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

CHANGE OF ACCOUNTING PERIOD

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning JAN 1, 2012 and ending JUN 30, 2012

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

C Name of organization
Alexian Brothers Health System

Doing Business As

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

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

D Employer identification number
36-3260495

E Telephone number
(847) 385-7165

G Gross receipts $ 35,135,788.

F Name and address of principal officer: Mark Frey
same as C above

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

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

H(c) Group exemption number ▶ 0928

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ www.alexianbrothershealth.org

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 1983

M State of legal domicile: IL

SCANNED JUN 05 2013

Part I Summary

1	Briefly describe the organization's mission or most significant activities: Alexian Brothers Health System carries out the healing mission of the Catholic Church (Schedule O)		
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	10
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	9
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	9
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	20,848.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	3,704,948.	3,025,871.
9	Program service revenue (Part VIII, line 2g)	33,418,047.	18,415,340.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	7,035,210.	12,810,746.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	262,013.	-57,535.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	44,420,218.	34,194,422.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	1,695,863.
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)	28,202,718.	14,905,675.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,242,754.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	21,915,577.	4,667,587.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	50,118,295.	21,269,125.
19	Revenue less expenses. Subtract line 18 from line 12	-5,698,077.	12,925,297.

RECEIVED MAY 15 2013 OGDEN UT

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	690,705,024.	407,666,911.
21	Total liabilities (Part X, line 26)	829,433,897.	705,666,911.
22	Net assets or fund balances. Subtract line 21 from line 20	-138,728,873.	-298,000,000.

Part II Signature Block

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

Sign Here

▶ Signature of officer — Date 5/9/13

▶ Mark Frey, President & CEO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: Mary Rauschenberg	Preparer's signature: Mary E. Rauschenberg	Date: 4/30/13	Check ☐ if self-employed	PTIN: P00172604
Firm's name ▶ Deloitte Tax LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 111 S. Wacker Drive, Chicago, IL 60606			Phone no. (312) 486-1000	

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

See Schedule O for Organization Mission Statement Continuation

918-36

24

Part III Statement of Program Service Accomplishments

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

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

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] 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 $ 19,561,834. including grants of $ 1,695,863.) (Revenue $ 18,415,340.)
Alexian Brothers Health System supports the provision of healthcare services at the corporations to which it is the National Member by the provision of centralized administrative support, including services such as Accounting, Human Resources and Compliance.

For more than seven centuries, the Alexian Brothers have cared for the sick, the aged, the poor and dying. The basic Judeo-Christian beliefs that inspired the founders of this worldwide Catholic religious congregation sustain its ministry today: to promote the physical, mental, spiritual, and social well-being of individuals of all creeds, races, nationalities and socioeconomic levels served through this health care ministry. (See Schedule O)

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

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

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

4e **Total program service expenses** ▶ 19,561,834.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules *(continued)*

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

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

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

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

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	1a 10		
b	Enter the number of voting members included in line 1a, above, who are independent	1b 9		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Did the organization have members or stockholders?	6	X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9		X

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

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

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

[ ] Own website [ ] Another's website [X] Upon request

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

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

Jeannie Justie - (847) 385-7160

3040 West Salt Creek Lane, Arlington Hts, IL 60005-1020

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Jerry Capizzi Director	1.00	X						0.	0.	0.
(2) Br. Richard Lowe, C.F.A. Director	1.00	X						0.	0.	0.
(3) Br. John Howard, C.F.A. Director	1.00	X						0.	0.	0.
(4) Kenneth McHugh Director	1.00	X						0.	0.	0.
(5) Karen S. Wells Director	1.00	X						0.	0.	0.
(6) Bruce Wolfe Director	1.00	X						0.	0.	0.
(7) Richard Fischer Director	1.00	X						0.	0.	0.
(8) Br. James Classon, C.F.A. Chairperson	1.00	X		X				0.	0.	0.
(9) Br. Lawrence Krueger, C.F.A. Vice Chairperson/Secretary	1.00	X		X				0.	0.	0.
(10) Mark Frey President/CEO	40.00			X				0.	0.	0.
(11) Tracy Rogers Vice President	40.00			X				0.	0.	0.
(12) James Sances Vice President/Treasurer	40.00			X				0.	0.	0.
(13) Donna Gauthier Assistant Secretary	40.00			X				0.	0.	0.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-total ▶								0.	0.	0.
c Total from continuation sheets to Part VII, Section A ▶								0.	0.	0.
d Total (add lines 1b and 1c) ▶								0.	0.	0.

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 ▶ 0

		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*		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*		X
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

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 ▶ 0

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	550,703.			
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	2,475,168.			
	g Noncash contributions included in lines 1a-1f: $					
	h **Total.** Add lines 1a-1f	▶	3,025,871.			
Program Service Revenue		Business Code				
	2a Management Fees	561000	12,790,430.	12,790,430.		
	b Leased Empl. Benefits	900099	3,954,060.	3,954,060.		
	c I/C Affiliate Rent	532000	1,485,456.	1,485,456.		
	d I/C Chargebacks	900099	155,054.	155,054.		
	e Rent Non I/C	532000	10,923.	10,923.		
	f All other program service revenue	900099	19,417.	19,417.		
	g **Total.** Add lines 2a-2f	▶	18,415,340.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	▶	12,810,746.			12,810,746.
	4 Income from investment of tax-exempt bond proceeds	▶				
	5 Royalties	▶				
		(i) Real	(ii) Personal			
	6a Gross rents	643,662.				
	b Less: rental expenses	601,797.				
	c Rental income or (loss)	41,865.				
	d Net rental income or (loss)	▶	41,865.			41,865.
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory					
	b Less. cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss)	▶				
	8a Gross income from fundraising events (not including $ 550,703. of contributions reported on line 1c). See Part IV, line 18	a 219,321.				
	b Less: direct expenses	b 339,569.				
	c Net income or (loss) from fundraising events	▶	-120,248.			-120,248.
	9a Gross income from gaming activities. See Part IV, line 19	a				
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities	▶				
	10a Gross sales of inventory, less returns and allowances	a				
	b Less. cost of goods sold	b				
	c Net income or (loss) from sales of inventory	▶				
	Miscellaneous Revenue	Business Code				
	11a UBI - Premier	541900	20,848.		20,848.	
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a-11d	▶	20,848.			
	12 **Total revenue.** See instructions.	▶	34,194,422.	18,415,340.	20,848.	12,732,363.

