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Form <b>990</b>  Department of the Treasury Internal Revenue Service	<b>Return of Organization Exempt From Income Tax</b>  <b>Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)</b>	OMB No 1545-0047 <div> <div>2011</div> <div>Open to Public Inspection</div> </div>
	The organization may have to use a copy of this return to satisfy state reporting requirements	

<b>A For the 2011 calendar year, or tax year beginning 07-01-2011 and ending 06-30-2012</b>		<b>D Employer identification number</b> 41-0883623	
<b>B</b> Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending		<b>E Telephone number</b> (218) 786-1421	
<b>C</b> Name of organization The Duluth Clinic LTD Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 400 East Third Street City or town, state or country, and ZIP + 4 Duluth, MN 55805		<b>G</b> Gross receipts \$ 174,574,276	
<b>F</b> Name and address of principal officer DAN NIKCEVICH MD 502 E 2nd Street DULUTH, MN 55805		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) <b>H(c)</b> Group exemption number ▶	
<b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J Website:</b> ▶ www.essentiahealth.org			
<b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation 1915	<b>M</b> State of legal domicile MN

Part I		Summary	
Activities & Governance	<b>1</b> Briefly describe the organization's mission or most significant activities We are called to make a healthy difference in people's lives    		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a) . . . . .	<b>3</b>	12
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) . . . . .	<b>4</b>	0
	<b>5</b> Total number of individuals employed in calendar year 2011 (Part V, line 2a) . . . .	<b>5</b>	1,456
	<b>6</b> Total number of volunteers (estimate if necessary) . . . . .	<b>6</b>	0
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12 . . . .	<b>7a</b>	2,416,799
	<b>b</b> Net unrelated business taxable income from Form 990-T, line 34 . . . .	<b>7b</b>	445,353
Revenue		<b>Prior Year</b>	<b>Current Year</b>
	<b>8</b> Contributions and grants (Part VIII, line 1h) . . . . .	1,368,978	370,273
	<b>9</b> Program service revenue (Part VIII, line 2g) . . . . .	160,548,613	159,167,309
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .	-2,025,692	-454,156
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,172,260	7,135,688
	<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .	164,064,159	166,219,114
Expenses	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3) . . . .	2,627	4,769
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) . . . . .	0	0
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	115,046,085	96,358,175
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) . . . . .	0	0
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 0		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) . . . . .	72,970,841	89,829,566
	<b>18</b> Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	188,019,553	186,192,510
	<b>19</b> Revenue less expenses Subtract line 18 from line 12 . . . . .	-23,955,394	-19,973,396
	Net Assets or Fund Balances		<b>Beginning of Current Year</b>
<b>20</b> Total assets (Part X, line 16) . . . . .		189,558,307	429,325,840
<b>21</b> Total liabilities (Part X, line 26) . . . . .		481,258,481	746,184,004
<b>22</b> Net assets or fund balances Subtract line 21 from line 20 . . . . .		-291,700,174	-316,858,164

<b>Part II</b>	<b>Signature Block</b>
<p>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.</p>	

<b>Sign Here</b>	***** Signature of officer			2013-05-01 Date	
	BARBARA JOHNSON CFO Type or print name and title				
<b>Paid Preparer's Use Only</b>	Preparer's signature		Date	Check if self-employed <input type="checkbox"/>	Preparer's taxpayer identification number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4				EIN
					Phone no

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

WE ARE CALLED TO MAKE A HEALTHY DIFFERENCE IN PEOPLE'S LIVES

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

If "Yes," describe these changes on Schedule O

<b>4a</b>	(Code ) (Expenses \$ 149,358,685 including grants of \$ 4,769 ) (Revenue \$ 163,822,485 )
	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 \$ \_\_\_\_\_ )

<b>4e</b>	<b>Total program service expenses</b>	<b>\$ 149,358,685</b>
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Part IV

Checklist of Required Schedules

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

Part IV

Checklist of Required Schedules (continued)

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

<div>Part V</div> <div>Statements Regarding Other IRS Filings and Tax Compliance</div> <div>Check if Schedule O contains a response to any question in this Part V</div>					<div>Yes</div> <div>No</div>			
<div>1a</div> <div>Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.</div>				<div>1a</div>	<div>0</div>	<div>1c</div>		
<div>b</div> <div>Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.</div>				<div>1b</div>	<div>0</div>			
<div>c</div> <div>Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?</div>								
<div>2a</div> <div>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.</div>				<div>2a</div>	<div>1,456</div>	<div>2b</div>	<div>Yes</div>	
<div>b</div> <div>If at least one is reported on line 2a, did the organization file all required federal employment tax returns?</div> <div>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).</div>								
<div>3a</div> <div>Did the organization have unrelated business gross income of \$1,000 or more during the year?</div>								
<div>b</div> <div>If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.</div>				<div>3b</div>	<div>Yes</div>	<div>4a</div>		<div>No</div>
<div>4a</div> <div>At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?</div>								
<div>b</div> <div>If "Yes," enter the name of the foreign country: <div>See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.</div></div>								
<div>5a</div> <div>Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?</div>				<div>5a</div>		<div>5b</div>		<div>No</div>
<div>b</div> <div>Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?</div>								
<div>c</div> <div>If "Yes" to line 5a or 5b, did the organization file Form 8886-T?</div>								
<div>6a</div> <div>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?</div>				<div>6a</div>		<div>6b</div>		<div>No</div>
<div>b</div> <div>If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?</div>								
<div>7</div> <div>Organizations that may receive deductible contributions under section 170(c).</div>								
<div>a</div> <div>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?</div>				<div>7a</div>		<div>7b</div>		<div>No</div>
<div>b</div> <div>If "Yes," did the organization notify the donor of the value of the goods or services provided?</div>								
<div>c</div> <div>Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?</div>								
<div>d</div> <div>If "Yes," indicate the number of Forms 8282 filed during the year.</div>				<div>7d</div>		<div>7e</div>		<div>No</div>
<div>e</div> <div>Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</div>								
<div>f</div> <div>Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</div>								
<div>g</div> <div>If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?</div>				<div>7g</div>		<div>7h</div>		
<div>h</div> <div>If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?</div>								
<div>8</div> <div>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?</div>								
<div>9</div> <div>Sponsoring organizations maintaining donor advised funds.</div>				<div>9a</div>		<div>9b</div>		
<div>a</div> <div>Did the organization make any taxable distributions under section 4966?</div>								
<div>b</div> <div>Did the organization make a distribution to a donor, donor advisor, or related person?</div>								
<div>10</div> <div>Section 501(c)(7) organizations. Enter</div>				<div>10a</div>		<div>10b</div>		
<div>b</div> <div>Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.</div>								
<div>11</div> <div>Section 501(c)(12) organizations. Enter</div>								
<div>a</div> <div>Gross income from members or shareholders.</div>				<div>11a</div>		<div>11b</div>		
<div>b</div> <div>Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).</div>								
<div>c</div> <div>Enter the aggregate amount of reserves on hand.</div>								
<div>12a</div> <div>Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?</div>				<div>12a</div>		<div>12b</div>		
<div>b</div> <div>If "Yes," enter the amount of tax-exempt interest received or accrued during the year.</div>								
<div>13</div> <div>Section 501(c)(29) qualified nonprofit health insurance issuers.</div>								
<div>a</div> <div>Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state.</div>				<div>13a</div>		<div>13b</div>		
<div>b</div> <div>Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.</div>								
<div>c</div> <div>Enter the aggregate amount of reserves on hand.</div>								
<div>14a</div> <div>Did the organization receive any payments for indoor tanning services during the tax year?</div>				<div>14a</div>		<div>14b</div>		<div>No</div>
<div>b</div> <div>If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.</div>								

Part VI

Governance, Management, and Disclosure

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

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a12		
b	Enter the number of voting members included in line 1a, above, who are independent	1b0		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6	Did the organization have members or stockholders?	6	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

Section B. Policies

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	MN
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization.	BARBARA JOHNSON CFO 523 EAST 1ST STREET DULUTH, MN 55805 (218) 786-1421

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

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

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

[illegible]



## Part VII

<b>1b</b>	<b>Sub-Total . . . . .</b>	<b>▼</b>			
<b>c</b>	<b>Total from continuation sheets to Part VII, Section A . . . . .</b>	<b>▼</b>			
<b>d</b>	<b>Total (add lines 1b and 1c) . . . . .</b>	<b>▼</b>	15,842,877	4,213,808	2,623,767

**2** Total number of individuals (including but not limited to those listed in Item 1) who received more than \$100,000 of reportable compensation from the organization. 514

