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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 07-01-2011 and ending 06-30-2012

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

C Name of organization
BENEDICTINE HEALTH SYSTEM

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
1995 E RUM RIVER DRIVE

City or town, state or country, and ZIP + 4
CAMBRIDGE, MN 55008

D Employer identification number
41-1531892

E Telephone number
(763)689-1162

G Gross receipts $ 40,540,440

F Name and address of principal officer
DALE THOMPSON
1995 E RUM RIVER DRIVE S
CAMBRIDGE,MN 55008

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

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

H(c) Group exemption number ▶ 0928

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

J Website: ▶ www bhshealth org

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1985

M State of legal domicile MN

Part I Summary

1 Briefly describe the organization's mission or most significant activities
Our mission is to witness to God's love by providing compassionate, quality care with special concern for the underserved and those in need

2 Check this box ▶☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

Activities & Governance

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	14
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	13
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	**5**	131
6	Total number of volunteers (estimate if necessary)	**6**	
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	935,969
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	75,787

		Prior Year	Current Year
Revenue	**8** Contributions and grants (Part VIII, line 1h)		2,089,596
	9 Program service revenue (Part VIII, line 2g)	36,346,421	38,350,984
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	326,713	99,860
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		0
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	36,673,134	40,540,440
Expenses	**13** Grants and similar amounts paid (Part IX, column (A), lines 1–3)		144,183
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	15,132,289	14,861,883
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶0		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	17,866,871	20,277,749
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	32,999,160	35,283,815
	19 Revenue less expenses Subtract line 18 from line 12	3,673,974	5,256,625

		Beginning of Current Year	End of Year
Net Assets or Fund Balances	**20** Total assets (Part X, line 16)	35,903,946	40,521,292
	21 Total liabilities (Part X, line 26)	12,019,088	12,527,798
	22 Net assets or fund balances Subtract line 21 from line 20	23,884,858	27,993,494

Part II Signature Block

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

Sign Here

****** | 2013-02-14
Signature of officer | Date

KEVIN RYMANOWSKI CFO / Sr VP
Type or print name and title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ▶☐	Preparer's taxpayer identification number (see instructions)
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶			EIN ▶
			Phone no ▶

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

The Benedictine Health System is a Catholic organization entrusted with advancing the health care ministry of the Benedictine Sisters of Duluth, Minnesota Our mission is to witness to God's love by providing compassionate, quality care with special concern for the underserved and those in need

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

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

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

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses $ 35,283,815 including grants of $ 144,183) (Revenue $ 38,350,984)

The Benedictine Health System is a Catholic, Mission-directed and Values-based health care organization entrusted with furthering the Benedictine health care ministry of the Sisters of St Scholastica Monastery, Duluth, MN BHS has a unique commitment to long-term care and rural health care The System currently owns, manages or collaborates with others to deliver health care in seven states These facilities called Participating Organizations include 3,631 skilled nursing hospital based and nursing home beds, 2,339 assisted living and independent senior housing units, adult and child day care programs

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

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

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

4e **Total program service expenses** ▶ $ 35,283,815

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		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? *If "Yes," complete Schedule C, Part III*	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? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*	11b	Yes	
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*	11d	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Part I*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Part II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the U S ? *If "Yes," complete Schedule F, Part III and IV*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25*	**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	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**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? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**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? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	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)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	**1a**	64		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			**1c** Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	**2a**	131		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			**2b** Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			**3a** Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			**3b** Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?			**4a** Yes	
b	If "Yes," enter the name of the foreign country ▶ CJ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .			**5a**	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			**5b**	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			**5c**	No
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			**6a**	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			**6b**	No
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			**7a**	No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			**7b**	No
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			**7c**	No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**	0		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			**7e**	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .			**7f**	No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			**7g**	No
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			**7h**	No
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			**8**	No
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?			**9a**	No
b	Did the organization make a distribution to a donor, donor advisor, or related person?			**9b**	No
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	**10a**			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	**11a**			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**11b**			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			**12a**	No
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state			**13a**	No
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**			
c	Enter the aggregate amount of reserves on hand	**13c**			
14a	Did the organization receive any payments for indoor tanning services during the tax year?			**14a**	No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .			**14b**	No

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	14		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	13		
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		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a	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		No
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		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		No

