMENT FROM, A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN DURING THE TAX YEAR: KIMBERLY RUSSEL \$209,018, JOHN WOODRICH \$99,780, RUSSELL GRONEWOLD \$73,691, KENNETH FOSTER \$43,208, AND ROBERT RAVENSCROFT \$59,255.
Non-fixed payments	Schedule J, Part I, Line 7	BRYAN HEALTH OFFERS A MARKET COMPETITIVE INCENTIVE COMPENSATION PROGRAM FOR MEMBERS OF MANAGEMENT. INCENTIVE COMPENSATION IS BASED ON ACHIEVING OBJECTIVE ORGANIZATIONAL AND INDIVIDUAL GOALS. THE WEIGHTS ASSIGNED TO EACH GOAL MAY CHANGE ON AN ANNUAL BASIS.
COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES & KEY EMPLOYEES	SCHEDULE J, PART II	IN KEEPING WITH BRYAN HEALTH'S BELIEFS AND STANDARDS OF BEHAVIOR REGARDING STEWARDSHIP, NO BOARD MEMBER SERVING ON THIS ORGANIZATION'S BOARD, OR ANY AFFILIATED BOARD, IS COMPENSATED FOR THEIR SERVICES AS A BOARD MEMBER. COMPENSATION AMOUNTS REPORTED IN SCHEDULE J, PART II ARE FOR SERVICES PERFORMED AS EXECUTIVES OF BRYAN HEALTH AND BRYAN MEDICAL CENTER, AND NOT FOR SERVICES PERFORMED AS BOARD MEMBERS. COMPENSATION AMOUNTS REPORTED IN SCHEDULE J, PART II ARE BASED ON THE CALENDAR YEAR ENDED DECEMBER 31, 2011.

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.

2011**Open to Public
Inspection**

Name of the organization

BRYAN HEALTH

Employer identification number

36-3414823

Identifier	Return Reference	Explanation
Family/business relationships amongst interested persons	Form 990, Part VI, Section A, Line 2	STEVE ERWIN AND GENE BRAKE - BUSINESS RELATIONSHIP, STEVE ERWIN AND KENNETH FOSTER - BUSINESS RELATIONSHIP, STEVE ERWIN AND WILLIAM LESTER - BUSINESS RELATIONSHIP, STEVE ERWIN AND MICHAEL MINNICK - BUSINESS RELATIONSHIP, STEVE ERWIN AND ROBERT RAVENSCROFT - BUSINESS RELATIONSHIP, STEVE ERWIN AND KIMBERLY RUSSEL - BUSINESS RELATIONSHIP, STEVE ERWIN AND JOHN WOODRICH - BUSINESS RELATIONSHIP, ROSS WILCOX AND JACK HUCK - BUSINESS RELATIONSHIP, MANY OF THE PERSONS LISTED IN PART VII, SECTION A HAVE A "BUSINESS RELATIONSHIP" WITH EACH OTHER BY VIRTUE OF THEIR EMPLOYMENT BY A BRYAN HEALTH SYSTEM ENTITY -

Identifier	Return Reference	Explanation
Significant changes to organizational documents	Form 990, Part VI, Section A, Line 4	BRYAN HEALTH'S BY LAWS WERE AMENDED EFFECTIVE JULY 11, 2011. THERE WERE A NUMBER OF MINOR CHANGES TO THE BY LAWS, HOWEVER THE FOLLOWING IS A SIGNIFICANT CHANGE: THE NUMBER OF BOARD MEMBERS REQUIRED TO PROVIDE A WRITTEN CONSENT TO APPROVE AN ACTION OF A BOARD, IN LIEU OF A MEETING, INCREASED FROM "THREE-FOURTHS (3/4)" OF ALL TRUSTEES ENTITLED TO VOTE TO "AT LEAST FOUR-FIFTHS (4/5)" OF ALL TRUSTEES

Identifier	Return Reference	Explanation
Review of form 990 by governing body	Form 990, Part VI, Section B, Line 11b	THIS 990 WAS PREPARED BY BRYAN HEALTH'S TAX DIVISION DURING THE RETURN PREPARATION PROCESS, THE TAX DIVISION WORKS DILIGENTLY WITH OTHER DEPARTMENTS INCLUDING HUMAN RESOURCES, FINANCE, LEGAL, AND DEVELOPMENT TO GATHER INFORMATION TO COMPLETE FORM 990 AND ATTACHED SCHEDULES IN AN ACCURATE AND THOROUGH MANNER. THIS 990 WAS REVIEWED BY THE CHIEF EXECUTIVE OFFICER, CHIEF FINANCIAL OFFICER, AND OTHER KEY OFFICERS OF BRYAN HEALTH. THIS 990 WAS ALSO REVIEWED BY AN INDEPENDENT ACCOUNTING FIRM. BRYAN HEALTH'S BOARD OF TRUSTEES HAS DELEGATED THE REVIEW OF THE FORM 990 TO THE BOARD'S FINANCE COMMITTEE. EACH MEMBER OF THE FINANCE COMMITTEE RECEIVED A COMPLETE COPY OF THIS 990, PRIOR TO FILING THE FORM WITH THE INTERNAL REVENUE SERVICE.