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

## **Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation

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)	(B)	(C)	(D)
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues . . . .	1b				
	c	Fundraising events . . . .	1c				
	d	Related organizations . . .	1d	4,686			
	e	Government grants (contributions)	1e	136,237			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	229,350			
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f . . . . .		370,273			
Program Service Revenue			Business Code				
	2a	PATIENT REVENUE	621400	158,867,529	158,816,062	51,467	
	b	JOINT VENTURE-INTERNATIONAL FALLS	621400	299,780	299,780		
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f . . . . .		159,167,309			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) . . . . .		104,261			104,261
	4	Income from investment of tax-exempt bond proceeds . .		0			
	5	Royalties . . . . .		0			
			(i) Real	(ii) Personal			
	6a	Gross rents	4,000				
	b	Less rental expenses					
	c	Rental income or (loss)	4,000				
	d	Net rental income or (loss) . . . . .		4,000			4,000
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory	320,578	4,419			
	b	Less cost or other basis and sales expenses		883,414			
	c	Gain or (loss)	320,578	-878,995			
	d	Net gain or (loss) . . . . .		-558,417			-558,417
	8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18 . . . .	a				
	b	Less direct expenses . . . .	b				
	c	Net income or (loss) from fundraising events . .		0			
	9a	Gross income from gaming activities See Part IV, line 19 . . . .	a				
	b	Less direct expenses . . . .	b				
	c	Net income or (loss) from gaming activities . .		0			
	10a	Gross sales of inventory, less returns and allowances . . . .	a	9,837,080			
	b	Less cost of goods sold . . . .	b	7,471,748			
	c	Net income or (loss) from sales of inventory . .		2,365,332		2,365,332	
Miscellaneous Revenue		Business Code					
11a	PROFESSIONAL SERVICE REVENUE - INT'L FALLS	541900	3,979,521	3,979,521			
b	MANAGEMENT SERVICE REVENUE - INT'L FALLS	541900	486,026	486,026			
c	PARKING REVENUE	812930	111,180			111,180	
d	All other revenue . . . . .		189,629	189,629			
e	Total. Add lines 11a-11d . . . . .		4,766,356				
12	Total revenue. See Instructions . . . . .		166,219,114	163,771,018	2,416,799	-338,976	

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	4,769	4,769		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	2,834,446	2,333,086	501,360	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	75,654,128	72,753,354	2,900,774	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	4,616,085	4,524,396	91,689	
9	Other employee benefits	8,852,805	7,052,141	1,800,664	
10	Payroll taxes	4,400,711	4,110,957	289,754	
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	0			
c	Accounting	0			
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	0			
f	Investment management fees	0			
g	Other	7,640,261	7,347,523	292,738	
12	Advertising and promotion	4,075	3,012	1,063	
13	Office expenses	3,629,282	3,531,347	97,935	
14	Information technology	167,437	163,558	3,879	
15	Royalties	0			
16	Occupancy	5,400,764	1,745,959	3,654,805	
17	Travel	746,212	651,707	94,505	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	116,162	78,915	37,247	
20	Interest	9,223,508		9,223,508	
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	7,070,363	472,839	6,597,524	
23	Insurance	1,418,838	1,418,838		
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O )				
a	MEDICAL SUPPLIES	32,285,577	32,285,577		
b	AFFILIATE SUPPORT FEES	11,354,242		11,354,242	
c	BAD DEBT EXPENSE	5,641,401	5,641,401		
d	AFFILIATE REV EXP ALLOCATION	2,992,605	2,952,192	40,413	
e					
f	All other expenses	2,138,839	2,287,114	-148,275	
25	Total functional expenses. Add lines 1 through 24f	186,192,510	149,358,685	36,833,825	0
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing . . . . .			0	1	3,129,423
	2	Savings and temporary cash investments . . . . .			2,210,969	2	2,225,641
	3	Pledges and grants receivable, net . . . . .			0	3	73,160
	4	Accounts receivable, net . . . . .			17,446,566	4	14,557,367
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .			0	5	0
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L . . . . .			0	6	0
	7	Notes and loans receivable, net . . . . .			9,417,812	7	4,613,430
	8	Inventories for sale or use . . . . .			1,550,229	8	2,641,295
	9	Prepaid expenses and deferred charges . . . . .			15,000	9	29,740
	10a	Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D . . . . .	10a	208,313,070			
	b	Less: accumulated depreciation . . . . .	10b	87,366,331	127,950,561	10c	120,946,739
	11	Investments—publicly traded securities . . . . .			3,890,696	11	3,955,735
	12	Investments—other securities. See Part IV, line 11 . . . . .			3,192,172	12	2,326,340
	13	Investments—program-related. See Part IV, line 11 . . . . .			0	13	1,165,612
	14	Intangible assets . . . . .			0	14	0
	15	Other assets. See Part IV, line 11 . . . . .			23,884,302	15	273,661,358
	16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .			189,558,307	16	429,325,840
Liabilities	17	Accounts payable and accrued expenses . . . . .			21,977,014	17	17,244,626
	18	Grants payable . . . . .			0	18	0
	19	Deferred revenue . . . . .			0	19	175,693
	20	Tax-exempt bond liabilities . . . . .			220,347,356	20	213,644,790
	21	Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .			0	21	0
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .			0	22	0
	23	Secured mortgages and notes payable to unrelated third parties . . . . .			2,418,284	23	2,347,333
	24	Unsecured notes and loans payable to unrelated third parties . . . . .			0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D . . . . .			236,515,827	25	512,771,562
	26	<b>Total liabilities.</b> Add lines 17 through 25 . . . . .			481,258,481	26	746,184,004
Net Assets or Fund Balances	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>						
	27	Unrestricted net assets . . . . .			-291,700,174	27	-316,858,164
	28	Temporarily restricted net assets . . . . .			0	28	0
	29	Permanently restricted net assets . . . . .			0	29	0
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>						
	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	<b>Total net assets or fund balances</b> . . . . .			-291,700,174	33	-316,858,164
	34	<b>Total liabilities and net assets/fund balances</b> . . . . .			189,558,307	34	429,325,840

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	166,219,114
2	Total expenses (must equal Part IX, column (A), line 25)	2	186,192,510
3	Revenue less expenses Subtract line 2 from line 1	3	-19,973,396
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-291,700,174
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-5,184,594
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	-316,858,164

Part XII Financial Statements and Reporting

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

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

SCHEDULE A  
(Form 990 or 990EZ)

Department of the Treasury  
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2011

Open to Public  
Inspection

Name of the organization The Duluth Clinic LTD	Employer identification number 41-0883623
---	--

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

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

1

☐

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

2

☐

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

3

☒

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

4

☐

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

5

☐

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

6

☐

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

7

☐

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

8

☐

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

9

☐

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

10

☐

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

11

☐

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

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other

e

☐

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

f

☐

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

g

☐

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

(i)

a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii)

a family member of a person described in (i) above?

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(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	
Total									

Part II

Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)  
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

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


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

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




Part IIIPart III

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

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

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

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 <b>stop here</b> . 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 <b>stop here</b> . The organization qualifies as a publicly supported organization 			
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions 			



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

Facts And Circumstances Test

Explanation

SCHEDULE D  
(Form 990)

Supplemental Financial Statements

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization The Duluth Clinic LTD	Employer identification number  41-0883623
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Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

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

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

1

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

☐ Preservation of land for public use (e g , recreation or pleasure)☐ Preservation of an historically importantly land area  
☐ Protection of natural habitat☐ Preservation of a certified historic structure  
☐ Preservation of open space

2

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

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

3

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

4

Number of states where property subject to conservation easement is located ► \_\_\_\_\_

5

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

☐ Yes ☐ No

6

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

7

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

8

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

☐ Yes ☐ No

9

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

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

1a

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

b

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

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

► \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X

► \$ \_\_\_\_\_

2

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

a

Revenues included in Form 990, Part VIII, line 1

► \$ \_\_\_\_\_

b

Assets included in Form 990, Part X

► \$ \_\_\_\_\_

Part III

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

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

☐ Yes

☐ No

Part IV

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

1a

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

☐ Yes

☐ No

b

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

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a	Beginning of year balance . . . . .				
b	Contributions . . . . .				
c	Investment earnings or losses . . . . .				
d	Grants or scholarships . . . . .				
e	Other expenditures for facilities and programs . . . . .				
f	Administrative expenses . . . . .				
g	End of year balance . . . . .				

