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2011

Open to Public
InspectionDepartment 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)

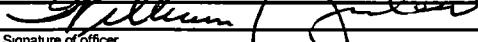
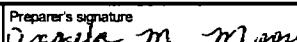
► The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2011 calendar year, or tax year beginning Oct 1, 2011, and ending Sep 30, 2012		
B Check if applicable:	C Name of organization Silver Cross Foundation Doing Business As Number and street (or P O box if mail is not delivered to street addr) 1900 Silver Cross Blvd. City, town or country New Lenox State ZIP code + 4 IL 60451 F Name and address of principal officer Paul Pawlak 1900 Silver Cross Blvd New Lenox IL 60451	D Employer identification Number 36-3185350 E Telephone number (815) 300-7084 G Gross receipts \$ 1,293,446. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'No,' attach a list (see instructions) H(c) Group exemption number ►
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ► N/A		
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►	L Year of Formation 1981 M State of legal domicile IL	

Part I Summary		
Activities & Governance	1 Briefly describe the organization's mission or most significant activities To develop philanthropic support for the healthcare programs and services provided by Silver Cross Hospital	
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets	
	3 Number of voting members of the governing body (Part VI, line 1a) - - - - -	3 14
	4 Number of independent voting members of the governing body (Part VI, line 1b) - - - - -	4 14
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a) - - - - -	5 0
	6 Total number of volunteers (estimate if necessary) - - - - -	6 0
	7 a Total unrelated business revenue from Part VIII, column (C), line 12 - - - - -	7a 0.
b Net unrelated business taxable income from Form 990-T, line 34 - - - - -	7b 0.	
Revenue	8 Contributions and grants (Part VIII, line 1h) - - - - -	Prior Year 284,573. Current Year 1,162,813.
	9 Program service revenue (Part VIII, line 2g) - - - - -	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) - - - - -	17,249. 18,030.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) - - - - -	-37,118. -40,740.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) - - - - -	264,704. 1,140,103.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) - - - - -	246,061. 1,120,336.
	14 Benefits paid to or for members (Part IX, column (A), line 4) - - - - -	
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) - - - - -	
	16 a Professional fundraising fees (Part IX, column (A), line 11e) - - - - -	
	b Total fundraising expenses (Part IX, column (D), line 25) ► 0.	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) ►	20,306. 19,635.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) - - - - -	266,367. 1,139,971.
19 Revenue less expenses Subtract line 18 from line 12 - - - - -	-1,663. 132.	
Expenses	20 Total assets (Part X, line 16) - - - - -	800 Beginning of Current Year 2,510,861. End of Year 2,630,467.
	21 Total liabilities (Part X, line 26) - - - - -	1,926,589. 2,038,733.
	22 Net assets or fund balances Subtract line 21 from line 20 - - - - -	584,272. 591,734.
	RECEIVED SEP 03 2013 OGDEN, UT	

Part II Signature Block

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

Sign Here	 Signature of officer WILLIAM BROWNLOW, SENIOR VP FINANCE/CFO Type or print name and title.	Date 8/15/13
Paid Preparer Use Only	Print/Type preparer's name Angela M. Moore Preparer's signature  Firm's name ► ERNST & YOUNG U.S. LLP Firm's address ► 111 MONUMENT CIRCLE, STE 2600 INDIANAPOLIS, IN 46204	Date 08/14/2013 Check <input type="checkbox"/> if self-employed PTIN P00244342 Firm's EIN ► 34-6565596 Phone no 317-681-7000

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

BAA For Paperwork Reduction Act Notice, see the separate instructions.

TEEA0101 07/05/11

Form 990 (2011)

11 C17

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III.