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	1,695,863.	1,695,863.		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees				
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	10,005,370.	9,376,006.		629,364.
8	Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	1,162,360.	1,162,360.		
9	Other employee benefits	3,165,330.	2,952,912.		212,418.
10	Payroll taxes	572,615.	517,098.		55,517.
11	Fees for services (non-employees)				
a	Management				
b	Legal	129,022.		129,022.	
c	Accounting	335,515.		335,515.	
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17				
f	Investment management fees				
g	Other	1,385,331.	1,129,494.		255,837.
12	Advertising and promotion	137,565.	137,565.		
13	Office expenses	470,343.	428,870.		41,473.
14	Information technology				
15	Royalties				
16	Occupancy	1,574,431.	1,551,781.		22,650.
17	Travel	80,002.	67,138.		12,864.
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	22,144.	21,699.		445.
20	Interest	-742,161.	-742,161.		
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	322,666.	322,666.		
23	Insurance	109,346.	109,346.		
24	Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	Amort. of Intang. Asset	425,900.	425,900.		
b	CHAN Management Fees	315,101.	315,101.		
c	Food Expense	63,659.	53,064.		10,595.
d	Public/Comm. Relations	250.	250.		
e	All other expenses	38,473.	36,882.		1,591.
25	**Total functional expenses.** Add lines 1 through 24e	21,269,125.	19,561,834.	464,537.	1,242,754.
26	**Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	48,722,677.	1	9,581,022.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net	5,669,961.	3	3,395,642.
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	821,612.	5	877,685.
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net	4,048,778.	7	3,954,221.
	8	Inventories for sale or use	4,432,410.	8	0.
	9	Prepaid expenses and deferred charges	2,470,092.	9	247,068.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a: 10,381,079.			
	b	Less. accumulated depreciation — 10b: 322,665.	47,928,789.	10c	10,058,414.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11	221,031,686.	12	175,539,726.
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets	74,051,961.	14	3,833,100.
	15	Other assets. See Part IV, line 11	281,527,058.	15	200,180,033.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	690,705,024.	16	407,666,911.
Liabilities	17	Accounts payable and accrued expenses	51,157,047.	17	33,926,216.
	18	Grants payable		18	
	19	Deferred revenue	12,156.	19	
	20	Tax-exempt bond liabilities	449,346,082.	20	161,565,000.
	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	2,660,461.	23	2,496,675.
	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	326,258,151.	25	507,679,020.
	26	**Total liabilities.** Add lines 17 through 25	829,433,897.	26	705,666,911.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	-138,728,873.	27	-298,000,000.
	28	Temporarily restricted net assets		28	0.
	29	Permanently restricted net assets		29	0.
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	-138,728,873.	33	-298,000,000.
	34	Total liabilities and net assets/fund balances	690,705,024.	34	407,666,911.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	34,194,422.
2	Total expenses (must equal Part IX, column (A), line 25)	2	21,269,125.
3	Revenue less expenses. Subtract line 2 from line 1	3	12,925,297.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-138,728,873.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-172,196,424.
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	-298,000,000.

Part XII Financial Statements and Reporting

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

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

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization	Employer identification number
Alexian Brothers Health System	36-3260495

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col. (i) of your support? Yes	(v) No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	(vi) No	(vii) Amount of support
ABHS Inc. Investment Trust	36-3801585	11 III-FI	X		X		X		0.
Alexian Brothers of San Jose, Inc.	94-1530037	11 III-FI	X		X		X		0.
Alexian Brothers Services, Inc.	43-1295333	9	X		X		X		0.
Alexian Village of Milwaukee, Inc.	39-1351584	9	X		X		X		0.
Alexian Brothers Community Services	36-4344423	9	X		X		X		0.
Total 21									0.

See Part IV for Line 11 Continuation

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

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

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc. (see instructions) 12

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) 14 %

15 Public support percentage from 2010 Schedule A, Part II, line 14 15 %

16a **33 1/3% support test - 2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test - 2010.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

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

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

Section A. Public Support

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

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a **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. Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b, and Part III, line 12 Also complete this part for any additional information (See instructions).