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Term endowment ▶

3a

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

	Yes	No
(i) unrelated organizations . . . . .	3a(i)	
(ii) related organizations . . . . .	3a(ii)	
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 . . . . .		3,459,688		3,459,688
b Buildings . . . . .		177,154,321	66,639,717	110,514,604
c Leasehold improvements . . . . .		1,402,162	738,797	663,365
d Equipment . . . . .		24,648,194	19,292,947	5,355,247
e Other . . . . .		1,648,705	694,870	953,835
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				120,946,739



Part XI

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

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

Part XII

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

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

Part XIII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

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

Part XIV

Supplemental Information

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

Identifier	Return Reference	Explanation
SCHEDULE D PART X		ASC 740 footnote. Essentia Health has adopted Accounting Standards Codification 740, Income Taxes (formerly known as FASB Interpretation No. 48 (FIN 48), Accounting for Uncertainty in Income Tax - an interpretation of FASB Statement No. 109, Accounting for Income Taxes). The adoption of this interpretation had no material impact on the consolidated financial statements and therefore, Essentia Health's consolidated financial statements for fiscal year ended June 30, 2012 no longer includes an ASC 740 footnote.

Schedule J  
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization The Duluth Clinic LTD	Employer identification number 41-0883623
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Part I

Questions Regarding Compensation

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

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

[illegible]

Part IIISupplemental Information

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

Identifier	Return Reference	Explanation
SCHEDULE J, PART I, LINE 3		ESTABLISHING CEO'S COMPENSATION. THE DULUTH CLINIC, LTD. relied on Essentia Health's, supporting organization of Essentia Health Duluth, methods for establishing THE DULUTH CLINIC, LTD.'s President/Chief Medical Officer compensation: a compensation committee, independent compensation consultant, written employment contract, compensation survey or study, and approval by the board or compensation committee.
Schedule J, Part I, Line 4a		Severance payment. All individuals listed as Formers in Form 990, Part VII, Section A, Line 1a remain employed within Essentia Health and its subsidiaries and are not receiving a severance payment.
Schedule J, Part I, Line 4b		Supplemental nonqualified retirement plan. Amounts related to participating in a supplemental nonqualified retirement plan are reported in Schedule J, Part II, Column C, and amounts related to receiving payment from a supplemental nonqualified retirement plan are reported in Schedule J, Part II, Column B (iii). The following individuals listed in Form 990, Part VII, Section A, Line 1a received payment from a supplemental nonqualified retirement plan during the year: Thomas Patnoe, MD (Essentia Health East) \$0; Robert Norman (Critical Access Group) \$75,455; Ann Watkins (Essentia Health East) \$17,584; Michael Metcalf (Essentia Health East) \$0; Michael Mcavoy (Essentia Health East) \$0; Barbara Johnson (Essentia Health East) \$8,532; Michael Motley (Essentia Health East) \$0; Peter Person, MD (Essentia Health East) \$231,933; Michael Motley (Essentia Health East) \$0. Critical Access Group's nonqualified retirement plan is offered to Critical Access Group executives. There is a minimum two-year vesting date, benefits are subject to income taxes upon vesting, and benefits are payable from Critical Access Group's general assets. Essentia Health East's nonqualified retirement plan is offered to designated Essentia Health East's executives. There is a minimum two-year vesting date, benefits are subject to income taxes upon vesting, and benefits are payable from Essentia Health East's general assets.



Schedule K  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization  
The Duluth Clinic LTD

Employer identification number  
41-0883623

Part I

Bond Issues

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	MN AGRICULTURAL AND ECONOMIC DEVELOPMENT BOARD	41-6007162	604920Z43	05-02-2008	42,909,274	SERIES 2008E (SEE SCH O)		X		X		X
B	CASS COUNTY NORTH DAKOTA	45-6002205	148047AU7	02-25-2010	59,573,111	SERIES 2008A REOFFERED (SEE SCH O)		X		X		X
C	WI HEALTH AND EDUCATION FACILITIES AUTHORITY	39-1337855	97710BSD5	02-25-2010	12,854,722	SERIES 2008B REOFFERED (SEE SCH O)		X		X		X
D	MN AGRICULTURAL AND ECONOMIC DEVELOPMENT BOARD	41-6007162	6049202H0	02-25-2010	165,717,405	SERIES 2008C REOFFERED (SEE SCH O)		X		X		X

Part II

Proceeds

		A		B		C		D	
1	Amount of bonds retired	0		0		0		3,703,231	
2	Amount of bonds defeased	0		0		0		0	
3	Total proceeds of issue	15,010,957		28,440,203		6,136,844		79,113,489	
4	Gross proceeds in reserve funds	0		0		0		0	
5	Capitalized interest from proceeds	0		0		0		0	
6	Proceeds in refunding escrow	0		0		0		0	
7	Issuance costs from proceeds	327,722		0		0		906,723	
8	Credit enhancement from proceeds	277,909		0		0		0	
9	Working capital expenditures from proceeds	0		0		0		0	
10	Capital expenditures from proceeds	0		0		0		0	
11	Other spent proceeds	14,405,326		28,440,203		6,136,844		78,206,766	
12	Other unspent proceeds	0		0		0		0	
13	Year of substantial completion	2008		2010		2010		2010	
14	Were the bonds issued as part of a current refunding issue?	Yes	No	Yes	No	Yes	No	Yes	No
		X		X		X		X	
15	Were the bonds issued as part of an advance refunding issue?		X		X		X		X
16	Has the final allocation of proceeds been made?	X		X		X		X	
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		X	

Part III

Private Business Use

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

Part III

Private Business Use (Continued)

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

Part IV

Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X		X		X		X
2	Is the bond issue a variable rate issue?		X		X		X		X
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X		X		X		X
b	Name of provider	0		0		0			
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								
4a	Were gross proceeds invested in a GIC?		X		X		X		X
b	Name of provider	0		0		0		0	
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5	Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
6	Did the bond issue qualify for an exception to rebate?		X		X		X		X

Part V

Procedures To Undertake Corrective Action

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

Part VI

Supplemental Information

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

Identifier	Return Reference	Explanation
SEE SCHEDULE O	0	

Schedule K  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization  
The Duluth Clinic LTD

Employer identification number  
41-0883623

Part I

Bond Issues

(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A MN AGRICULTURAL AND ECONOMIC DEVELOPMENT BOARD	41-6007162	6049202M9	06-25-2010	109,535,000	SERIES 2010 (SEE SCH O)		X		X		X

Part II

Proceeds

		A		B		C		D	
1	Amount of bonds retired	2,736,470							
2	Amount of bonds defeased	0							
3	Total proceeds of issue	52,770,988							
4	Gross proceeds in reserve funds	0							
5	Capitalized interest from proceeds	0							
6	Proceeds in refunding escrow	0							
7	Issuance costs from proceeds	220,215							
8	Credit enhancement from proceeds	0							
9	Working capital expenditures from proceeds	0							
10	Capital expenditures from proceeds	0							
11	Other spent proceeds	52,550,773							
12	Other unspent proceeds	0							
13	Year of substantial completion	2011							
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X							
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?		X						
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III

Private Business Use

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

Part III

Private Business Use (Continued)

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

Part IV

Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X						
2	Is the bond issue a variable rate issue?	X							
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X						
b	Name of provider	0							
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								
4a	Were gross proceeds invested in a GIC?		X						
b	Name of provider	0							
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5	Were any gross proceeds invested beyond an available temporary period?		X						
6	Did the bond issue qualify for an exception to rebate?		X						

Part V

Procedures To Undertake Corrective Action

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

Part VI

Supplemental Information

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

Identifier	Return Reference	Explanation
SEE SCHEDULE O	0	

**SCHEDULE O**  
(Form 990 or 990-EZ)Department of the Treasury  
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ****Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.**  
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

**2011****Open to Public  
Inspection**Name of the organization  
The Duluth Clinic LTD**Employer identification number**

41-0883623

Identifier	Return Reference	Explanation
FORM 990, PART III LINE 4		<p>PROGRAM SERVICE ACCOMPLISHMENTS The Duluth Clinic, Ltd , is a nationally recognized multi-specialty group with more than 400 physicians who work in Essentia Health Systems' 5 hospitals and 12 regional clinics across northeastern Minnesota and northwestern Wisconsin Our physicians cover 55 medical specialties and subspecialties The clinic is organized and operated exclusively for charitable, scientific, and educational purposes The clinic offers a broad range of outpatient services for its patients, including family practice, obstetrics and gynecology, behavioral health, cancer, orthopedics, neuroscience, digestive health, family, pediatrics services, weight management and heart and vascular services In addition to the medical specialties the clinic also operates pharmacies, optical centers, infusion therapy centers, and a cancer center Beyond its clinical services, The Duluth Clinic also offers educational programs for the community, such as parenting classes and child safety programs such as bicycle helmet fitting, bicycle safety, and pedestrian safety The Duluth Clinic also participates in continuing education programs for health care professionals The Duluth Clinic employs over 740 full time equivalents The clinics had over 329,000 encounters during the same time period The Duluth Clinic provided over \$775,000 in charity care as well as an additional \$11,006,000 of costs incurred in excess of Medicaid payments received during the fiscal year ended June 30, 2012 Further community benefits provided during the fiscal year include community services of over \$45,000, cash and in-kind donations over \$17,000, and education and workforce development over \$412,000</p>