1 Briefly describe the organization's mission.

To develop philanthropic support for the healthcare programs and services provided by Silver Cross Hospital.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? -

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

Yes No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? -

If 'Yes,' describe these changes on Schedule O

Yes No

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

4 a (Code _____) (Expenses \$ 1,120,336. including grants of \$ 1,120,336.) (Revenue \$ 0.)
 THE EXEMPT PURPOSE OF SILVER CROSS FOUNDATION IS TO RAISE FUNDS FOR
 SUPPORT OF SILVER CROSS HOSPITAL AND MEDICAL CENTERS

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

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

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

4 e Total program service expenses ► 1,120,336.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

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Form 990 (2011)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V

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

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

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

Section A. Governing Body and Management

		Yes	No
1 a	Enter the number of voting members of the governing body at the end of the tax year - If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	1 a	14
1 b	Enter the number of voting members included in line 1a, above, who are independent	1 b	14
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?	2	X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6	Did the organization have members or stockholders?	6	X
7 a	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?	7 a	X
7 b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?	7 b	X
8 a	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8 a	X
8 b	a The governing body? b Each committee with authority to act on behalf of the governing body?	8 b	X
9	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O	9	X

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

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

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make 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 makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

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

► John Krepps, CFO 1900 Silver Cross Blvd. New Lenox IL 60451 (815) 300-7084

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

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

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Or director or trustee	Individual trustee	Instiutional trustee	Officer	Key employee			
(1) Robert Rogina	1.00	X		X			0.	0.	0.
Chairman									
(2) Michael Hansen	1.00	X		X			0.	0.	0.
Vice-Chairman									
(3) Mark Stevens	1.00	X		X			0.	0.	0.
Treasurer									
(4) Dottie Brown	1.00	X		X			0.	0.	0.
Secretary									
(5) George Block	1.00	X					0.	0.	0.
Director									
(6) Ralph Dralle	1.00	X					0.	0.	0.
Director									
(7) Mona Goeken	1.00	X					0.	0.	0.
Director									
(8) Judy Hageman	1.00	X					0.	0.	0.
Director									
(9) Stacy Holland	1.00	X					0.	0.	0.
Director									
(10) Lynn Lichtenauer	1.00	X					0.	0.	0.
Director									
(11) Val Rand	1.00	X					0.	0.	0.
Director									
(12) Mike Stillman	1.00	X					0.	0.	0.
Director									
(13) Richard Tarizzo, M.D.	1.00	X					0.	0.	0.
Director									
(14) Michele Vana	1.00	X					0.	0.	0.
Director									

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

(A) Name and title	(B) Average hours per week (descri- be hours for related organi- zations in Sch 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
		Officer or director	Individual trustee	Institutional trustee	Key employee	Highest compensated employee			
(15) Paul Pawlak Ex-Officio Dir	1.00	X					0.	1,319,786.	400,921.
(16) Larry Johnson Ex-Officio Dir	1.00	X					0.	203,806.	40,797.
(17) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(18) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(19) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(20) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(21) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(22) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(23) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(24) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(25) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____
1 b Sub-total	_____	_____	_____	_____	_____	_____	0.	1,523,592.	441,718.
c Total from continuation sheets to Part VII, Section A	_____	_____	_____	_____	_____	_____	_____	_____	_____
d Total (add lines 1b and 1c)	_____	_____	_____	_____	_____	_____	0.	1,523,592.	441,718.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 0

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

Section B. Independent Contractors

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

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

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► 0

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns - -	1 a				
	b Membership dues - -	1 b				
	c Fundraising events - -	1 c 89,405.				
	d Related organizations - -	1 d				
	e Government grants (contributions) -	1 e				
	f All other contributions, gifts, grants, and similar amounts not included above -	1 f 1,073,408.				
	g Noncash contributions included in lns 1a-1f	\$				
h Total. Add lines 1a-1f	1,162,813.					
PROGRAM SERVICE REVENUE		Business Code				
	2 a					
	b					
	c					
	d					
	e					
	f All other program service revenue -					
g Total. Add lines 2a-2f						
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts) - - - -	18,284.	0.	0.	18,284.	
	4 Income from investment of tax-exempt bond proceeds -					
	5 Royalties - - - -					
	6 a Gross rents - -	(i) Real	(ii) Personal			
	b Less rental expenses .					
	c Rental income or (loss) -					
	d Net rental income or (loss) - - - -					
7 a Gross amount from sales of assets other than inventory .	(i) Securities	(ii) Other				
b Less cost or other basis and sales expenses -	68,849.					
c Gain or (loss) - -	69,103.					
d Net gain or (loss) - - - -	-254.		0.	0.	-254.	
8 a Gross income from fundraising events (not including - \$ 89,405. of contributions reported on line 1c) See Part IV, line 18- - - a	43,500.					
b Less direct expenses - - - b	84,240.					
c Net income or (loss) from fundraising events - - -	-40,740.			0.	-40,740.	
9 a Gross income from gaming activities See Part IV, line 19- - - a						
b Less direct expenses - - - b						
c Net income or (loss) from gaming activities - - -						
10 a 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 - - -						
11 a	Miscellaneous Revenue	Business Code				
b						
c						
d All other revenue - - - -						
e Total. Add lines 11a-11d	1,140,103.		0.	0.	-22,710.	
12 Total revenue. See instructions	-					