Identifier	Return Reference	Explanation
Conflict of interest policy	Form 990, Part VI, Section B, Line 12c	<p>BRYAN HEALTH HAS ADOPTED A WRITTEN CONFLICT OF INTEREST POLICY THAT IS MONITORED AND ENFORCED BY THE GOVERNANCE COMMITTEE OF THE BOARD OF TRUSTEES. BOARD MEMBERS, OFFICERS AND KEY EMPLOYEES ARE REQUIRED TO ANNUALLY COMPLETE A CONFLICT OF INTEREST AND DISCLOSURE QUESTIONNAIRE TO IDENTIFY ANY FAMILY AND BUSINESS RELATIONSHIPS AND TRANSACTIONS, OR OTHER TRANSACTIONS THAT MAY POSE A POTENTIAL CONFLICT. THE QUESTIONNAIRES REQUIRE EACH COVERED PERSON TO SIGN A STATEMENT CERTIFYING THAT HE/SHE (1) HAS REPORTED INFORMATION THAT IS CORRECT AND COMPLETE TO THE BEST OF THEIR KNOWLEDGE, (2) HAS READ THE CONFLICT OF INTEREST POLICY AND UNDERSTANDS THE POLICY, AND (3) AGREES TO COMPLY WITH ALL REQUIREMENTS OF THE POLICY. COVERED PERSONS ARE ALSO REQUIRED TO DISCLOSE REAL OR POTENTIAL CONFLICTS AT THE TIME SUCH CONFLICTS ARISE. PERSONS WHO HAVE NOT RETURNED QUESTIONNAIRES ARE CONTACTED ADDITIONAL TIMES IN AN EFFORT TO RECEIVE COMPLETE AND ACCURATE RESPONSES FROM ALL PERSONS. FAILURE TO COMPLETE THE QUESTIONNAIRE CAN RESULT IN DISCIPLINARY ACTIONS. THE QUESTIONNAIRES ARE REVIEWED IN DETAIL BY THE GOVERNANCE COMMITTEE OF BRYAN HEALTH. CONFLICTS ARE CLOSELY MONITORED BY MEMBERS OF THE GOVERNANCE COMMITTEE. THE CONFLICT OF INTEREST POLICY HAS RESTRICTIONS FOR ANY BOARD MEMBER WITH A CONFLICT OF INTEREST, SUCH AS, PROHIBITING THEM FROM PARTICIPATING IN DELIBERATIONS AND VOTING WITH REGARD TO CERTAIN TRANSACTIONS IN WHICH THEY HAVE AN INTEREST.</p>