Identifier	Return Reference	Explanation
FORM 990, PART V, LINE 1A		1099 Reporting Beginning in 2011, vendor payments and Form 1099's were processed through Essentia Health on behalf of certain supported organizations

Identifier	Return Reference	Explanation
FORM 990, PART VI LINE 6		Members of Organization ESSENTIA HEALTH EAST may elect one or more members of the governing body as described in Schedule O Part VI Line 7a ESSENTIA HEALTH AND ESSENTIA HEALTH EAST HAVE reserved powers with respect to THE DULUTH CLINIC, LTD as described in Schedule O Part VI Line 7b

Identifier	Return Reference	Explanation
FORM 990, PART VI LINE 7A		Members with right to elect governing body According to its Bylaws, ESSENTIA HEALTH EAST shall appoint and remove THE DULUTH CLINIC, LTD 's governing body



Identifier	Return Reference	Explanation
FORM 990, PART VI LINE 7B		<p>Member with right to approve governing body decision THE DULUTH CLINIC, LTD is a subsidiary of Essentia Health, whose Board of Directors has reserved powers with respect to this corporation and its subsidiaries, and all of the other direct and indirect subsidiaries of Essentia Health (collectively, the "System") Essentia Health's reserved powers are as follows Strategic and Business Plans Authority to create, and to approve, the System's strategic and business plans Mission Authority to create, and to approve, the mission, purpose and vision statements for all entities in the System by the affirmative vote of at least 67% of the Essentia Health board of directors Debt Approval of the incurrence of debt by, and the creation of all mortgages, liens, security interests, or other encumbrances on the assets of, all entities in the System in excess of the single or annual aggregate dollar limits prescribed in writing by the Essentia Health board of directors, and the authority to cause all entities in the System to participate in System borrowing Governing Instruments Authority to cause, and to approve, amendments of the articles of incorporation and bylaws of all entities in the System Mergers and Acquisitions Authority to cause, and to approve, all mergers, consolidations, and dissolutions of all entities in the System Affiliations and Joint Ventures Authority to cause, and to approve, all affiliations, joint ventures and other alliances with third parties of all entities in the System Transfer of Assets Within the System Authority to transfer assets, including cash, between and among entities within the System, provided, however, that Essentia Health shall not have authority to require any entity in the System to transfer assets (a) that would cause such entity to be in default of its covenants or obligations under any bond or other financing documents, (b) from the Catholic entities to the secular entities or from the secular entities to the Catholic entities in a manner or to an extent that would cause the Catholic entities to be in violation of the Ethical and Religious Directives for Catholic Health Care Services in the judgment of the local ordinary, or (c) such that money generated by services at secular facilities within the System by procedures that are contrary to the Ethical and Religious Directives for Catholic Health Care Services would be used at the Catholic entities or money generated by Catholic entities would be used in the providing of services contrary to the Ethical and Religious Directives for Catholic Health Care Services at secular facilities within the System Transfer of Assets Outside the System Authority to cause, and to approve, the sale, lease or other transfer of assets of all entities in the System to parties outside of the System when the asset's value exceeds the single or annual aggregate dollar limits prescribed in writing by the Essentia Health board of directors Services Authority to cause, and to approve, the addition of new services and service locations and the discontinuance of services and service locations within all entities in the System Budgets Approval of capital and operating budgets of all entities in the System Professional Services Selection of the general legal counsel and external auditors of all entities in the System Acquisitions Authority to cause, and to approve, all acquisitions by and formations of entities in the System Marketing Authority to implement System-wide marketing and promotional activities Compliance Plans Authority to create, and to approve, corporate compliance, safety and risk management plans for entities within the System Quality Plan Authority to create, and to approve, the System's quality plan Non-Budgeted Purchases Approval of non-budgeted capital purchases and leases in excess of the single or annual aggregate dollar limits prescribed in writing by Essentia Health for entities within the System Human Resources Authority to create human resource policies and procedures within the System Reserved Powers Authority to create additional Essentia Health reserved powers by the affirmative vote of at least 80% of the Essentia Health board of directors (excluding the Essentia Health CEO), provided, however, that any additional Essentia Health reserved powers shall not contravene or hinder the reserved powers of Benedictine Sisters Benevolent Association Essentia Health East also has certain reserved powers over all East facilities within Essentia Health Essentia Health East's reserved powers are as follows Oversight of quality, safety and service performance, Oversight of the mission performance, Oversight of the operating and financial performance, Development of capital and operating budgets and strategic plans, Execution of the approved capital and operating budgets and strategic and business plans, Oversight of accreditation and licensure compliance, Oversight of operation of all affiliations, j</p>

Identifier	Return Reference	Explanation
FORM 990, PART VI LINE 7B		oint ventures and other alliances with third parties, including such transactions with the medical staffs, Election of members to serve on the boards of the subsidiaries, (consistent with, and as provided for, in the applicable subsidiary's bylaws) and removal of such members with or without cause, Evaluation of the performance of subsidiary senior officers and, Evaluation of patient, family and customer satisfaction with respect to the services provided within the System, Evaluation of job satisfaction and staff morale within the System, Administration of human resource policies and procedures, Execution of the approved corporate compliance, safety and risk management plans, and Authority to comment on proposed amendments of the Articles of Incorporation and Bylaws, before such amendments are acted upon by BSBA or Essentialia

Identifier	Return Reference	Explanation
FORM 990, PART VI LINE 11A		FORM 990 REVIEW PROCESS The 2011 Form 990 including all schedules was reviewed by Essentia Health East's management and governing body on March 6, 2013 prior to filing with the Internal Revenue Service Each current director of the governing body received a copy of the 2011 Form 990 Essentia Health East's Chief Financial Officer led the review of the form and schedules and any questions were discussed

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 12C		<p>Monitoring and enforcing Conflict of Interest policy Interested persons annually disclose relationships which might lead to a conflict of interest by completing a conflict of interest disclosure form Interested persons include any person in a position to exercise substantial influence over the organization It includes but is not limited to any director, officer, management, employee, or committee member of Essentia Health or any of its affiliates Essentia is responsible for the annual distribution of conflict of interest forms and review of disclosures for the governing bodies of Essentia and Essentia Operating Members and for senior management employees of Essentia Transactions with parties with whom a conflict of interest exists may be undertaken only if all of the following are observed the conflict of interest is fully disclosed, the interested person with the conflict of interest doesn't participate in the approval of such transactions, if practical or appropriate, a competitive bid or comparable valuation is obtained, and the board or committee of the board has determined that the transaction is in the best interest of the organization Disclosure by any interested person other than a board or committee member should be made to the Chief Executive Officer (or if she/he is the one with the conflict, then to the board chair), who will bring the matter to the attention of the board or an appropriate committee of the board Disclosure involving board or committee members should be made to the board chair (or if she/he is the one with the conflict, then to the board vice chair), who will bring these matters to the board or an appropriate committee of the board The board or committee of the board will determine whether a conflict exists and if so, whether the contemplated transaction may be authorized as just, fair, and reasonable to Essentia or its affiliate(s) The decision of the board or a duly constituted committee of the board on these matters will be at its sole discretion, and its concern must be the welfare of Essentia and its affiliate(s) and the advancement of its purposes The decision of the board is final If the board determines a conflict does not exist, the interested person may proceed with the transaction, however, he/she will not be eligible to vote on related issues should they arise If the board determines a conflict does exist, the interested person will be notified of the decision regarding whether the contemplated transaction will be authorized as just, fair, and reasonable</p>