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

Part IV Supplemental Information (Schedule A, Part I, Line 11h - Information regarding supported organizations (continuation))

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Alexian Brothers Senior Neighbors	62-0646376	7	X		X		X		0.
Alexian Village of Tennessee	62-1136742	9	X		X		X		0.
Alexian Brothers Senior Ministries	36-4484290	11 III-FI	X		X		X		0.
Alexian Elderly Services, Inc.	39-2039667	9	X		X		X		0.
Alexian Brothers Lansdowne Village	43-1470362	9	X		X		X		0.
Alexian Brothers Hospital Network	36-3276552	11 III-FI	X		X		X		0.
Alexian Brothers Medical Center	36-2596381	3	X		X		X		0.
Alexian Brothers Center for Mental	36-3045007	7	X		X		X		0.
Alexian Brothers Behavioral Health	36-4251848	3	X		X		X		0.
St. Alexius Medical Center	36-4251846	3	X		X		X		0.
Alexian Brothers Ambulatory Group	36-4336931	3	X		X		X		0.
Alexian Brothers of St. Louis, Inc.	43-0653236	11 III-FI	X		X		X		0.
Alexian Brothers Sherbrooke Village	43-1592502	9	X		X		X		0.
Alexian Brothers Specialty Group	80-0710751	3	X		X		X		0.
Savelli Properties, Inc.	36-3308965	N/A	X		X		X		0.
Alexian Brothers Bonaventure House	36-3527899	9	X		X		X		0.
Continuation Total									

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
Alexian Brothers Health System

Employer identification number
36-3260495

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

		(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a	Beginning of year balance	3,293,690.	3,409,815.	3,466,340.	3,594,762.	
b	Contributions	10,825.	8,594.	5,275.	2,651.	
c	Net investment earnings, gains, and losses	1,553.	70,761.	135,915.	73,613.	
d	Grants or scholarships	103,388.	194,481.	197,715.	204,686.	
e	Other expenditures for facilities and programs		999.			
f	Administrative expenses					
g	End of year balance	3,202,680.	3,293,690.	3,409,815.	3,466,340.	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as.

a Board designated or quasi-endowment ▶ _____ %
b Permanent endowment ▶ 29.00 %
c Temporarily restricted endowment ▶ 71.00 %

The percentages in lines 2a, 2b, and 2c should equal 100%

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,770,000.		1,770,000.
b Buildings		6,621,160.	102,742.	6,518,418.
c Leasehold improvements		1,660,294.	165,678.	1,494,616.
d Equipment		311,526.	50,045.	261,481.
e Other		18,099.	4,200.	13,899.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				10,058,414.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) Flex Plan Capital Accum	659,052.	End-of-Year Market Value
(B) Investment in Premier	75,000.	Cost
(C) Beneficial Interest in Alexian		
(D) Brothers Health System, Inc.		
(E) Investment Trust	158,405,402.	End-of-Year Market Value
(F) Trustee Held	16,400,272.	End-of-Year Market Value
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	175,539,726.	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

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

(a) Description	(b) Book value
(1) Land Held for Future Use	1,518,700.
(2) Due from Affiliates	191,556,723.
(3) Cash Surrender Value	6,581,541.
(4) Other current assets	523,069.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15.)* ▶	200,180,033.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Supplemental Employee Retirement Plan Liab	2,048,028.
(3) Unclaimed Property	2,680.
(4) Execu-Flex Capital Accumulation	659,052.
(5) Restricted Pledges	3,395,642.
(6) Negative Cash	130,945,282.
(7) Health/Dental Liability	5,835,394.
(8) Swap LT Liability	3,901,887.
(9) LT Pension liability	14,741,288.
(10) Due to Affiliates-Ascension Health	326,918,487.
(11) Due to Affiliates-Foundation	8,966,982.
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25.)* ▶	507,679,020.

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

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

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

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

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

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

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

Part XIV Supplemental Information

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

Part V, line 4: The endowment funds are used to support charitable efforts within the Alexian Brothers Health System.

Part X, Line 2: Alexian Brothers Health System does not file a separate audit report, but is part of the Alexian Brothers Health System consolidated audit report. There were no uncertain tax positions, and as a result there was no disclosure related to FIN 48 (ASC740) in the June 30, 2012 audit report.

Part XIV Supplemental Information *(continued)*

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

(a) Description of liability	(b) Amount
Reserve for Outstanding Insurance Losses	7,049.
Fair Value of Long-Term Debt	10,257,249.

SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

OMB No 1545-0047

2011

Open To Public Inspection

Name of the organization
Alexian Brothers Health System

Employer identification number
36-3260495

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

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

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

2 a 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.

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

3 List all states in which the organization is registered or licensed to solicit contributions 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 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

		(a) Event #1 Ball (event type)	(b) Event #2 Golf (event type)	(c) Other events 3 (total number)	(d) Total events (add col (a) through col. (c))
Revenue	1 Gross receipts	672,043.	66,696.	31,285.	770,024.
	2 Less: Charitable contributions	496,581.	35,810.	18,312.	550,703.
	3 Gross income (line 1 minus line 2)	175,462.	30,886.	12,973.	219,321.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes	645.			645.
	6 Rent/facility costs	35,467.	8,758.		44,225.
	7 Food and beverages	98,220.	9,709.	10,812.	118,741.
	8 Entertainment	50,775.	0.	4,400.	55,175.
	9 Other direct expenses	109,395.	5,532.	5,856.	120,783.
	10 Direct expense summary. Add lines 4 through 9 in column (d)			▶	(339,569)
	11 Net income summary. Combine line 3, column (d), and line 10			▶	-120,248.

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

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

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

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

b If "No," explain: _____

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

b If "Yes," explain: _____

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

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

13 Indicate the percentage of gaming activity operated in.

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter 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 of the third party:

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 to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

▶ **Attach to Form 990.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization: Alexian Brothers Health System

Employer identification number: 36-3260495

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. Part II can be duplicated if additional space is needed ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Alexian Brothers Medical Center 800 Biesterfield Road Elk Grove Village, IL 60007	36-2596381	Section 501(c)(3)	168,597.	0.			General Support
St. Alexius Medical Center 1555 Barrington Road Hoffman Estates, IL 60194	36-4251846	Section 501(c)(3)	107,307.	0.			General Support
Alexian Brothers Behavioral Health Hospital - 1650 Moon Lake Blvd. - Hoffman Estates, IL 60194	36-4251848	Section 501(c)(3)	16,033.	0.			General Support
Alexian Brothers Lansdowne Village 4624 Lansdowne St. Louis, MO 63116	43-1470362	Section 501(c)(3)	9,518.	0.			General Support
Alexian Brothers Health System 3040 W. Salt Creek Lane Arlington Heights, IL 60005	36-3260495	Section 501(c)(3)	424,777.	0.			General Support
Alexian Brothers Center for Mental Health - 3436 N. Kennicott Avenue - Arlington Heights, IL 60004	36-3045007	Section 501(c)(3)	598,015.	0.			General Support

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 7.