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

☐ Own website ☐ Another's website ☑ Upon request

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

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

KEVIN RYMANOWSKI CFO
1995 E RUM RIVER DRIVE S
CAMBRIDGE,MN 55008
(763)689-1162

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MARY FRANCES SKALA Director	1 00	X						3,000	0	0
(2) TERRY SCOTT Director	1 00	X						3,000	0	0
(3) DEAN FOX VICE CHAIR	1 00	X		X				2,800	0	0
(4) CHANDRA MEHROTRA Director	1 00	X						1,700	0	0
(5) KATHLEEN LATOUR Director	1 00	X						3,400	0	0
(6) BRIAN LASSITER CHAIR	1 00	X		X				5,607	0	0
(7) SR MARY CHRISTA KROENING Director	1 00	X						0	0	0
(8) ROXANN DAGGETT Director	1 00	X						0	0	0
(9) DALE THOMPSON President & CEO	40 00	X		X				744,687	0	111,422
(10) MIKE BEARD Director	1 00	X						900	0	0
(11) SR LOIS ECKES Director	1 00	X						0	0	0
(12) SR DANILE LYNCH Director	1 00	X						0	0	0
(13) SR BEVERLY RAWAY Director	1 00	X		X				0	0	0
(14) SR DONNA SCHROEDER Secretary	1 00	X		X				0	0	0
(15) KEVIN RYMANOWSKI CFO / Sr VP	40 00			X				305,169	0	58,226
(16) BECKY URBANSKI SR VICE PRES	40 00				X			160,078	0	28,910
(17) DONNA LOOMIS SR VICE PRES	40 00				X			253,944	0	52,321

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) LOWELL LARSON SR VICE PRES	40 00				X			287,746	0	39,190
(19) STEVE CHIES SR VICE PRES	40 00				X			331,020	0	60,142
(20) DENNIS ACREA SR VICE PRES	40 00				X			232,614	0	37,207
(21) WILLIAM KRANTZ DIR IT	40 00					X		204,817	0	39,592
(22) CHARLES HEIDBRINK VP OPERATIONS	40 00					X		209,379	0	36,374
(23) KEVIN GREFF VP OPERATIONS	40 00					X		195,148	0	38,304
(24) CHRISTINE KERNS CEO / ADMIN	40 00					X		158,301	0	23,546
(25) TRACY CARLSON DIR HR	40 00					X		170,885	0	29,193
1b Sub-Total . . . . . ▶										
c Total from continuation sheets to Part VII, Section A . . . . ▶										
d Total (add lines 1b and 1c) . . . . . ▶								3,274,195		554,427

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 39

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ZAYO ENTERPRISE NETWORKS PO BOX 952151 DALLAS, TX 75395	IT SERVICES	450,543
PHYSIOLOGIC HUMAN PERFORMANCE SY 503 8TH AVE W OSAKIS, MN 56360	HR SERVICES	247,180
MDI ACHEIVE SDS 12-2905 BOX 86 MINNEAPOLIS, MN 55486	IT SERVICES	406,223
CLIFTONLARSONALLEN LLP 220 SOUTH SIXTH STREET SUITE 300 MINNEAPOLIS, MN 55402	ACCOUNTING	329,028
AXA-EQUITABLE 901 MARQUETTE AVE S SUITE 2200 MINNEAPOLIS, MN 55402	IT SERVICES	350,336

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 15

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d	2,089,596			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f $					
	h	**Total.** Add lines 1a-1f		2,089,596			
Program Service Revenue			Business Code				
	2a	SUPPORT FEES	623000	12,815,292	11,908,988	906,304	
	b	SELF FUNDED INSURANCE	623000	16,288,674	16,288,674		
	c	SALARY / BENEFITS REIMBUR	623000	5,837,495	5,837,495		
	d	IT SERVICE FEES	623000	3,409,523	3,379,858	29,665	
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f		38,350,984			
	3	Investment income (including dividends, interest and other similar amounts)		99,860			99,860
	4	Income from investment of tax-exempt bond proceeds		0			
	5	Royalties		0			
			(i) Real	(ii) Personal			
	6a	Gross rents					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)		0			
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory					
	b	Less cost or other basis and sales expenses					
	c	Gain or (loss)					
	d	Net gain or (loss)		0			
Other Revenue	8a	Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from fundraising events		0			
	9a	Gross income from gaming activities See Part IV, line 19	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from gaming activities		0			
	10a	Gross sales of inventory, less returns and allowances	a				
	b	Less cost of goods sold	b				
	c	Net income or (loss) from sales of inventory		0			
		Miscellaneous Revenue	Business Code				
	11a						
	b						
	c						
	d	All other revenue					
	e	**Total.** Add lines 11a–11d		0			
	12	**Total revenue.** See Instructions		40,540,440	37,415,015	935,969	99,860