Identifier	Return Reference	Explanation
FORM 990, PART VI LINE 15 A&B		<p>Process for determining compensation The Executive Compensation Committee of Essentia Health's board of directors is authorized to fulfill the board's responsibilities regarding executive compensation consistent with Essentia's mission, values and tax-exempt status, and the Executive Compensation Committee's Charter The Executive Compensation Committee meets at least twice annually to carry out its responsibilities, which include, but are not limited to, establishing, reviewing and modifying, as appropriate, reasonable compensation and benefits for Essentia's Chief Executive Officer and his direct reports which are paid by related organizations The Executive Compensation Committee engages qualified independent compensation advisors to provide objective and impartial comparative data and to express opinions on total compensation reasonableness The Executive Compensation Committee may request its independent advisors to monitor comparability data and marketplace trends, make appropriate recommendations regarding salary ranges, and periodically review the market competitiveness of Essentia executive compensation packages Prior to establishing or adjusting executive compensation, the Executive Compensation Committee will obtain and rely upon appropriate data as to comparability of the proposed compensation or adjustments The Executive Compensation Committee will adequately document the basis for its determination concurrently with making those determinations The Executive Compensation Committee minutes will include the terms of the approved compensation and the date approved, the Executive Compensation Committee members present during the review, discussion and approval of the proposed compensation and those who voted on the proposed compensation, identification of the comparability data obtained and relied upon by the Executive Compensation Committee and how the data was obtained, any actions by a member of the Executive Compensation Committee having a conflict of interest, and documentation of the basis for the determination The year this process was last undertaken for The Duluth Clinic, Ltd 's President/Chief Medical Officer and Chief Administrative officer was 2010 The Essentia Health Executive Compensation committee determines policy (establishes peer group, determines competitive ranking and establishes positioning of total compensation dependent upon performance) for all executives at the Vice President level or above The Executive Compensation Committee of the Essentia Health East board of directors is authorized to fulfill the board's responsibility regarding executive compensation consistent with Essentia Health East's mission, values and tax-exempt status It is bound by and relies upon the policy set by the Executive Compensation Committee of Essentia's board of directors Annually, the Executive Compensation Committee of Essentia Health East's board of directors meets to review information presented by the Essentia Health East President and Chief Administrative Officer concerning the performance of the system and senior executives of Essentia Health East and to approve executive incentives based on system results and supporting documentation for all members covered by the Essentia Health East incentive compensation program and report such findings to the Executive Compensation Committee of Essentia's Board of Directors The year a total compensation review process was undertaken for all Essentia Health East executives at the Vice President and above was 2012</p>

Identifier	Return Reference	Explanation
Form 990, Part VI, LINE 19		Availability of governing documents, conflict of interest policy, & financial statements to the public THE DULUTH CLINIC, LTD makes its governing documents, conflict of interest policy, and financial statements available to the public upon request THE DULUTH CLINIC, LTD is part of Essentia Health's consolidated financial statements which are included in Essentia Health's annual report posted on Essentia Health's web site

Identifier	Return Reference	Explanation
Form 990, Part VII, Section A, Line 1a, Column B		<p>Hours devoted to related organizations Thomas Patnoe, MD is employed by Essentia Health Duluth as Essentia Health's East's President and Chief Medical Officer 100% of his time is spent furthering the purpose of Essentia Health and related organizations Joseph A Bianco, MD is employed by The Duluth Clinic Ltd 100% of his time is spent furthering the purpose of Essentia Health East and related organizations Scott Johnson, MD is employed by The Duluth Clinic Ltd 100% of his time is spent furthering the purpose of Essentia Health East and related organizations Daniel Nikcevich, MD is employed by Essentia Health Duluth as Essentia Health East's President and Chief Medical Officer 100% of his time is spent furthering the purpose of Essentia Health and related organizations Timothy Zager, MD is employed by The Duluth Clinic, Ltd 100% of his time is spent furthering the purpose of Essentia Health East and related organizations Theresa Gunnarson, MD is employed by The Duluth Clinic, Ltd 100% of her time is spent furthering the purpose of Essentia Health East and related organizations Barbara Johnson is employed by Essentia Health Duluth as Essentia Health East's Chief Financial Officer 100% of her time is spent furthering the purpose of Essentia Health East and related organizations Michael Metcalf is employed by Essentia Health Duluth as Chief Administrative Officer 100% of his time is spent furthering the purpose of Essentia Health East and related organizations Michael Motley is employed by The Duluth Clinic Ltd 100% of his time is spent furthering the purpose of Essentia Health East and related organizations Michael Mcavoy is employed by Essentia Health Duluth as Vice President Operation- Hospital Based Physician Services 100% of his time is spent furthering the purpose of Essentia Health East and related organizations Ann Watkins is employed by Essentia Health Duluth as Vice President - Surgical Services 100% of her time is spent furthering the purpose of Essentia Health East and related organizations Michelle Oman, MD is employed by The Duluth Clinic, Ltd 100% of her time is spent furthering the purpose of Essentia Health East and related organizations Wilson Gnete, MD is employed by The Duluth Clinic, Ltd 100% of his time is spent furthering the purpose of Essentia Health East and related organizations Robert Norman is employed by Critical Access Group as Essentia Health's Chief Financial Officer 100% of his time is spent furthering the purpose of Essentia Health and related organizations Peter Person, MD is employed by Essentia Health Duluth as Essentia Health's Chief Executive Officer 100% of his time is spent furthering the purpose of Essentia Health and related organizations Kimberly A Boddicker, MD is employed by The Duluth Clinic Ltd 100% of her time is spent furthering the purpose of Essentia Health East and related organizations</p>

Identifier	Return Reference	Explanation
FORM 990, Part IX, LINE 24D		Affiliate expense and revenue allocation represents the portion of Essentia Health Duluth and Essentia Health St Mary's Medical Center revenue and expense related to The Duluth Clinic, Ltd , a related organization, which is allocated directly to The Duluth Clinic, Ltd Net affiliate (revenue) and expense allocation of \$2,992,605 includes the following Grants (\$2,872), Program Service Revenue (\$50,047), Investment Income (\$44,714), Realized Loss (\$413,665), Miscellaneous Revenue (\$131,200), Contributions \$176,185, Compensation \$9,653,086 Accounting Fees (6,834), Legal Fees \$10,705, Investment Management Fees \$54,482, Interest (\$7,718,408), Other Purchased Services \$1,619,288 Advertising \$179,154 Board Expenses \$6,001, Conferences \$87,720, Depreciation & Amortization (\$3,863,469), Information Technology \$1,361,110, Insurance \$149,115, Medical Supplies (\$86,023), Occupancy \$138,595, Office Expenses \$1,043,932, Travel \$278,657, Unrelated Business Income Taxes \$7,930, and Other Expenses \$543,877



Identifier	Return Reference	Explanation
FORM 990, PART XI, LINE 5		Other Changes in Net Assets Pension and Post Retirement Liability Adjustments (\$1,053,767) Payroll clearing - Other Net Asset adjustment \$1,353 Net Asset transfer with related organizations, reallocated Balance Sheet items to more appropriate companies (\$145,267) Unrealized Gain / (Loss) on Trading Securities (\$3,986,913)

Identifier	Return Reference	Explanation
FORM 990, PART XII, LINE 3		Consolidated A-133 THE DULUTH CLINIC, LTD , as part of Essentia Health's consolidated financial statements, was required and underwent a consolidated audit set forth in the Single Audit Act and OMB Circular A-133 The consolidated audit is reviewed by the Essentia Health Audit Committee