3 Enter total number of other organizations listed in the line 1 table ▶ 0.

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule I (Form 990) (2011)**

132101 01-27-12

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Alexian Brothers Bonaventure House 825 Wellington Avenue Chicago, IL 60657	36-3527899	Section 501(c)(3	371,616.	0.			General Support

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 Part III can be duplicated if additional space is needed.

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

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

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

Supplemental Information on Tax-Exempt Bonds

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

OMB No 1545-0047
2011
Open to Public Inspection

Name of the organization
Alexian Brothers Health System

Employer identification number
36-3260495

Part I Bond Issues See Part VI for Column (f) Continuations

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased Yes	(g) Defeased No	(h) On behalf of issuer Yes	(h) On behalf of issuer No	(i) Pooled financing Yes	(i) Pooled financing No
A	Illinois Finance Authority	86-1091967	45200BQD3	08/11/05	255,795,000.	Partial refund 1999 Series issued 1/15/99		X		X		X
B	Illinois Finance Authority	86-1091967	45200FFH7	04/23/08	44,028,000.	Construct a Facility		X		X		X
C	Illinois Finance Authority	86-1091967	45200FY94	04/21/10	134,586,814.	Partial refunding & construction issued 8/11/	X			X		X
D												

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	170,000,000.	41,925,000.	62,092,055.	
2	Amount of bonds legally defeased				
3	Total proceeds of issue	255,795,000.	44,028,000.	134,787,913.	
4	Gross proceeds in reserve funds			12,258,611.	
5	Capitalized interest from proceeds			59,307.	
6	Proceeds in refunding escrows				
7	Issuance costs from proceeds	1,612,171.	788,514.	1,904,465.	
8	Credit enhancement from proceeds	7,020,188.			
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds		43,239,485.	50,145,550.	
11	Other spent proceeds	247,162,641.		70,420,000.	
12	Other unspent proceeds				
13	Year of substantial completion		2009	2012	

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

Part III Private Business Use

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

Part III Private Business Use *(Continued)*

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

Part IV Arbitrage

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

Part V Procedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations ☐ Yes ☒ No

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

See Part VI Supplemental Explanation sheet

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

Schedule K, Part I, Bond Issues:

(a) Issuer Name: Illinois Finance Authority

(f) Description of Purpose: Partial refund 1999 Series issued 1/15/99

(a) Issuer Name: Illinois Finance Authority

(f) Description of Purpose:

Partial refunding & construction issued 8/11/05

Part I, Column (g), Line (A) (2005 Bonds):

Proceeds of Series 2010 were used to retire $70,420,000 of the Series 2005 bonds outstanding on the issue date of the 2010 bonds.

Part IV, Line 5, Column (A):

This question is being answered without regard to a yield-restricted advance refunding escrow financed with proceeds of the bonds.

Part II, Line 3, Column (C) (2010 Issue):

At issuance, the Series 2010 Bonds sold for a premium of $1,186,814, and a principal amount of $133,400,000.

Part II, Line 4:

Only amounts constituting debt service reserve funds are included on Line 4. In addition, ABHS has the following amounts at June 30, 2012 in debt service funds: $2,299,058 for Series 2005, $42,285 for Series 2008, and $1,800,162 for Series 2010.

Part II, Line 4, Column (B):

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

At issuance, the Series 2008 Bonds original proceeds included a $4,500,000 reserve. The reserve was subsequently replaced by a $4,500,000 letter of credit, and the proceeds expended on the project.

Part III, Column (A):

Part III is not required for the 2005 bonds, column A, as they refunded pre-2003 issues.

Part IV, Line 3c, Column (A):

The following three swaps were entered into by ABHS, the counterparty being BOA Merrill Lynch:

A) $87,425,000, receiving variable rate, paying fixed rate, terminated date 5/28/2008 (actual term 2.8 years).

B) $87,425,000, receiving variable rate, paying fixed rate, terminated date 5/28/2008 (actual term 2.8 years).

C) $80,945,000, receiving variable rate, paying fixed rate, scheduled termination date 1/1/2018 (scheduled term 12.4 years).

Part IV, Line 3e, Column (A):

Swaps A and B were terminated on May 28, 2008. Swap C remains open.

Part I, Column (C) and Part II, Line 3:

Differences between the issue price shown on Part I, column (e) and total proceeds shown on Part II, line 3 are due to investment earnings.

Part IV, Line 2, Column (A):

While all the currently outstanding 2005 bonds actually bear fixed

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

rates, taken in its entirety Series 2005 constitutes a variable yield

issue for tax purposes.

SCHEDULE L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

OMB No 1545-0047

2011

Open To Public Inspection

Name of the organization

Alexian Brothers Health System

Employer identification number

36-3260495

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

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

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

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

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

Part II Loans to and/or From Interested Persons.