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	144,183	144,183		
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	2,723,083	2,723,083		
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	8,821,850	8,821,850		
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	368,478	368,478		
9	Other employee benefits	2,163,029	2,163,029		
10	Payroll taxes	785,443	785,443		
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	56,029	56,029		
c	Accounting	0			
d	Lobbying	0			
e	Professional fundraising *See Part IV, line 17* . .	0			
f	Investment management fees	0			
g	Other	1,233,811	1,233,811		
12	Advertising and promotion	198,885	198,885		
13	Office expenses	91,992	91,992		
14	Information technology	1,734,423	1,734,423		
15	Royalties . .	0			
16	Occupancy	276,088	276,088		
17	Travel	470,693	470,693		
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	291,701	291,701		
20	Interest	63,147	63,147		
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	486,828	486,828		
23	Insurance	27,863	27,863		
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	TAXES	112,699	112,699		
b	Dues	249,756	249,756		
c	NONCONTROLLED AFFILIATE LOSS	296,614	296,614		
d	SELF FUNDED INSURANCE COSTS	14,364,471	14,364,471		
e					
f	All other expenses	322,749	322,749		
25	**Total functional expenses.** Add lines 1 through 24f	35,283,815	35,283,815	0	0
26	**Joint costs.** Check here ▶ ☐ 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) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		1,182,191	1	960,813
	2	Savings and temporary cash investments			2	0
	3	Pledges and grants receivable, net			3	0
	4	Accounts receivable, net		2,029,210	4	1,758,801
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			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			6	0
	7	Notes and loans receivable, net			7	0
	8	Inventories for sale or use		19,569	8	14,887
	9	Prepaid expenses and deferred charges		1,108,595	9	1,166,700
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 6,928,311			
	b	Less accumulated depreciation	10b 4,627,791	2,525,920	10c	2,300,520
	11	Investments—publicly traded securities			11	0
	12	Investments—other securities See Part IV, line 11		4,758,444	12	4,629,741
	13	Investments—program-related See Part IV, line 11			13	0
	14	Intangible assets		13,265,300	14	15,047,074
	15	Other assets See Part IV, line 11		11,014,717	15	14,642,756
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		35,903,946	16	40,521,292
Liabilities	17	Accounts payable and accrued expenses		6,434,410	17	6,877,202
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities		1,321,108	20	1,270,253
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		4,263,570	25	4,380,343
	26	**Total liabilities.** Add lines 17 through 25		12,019,088	26	12,527,798
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		23,782,825	27	27,880,826
	28	Temporarily restricted net assets		102,033	28	70,574
	29	Permanently restricted net assets			29	42,094
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		23,884,858	33	27,993,494
	34	Total liabilities and net assets/fund balances		35,903,946	34	40,521,292

Part XI Reconcilliation 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	40,540,440
2	Total expenses (must equal Part IX, column (A), line 25)	2	35,283,815
3	Revenue less expenses Subtract line 2 from line 1	3	5,256,625
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	23,884,858
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-1,147,989
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	27,993,494

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? . .	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	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	2c	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 ☐ Separate basis ☑ Consolidated basis ☐ Both consolidated and separated basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . .	3b		No

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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
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

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

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

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

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

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

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

_____

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

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

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

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

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

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

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

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

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

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

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

	Yes	No
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization? **11g(i)**		No
(ii) a family member of a person described in (i) above? **11g(ii)**		No
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		No

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the U S ? Yes	(vi) No	(vii) Amount of support?
See Additional Data Table									
Total									20,062,789

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

Section A. Public Support

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

Section B. Total Support

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

12 Gross receipts from related activities, etc (See instructions) **12**

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

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f)) **14**

15 Public Support Percentage for 2010 Schedule A, Part II, line 14 **15**

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

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

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

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

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

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

Section A. Public Support

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

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a **33 1/3% support tests—2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support tests—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

20 **Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions ▶☐

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

Facts And Circumstances Test

Explanation

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

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

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

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

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

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

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

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

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06	2d

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance					
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		156,750		156,750
b Buildings		2,085,761	984,929	1,100,832
c Leasehold improvements		133,250	40,426	92,824
d Equipment		4,552,550	3,602,436	950,114
e Other				
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				2,300,520

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	4,629,741	

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

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

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

(a) Description	(b) Book value
(1) DESIGNATED CONTRIBUTIONS	112,668
(2) DEFERRED COMP FUNDS	3,550,923
(3) BOARD DISIGNATED FUNDS PLANT EXPANSION	2,659,211
(4) BOARD DISIGNATED FUNDS INSURANCE RES	8,319,954
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	14,642,756

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
DEFERRED COMPENSATION LIABL	3,630,343
ACCRUED PROFESSIONAL LIAB	750,000
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	4,380,343

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
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
Part X	Part X FIN48 Footnote	Tax Exempt StatusBHS has been determined to qualify as a tax-exempt charitable, educational, and scientific organization under Section 501 (c)(3) of the Internal Revenue Code and also has been determined to be exempt from state income tax The Organization follows the accounting standard for contingencies in evaluating the accounting for uncertainty in income taxes recognized in an entity's financial statements The standard prescribes recognition and measurement of tax provisions taken or expected to be taken on a tax return that are not certain to be realized The Organization income tax returns are subject to review and examination by federal, state, and local authorities The Organization is not aware of any activities that would jeopardize its tax-exempt status The Organization is not aware of any activities that are subject to tax on unrelated business income or excise or other taxes The tax returns for the fiscal years 2009 to 2011 are open to examination by federal, local, and state authorities
Part XI, Line 8	Part XI, Line 8 Other Changes in Net Assets or Fund Balances	Change in Interest in Perm NA of Affiliated Foundation $42094 Insurance Surplus Distribution $14987 Change in Interest in Net Assets of Affiliated Foundation $ -31459 Intercompany transfers BHS F 41-1513014 $ -979655