Identifier	Return Reference	Explanation
Process used to establish compensation of top management official	Form 990, Part VI, Section B, Line 15a	<p>BRYAN HEALTH'S BOARD OF TRUSTEES BELIEVES COMPENSATION FOR THE SENIOR MANAGEMENT TEAM MUST REFLECT THE COMPLEXITIES OF LEADING AND MANAGING A MULTI-HOSPITAL HEALTH SYSTEM THAT PROVIDES SERVICES THROUGHOUT MUCH OF THE STATE RECOGNIZING THAT ITS LEADERS ARE RESPONSIBLE FOR THE QUALITY OF CARE, PATIENT SERVICES AND OVERALL FINANCIAL HEALTH OF THE LARGEST PRIVATE EMPLOYER IN LINCOLN/LANCASTER COUNTY, BRYAN HEALTH'S BOARD HAS ESTABLISHED A COMPENSATION PLAN THAT MATCHES THIS LEVEL OF RESPONSIBILITY. THIS PLAN, KNOWN AS THE SENIOR MANAGEMENT COMPENSATION PHILOSOPHY IS REVIEWED AT LEAST ANNUALLY BY BRYAN HEALTH'S BOARD OF TRUSTEES AND THE COMPENSATION COMMITTEE. THIS COMPENSATION PHILOSOPHY TARGETS BASE SALARY FOR SENIOR MANAGERS AT THE 50TH PERCENTILE OF THE MARKET. THE COMPENSATION COMMITTEE IS APPOINTED BY BRYAN HEALTH'S BOARD OF TRUSTEES AND IS MADE UP OF INDEPENDENT COMMUNITY LEADERS WHO ALL SERVE VOLUNTARILY, AND WHO MUST ADHERE TO A STRINGENT CONFLICT OF INTEREST POLICY. EXECUTIVE COMPENSATION IS DETERMINED AND REVIEWED PURSUANT TO GUIDELINES OUTLINED IN THE INTERMEDIATE SANCTION RULES UNDER IRC SECTION 4958 INCLUDING TAKING STEPS TO MEET THE REBUTTABLE PRESUMPTION STANDARD OF REASONABLENESS UNDER TREASURY REGULATION SECTION 53.4958-6. THE COMPENSATION COMMITTEE CONDUCTS A COMPREHENSIVE ANNUAL REVIEW OF ALL COMPENSATION PROVIDED BY THE ORGANIZATION TO THE SENIOR MANAGEMENT TEAM. THIS REVIEW IS CONDUCTED BY THE COMMITTEE BY UTILIZING NATIONAL SALARY SURVEYS, CONDUCTED BY INDEPENDENT EXTERNAL FIRMS. COMPENSATION FOR SENIOR MANAGERS IS COMPARED TO COMPENSATION OF SENIOR MANAGERS AT LIKE INSTITUTIONS ACROSS THE U.S. TO DETERMINE THAT THE VALUE OF COMPENSATION PROVIDED ARE REASONABLE AND AT FAIR MARKET VALUE. THE COMPENSATION COMMITTEE ALSO WORKS DIRECTLY WITH AN EXTERNAL INDEPENDENT COMPENSATION CONSULTANT TO REVIEW THE REASONABLENESS OF TOTAL COMPENSATION PROVIDED TO THE SENIOR MANAGEMENT TEAM, AND TO ASSURE THAT THE TOTAL COMPENSATION PAID CONFORMS TO THE OVERALL COMPENSATION PHILOSOPHY. THE COMPENSATION CONSULTANT PROVIDES WRITTEN OPINIONS TO THE COMPENSATION COMMITTEE THAT ASSESSES THE REASONABLENESS OF THE TOTAL EXECUTIVE COMPENSATION PAID TO SENIOR MANAGERS. THE ANNUAL COMPENSATION REVIEW PROCEDURE WAS COMPLETED BY THE COMPENSATION COMMITTEE ON MAY 22, 2012. ALL DECISIONS OF THE COMPENSATION COMMITTEE ARE CONTEMPORANEOUSLY DOCUMENTED IN THE COMPENSATION COMMITTEE MINUTES WHICH ARE TIMELY REVIEWED AND APPROVED BY THE COMMITTEE.</p>

Identifier	Return Reference	Explanation
Process used to establish compensation of other officers/key employees	Form 990, Part VI, Section B, Line 15b	SEE FORM 990, PART VI, SECTION B, LINE 15A

Identifier	Return Reference	Explanation
Governing documents, conflict of interest policy and financial statements available to the public	Form 990, Part VI, Section C, Line 19	THE ORGANIZATION'S ARTICLES OF INCORPORATION AND AMENDMENTS ARE AVAILABLE TO THE PUBLIC ON THE NEBRASKA SECRETARY OF STATE'S WEBSITE AT WWW SOS NE GOV ALSO, THIS ORGANIZATION IS INCLUDED WITHIN THE CONSOLIDATED FINANCIAL STATEMENTS OF BRYAN HEALTH THAT ARE MADE AVAILABLE TO THE PUBLIC BY THE POSTING OF THESE DOCUMENTS THROUGH THE MUNICIPAL SECURITIES RULEMAKING BOARD WEBSITE AT EMMA MSRB ORG THE ORGANIZATION'S OTHER GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS ARE GENERALLY NOT MADE AVAILABLE TO THE PUBLIC FEDERAL TAX LAWS DO NOT REQUIRE THAT GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICIES AND FINANCIAL STATEMENTS BE MADE AVAILABLE FOR PUBLIC INSPECTION

Identifier	Return Reference	Explanation
Other Expenses	Form 990, Part IX, Line 24	BOOKS & SUBSCRIPTIONS - TOTAL EXPENSE 78125, PROGRAM SERVICE EXPENSE 19379, MANAGEMENT AND GENERAL EXPENSES 58746, FUNDRAISING EXPENSES , ALL OTHER EXPENSES - TOTAL EXPENSE 17182, PROGRAM SERVICE EXPENSE 13474, MANAGEMENT AND GENERAL EXPENSES 3708, FUNDRAISING EXPENSES ,