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

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	(b) Loan to or from the organization? From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	(e) In default? No	(f) Approved by board or committee? Yes	(f) Approved by board or committee? No	(g) Written agreement? Yes	(g) Written agreement? No
Mark Frey - Split		X	330,231.	330,231.		X	X		X	
Tracy Rogers - Sp		X	75,952.	75,952.		X	X		X	
Jeannie Justie -		X	69,031.	69,031.		X	X		X	
Jim Lewandowski -		X	95,825.	95,825.		X	X		X	
Gary Breuer - Spl		X	66,854.	66,854.		X	X		X	
Mary Ann Magnific		X	107,960.	107,960.		X	X		X	
Peg Wendell - Spl		X	28,252.	28,252.		X	X		X	
Melanie Furlan -		X	52,558.	52,558.		X	X		X	
James Sances - Sp		X	51,022.	51,022.		X	X		X	
Total			▶ $	877,685.						

Part III Grants or Assistance Benefiting Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.** **Schedule L (Form 990 or 990-EZ) 2011**

See Part V for Continuations

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No

Part V Supplemental Information

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

Schedule L, Part II, Loans To and From Interested Persons:

(a) Name of Person: Mark Frey

(a) Purpose of Loan: Split dollar life insurance

(a) Name of Person: Tracy Rogers

(a) Purpose of Loan: Split dollar life insurance

(a) Name of Person: Jeannie Justie

(a) Purpose of Loan: Split dollar life insurance

(a) Name of Person: Jim Lewandowski

(a) Purpose of Loan: Split dollar life insurance

(a) Name of Person: Gary Breuer

(a) Purpose of Loan: Split dollar life insurance

(a) Name of Person: Mary Ann Magnifico

(a) Purpose of Loan: Split dollar life insurance

(a) Name of Person: Peg Wendell

Part V Supplemental Information

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

(a) Purpose of Loan: Split dollar life insurance

(a) Name of Person: Melanie Furlan

(a) Purpose of Loan: Split dollar life insurance

(a) Name of Person: James Sances

(a) Purpose of Loan: Split dollar life insurance

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
Alexian Brothers Health System

Employer identification number
36-3260495

Form 990, Part I, Line 1, Description of Organization Mission:

through the Alexian Brothers ministries by identifying and developing effective responses to the health and housing needs of those we are called to serve.

Form 990, Part III, Line 4a, Program Service Accomplishments:

Strengthened by community, prayer, commitment to the poor and the legacy of its founders, and in partnership with others, the Alexian Brothers witness the healing Christ by a holistic approach to promoting health and caring for the sick, dying, aged and unwanted of all socioeconomic levels, outside as well as within ABHS.

ABHS carries out its exempt purposes by coordinating and managing the activities of the regional corporations for which it is the national member. Through these regional corporations, ABHS provides healthcare and other services to communities in suburban Chicago, IL, St. Louis, MO, Milwaukee, WI, and Signal Mountain, TN. As a charitable organization, it is recognized that not all individuals possess the ability to purchase essential medical services. ABHS' mission is to serve the community with respect to providing healthcare services and education, and housing needs. Therefore, in keeping with ABHS' commitment to serve all members of its community. ABHS provides the following:

-Free care and/or subsidized care

-Care to persons covered by government programs at or below cost, and

Name of the organization: Alexian Brothers Health System

Employer identification number: 36-3260495

-Health activities and programs to support the community are considered and provided when appropriate. These activities include wellness programs, community education programs, special programs for the elderly, handicapped, medically underserved, and a variety of broad community support activities.

Consistent with its mission, ABHS, through its ministries, provides medical care to all patients regardless of their ability to pay. In addition, the ministries provide services intended to benefit the poor and underserved, including those persons who cannot afford health insurance because of inadequate resources and/or are uninsured or underinsured, and to enhance the health status of the communities in which they operate.

As a religious organization, each of the ABHS facilities operates a chapel and pastoral care department, and assists in the promotion of ABHS' Catholic identity and religious sponsorship while addressing the spiritual needs of patients and their families in a holistic manner.

Charity Care and Community Service: The amounts and types of charity care and other community services provided in the entire Alexian Brothers Health System are as follows:

Charity Care at Cost: $6,851,000

Language Assistant Services: $327,098

Excess of Government Sponsored Health Care Cost Over Reimbursement-Medicaid: $19,084,000

Donations: $65,857

Name of the organization: Alexian Brothers Health System

Employer identification number: 36-3260495

Education: $1,393,856

Subsidized Health Services: $884,614

Other Community Benefits: $2,171,944

Total Charity Care and Community Benefits: $30,778,369

Excess of Government Sponsored Health Care Cost Over Reimbursement -

Medicare: $25,450,577

Bad Debt Expense at Cost: $6,479,018

Information has been included for all exempt entities in ABHS. The information for the hospitals included has been calculated on a basis consistent with the requirements for the Illinois Attorney General Community Benefit report.

Form 990, Part VI, Section A, line 4: Effective as of January 1, 2012, Alexian Brothers Health System became a member of Ascension Health, a Catholic, national health system consisting primarily of nonprofit corporations that own and operate local health care facilities, or Health Ministries, located in 21 of the United States and the District of Columbia. Alexian Brothers Health System amended its Bylaws and Articles of Incorporation as part of that change in membership.

Form 990, Part VI, Section A, line 6: Alexian Brothers Health System has one class of member, Ascension Health (the "Sponsor").

Form 990, Part VI, Section A, line 7a: Ascension Health has the authority to appoint and remove Directors and Executive Officers of Alexian Brothers

Name of the organization: Alexian Brothers Health System
Employer identification number: 36-3260495

Health System.

Form 990, Part VI, Section A, line 7b: Ascension Health has designed a system authority matrix which assigns authority for key decisions that are necessary in the operation of the system. Specific areas that are identified in the authority matrix are: new organizations & major transactions; governing documents; appointments/removals of directors; evaluation; debt limits; strategic & financial plans; assets; system policies & procedures. These areas are subject to certain levels of approval by Ascension Health per the system authority matrix.