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) SAINT ANNE OF WINONA1995 E RUM RIVER DRIVE S CAMBRIDGE,MN 55008	41-0850791	501 (C) 3	15,000	0			CAPITAL
(2) BLC -SPOONER1995 E RUM RIVER DRIVE S CAMBRIDGE,MN 55008	45-0700468	501 (C) 3	14,183	0			CARRY OVER OF NEW EMPLOYEE BENEFITS
(3) BHS - FOUNDATION 503 E THIRD ST SUITE 400 DULUTH,MN 55805	41-1513014	501 (C) 3	100,000	0			EMPLOYEE RECOGNITION FUND
(4) BENEDICTINE LIVING COMMUNITIE1995 E RUM RIVER DRIVE S CAMBRIDGE,MN 55008	41-1639687	501 (C) 3	10,000	0			CAPITAL

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . ▶ 4

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

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

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

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

Identifier	Return Reference	Explanation
Additional Supplemental Information		TRANSFERS BETWEEN RELATED ORGANIZATIONS ARE ACCOUNTED FOR IN INTERNAL FINANCIAL STATEMENTS, OF WHICH ALL ARE UNDER COMMON CONTROL

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

Part I Questions Regarding Compensation

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

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

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) WILLIAM KRANTZ	(i) (ii)	156,316	22,065	26,436	29,765	9,827	244,409	29,765
(2) TRACY CARLSON	(i) (ii)	138,467	20,125	12,293	10,653	18,540	200,078	10,653
(3) STEVE CHIES	(i) (ii)	237,208	47,794	46,018	49,075	11,067	391,162	49,075
(4) LOWELL LARSON	(i) (ii)	187,970	38,702	61,074	21,673	17,517	326,936	21,673
(5) KEVIN RYMANOWSKI	(i) (ii)	223,706	44,415	37,048	37,390	20,836	363,395	37,390
(6) KEVIN GREFF	(i) (ii)	142,211	20,700	32,237	35,974	2,330	233,452	35,974
(7) DONNA LOOMIS	(i) (ii)	208,413	45,531		37,853	14,468	306,265	37,853
(8) DENNIS ACREA	(i) (ii)	178,301	36,961	17,352	31,656	5,551	269,821	31,656
(9) DALE THOMPSON	(i) (ii)	456,495	120,375	167,817	94,849	16,573	856,109	94,849
(10) CHRISTINE KERNS	(i) (ii)	138,139	3,562	16,600	19,229	4,317	181,847	19,229
(11) CHARLES HEIDBRINK	(i) (ii)	152,842	22,207	34,330	21,074	15,300	245,753	21,074
(12) BECKY URBANSKI	(i) (ii)	131,571	28,507		14,061	14,849	188,988	14,061

Part III Supplemental Information

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

Identifier	Return Reference	Explanation

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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
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

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	Healthcare Facilities Revenue Note Series 2006	41-6005029		04-24-2007	1,530,000	SEE PART V		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	265,650			
2	Amount of bonds defeased				
3	Total proceeds of issue	1,530,000			
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrow				
7	Issuance costs from proceeds	30,600			
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	1,499,400			
11	Other spent proceeds				
12	Other unspent proceeds				
13	Year of substantial completion	2007			

		A		B		C		D	
		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	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
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 ▶								
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶								
6	Total of lines 4 and 5								
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

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								
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								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?		X						
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

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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
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

Identifier	Return Reference	Explanation
	OFFICER COMPENSATION	DALE THOMPSON CEO AND KEVIN RYMANOWSKI CFO OF BENEDICTINE HEALTH SYSTEM 41-1531892 SHARE THEIR TIME BETWEEN THE REPORTING ORGANIZATION AND THE FOLLOWING RELATED ORGANIZATIONS ARROWHEAD SENIOR LIVING COMMUNITY41-1978619BENEDICTINE CARE CENTERS41-1907571BENEDICTINE HEALTH CENTER41-1381401BENEDICTINE HEALTH SYSTEM 41-1531892BENEDICTINE HEALTH SYSTEM FOUNDATION41-1513014BENEDICTINE LIVING COMMUNITIES41-1639687BENEDICTINE LIVING COMMUNITIES -BISMARCK INC 26-4376543BENEDICTINE LIVING COMMUNITY OF MORA27-4219119BENEDICTINE LIVING COMMUNITY OF NEW LONDON27-4218436BENEDICTINE LIVING COMMUNITY OF SPOONER45-0700468BENEDICTINE LIVING COMMUNITY OF ST PETER86-1113231BENEDICTINE LIVING COMMUNITY OF WINSTED27-4219293BENEDICTINE SENIOR LIVING COMMUNITY OF ST PETER27-2716531BRIDGES CARE COMMUNITY26-2620983CENERITY SENIOR CARE36-3517696CERENITY CARE CENTER - WHITE BEAR LAKE41-1983267CITY OF LAKES CARE CENTER41-1985663ELLENDALE EVERGREEN PLACE, INC41-1796445LIVING COMMUNITY OF ST JOSEPH41-2011661MADONNA MEADOWS OF ROCHESTER47-0855891MADONNA TOWERS OF ROCHESTER, INC41-1809914NAZARETH LIVING CENTER43-1450394ROSEWOOD COURT41-2011389SAINT ANNE OF WINONA41-0850791ST GERTRUDE'S HEALTH CENTER41-1848720STEELE COUNTY COMMUNITIES FOR A LIFETIME INC27-0705237STEEPLE POINTE SENIOR LIVING COMMUNITY41-1852273TEKAWITHA NURSING CENTER, INC41-1809912VILLA ST BENEDICT36-4343235VILLA ST VINCENT 41-1352227BLC OF RED WING 45-4929398BLC OF WAHPETON 45-4274091