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 -

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21 - - - - -	1,120,336.	1,120,336.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22 - - - - -				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16 - - - - -				
4 Benefits paid to or for members - - - - -				
5 Compensation of current officers, directors, trustees, and key employees - - - - -				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) - - - - -				
7 Other salaries and wages - - - - -				
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions) - - - - -				
9 Other employee benefits - - - - -				
10 Payroll taxes - - - - -				
11 Fees for services (non-employees):				
a Management - - - - -				
b Legal - - - - -				
c Accounting - - - - -				
d Lobbying - - - - -				
e Professional fundraising services See Part IV, line 17 - - - - -				
f Investment management fees - - - - -	19,635.	0.	19,635.	0.
g Other - - - - -				
12 Advertising and promotion - - - - -				
13 Office expenses - - - - -				
14 Information technology - - - - -				
15 Royalties - - - - -				
16 Occupancy - - - - -				
17 Travel - - - - -				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials - - - - -				
19 Conferences, conventions, and meetings - - - - -				
20 Interest - - - - -				
21 Payments to affiliates - - - - -				
22 Depreciation, depletion, and amortization - - - - -				
23 Insurance - - - - -				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O) - - - - -				
a - - - - -				
b - - - - -				
c - - - - -				
d - - - - -				
e All other expenses - - - - -				
25 Total functional expenses. Add lines 1 through 24e. - - - - -	1,139,971.	1,120,336.	19,635.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here □ if following SOP 98-2 (ASC 958-720) - - - - -				

Part X Balance Sheet

		(A) Beginning of year	(B) End of year
ASSETS	1 Cash – non-interest-bearing	1	
	2 Savings and temporary cash investments	2	113,849.
	3 Pledges and grants receivable, net	3	
	4 Accounts receivable, net	4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	6	
	7 Notes and loans receivable, net	7	
	8 Inventories for sale or use	8	
	9 Prepaid expenses and deferred charges	3,000.	3,000.
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	10a	
	b Less accumulated depreciation	10b	10c
	11 Investments – publicly traded securities	11	
	12 Investments – other securities See Part IV, line 11	233,918.	239,897.
	13 Investments – program-related See Part IV, line 11	13	
	14 Intangible assets	14	
	15 Other assets. See Part IV, line 11	2,173,940.	2,273,721.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	2,510,861.	2,630,467.
LIABILITIES	17 Accounts payable and accrued expenses	0.	0.
	18 Grants payable	18	
	19 Deferred revenue	19	
	20 Tax-exempt bond liabilities	20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D	21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	22	
	23 Secured mortgages and notes payable to unrelated third parties	23	
	24 Unsecured notes and loans payable to unrelated third parties	24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	1,926,589.	2,038,733.
	26 Total liabilities. Add lines 17 through 25	1,926,589.	2,038,733.
NET ASSETS	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.		
	27 Unrestricted net assets	350,354.	351,837.
	28 Temporarily restricted net assets	28	
	29 Permanently restricted net assets	233,918.	239,897.
FUND BALANCES	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds	30	
	31 Paid-in or capital surplus, or land, building, or equipment fund	31	
	32 Retained earnings, endowment, accumulated income, or other funds	32	
	33 Total net assets or fund balances	584,272.	591,734.
	34 Total liabilities and net assets/fund balances	2,510,861.	2,630,467.