Form 990, Part VI, Section B, line 11: Alexian Brothers Health System is the National Member and ultimate parent for each entity within the System. Alexian Brothers Health System's Form 990 goes through an intensive review process at the System's Corporate level prior to being filed with the IRS. The entire Form 990 is reviewed by Alexian Brothers Health System's financial officer and the CEO. The Form 990 is also reviewed at the System Corporate level by the Chief Accounting Officer for the System. The Vice President and General Counsel for the System reviews all sections of the Form 990 with the exception of the compensation section. The Vice President of Human Resources for Alexian Brothers Health System reviews all compensation disclosures for each entity in Alexian Brothers Health System. These reviews were conducted before the Form 990 was signed and filed with the IRS.

In addition, there is also a Compensation Committee that reports to the Alexian Brothers Health System Board of Governors. This Committee reviews the compensation disclosures for all entities in the System.

Name of the organization	Employer identification number
Alexian Brothers Health System	36-3260495

The Audit Committee of the Alexian Brothers Health System Board of Governors has responsibility for and oversight of the Tax Compliance process. The Audit Committee provides oversight for the Form 990 process for the entire System and reviews detailed Forms 990 for the System on as requested basis. It then reports back to the Alexian Brothers Health System Board of Governors on the results of these activities. The Forms 990 not reviewed by the Audit Committee are available to the Audit Committee members upon request. The Audit Committee did review the 2012 Form 990 for Alexian Brothers Health System.

Form 990, Part VI, Section B, Line 12c: Alexian Brothers Health System collects annual attestations from board members, officers, directors and key employees. The attestations are reviewed by the Alexian Brothers Health System Vice President, Corporate Responsibility Officer and any conflicts are shared with the Alexian Brothers Health System Chief Executive Officer. The Audit Committee of the Alexian Brothers Health System Board of Governors monitors and receives reports on the completion of this process.

Form 990, Part VI, Section B, Line 15: Alexian Brothers Health System follows the requirements set forth in the IRS rebuttable presumption of reasonableness in determining compensation of the CEO and other officers and executives of the Corporation. This function is performed by the Compensation Committee of the Board of Governors of Alexian Brothers Health System, which is composed of independent board members. The process includes review of comparability data, retention of an outside compensation consultant, and contemporaneous substantiation of the deliberation and decision through detailed minutes of the Compensation Committee.

Name of the organization: Alexian Brothers Health System

Employer identification number: 36-3260495

Form 990, Part VI, Section C, Line 19: The financial statements of Alexian Brothers Health System are available through the Office of the Illinois Attorney General. Conflict of Interest statements and the governing documents of Alexian Brothers Health System are not made available to the public.

Form 990, Part VII, Section A:

Disclosure for estimated hours per week devoted to related organizations:

Hours worked are not tracked on an entity by entity basis. Therefore all officers, directors, trustees and key employees hours reported on Form 990, Part VII, Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors, represent aggregate hours worked per week for all related entities.

Form 990, Part VII, Section A:

Alexian Brothers Health System is not reporting any key employees or highest compensated individuals (nor any related information) in the 6/30/12 year end tax return since no calendar year compensation is included in this tax reporting period per the instructions to the form.

Form 990, Part XI, line 5, Changes in Net Assets:

Transfers to Affiliates	-107,904,374.
Recognition of Minimum Pension Liability	-2,838,844.
Restatement of Assets to Fair Value - No Tax Effect	-63,158,104.
Foundation Distribution to Entities	1,695,863.
In-Kind Revenue	4,223.

Name of the organization: Alexian Brothers Health System

Employer identification number: 36-3260495

Unreconciled Difference	4,812.
Total to Form 990, Part XI, Line 5	-172,196,424.

Form 990:

Due to the change in fiscal year ends from December 31 to June 30, the numbers reported in the Form 990 represent six months of data and are therefore not comparable to prior year numbers, which represent 12 months of data.

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

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047
2011
Open to Public Inspection

Name of the organization
Alexian Brothers Health System

Employer identification number
36-3260495

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) Section 512(b)(13) controlled entity? No
Ascension Health - 31-1662309 P.O. Box 45998 St. Louis, MO 63145	National Health System	Missouri	Section 501(c)(3)	11a	Ascension Health Alliance		X
Alexian Brothers Bonaventure House - 36-3527899, 825 Wellington Avenue, Chicago, IL 60657	Housing and supportive care services for persons with HIV/AIDS	Illinois	Section 501(c)(3)	9	Alexian Brothers Health System	X	
Alexian Brothers Health System, Inc. Investment Trust - 36-3801585, 3040 W. Salt Creek Lane, Arlington Heights, IL 60005	Manages pooled investments of related not-for-profit entities	Illinois	Section 501(c)(3)	11, III-FI	Alexian Brothers Health System	X	
Alexian Brothers Specialty Group - 80-0710751, 3040 W. Salt Creek Lane, Arlington Heights, IL 60005	Specialty physician practice group	Illinois	Section 501(c)(3)	3	Alexian Brothers Health System	X	