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 19	Form 990, Part VI, Line 19 Other Organization Documents Publicly Available	NOT AVAILABLE TO PUBLIC

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 15b	Form 990, Part VI, Line 15b Compensation Review and Approval Process for Officers and Key Employees	Compensation for the organization's CEO and other key employees of the organization is determined by the Compensation Committee of the Board of Directors This Committee is comprised entirely of independent directors The Compensation Committee reviews data on compensation provided to individuals holding comparable positions in comparable organizations in order to establish a reasonable compensation range The data is collected and reviewed with the Compensation Committee by an independent consultant Based on the market data and in light of any specific individual qualifications, the Compensation Committee determines compensation The deliberations and determinations of the Compensation Committee are recorded contemporaneously and provided to the governing body for review

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 12c	Form 990, Part VI, Line 12c Explanation of Monitoring and Enforcement of Conflicts	This Corporation shall not enter into any contract or transaction with (a) its Director or officer or a member of the family of a Director or an officer, (b) a director or officer of a related organization (within the meaning of Minnesota Statutes, section 317A 011, Subd 18) or a member of the family of a director or officer of a related organization, or (c) an organization in or of which this Corporation's Director or officer is a director, officer or legal representative or has a material financial interest, unless the material facts as to the contract or transaction and as to the director's or officer's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote (without counting any interested Director) of a majority of the entire Board of Directors, at a meeting at which there is a quorum without counting any interested Director For purposes of these Bylaws, "member of the family" of a director or officer shall mean a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister, of the director or officer Failure to comply with the provisions of this section shall not invalidate any contract or transaction to which this Corporation is a party The provisions of this section shall not apply to any contracts or transaction between or among BHS and its Subsidiaries

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 11	Form 990, Part VI, Line 11 Form 990 Review Process	AN ELECTRONIC COPY OF THE FORM 990 WAS DISTRIBUTED PRIOR TO FILING

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 7b	Form 990, Part VI, Line 7b Describe Decisions of Governing Body Approval by Members or Shareholders	BSBA HAS CERTAIN "RESERVED POWERS" OVER BHS TO ENSURE ALL ACTIVITIES ARE CARRIED OUT IN ACCORDANCE WITH THE CHARISMS OF THE BSBA AND THE ETHICAL AND RELIGIOUS DIRECTIVES FOR CATHOLIC HEALTH CARE SERVICES

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 7a	Form 990, Part VI, Line 7a How Members or Shareholders Elect Governing Body	BENEDICTINE SISTERS BENEVOLENT ASSOCIATION (BSBA) - A CIVIL LAW CORPORATION FOR THE SISTERS OF ST BENEDICT OF ST SCHOLASTICA MONASTERY, DULUTH MN - APPOINTS UP TO 30% OF THE BOARD MEMBERS ESSENTIA HEALTH, - A MN NON-PROFIT ORGANIZATION - HAS THE AUTHORITY TO APPOINT AT LEAST 20% OF THE BOARD MEMBERS

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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
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

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? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

Part 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

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

		Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III or IV			
1 During the tax year, did the orgranization 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	1a		No
b Gift, grant, or capital contribution to related organization(s)	1b	Yes	
c Gift, grant, or capital contribution from related organization(s)	1c	Yes	
d Loans or loan guarantees to or for related organization(s)	1d	Yes	
e Loans or loan guarantees by related organization(s)	1e		No
f Sale of assets to related organization(s)	1f		No
g Purchase of assets from related organization(s)	1g		No
h Exchange of assets with related organization(s)	1h		No
i Lease of facilities, equipment, or other assets to related organization(s)	1i		No
j Lease of facilities, equipment, or other assets from related organization(s)	1j		No
k Performance of services or membership or fundraising solicitations for related organization(s)	1k	Yes	
l Performance of services or membership or fundraising solicitations by related organization(s)	1l	Yes	
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m	Yes	
n Sharing of paid employees with related organization(s)	1n	Yes	
o Reimbursement paid to related organization(s) for expenses	1o		No
p Reimbursement paid by related organization(s) for expenses	1p	Yes	
q Other transfer of cash or property to related organization(s)	1q		No
r Other transfer of cash or property from related organization(s)	1r		No

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

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

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate 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		Yes	No	

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation	

Additional Data

Return to Form

Software ID: 11000144
Software Version: 2011v1.5
EIN: 41-1531892
Name: BENEDICTINE HEALTH SYSTEM