Identifier	Return Reference	Explanation
SCHEDULE K		<p>Additional information/comments relating to the reporting of liabilities by related organizations: Essentia Health has an Obligated Group created under the Master Indenture which is composed of the following Members: Essentia Health, Critical Access Group, Essentia Health East, Essentia Health St. Joseph's Medical Center, Essentia Health St. Mary's-Detroit Lakes, Essentia Health St. Mary's Medical Center, Essentia Health Duluth, Essentia Health Polinsky Medical Rehabilitation Center, Essentia Health St. Mary's Hospital-Superior, Essentia Health Brainerd Specialty Clinic, Essentia Health Central, St. Mary's Innovis Health, The Duluth Clinic, Ltd. and Essentia Health West (the "Obligated Group Members" or the "Members of the Obligated Group"). The Members of the Obligated Group are jointly and severally obligated on all indebtedness evidenced or secured by Notes issued under the Master Indenture.</p> <p><b>Series 2008E:</b> The Series 2008E bonds are secured by Notes issued under the Master Indenture. The Obligated Group Members: Essentia Health East, The Duluth Clinic, Ltd., Essentia Health, Essentia Health St. Mary's Medical Center and Essentia Health Duluth are the conduit borrowers of the Series 2008E bonds. The conduit borrower, The Duluth Clinic, Ltd., has recorded a portion of the bond liability on its balance sheet which is consolidated with Essentia Health. The Obligated Group Member, Essentia Health West, is an indirect beneficiary of a portion of the Series 2008E borrowing and has recorded a portion of the bond liability on its balance sheet which is consolidated with Essentia Health.</p> <p><b>Series 2008A Reoffered:</b> The Series 2008A reoffered bonds are secured by Notes issued under the Master Indenture. Essentia Health is the conduit borrower of the Series 2008A reoffered bonds and has recorded a portion of the bond liability on its balance sheet. The Obligated Group Members, Essentia Health West, The Duluth Clinic, Ltd., and Essentia Health St. Mary's-Detroit Lakes, are indirect beneficiaries of the Series 2008A reoffered borrowing and have recorded the bond liability on their balance sheets which are consolidated with Essentia Health.</p> <p><b>Series 2008B Reoffered:</b> The Series 2008B reoffered bonds are secured by Notes issued under the Master Indenture. The Obligated Group Members: The Duluth Clinic, Ltd., Essentia Health and Essentia Health St. Mary's Hospital-Superior are the conduit borrowers of the Series 2008B reoffered bonds. The conduit borrowers, The Duluth Clinic, Ltd. and Essentia Health, have recorded a portion of the bond liability on their balance sheets which are consolidated with Essentia Health. The Obligated Group Members, Essentia Health West and Essentia Health St. Mary's-Detroit Lakes, are indirect beneficiaries of a portion of the Series 2008B reoffered borrowing and have recorded a portion of the bond liability on their balance sheets which are consolidated with Essentia Health.</p> <p><b>Series 2008C Reoffered:</b> The Series 2008C reoffered bonds are secured by Notes issued under the Master Indenture. The Obligated Group Members: Essentia Health East, Essentia Health St. Joseph's Medical Center, Essentia Health St. Mary's-Detroit Lakes, The Duluth Clinic, Ltd., Essentia Health, and Essentia Health St. Mary's Medical Center, Inc. are the conduit borrowers of the Series 2008C reoffered bonds. The conduit borrowers, Essentia Health St. Mary's-Detroit Lakes, Essentia Health, and The Duluth Clinic, Ltd., have recorded a portion of the bond liability on their balance sheets which are consolidated with Essentia Health. The Obligated Group Member, Essentia Health West is an indirect beneficiary of a portion of the Series 2008C reoffered borrowing and has recorded a portion of the bond liability on its balance sheet which is consolidated with Essentia Health.</p> <p><b>Series 2010:</b> The Series 2010 bonds are secured by Notes issued under the Master Indenture. The Obligated Group Members: The Duluth Clinic, Ltd., Essentia Health, Essentia Health St. Joseph's Medical Center, Essentia Health East, Essentia Health St. Mary's Medical Center and Essentia Health St. Mary's-Detroit Lakes are the conduit borrowers of the Series 2010 bonds. The conduit borrowers, The Duluth Clinic, Ltd., Essentia Health, Essentia Health St. Joseph's Medical Center, and Essentia Health St. Mary's-Detroit Lakes, have recorded a portion of the bond liability on their balance sheets which are consolidated with Essentia Health. The Obligated Group Member, Essentia Health West is an indirect beneficiary of a portion of the Series 2010 borrowing and has recorded a portion of the bond liability on its balance sheet which is consolidated with Essentia Health.</p> <p>Part 1, Column (f) Description of purpose: Series 2008E Refinance Series 1997 bonds issued December 18, 1997 to finance equipment purchases in Duluth, MN. Series 2008A Reoffered: Reoffer Series 2008 A-1 and A-2 bonds issued March 4, 2008 to refinance a portion of the acquisition of certain assets of Essentia Health.</p>

Identifier	Return Reference	Explanation
SCHEDULE K		<p>West in connection with the affiliation of Essentia Health with Essentia Health West Series 2008B Reoffered Reoffer Series 2008 B-1 bonds issued March 4, 2008 to refund Series 1 999B bonds issued May 18, 1999 for construction projects and equipment purchases in Superior, WI and various Duluth Clinic locations in northwestern Wisconsin Series 2008C Reoffer ed Reoffer Series 2008 C-5 and 2008 C-4A bonds issued March 4, 2008 to refund Series 2004 bonds issued March 19, 2004 for various acquisitions, construction projects, capital improvements and equipment purchases in Duluth, Brainerd, and Detroit Lakes, MN and refund Series 1999A bonds issued May 18, 1999 for various acquisitions, construction projects, capital improvements and equipment purchases in Brainerd, Detroit Lakes and Duluth, MN and various Duluth Clinic sites in northern Minnesota Series 2010 Refund Series 1993C and 1993E bonds issued January 15, 1993 and refund Series 2008 C-3 and 2008 C-4B bonds issued March 4, 2008 to partially refund Series 2004 bonds issued March 19, 2004 for various acquisitions, construction projects, capital improvements and equipment purchases in Duluth, Brainerd, and Detroit Lakes, MN and various Duluth Clinic sites in northern Minnesota and finance various construction projects, capital improvements and equipment purchased in Brainerd, Detroit Lakes and Duluth, MN and various Duluth Clinic sites in northern Minnesota Part II, Line 3 Issue Price Series 2008E, Series 2008A Reoffered, Series 2008B Reoffered, Series 2008C Reoffered, and Series 2010 were issued by the Essentia Health Obligated Group The issue price listed in The Duluth Clinic Ltd 's Schedule K Part I Column (e) represents the Essentia Health Obligated Group's total borrowing Part II Lines 3 through 12 Proceeds Series 2008E, Series 2008A Reoffered, Series 2008B Reoffered, Series 2008C Reoffered, and Series 2010 were issued by the Essentia Health Obligated Group A portion of the Series 2008E, Series 2008A Reoffered, Series 2008B Reoffered, Series 2008C Reoffered, and Series 2010 borrowing were allocated to The Duluth Clinic Ltd , an Essentia Health Obligated Group Member The proceeds listed in The Duluth Clinic Ltd 's Schedule K Part II Lines 3 through 12 represent The Duluth Clinic Ltd 's allocated portion of the proceeds Part V Procedures to undertake corrective action Written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program have been subsequently adopted</p>

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

The Duluth Clinic LTD

Employer identification number

41-0883623

Part I

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

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

Part II

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

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

Part III

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) PMC GATEWAY IMAGING LLC  109 COURT AVE S SANDSTONE, MN 55072 26-1634764	IMAGING SERVICES	MN	NA	NONE	0	0		No	0			0 %

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) EAST RANGE CLINICS LTD 910 6TH AVE N VIRGINIA, MN 55792 41-0909915	CLINICS	MN	Duluth Clinic	C Corp	-68,568	1,599,490	100 000 %
(2) ESSENTIA HEALTH INS SERVICES SPC LTD BUCKINGHAM SQ 720 W BAY RD PO BX69 GRAND CAYMAN, CAYMAN ISLANDS KY1-1102 CJ 0000000000	INSURANCE	CJ	NA	FOREIGN CORP	0	0	0 %

Part V

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

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

1

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

a

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

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Sale of assets to related organization(s)

g

Purchase of assets from related organization(s)

h

Exchange of assets with related organization(s)

i

Lease of facilities, equipment, or other assets to related organization(s)

j

Lease of facilities, equipment, or other assets from related organization(s)

k

Performance of services or membership or fundraising solicitations for related organization(s)

l

Performance of services or membership or fundraising solicitations by related organization(s)

m

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n

Sharing of paid employees with related organization(s)

o

Reimbursement paid to related organization(s) for expenses

p

Reimbursement paid by related organization(s) for expenses

q

Other transfer of cash or property to related organization(s)

r

Other transfer of cash or property from related organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

Yes

Yes

Yes

Yes

Yes

Yes

Yes

Yes

2

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

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

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

[illegible]



Part VII

Supplemental Information

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

Identifier	Return Reference	Explanation
SCHEDULE R, PART II, COLUMN (A)		Name In 2011, many Essentia entities adopted a doing business as name as part of a system-wide rebranding strategy using the Essentia brand Legal Name, Doing Business As Name Brainerd Lakes Integrated Health System, Essentia Health Central Brainerd Medical Center, Inc , Essentia Health Brainerd Specialty Clinic Bridges Medical Center, Essentia Health Ada First Care Medical Services, Essentia Health Fosston Graceville Health Center, Essentia Health Holy Trinity Hospital Innovis Health, LLC, Essentia Health West Midwest Medical Equipment & Supply Inc , Essentia Health Medical Equipment and Supplies Northern Pines Medical Center, Essentia Health Northern Pines Pine Medical Center, Essentia Health Sandstone Polinsky Medical Rehabilitation Center, Essentia Health Polinsky Medical Rehabilitation Center SMDC Medical Center, Essentia Health Duluth St Mary's Duluth Clinic Health System, Essentia Health East St Mary's Hospital of Superior, Essentia Health St Mary's Hospital-Superior St Mary's Medical Center, Essentia Health St Mary's Medical Center St Mary's Regional Health Center, Essentia Health St Mary's-Detroit Lakes

Software ID:

Software Version:

EIN: 41-0883623

Name: The Duluth Clinic LTD

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

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c) (3))	(f) Direct Controlling Entity	(g) Section 512 (b)(13) controlled organization	
BRAINERD LAKES INTEGRATED HEALTH SYSTEM  2024 S 6TH ST BRAINERD, MN 56401 37-1532145	SUPPORT ORG	MN	501(c) (3)	11 II	Essentia	Yes	
BRAINERD MEDICAL CENTER INC  2024 S 6TH ST BRAINERD, MN 56401 37-1532148	CLINIC	MN	501(c) (3)	3	BLIHS	Yes	
BRIDGES MEDICAL CENTER  201 9TH ST WEST ADA, MN 56510 20-0479568	CLINIC/HOSP	MN	501(c) (3)	3	Innovis	Yes	
CLEARWATER VALLEY HOSPITAL & CLINICS INC  301 CEDAR OROFINO, ID 83544 82-0497771	CLINIC/HOSP	ID	501(c) (3)	3	CAG	Yes	
DIVINE MEDICAL SERVICES thru 10111  709 N LINCOLN JEROME, ID 83338 20-2773717	EMERG SRVCS	ID	501(c) (3)	3	SBFMC	Yes	
DL SURGERY CENTER  1027 WASHINGTON AVE DETROIT LAKES, MN 56501 26-3837203	ASC	MN	501(c) (3)	3	CAG	Yes	
Critical Access Group  503 E 3RD ST DULUTH, MN 55805 26-1219624	SUPPORT ORG	MN	501(c) (3)	11 II	ESSENTIA	Yes	
FIRST CARE MEDICAL SERVICES  900 HILLIGROSS BLVD SE FOSSTON, MN 56542 41-0706143	CLINIC/HOSP	MN	501(c) (3)	3	Innovis	Yes	
MINNESOTA VALLEY HEALTH CENTER INC  621 S 4TH ST LE SUEUR, MN 56058 41-0837659	HOSPITAL/NURS	MN	501(c) (3)	3	CAG	Yes	
ST BENEDICTS FAM MED CTR thru 10111  709 N LINCOLN JEROME, ID 83338 82-0227163	CLINIC/HOSP	ID	501(c) (3)	3	CAG	Yes	
ST JOSEPHS MEDICAL CENTER  523 N 3RD ST BRAINERD, MN 56401 41-0695602	Clinic/Hosp	MN	501(c) (3)	3	BLIHS	Yes	
ST MARYS EMS  1027 WASHINGTON AVE DETROIT LAKES, MN 56501 41-1805811	EMERG SRVCS	MN	501(c) (3)	9	SMRHC	Yes	
ST MARYS HOSPITAL AND CLINICS INC  PO BOX 137 COTTONWOOD, ID 83522 82-0226453	CLINIC/HOSP	ID	501(c) (3)	3	CAG	Yes	
ST MARYS INNOVIS HEALTH  1027 WASHINGTON AVE DETROIT LAKES, MN 56501 26-2863121	CLINIC	MN	501(c) (3)	3	Innovis	Yes	
ST MARYS REGIONAL HEALTH CENTER  1027 WASHINGTON AVE DETROIT LAKES, MN 56501 41-1620386	CLINIC/HOSP	MN	501(c) (3)	3	Innovis	Yes	
ESSENTIA HEALTH  502 E 2ND ST DULUTH, MN 55805 20-0360007	SUPPORT ORG	MN	501(c) (3)	11 III-FI	NA		No
ESSENTIA INSTITUTE OF RURAL HEALTH  502 E 2ND ST DULUTH, MN 55805 27-1291124	RESEARCH	MN	501(c) (3)	4	ESSENTIA	Yes	
INNOVIS HEALTH LLC  3000 32nd Avenue FARGO, ND 58103 26-1175213	CLINIC/HOSP	DE	501(c) (3)	3	ESSENTIA	Yes	
ESSENTIA HEALTH FOUNDATION  502 E 2ND ST DULUTH, MN 55805 27-1984704	FOUNDATION	MN	501(c) (3)	7	Essentia	Yes	
MIDWEST MEDICAL EQUIP & SUPPLY INC  4418 HAINES RD DULUTH, MN 55811 41-1674021	MEDICAL EQUIP	MN	501(c) (3)	9	SMMC	Yes	

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

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity	(g) Section 512 (b)(13) controlled organization	
PINE MEDICAL CENTER  109 COURT AVE S SANDSTONE, MN 55072 41-1884597	Hospital/Nurs	MN	501(c)(3)	3	SMDCHS	Yes	
POLINSKY MEDICAL REHABILITATION CENTER  530 E 2ND ST DULUTH, MN 55805 41-0691275	CLINIC	MN	501(c)(3)	3	SMMC	Yes	
SMDC MEDICAL CENTER  502 E 2ND ST DULUTH, MN 55805 41-1878730	CLINIC/HOSP	MN	501(c)(3)	3	SMDCHS	Yes	
ST MARYS DULUTH CLINIC HEALTH SYSTEM  407 E 3RD ST DULUTH, MN 55805 41-1836633	Support Org	MN	501(c)(3)	11 II	ESSENTIA	Yes	
ST MARYS HOSPITAL OF SUPERIOR  3500 TOWER AVE SUPERIOR, WI 54880 41-1811073	CLINIC/HOSP	WI	501(c)(3)	3	SMMC	Yes	
ST MARYS MEDICAL CENTER  407 E 3RD ST DULUTH, MN 55805 41-0695604	HOSPITAL	MN	501(c)(3)	3	SMDCHS	Yes	
Northern Pines Medical Center  5211 Hwy 110 Aurora, MN 55705 41-0841441	Hospital/Nurs	MN	501(c)(3)	3	SMDCHS	Yes	
Graceville Health Center  115 West Second St Graceville, MN 56240 41-0726173	Clinic/Hosp	MN	501(c)(3)	3	Innovis	Yes	

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

<b>(a)</b> Name of other organization		<b>(b)</b> Transaction type(a-r)	<b>(c)</b> Amount Involved (\$)	<b>(d)</b> Method of determining amount involved
<b>(1)</b>	Essentia Health Foundation	Q	576,748	ACTUAL COSTS
<b>(2)</b>	Essentia Institute of Rural Health	O	4,220,245	ACTUAL COSTS
<b>(3)</b>	Essentia Institute of Rural Health	P	3,552,442	ACTUAL COSTS
<b>(4)</b>	Essentia Institute of Rural Health	Q	3,610,570	ACTUAL COSTS
<b>(5)</b>	Essentia Health	L	7,743,672	ACTUAL COSTS
<b>(6)</b>	Essentia Health	N	393,432	ACTUAL COSTS
<b>(7)</b>	Essentia Health	O	621,629	ACTUAL COSTS
<b>(8)</b>	Essentia Health	P	351,892	ACTUAL COSTS
<b>(9)</b>	Essentia Health	R	91,364	ACTUAL COSTS
<b>(10)</b>	Innovis Health	N	411,790	ACTUAL COSTS
<b>(11)</b>	Innovis Health	P	53,405	ACTUAL COSTS
<b>(12)</b>	Polinsky Health Rehabilitation Center	P	3,486,196	ACTUAL COSTS
<b>(13)</b>	SMDC Medical Center	J	1,253,737	ACTUAL COSTS
<b>(14)</b>	SMDC Medical Center	O	30,872,918	ACTUAL COSTS
<b>(15)</b>	SMDC Medical Center	P	13,823,091	ACTUAL COSTS
<b>(16)</b>	St Mary's Hospital Superior	J	756,207	ACTUAL COSTS
<b>(17)</b>	St Mary's Hospital Superior	O	29,693,550	ACTUAL COSTS
<b>(18)</b>	St Mary's Hospital Superior	P	14,738,747	ACTUAL COSTS
<b>(19)</b>	St Mary's Medical Center	O	18,973,279	ACTUAL COSTS
<b>(20)</b>	St Mary's Medical Center	P	3,007,198	ACTUAL COSTS

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

(a) Name of other organization		(b) Transaction type(a-r)	(c) Amount Involved (\$)	(d) Method of determining amount involved
(21)	St Mary's RegionAL Health Center	O	90,230	ACTUAL COSTS

Additional Data

Software ID:

Software Version:

EIN: 41-0883623

Name: The Duluth Clinic LTD

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
THOMAS PATNOE MD PRESIDENT & CMO thru 4/12	60 0	X		X				0	712,273	104,333
JOSEPH BIANCO MD BOARD TREASURER	60 0	X		X				312,046	7,900	50,905
RAHUL AGGARWAL MD BOARD DIRECTOR	60 0	X						420,843	0	43,742
DAVID ALEXANDER MD BOARD DIRECTOR	60 0	X						706,656	0	45,375
JANUS BUTCHER MD BOARD DIRECTOR thru 6/12	60 0	X						349,563	0	29,660
JEFFREY ENGELSJERD MD BOARD DIRECTOR	60 0	X						424,663	0	51,834
SCOTT JOHNSON MD BOARD DIRECTOR	60 0	X						650,431	0	51,066
DONALD MUZZI MD BOARD DIRECTOR thru 7/11	60 0	X						548,891	0	48,534
DANIEL NIKCEVICH MD PRESIDENT & CMO	60 0	X		X				686,865	600	50,198
ANNE STEPHEN MD BOARD DIRECTOR	60 0	X						157,245	0	38,743
TIMOTHY ZAGER MD BOARD President	60 0	X		X				318,307	0	42,792
THERESA GUNNARSON MD BOARD DIRECTOR	60 0	X						477,967	15,000	55,917
ROBERT ERICKSON MD BOARD DIRECTOR THRU 3/12	60 0	X						591,419	0	54,128
MATTHEW LUEDKE MD BOARD DIRECTOR	60 0	X						283,391	0	49,173
BRIAN KONOWALCHUK MD BOARD DIRECTOR	60 0	X						342,581	0	50,402
JEFFREY LYON MD BOARD DIRECTOR	60 0	X						249,590	0	42,613
VINCENT OHAJU MD BOARD DIRECTOR	60 0	X						684,453	0	54,131
BARBARA JOHNSON CHIEF FINANCIAL OFFICER	60 0			X				0	422,890	60,505
MICHAEL METCALF Chief Administrative Officer	60 0				X			0	526,817	88,755
MICHAEL MOTLEY VP COMMUNITY CLINIC	60 0				X			232,837	0	61,462
MICHAEL MCAVOY VP Operation Hospital	60 0				X			0	228,717	52,065
ANN WATKINS VP SURGICAL SERVICES	60 0				X			0	232,271	49,107
SCOTT ESKURI MD SECTION CHAIR	60 0				X			569,099	0	55,397
MICHAEL MARKS DIRECTOR	60 0				X			207,352	0	27,677
DANIEL MILBRIDGE REGIONAL ADMINISTRATOR	60 0				X			205,439	0	33,625

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
MICHELLE OMAN MD SECTION CHAIR	60 0				X			196,786	0	45,859
WILSON GINETE MD SECTION CHAIR	60 0				X			614,178	0	47,124
FREDERICK HARRIS MD PHYSICIAN	60 0					X		1,312,192	0	51,011
TROY ERICKSON MD PHYSICIAN	60 0					X		1,124,732	0	50,784
BENJAMIN YOKEL MD PHYSICIAN	60 0					X		1,108,566	0	55,872
JUSTIN CUMMINS MD PHYSICIAN	60 0					X		1,017,665	662	50,520
JEFFERSON DAVIS MD PHYSICIAN	60 0					X		949,526	0	50,848
ROBERT NORMAN CHIEF FINANCIAL OFFICER	60 0						X	0	626,789	135,575
Peter Person MD Essentia Health CEO	60 0						X	0	1,439,889	751,215
KIMBERLY BODDICKER MD SECTION CHAIR	60 0						X	607,827	0	41,943
WENDELL SMITH MD SECTION CHAIR	60 0						X	491,767	0	50,877

Additional Data

Software ID:

Software Version:

EIN: 41-0883623

Name: The Duluth Clinic LTD

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

1	(a) Description of Liability	(b) Amount
	BENEFIT PLAN LIABILITY 457B	19,438,261
	PAYABLES TO RELATED TAX-EXEMPT ORGS	464,300,444
	NON CURRENT SWAP LIABILITY	13,918,175
	ASSET RETIREMENT OBLIGATION FIN 47	1,086,271
	UNCLAIMED PROPERTY	179,901
	OTHER LIABILITIES	3,273
	POST RETIREMENT PLAN-NON PENSION	10,996,118
	BENEFIT PLAN LIABILITY 457F	2,849,119



**Software ID:**  
**Software Version:**  
**EIN:** 41-0883623  
**Name:** The Duluth Clinic LTD

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
THOMAS PATNOE MD	(i)	0	0	0	0	0	0	0
	(ii)	536,822	174,761	690	72,023	32,310	816,606	0
MICHAEL METCALF	(i)	0	0	0	0	0	0	0
	(ii)	393,711	128,521	4,585	60,619	28,136	615,572	0
ROBERT NORMAN	(i)	0	0	0	0	0	0	0
	(ii)	407,163	141,928	77,698	79,658	55,917	762,364	75,455
BARBARA JOHNSON	(i)	0	0	0	0	0	0	0
	(ii)	294,391	119,283	9,216	54,040	6,465	483,395	8,532
JOSEPH BIANCO MD	(i)	309,135	2,304	607	24,500	26,405	362,951	0
	(ii)	7,900	0	0	0	0	7,900	0
RAHUL AGGARWAL MD	(i)	415,263	3,750	1,830	24,500	19,242	464,585	0
	(ii)	0	0	0	0	0	0	0
DAVID ALEXANDER MD	(i)	695,814	8,765	2,077	24,500	20,875	752,031	0
	(ii)	0	0	0	0	0	0	0
JANUS BUTCHER MD	(i)	344,705	4,168	690	24,500	5,160	379,223	0
	(ii)	0	0	0	0	0	0	0
JEFFREY ENGELSJERD MD	(i)	419,509	4,464	690	24,500	27,334	476,497	0
	(ii)	0	0	0	0	0	0	0
SCOTT JOHNSON MD	(i)	643,243	6,498	690	24,500	26,566	701,497	0
	(ii)	0	0	0	0	0	0	0
DONALD MUZZI MD	(i)	540,742	6,679	1,470	24,500	24,034	597,425	0
	(ii)	0	0	0	0	0	0	0
DANIEL NIKCEVICH MD	(i)	679,751	6,244	870	24,500	25,698	737,063	0
	(ii)	600	0	0	0	0	600	0
ANNE STEPHEN MD	(i)	155,670	1,327	248	12,642	26,101	195,988	0
	(ii)	0	0	0	0	0	0	0
TIMOTHY ZAGER MD	(i)	314,439	2,501	1,367	24,500	18,292	361,099	0
	(ii)	0	0	0	0	0	0	0
MICHAEL MOTLEY	(i)	191,905	36,108	4,824	33,923	27,539	294,299	0
	(ii)	0	0	0	0	0	0	0
MICHAEL MCAVOY	(i)	0	0	0	0	0	0	0
	(ii)	192,348	33,461	2,908	31,978	20,087	280,782	0
ANN WATKINS	(i)	0	0	0	0	0	0	0
	(ii)	171,551	34,894	25,826	29,019	20,088	281,378	17,584
KIMBERLY BODDICKER MD	(i)	600,056	7,501	270	24,500	17,443	649,770	0
	(ii)	0	0	0	0	0	0	0

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
SCOTT ESKURI MD	(i) (ii)	561,730 0	6,679 0	690 0	24,500 0	30,897 0	624,496 0	0 0
WENDELL SMITH MD	(i) (ii)	485,413 0	5,664 0	690 0	24,500 0	26,377 0	542,644 0	0 0
FREDERICK HARRIS MD	(i) (ii)	1,297,322 0	14,570 0	300 0	24,500 0	26,511 0	1,363,203 0	0 0
TROY ERICKSON MD	(i) (ii)	1,111,364 0	13,068 0	300 0	24,500 0	26,284 0	1,175,516 0	0 0
MICHAEL MARKS	(i) (ii)	207,202 0	0 0	150 0	10,488 0	17,189 0	235,029 0	0 0
DANIEL MILBRIDGE	(i) (ii)	197,029 0	0 0	8,410 0	9,092 0	24,533 0	239,064 0	0 0
BENJAMIN YOKEL MD	(i) (ii)	1,093,415 0	14,461 0	690 0	24,500 0	31,372 0	1,164,438 0	0 0
THERESA GUNNARSON MD	(i) (ii)	471,894 15,000	5,713 0	360 0	24,500 0	31,417 0	533,884 15,000	0 0
Peter Person MD	(i) (ii)	0 898,669	0 305,760	0 235,460	0 714,204	0 37,011	0 2,191,104	0 231,933
ROBERT ERICKSON MD	(i) (ii)	584,403 0	6,326 0	690 0	24,500 0	29,628 0	645,547 0	0 0
MATTHEW LUEDKE MD	(i) (ii)	280,826 0	2,313 0	252 0	22,822 0	26,351 0	332,564 0	0 0
BRIAN KONOWALCHUK MD	(i) (ii)	339,075 0	3,242 0	264 0	24,500 0	25,902 0	392,983 0	0 0
JEFFREY LYON MD	(i) (ii)	246,485 0	2,581 0	524 0	24,500 0	18,113 0	292,203 0	0 0
VINCENT OHAJU MD	(i) (ii)	675,990 0	7,773 0	690 0	24,500 0	29,631 0	738,584 0	0 0
MICHELLE OMAN MD	(i) (ii)	194,154 0	2,500 0	132 0	19,888 0	25,971 0	242,645 0	0 0
WILSON GINETE MD	(i) (ii)	606,280 0	7,598 0	300 0	24,500 0	22,624 0	661,302 0	0 0
JUSTIN CUMMINS MD	(i) (ii)	1,017,215 662	0 0	450 0	24,484 16	26,015 5	1,068,164 683	0 0
JEFFERSON DAVIS MD	(i) (ii)	939,039 0	10,172 0	315 0	24,500 0	26,348 0	1,000,374 0	0 0