Part II **Continuation of Identification of Related Tax-Exempt Organizations**

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization? Yes	(g) No
Alexian Brothers of San Jose, Inc. - 94-1530037, 3040 W. Salt Creek Lane, Arlington Heights, IL 60005	Acute care hospital (sold in 1998)	Texas	Section 501(c)(3)	11, III-FI	Alexian Brothers Health System	X	
Alexian Brothers Services, Inc. - 43-1295333 3040 W. Salt Creek Lane Arlington Heights, IL 60005	HUD housing	Missouri	Section 501(c)(3)	9	Alexian Brothers Health System	X	
Alexian Village of Milwaukee, Inc. - 39-1351584, 9301 N. 76th Street, Milwaukee, WI 53223	Continuing care retirement community	Wisconsin	Section 501(c)(3)	9	Alexian Brothers Health System	X	
Alexian Brothers Community Services - 36-4344423, 425 Cumberland Street, Suite 110, Chattanooga, TN 37404	Provides comprehensive & coordinated community based services	Illinois	Section 501(c)(3)	9	Alexian Brothers Health System	X	
Alexian Brothers Senior Neighbors - 62-0646376, 250 East 10th Street, Chattanooga, TN 37402	Supports the provision of community services for senior citizens	Tennessee	Section 501(c)(3)	7	Alexian Brothers Health System	X	
Alexian Village of Tennessee - 62-1136742 437 Alexian Way Signal Mountain, TN 37377	Continuing care retirement community	Tennessee	Section 501(c)(3)	9	Alexian Brothers Health System	X	
Alexian Brothers Senior Ministries - 36-4484290, 3040 W. Salt Creek Lane, Arlington Heights, IL 60005	Supports the provision of healthcare services for related corporations	Illinois	Section 501(c)(3)	11, III-FI	Alexian Brothers Health System	X	
Alexian Elderly Services, Inc. - 39-2039667 3040 W. Salt Creek Lane Arlington Heights, IL 60005	Community outreach	Wisconsin	Section 501(c)(3)	9	Alexian Brothers Health System	X	
Alexian Brothers Lansdowne Village - 43-1470362, 4624 Lansdowne, St. Louis, MO 63116	Skilled nursing facility	Missouri	Section 501(c)(3)	9	Alexian Brothers Health System	X	
Alexian Brothers Sherbrooke Village - 43-1592502, 4005 Ripa Avenue, St. Louis, MO 63125	Skilled nursing facility	Missouri	Section 501(c)(3)	9	Alexian Brothers Health System	X	
Alexian Brothers of St. Louis, Inc. - 43-0653236, 3040 W. Salt Creek Lane, Arlington Heights, IL 60005	Acute care hospital (sponsorship transferred in 1997)	Missouri	Section 501(c)(3)	11, III-FI	Alexian Brothers Health System	X	
Alexian Brothers Hospital Network - 36-3276552, 3040 W. Salt Creek Lane, Arlington Heights, IL 60005	Supports the provision of healthcare services for related corporations	Illinois	Section 501(c)(3)	11, III-FI	Alexian Brothers Health System	X	

Part II **Continuation of Identification of Related Tax-Exempt Organizations**

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization? Yes	(g) Section 512(b)(13) controlled organization? No
Savelli Properties, Inc. - 36-3308965 3040 W. Salt Creek Lane Arlington Heights, IL 60005	Owns or leases properties where healthcare services are delivered	Illinois	Section 501(c)(2)	N/A	Alexian Brothers Health System	X	
Alexian Brothers Center for Mental Health - 36-3045007, 3436 N. Kennicott Avenue, Arlington Heights, IL 60004	Outpatient community mental health services	Illinois	Section 501(c)(3)	7	Alexian Brothers Health System	X	
Alexian Brothers Behavioral Health Hospital - 36-4251848, 1650 Moon Lake Blvd, Hoffman Estates, IL 60194	Behavioral health hospital	Illinois	Section 501(c)(3)	3	Alexian Brothers Health System	X	
St. Alexius Medical Center - 36-4251846 1555 Barrington Road Hoffman Estates, IL 60194	Acute care hospital	Illinois	Section 501(c)(3)	3	Alexian Brothers Health System	X	
Alexian Brothers Ambulatory Group - 36-4336931, 3040 W. Salt Creek Lane, Arlington Heights, IL 60005	Physician services	Illinois	Section 501(c)(3)	3	Alexian Brothers Health System	X	
Alexian Brothers Medical Center - 36-2596381 800 Biesterfield Road Elk Grove Village, IL 60007	Acute care hospital	Texas	Section 501(c)(3)	3	Alexian Brothers Health System	X	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
Alexian Rehabilitation Services, LLC - 30-0221481, 935 Beisner Road, Elk Grove Village, IL 60007	Rehabilitation hospital	IL	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Illinois NeuroMeg Center, LLC - 87-0783164, 3040 W. Salt Creek Lane, Arlington Heights, IL 60005	Provision of NeuroMeg services	IL	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Elk Grove M.O.B. Limited Partnership - 36-3853289, 3040 W. Salt Creek Lane, Arlington Heights, IL 60005	Medical office building	IL	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Workplace Solutions, LLC - 36-4095007, 1100 E Woodfield Road, Schaumburg, IL 60173	Provision of EAP services	IL	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
Thelen Corporation - 36-3266316 3040 W. Salt Creek Lane Arlington Heights, IL 60005	Owns/leases property; joint venture partner	IL	N/A	C CORP	N/A	N/A	N/A
Alexian Brothers Health Providers Association, Inc. - 36-3853286, 3040 W. Salt Creek Lane, Arlington Heights, IL 60005	Messenger model IPA	IL	Alexian Brothers Health System	C CORP	-13,381.	794,376.	100.00%
Alexian Brothers Corpus Christi Housing Project, LLC - 94-3465394, 3040 W. Salt Creek Lane, Arlington Heights, IL 60005	Tax credit financed housing	IL	Alexian Brothers Health System	C CORP	153,000.	1,445,000.	100.00%
Alexian Village of Elk Grove - 35-2211303 3040 W. Salt Creek Lane Arlington Heights, IL 60005	Tax credit financed housing	IL	N/A	C CORP	N/A	N/A	N/A