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

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity	g Section 512(b)(13) controlled organization	
BENEDICTINE LIVING COMM-SPOONER 510 FIRST STREE SPOONER, WI 54801 45-0700468	NURSING HOME	MN	501(C)3	9	BHS	Yes	
BENEDICTINE LIVING COMM- WINSTED 551 4TH ST N WINSTED, MN 55395 27-4219293	NURSING HOME	MN	501(C)3	9	BHS	Yes	
BENEDICTINE LIVING COMM- NEW LONDON 100 GLENOAKS DRIVE NEW LONDON, MN 56273 27-4218436	NURSING HOME	MN	501(C)3	9	BHS	Yes	
BENEDICTINE LIVING COMM- MORA 110 NORTH 7TH ST MORA, MN 55051 27-4219119	NURSING HOME	MN	501(C)3	9	BHS	Yes	
NAZARETH LIVING CENTER 2 NAZARETH LANE ST LOUIS, MO 63129 43-1450394	NURSING FACILITIY	MN	501(C)3	9	BHS	Yes	
STEELE COUNTY COMM FOR A LIFETIME INC 1409 S CEDAR AVE OWATONNA, MN 55060 27-0705237	NURSING FACILITY	MN	501(C)3	9	BHS	Yes	
BENEDICTINE LIVING COMM BISMARCK INC 4580 COLEMAN ST BISMARCK, ND 58503 26-4376543	ASSISTED LIVING	MN	501(C)3	9	BHS	Yes	
CARONDELET LONG TERM CARE INC 621 CARONDELET DRIVE KANSAS CITY, MO 64114 74-2505427	NURSING HOMES	MO	501 (C) 3	9	BHS		No
BENEDICTINE HEALTH SYSTEM FOUNDATION 503 E 3RD ST DULUTH, MN 55805 41-1513014	SUPPORT ORG HEALTH CARE	MN	501 (C) 3	9	BHS	Yes	
VILLA ST BENEDICT 1920 MAPLE AVE LISLE, IL 60532 36-4343235	CCRC	MN	501 (C) 3	9	BHS	Yes	
VILLA ST VINCENT 516 WALSH ST CROOKSTON, MN 56716 41-1352227	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	
Tekakwitha Living Center 6 EAST CHESTNUT SISSETON, SD 57262 41-1809912	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	
ARROWHEAD SENIOR LIVING COMMUNITIES 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1978619	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	
St Gertrudes Health & Rehabilitation C 1850 SARAZIN ST SHAKOPEE, MN 55379 41-1848720	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	
Saint Anne of Winona 1347 WEST BROADWAY WINONA, MN 55987 41-0850791	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	
Rosewood Court 320 2ND ST LAMOURE, ND 58458 41-2011389	ASSISTED LIVING	MN	501 (C) 3	9	BHS	Yes	
Madonna Towers of Rochester 4001 19TH AVE NW ROCHESTER, MN 55901 41-1809914	CCRC	MN	501 (C) 3	9	BHS	Yes	
Madonna Meadows of Rochester 3035 SALEM MEADOWS DRIVE SW ROCHESTER, MN 55902 47-0855891	ASSISTED LIVING	MN	501 (C) 3	9	BHS	Yes	
Living Community of St Joseph 1202 HEARTLAND ROAD ST JOSEPH, MO 64506 41-2011661	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	
Evergreen Place 241 MAIN STREET ELLENDALE, ND 58436 41-1796445	ASSISTED LIVING	MN	501 (C) 3	9	BHS	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	
Cerenity Care White Bear Lake 1891 FLORENCE ST WHITE BEAR LAKE, MN 55110 41-1983267	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	
Cerenity Senior Care 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 36-3517696	NURSING HOMES	MN	501 (C) 3	9	BHS	Yes	
Bridges Care Community 201 9TH ST W ADA, MN 56510 26-2620983	ASSISTED LIVING	MN	501 (C) 3	9	BHS	Yes	
Benedictine Senior Living at Steeple Poi 625 CENTRAL AVE OSSEO, MN 55369 41-1852273	ASSISTED LIVING	MN	501 (C) 3	9	BHS	Yes	
Benedictine Living Community of St Pete 1907 KLEIN ST ST PETER, MN 56082 86-1113231	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	
Benedictine Care Centers 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1907571	NURSING HOMES	MN	501 (C) 3	9	BHS	Yes	
Benedictine Living Communities 1839 EAST CAPITAL AVE BISMARCK, ND 58501 41-1639687	NURSING HOMES	MN	501 (C) 3	9	BHS	Yes	
Benedictine Health Center of Minneapolis 618 E 17TH ST MINNEAPOLIS, MN 55404 41-1985663	NURSING HOME	MN	503 (C) 3	9	BHS	Yes	
Benedictine Health Center 935 Kenwood Avenue Duluth, MN 55811 41-1381401	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved ($)	(d) Method of determining amount involved
(1)	BENEDICTINE LIVING COMM- SPOONER	n	104,457	
(2)	BENEDICTINE LIVING COMM- SPOONER	k	304,800	
(3)	BENEDICTINE LIVING COMM- SPOONER	b	14,183	
(4)	BENEDICTINE LIVING COMM- WINSTED	n	101,831	
(5)	BENEDICTINE LIVING COMM- WINSTED	k	298,759	
(6)	BENEDICTINE LIVING COMM- WINSTED	d	7,151	
(7)	BENEDICTINE LIVING COMM- WINSTED	c	26,424	
(8)	BENEDICTINE LIVING COMM- NEW LONDON	n	117,565	
(9)	BENEDICTINE LIVING COMM- NEW LONDON	k	68,088	
(10)	BENEDICTINE LIVING COMM- NEW LONDON	c	23,352	
(11)	BENEDICTINE LIVING COMM- MORA	n	123,708	
(12)	BENEDICTINE LIVING COMM- MORA	k	275,058	
(13)	NAZARETH LIVING CENTER	n	266,255	
(14)	NAZARETH LIVING CENTER	k	668,134	
(15)	NAZARETH LIVING CENTER	c	29,544	
(16)	NAZARETH LIVING CENTER	b	5,000	
(17)	STEELE COUNTY COMM FOR A LIFETIME INC	n	101,501	
(18)	STEELE COUNTY COMM FOR A LIFETIME INC	k	485,448	
(19)	STEELE COUNTY COMM FOR A LIFETIME INC	c	50,809	
(20)	BENEDICTINE LIVING COMM BISMARCK INC	n	111,942	