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Form 990 (2011)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI.

1 Total revenue (must equal Part VIII, column (A), line 12) - - - - -	1 1,140,103.
2 Total expenses (must equal Part IX, column (A), line 25) - - - - -	2 1,139,971.
3 Revenue less expenses Subtract line 2 from line 1 - - - - -	3 132.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) - - - - -	4 584,272.
5 Other changes in net assets or fund balances (explain in Schedule O) - - - - -	5 7,330.
6 Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) - - - - -	6 591,734.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII.

	Yes	No
1 Accounting method used to prepare the Form 990. <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____		
If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O		
2 a Were the organization's financial statements compiled or reviewed by an independent accountant? - - - - -	2 a <input checked="" type="checkbox"/>	
b Were the organization's financial statements audited by an independent accountant? - - - - -	2 b <input checked="" type="checkbox"/>	
c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? - - - - -	2 c <input checked="" type="checkbox"/>	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both		
<input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3 a 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? - - - - -	3 a <input checked="" type="checkbox"/>	
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 - - - - -	3 b <input type="checkbox"/>	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

2011

 Open to Public Inspection

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.

Name of the organization

Silver Cross Foundation

Employer identification number

36-3185350

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

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

- 1 A church, convention of churches or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)
- 9 An organization that normally receives (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions — subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or 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 is a Type I, Type II or Type III supporting organization, check this box

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

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

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

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 column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2011

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any unusual grants) ▶	287,767.	286,174.	881,957.	284,573.	1,162,813.	2,903,284.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf ▶	0.	0.	0.	0.	0.	0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge ▶	0.	0.	0.	0.	0.	0.
4 Total. Add lines 1 through 3 ▶	287,767.	286,174.	881,957.	284,573.	1,162,813.	2,903,284.
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 ▶						2,903,284.

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 ▶	287,767.	286,174.	881,957.	284,573.	1,162,813.	2,903,284.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ▶	293.	98.	44.	17,175.	18,284.	35,894.
9 Net income from unrelated business activities, whether or not the business is regularly carried on ▶	0.	0.	0.	0.	0.	0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV) ▶						
11 Total support. Add lines 7 through 10 ▶						2,939,178.
12 Gross receipts from related activities, etc (see instructions) ▶					12	212,000.

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

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) ▶	14	98.78 %
15 Public support percentage from 2010 Schedule A, Part II, line 14 ▶	15	99.10 %
16a 33-1/3% support test — 2011. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>		
b 33-1/3% support test — 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
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 ▶ <input type="checkbox"/>		
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 ▶ <input type="checkbox"/>		
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 ▶ <input type="checkbox"/>		

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Schedule A (Form 990 or 990-EZ) 2011

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

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

Section A. Public Support

Calendar year (or fiscal yr 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						
7 a 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 yr beginning in) ▶

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

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

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

Section D. Computation of Investment Income Percentage

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

19 a 33-1/3% support tests — 2011. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ b 33-1/3% support tests — 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. ▶

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

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, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

Employer identification number

Silver Cross Foundation

36-3185350

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?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> 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)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area <input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure <input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►	
4 Number of states where property subject to conservation easement is located ►	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> 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.

1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items	
(i) Revenues included in Form 990, Part VIII, line 1	► \$
(ii) Assets included in Form 990, Part X	► \$
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:	
a Revenues included in Form 990, Part VIII, line 1	► \$
b Assets included in Form 990, Part X	► \$

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

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

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

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

2 a 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
1 a Beginning of year balance -	233,919.	247,552.	242,110.	251,860.	
b Contributions -					
c Net investment earnings, gains, and losses -	25,613.	6,673.	24,569.	9,788.	
d Grants or scholarships -					
e Other expenditures for facilities and programs -					
f Administrative expenses -	19,635.	20,306.	19,127.	19,538.	
g End of year balance -	239,897.	233,919.	247,552.	242,110.	