Part III Continuation of Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
Bonaventure Medical Foundation, LLC - 36-3978153, 3040 W. Salt Creek Lane, Arlington Heights, IL 60005	Manages managed care contracts	DE	Alexian Brothers Health System	Related	0.	-5,566,684.		X	N/A		X	50.00%
Neurosciences Equipment, LLC - 86-1115516, 3040 W. Salt Creek Lane, Arlington Heights, IL 60005	Ownership of Gamma Knife	IL	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
St. Alexius Center for Sleep Health, LLC - 20-5876371, 665 W. North Avenue, Lombard, IL 60148	Operation of sleep lab	IL	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A

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

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

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

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) Alexian Brothers Behavioral Health Hospital	A	323,641.	FMV
(2) Alexian Brothers Medical Center	J	123,420.	FMV
(3) St. Alexius Medical Center	J	171,648.	FMV
(4) Alexian Brothers Hospital Network	J	1,057,002.	FMV
(5) Alexian Brothers Ambulatory Group	J	70,272.	FMV
(6) Alexian Brothers Hospital Network	A	34,797.	FMV

Part V **Continuation of Transactions With Related Organizations** (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7) Alexian Brothers Medical Center	A	28,113.	FMV
(8) St. Alexius Medical Center	A	4,098.	FMV
(9) Alexian Brothers Specialty Group	P	109,576.	FMV
(10) Alexian Brothers Specialty Group	O	8,045,169.	FMV
(11) Alexian Brothers Hospital Network	P	53,273,190.	FMV
(12) Alexian Brothers Medical Center	P	10,277,288.	FMV
(13) Alexian Brothers Medical Center	R	18,683,056.	FMV
(14) Alexian Brothers Medical Center	O	1,249,063.	FMV
(15) St. Alexius Medical Center	P	70,219,928.	FMV
(16) St. Alexius Medical Center	R	76,448,792.	FMV
(17) Alexian Brothers Behavioral Health Hospital	P	4,212,866.	FMV
(18) Alexian Brothers Behavioral Health Hospital	R	6,333,682.	FMV
(19) Thelen Corporation	P	215,600.	FMV
(20) Savelli Properties, Inc.	O	52,090.	FMV
(21) Alexian Brothers Center for Mental Health	P	151,412.	FMV
(22) Alexian Brothers Ambulatory Group	P	8,558,764.	FMV
(23) Alexian Brothers Ambulatory Group	R	7,500,000.	FMV
(24) Alexian Village of Tennessee	P	13,439,182.	FMV

Part V **Continuation of Transactions With Related Organizations** (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7) Alexian Village of Tennessee	R	13,434,498.	FMV
(8) Alexian Village of Milwaukee, Inc.	P	7,802,071.	FMV
(9) Alexian Village of Milwaukee, Inc.	R	7,700,000.	FMV
(10) Alexian Brothers Lansdowne Village	P	249,464.	FMV
(11) Alexian Brothers Lansdowne Village	O	329,253.	FMV
(12) Alexian Brothers Sherbrooke Village	P	263,933.	FMV
(13) Alexian Brothers Sherbrooke Village	O	255,722.	FMV
(14) Alexian Brothers Community Services	P	377,534.	FMV
(15) Alexian Brothers Community Services	O	376,533.	FMV
(16) Alexian Brothers Senior Ministries	P	54,788.	FMV
(17) Alexian Brothers Senior Ministries	O	895,300.	FMV
(18) Alexian Brothers Bonaventure House	P	105,929.	FMV
(19) Alexian Brothers Bonaventure House	O	274,855.	FMV
(20) Alexian Rehabilitation Services, LLC	P	1,834,707.	FMV
(21) Bonaventure Medical Foundation, LLC	O	312,012.	FMV
(22) Illinois Neuromeg Center, LLC	O	120,088.	FMV
(23) Alexian Brother Health System, Inc. Investment Trust	O	304,910.	FMV
(24) Alexian Brothers Community Services	P	239,425.	FMV

Part V **Continuation of Transactions With Related Organizations** (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7) Alexian Brothers Community Services	O	397,085.	FMV
(8) St. Alexius Medical Center	P	172,293.	FMV
(9) Neurosciences Equipment, LLC	P	483,681.	FMV
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			
(16)			
(17)			
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			

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

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

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

Part VII Supplemental Information

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

Form **8868**

(Rev January 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box . . . . . ▶ ☒
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return See instructions.	ALEXIAN BROTHERS HEALTH SYSTEM	☒ 36-3260495
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	3040 W. SALT CREEK LANE	☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions.	
	ARLINGTON HEIGHTS, IL 60005-1069	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ JEANNIE JUSTIS 3040 W. SALT CREEK LANE - ARLINGTON HEIGHTS, IL 60005-1069

Telephone No. ▶ (847) 385-7160 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . . . ▶ ☐ If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year 20 ____ or

▶ ☒ tax year beginning JANUARY 1, 20 12, and ending JUNE 30, 20 12.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☒ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 0
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

A

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	Alexian Brothers Health System	[X] 36-3260495
	Number, street, and room or suite no. If a P.O. box, see instructions. 3040 West Salt Creek Lane	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Arlington Heights, IL 60005	

Enter the Return code for the return that this application is for (file a separate application for each return) ..... [0 1]

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ Jeannie Justie 3040 West Salt Creek Lane - Arlington Hts, IL 60005-1020
  Telephone No ▶ (847) 385-7160 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ..... ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until May 15, 2013.

5 For calendar year _____, or other tax year beginning JAN 1, 2012, and ending JUN 30, 2012.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[X] Change in accounting period

7 State in detail why you need the extension
Additional time is respectfully requested to gather the information necessary to file a complete and accurate return.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$	0.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