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)	BENEDICTINE LIVING COMM BISMARCK INC	k	250,068	
(22)	BENEDICTINE LIVING COMM BISMARCK INC	c	21,624	
(23)	BENEDICTINE HEALTH SYSTEM FOUNDATION	p	979,655	
(24)	BENEDICTINE HEALTH SYSTEM FOUNDATION	b	100,000	
(25)	VILLA ST BENEDICT	k	177,704	
(26)	VILLA ST VINCENT	n	124,242	
(27)	VILLA ST VINCENT	k	365,520	
(28)	VILLA ST VINCENT	c	21,417	
(29)	Tekakwitha Living Center	n	118,331	
(30)	Tekakwitha Living Center	k	215,436	
(31)	Tekakwitha Living Center	c	20,292	
(32)	ARROWHEAD SENIOR LIVING COMMUNITIES	n	266,674	
(33)	ARROWHEAD SENIOR LIVING COMMUNITIES	k	675,612	
(34)	ARROWHEAD SENIOR LIVING COMMUNITIES	d	41,115	
(35)	St Gertrudes Health & Rehabilitation C	n	167,418	
(36)	St Gertrudes Health & Rehabilitation C	k	659,196	
(37)	St Gertrudes Health & Rehabilitation C	c	84,540	
(38)	Saint Anne of Winona	n	163,408	
(39)	Saint Anne of Winona	k	606,672	
(40)	Saint Anne of Winona	c	64,356	

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
(41)	Saint Anne of Winona	b	15,000	
(42)	Rosewood Court	k	17,444	
(43)	Madonna Towers of Rochester	n	139,102	
(44)	Madonna Towers of Rochester	k	620,580	
(45)	Madonna Towers of Rochester	c	226,896	
(46)	Madonna Meadows of Rochester	n	157,104	
(47)	Madonna Meadows of Rochester	k	75,902	
(48)	Madonna Meadows of Rochester	c	18,048	
(49)	Living Community of St Joseph	n	193,186	
(50)	Living Community of St Joseph	k	739,843	
(51)	Living Community of St Joseph	c	39,492	
(52)	Evergreen Place	k	69,639	
(53)	Evergreen Place	c	1,128	
(54)	Cerenity Care White Bear Lake	n	139,012	
(55)	Cerenity Care White Bear Lake	k	874,685	
(56)	Cerenity Care White Bear Lake	c	2,500	
(57)	Cerenity Senior Care	n	318,228	
(58)	Cerenity Senior Care	k	1,871,436	
(59)	Cerenity Senior Care	c	2,500	
(60)	Bridges Care Community	n	87,257	

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
(61)	Bridges Care Community	k	214,145	
(62)	Bridges Care Community	c	199,776	
(63)	Benedictine Senior Living at Steeple Poi	n	50,277	
(64)	Benedictine Senior Living at Steeple Poi	k	91,463	
(65)	Benedictine Senior Living at Steeple Poi	c	14,857	
(66)	Benedictine Living Community of St Pete	n	105,082	
(67)	Benedictine Living Community of St Pete	k	69,288	
(68)	Benedictine Living Community of St Pete	d	8,391	
(69)	Benedictine Living Community of St Pete	c	107,460	
(70)	Benedictine Care Centers	n	480,754	
(71)	Benedictine Care Centers	k	1,627,299	
(72)	Benedictine Care Centers	d	9,459	
(73)	Benedictine Care Centers	c	165,129	
(74)	Benedictine Living Communities	n	584,987	
(75)	Benedictine Living Communities	k	1,647,146	
(76)	Benedictine Living Communities	c	180,872	
(77)	Benedictine Living Communities	b	10,000	
(78)	Benedictine Health Center of Minneapolis	n	168,383	
(79)	Benedictine Health Center of Minneapolis	k	576,561	
(80)	Benedictine Health Center of Minneapolis	c	371,814	