Identifier	Return Reference	Explanation
Other changes in net assets or fund balances	Form 990, Part XI, Line 5	TRANSFERS (TO) FROM RELATED ENTITY - 34004831, TRANSFERS (TO) FROM RELATED ENTITY (CORPORATE OVERHEAD) - -24712941, PENSION LIABILITY ADJUSTMENT - -2868470, ADDITIONAL INVESTMENTS IN SUBSIDIARIES - -6659138,

Identifier	Return Reference	Explanation
COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES & KEY EMPLOYEES	FORM 990, PART VII, SECTION A	IN KEEPING WITH BRYAN HEALTH'S BELIEFS AND STANDARDS OF BEHAVIOR REGARDING STEWARDSHIP, NO BOARD MEMBER SERVING ON BRYAN HEALTH'S BOARD, OR ANY AFFILIATED BOARD, IS COMPENSATED FOR THEIR SERVICES AS A BOARD MEMBER. COMPENSATION AMOUNTS REPORTED IN FORM 990, PART VII, SECTION A ARE FOR SERVICES PERFORMED AS EXECUTIVES OF BRYAN HEALTH AND BRYAN MEDICAL CENTER AND NOT FOR SERVICES PERFORMED AS MEMBERS OF BRYAN HEALTH'S BOARD. COMPENSATION AMOUNTS REPORTED IN PART VII, SECTION A ARE BASED ON THE CALENDAR YEAR ENDING DECEMBER 31, 2011

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

► 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.

2011

Open to Public
Inspection

Name of the organization

BRYAN HEALTH

Employer identification number

36-3414823

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
(1) BRYANLGH PHYSICIAN ASSOCIATES LLC (DISSOLVED JUNE 1 2011) 1600 SOUTH 48TH STREET LINCOLN, NE 68506 26-1127310	INACTIVE	NE	0	0	BRYAN HEALTH

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
(1) BRYAN MEDICAL CENTER 1600 SOUTH 48TH STREET LINCOLN, NE 68506 47-0376552	HEALTHCARE	NE	501(C)(3)	3	BRYAN HEALTH	Yes	
(2) CRETE AREA MEDICAL CENTER 2910 BETTEN DRIVE CRETE, NE 68333 47-0841285	HEALTHCARE	NE	501(C)(3)	N/A	BRYAN HEALTH	Yes	
(3) BRYAN FOUNDATION 1600 SOUTH 48TH STREET LINCOLN, NE 68506 23-7005720	FUNDRAISING	NE	501(C)(3)	7	BRYAN HEALTH	Yes	
(4) BRYAN PHYSICIAN NETWORK 1600 SOUTH 48TH STREET LINCOLN, NE 68506 20-1357375	HEALTHCARE	NE	501(C)(3)	9	BRYAN HEALTH	Yes	

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

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.)

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

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

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

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

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

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation

Additional Data

Software ID: 11000230
Software Version: v2011.1.0
EIN: 36-3414823
Name: BRYAN HEALTH

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) BRYAN MEDICAL CENTER	470376552	3	Yes		Yes		Yes		0
(B) CRETE AREA MEDICAL CENTER	470841285	3	Yes		Yes		Yes		0
(C) BRYAN FOUNDATION	237005720	7	Yes		Yes		Yes		0
(D) BRYAN PHYSICIAN NETWORK	201357375	9	Yes		Yes		Yes		0

Software ID: 11000230
Software Version: v2011.1.0
EIN: 36-3414823
Name: BRYAN HEALTH

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)	CRETE AREA MEDICAL CENTER	K	611,404	GAAP
(2)	BRYAN MEDICAL CENTER	K	35,675,000	GAAP
(3)	BRYAN PHYSICIAN NETWORK	K	104,074	GAAP
(4)	BRYAN FOUNDATION	K	74,534	GAAP
(5)	BRYAN ENTERPRISES INC	K	915,566	GAAP
(6)	INTEGRATED CARDIOLOGY GROUP LLC	K	80,374	GAAP
(7)	CRETE AREA MEDICAL CENTER	N	108,429	GAAP
(8)	BRYAN MEDICAL CENTER	O	2,041,100	GAAP
(9)	BRYAN PHYSICIAN NETWORK	Q	1,850,000	GAAP
(10)	INTEGRATED CARDIOLOGY GROUP LLC	Q	6,659,137	GAAP
(11)	BRYAN MEDICAL CENTER	R	382,036	GAAP