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
(81)	Benedictine Health Center	n	201,565	
(82)	Benedictine Health Center	k	788,616	
(83)	Benedictine Health Center	c	367,320	

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TY 2011 Itemized Other Current Assets Schedule

Name: BENEDICTINE HEALTH SYSTEM

EIN: 41-1531892

Software ID: 11000144

Software Version: 2011v1.5

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
		PREPAID EXPENSES	8,372	8,547

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TY 2011 Other Deductions Schedule

Name: BENEDICTINE HEALTH SYSTEM
EIN: 41-1531892
Software ID: 11000144
Software Version: 2011v1.5

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
Total in Dollars		246,035
Foreign Currency Total	246,035	
ADMINISTRATIVE EXPENESES	246,035	

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TY 2011 Itemized Other Investments Schedule

Name: BENEDICTINE HEALTH SYSTEM
EIN: 41-1531892
Software ID: 11000144
Software Version: 2011v1.5

Corporation Name	Corporation EIN	Other Investments Description	Beginning Amount	Ending Amount
		INVESTMENTS	798,037	800,127

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TY 2011 Itemized Other Liabilities Schedule

Name: BENEDICTINE HEALTH SYSTEM
EIN: 41-1531892
Software ID: 11000144
Software Version: 2011v1.5

TY 2011 Itemized Other Liabilities Schedule

Corporation Name	Corporation EIN	Other Liabilities Description	Beginning Amount	Ending Amount
		PROVISION FOR OUTSTANDING LOSSES	929,809	1,102,990

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TY 2011 Paid-In or Capital Surplus Reconciliation Statement

Name: BENEDICTINE HEALTH SYSTEM
EIN: 41-1531892
Software ID: 11000144
Software Version: 2011v1.5

Description	Beginning Amount	Ending Amount
ADDITIONAL PAID-IN CAPITAL	1,938,509	1,938,509

Additional Data

Software ID: 11000144
Software Version: 2011v1.5
EIN: 41-1531892
Name: BENEDICTINE HEALTH SYSTEM

Form 990, Special Condition Description:

Special Condition Description

Additional Data

Software ID: 11000144
Software Version: 2011v1.5
EIN: 41-1531892
Name: BENEDICTINE HEALTH SYSTEM

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

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
(A) STEEPLE POINTE SEN LIV COMM	411852273	9		No	Yes		Yes		141741
(B) BLC-SPOONER	450700468	9		No	Yes		Yes		409257
(C) BLC-WINSTED	274219293	9		No	Yes		Yes		400590
(D) BLC-NEW LONDON	274218436	9		No	Yes		Yes		185653
(E) BLC- MORA	274219119	9		No	Yes		Yes		398767
(F) BLC-BISMARCK	264376543	9		No	Yes		Yes		362010
(G) ROSEWOOD COURT	412011389	9		No	Yes		Yes		17444
(H) ELLENDALE EVERGREEN PLACE	411796445	9		No	Yes		Yes		68639
(I) STEELE COUNTY COMM FOR A LIFETIME	270705237	9		No	Yes		Yes		586949
(J) NAZARETH LIVING CENTER	431450394	9		No	Yes		Yes		934389
(K) VILLA ST BENEDICT	364343235	9		No	Yes		Yes		177704
(L) CERENITY SENIOR CARE - WHITE BEAR L	411983267	9		No	Yes		Yes		1013696
(M) CERENITY SENIOR CARE	363517696	9		No	Yes		Yes		2189665
(N) CARONDELET LONG TERM CARE FACILITIE	742505427	9		No	Yes		Yes		1322084
(O) LIVING COMMUNITY OF ST JOSEPH	412011661	9		No	Yes		Yes		933029
(P) BENE SR LIV AT STEEPLE POINTE	411852273	9		No	Yes		Yes		15011
(Q) ARROWHEAD SENIOR LIVING COMMUNITY	411978619	9		No	Yes		Yes		942286
(R) BENEDICTINE CARE CENTERS	411907571	9		No	Yes		Yes		2108053
(S) VILLA ST VINCENT	411352227	9		No	Yes		Yes		489762
(T) ST ANNE OF WINONA	410850791	9		No	Yes		Yes		770081

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

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
(U) Benedictine Health Center of Mpls	411985663	9		No	Yes		Yes		744944
(V) ST GERTUDES HEALTH & REHAB CENTE	411848720	9		No	Yes		Yes		826614
(W) BENEDICTINE LIVING COMM ST PETER	861113231	9		No	Yes		Yes		174369
(X) TEKAKWITHA LIVING CENTER	411809912	9		No	Yes		Yes		333767
(Y) MADONNA TOWERS OF ROCHESTER	411809914	9		No	Yes		Yes		759682
(Z) MADONNA MEADOWS	470855891	9		No	Yes		Yes		233006
(AA) BRIDGES CARE COMMUNITY	262620983	9		No	Yes		Yes		301403
(AB) BENEDICTINE LIVING COMMUNITES	411639687	9		No	Yes		Yes		2232133
(AC) BENEDICTINE HEALTH CENTER	411381401	9		No	Yes		Yes		990061