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

a Board designated or quasi-endowment > _____ %

b Permanent endowment > 100.00 %

c Temporarily restricted endowment > _____ %

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

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

(i) unrelated organizations -	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(ii) related organizations -	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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

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
1 a Land -				
b Buildings -				
c Leasehold improvements -				
d Equipment -				
e Other -				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c)) - - - - - >

BAA

Schedule D (Form 990) 2011

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) Silver Cross Foundation Charitable Remainder Unitrust	239,897.	FMV
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		
(I) _____		
Total. (Column (b) must equal Form 990 Part X, column (B) line 12) - ►	239,897.	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

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

(a) Description	(b) Book value
(1) Due from Silver Cross Health System	2,273,721.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, column (B), line 15) -

Part X Other Liabilities. See Form 990, Part X, line 25.	
(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Due to Silver Cross Hospital	2,038,733.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

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

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

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

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 - - - - -	2 a	
b	Donated services and use of facilities - - - - -	2 b	
c	Recoveries of prior year grants - - - - -	2 c	
d	Other (Describe in Part XIV.) - - - - -	2 d	
e	Add lines 2a through 2d - - - - -		2 e
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 - - - - -	4 a	
b	Other (Describe in Part XIV) - - - - -	4 b	
c	Add lines 4a and 4b - - - - -		4 c
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12) - - - - -		5

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

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

Part XIV Supplemental Information

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

Pt V Line 4 Endowed funds consist of a Charitable Remainder Unitrust.

Upon the death of the donor the funds are to be placed

in a permanent endowment with interest used to benefit

the charitable purposes of Silver Cross Foundation.

No further restrictions are listed on the trust document.

Pt XIV The Corporations account for tax positions in accordance

with ASC Topic 740, Income Taxes. ASC Topic 740 clarifies

the accounting for uncertainty in tax positions and also

— — — — — provides guidance on when the tax positions are recognized in an entity's financial statements and how the values of these positions are determined. The Corporations do not have any liabilities recognized for uncertain tax positions.

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2011

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

Name of the organization

Employer identification number

Silver Cross Foundation

36-3185350

Part 1B **Fundraising Activities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

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

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

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

b If 'Yes,' list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(I) Name and address of individual or entity (fundraiser)	(II) Activity	(III) Did fundraiser have custody or control of contributions?	(IV) Gross receipts from activity	(V) Amount paid to (or retained by) fundraiser listed in column (I)	(VI) Amount paid to (or retained by) organization
		Yes	No		
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

Part II Fundraising Events. Complete if the organization answered 'Yes' to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

REVENUE		(a) Event #1 Golf outing (event type)	(b) Event #2 (event type)	(c) Other events (total number)	(d) Total events (add column (a) through column (c))
		132,905.			132,905.
	1 Gross receipts - - - - -	89,405.			89,405.
	2 Less Charitable contributions - - - - -	43,500.			43,500.
	3 Gross income (line 1 minus line 2) - - - - -				
DIRECT EXPENSES	4 Cash prizes - - - - -				
	5 Noncash prizes - - - - -				
	6 Rent/facility costs - - - - -	31,588.			31,588.
	7 Food and beverages - - - - -	29,506.			29,506.
	8 Entertainment - - - - -				
	9 Other direct expenses - - - - -	23,146.			23,146.
	10 Direct expense summary Add lines 4 through 9 in column (d) - - - - -				84,240.
	11 Net income summary Combine line 3, column (d), and line 10 - - - - -				-40,740.

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

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

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

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

b If 'No,' explain _____

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

b If 'Yes,' explain _____

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

13. Indicate the percentage of gaming activity operated in		
a. The organization's facility -	13a	%
b. An outside facility -	13b	%

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

Name ► _____

Address ►

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

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

c If 'Yes,' enter name and address of the third party

Name ► _____

Address ► [123 Main Street, Anytown, USA](#)

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$

Description of services provided ▶

Director/officer Employee Independent contractor

17 Mandatory distributions

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

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

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

► Attach to Form 990.

OMB No 1545-0047
2011

**Open to Public
Inspection**

Name of the organization

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000.

Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	2 (b) EIN	3 (c) IRC section if applicable	4 (d) Amount of cash grant	5 (e) Amount of non-cash assistance	6 (f) Method of valuation (book, FMV, appraisal, other)	7 (g) Description of non-cash assistance	8 (h) Purpose of grant or assistance
11 Silver Cross Hospital and 1200 Maple Rd. Joliet IL 60432	36-2174832	501(c)(3)	1,120,336.	0	N/A		oper. support
12							
13							
14							
15							
16							
17							
18							

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

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

BAA For Paperwork Reduction Act Notice. see the Instructions for Form 990.

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Schedule I (Form 990) (2011)

TEEA5901 08/01/11

Part II Grants and Other Assistance to Individuals in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 22
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

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

Pt_I_Line_2 The organization shall advise and monitor the investments of endowments
 Pt_I_Line_2 and general funds through its board of directors and the SCH board of directors.

BAA

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, line 23.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

Silver Cross Foundation

Employer identification number

36-3185350

Part I Questions Regarding Compensation

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

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain - - - - -

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

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

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

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

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

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

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

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

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

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

a The organization? - - - - -

b Any related organization? - - - - -

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

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

a The organization? - - - - -

b Any related organization? - - - - -

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

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

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

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

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

Schedule J (Form 990) 2011

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is 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, applicable columns (D) and (E) amounts 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 as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other compensation				
1 Paul Pawlak	\$ 665,262.	\$ 379,096.	\$ 0.	\$ 275,428.	\$ 0.	\$ 364,436.	\$ 0.
2 Larry Johnson	\$ 183,237.	\$ 0.	\$ 0.	\$ 0.	\$ 0.	\$ 37,159.	\$ 0.
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, for Part II. Also complete this part for any additional information.

Pt I Line 4b The Supplemental Executive Retirement Program (SERP) is a non-qualified compensation program designed to provide additional, market-competitive retirement benefits to

certain management employees of Silver Cross Health System. The SERP was designed to provide retirement benefits that take into account an employee's total compensation, without regard to the annual limit on compensation that applies under qualified retirement plans. The Board has reviewed the SERP benefits, concluding that it is a market-competitive benefit and that the total retirement benefits and total compensation are reasonable when compared to the benefits and compensation provided by similarly situated organizations to employees in comparable positions. For the reporting year Paul Pawlak participated in the SERP and received \$269,098.

Pt I Line 3 Silver Cross Foundation has no employees. Silver Cross Health System, the parent organization of Silver Cross Foundation, uses the following to establish executive compensation: 1) Compensation committee, 2) Independent compensation consultant, 3) Compensation survey and 4) Approval by the Board of Directors.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No 1545-0047

2011

 Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Silver Cross Foundation

Employer identification number

36-3185350

Pt VI, Line 6 Silver Cross Health System is the sole corporate member of Silver Cross Foundation.

Pt VI, Line 7a Silver Cross Health System may appoint members to the Board of Directors of Silver Cross Foundation.

Pt VI, Line 7b All decisions of the Silver Cross Foundation Board of Directors are subject to the approval of the Silver Cross Health System Board of Directors.

Pt VI, Line 11a The form 990 is prepared with the assistance of a public accounting firm. A copy of the form 990 is provided to the Chairman of the Governance and Management Board of Directors for review prior to filing.

Pt VI, Line 12c Any conflict of interest on the part of a Director, Officer or key employee shall be disclosed on an annual basis and is monitored and reviewed by the Corporate Compliance Officer. Identified conflicts may be reviewed by the Board and, when any such interest becomes a matter of Board action, the Directors shall not vote or use personal influence on the matter and shall not be counted in the quorum for a meeting at which Board action is to be taken on the interest.

Pt VI, Line 19 Financial data and conflict of interest policies are available upon request.

Pt XI Unrealized gains from Charitable Remainder Unitrust #1.

Pt VII col (b) Estimated average hours per week for related organization is 40 hours for Paul Pawlak.

SCHEDULE R
(Form 990)

2011

Department of the Treasury
Internal Revenue Service

► Complete if the organization answered 'Yes' to Form 980, Part IV line 33, 34, 35, 36, or 37.
► Attach to Form 990. ► See separate Instructions.

Name of the organization

Silver Cross Foundation

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047
Open to Public Inspection

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) See 512(b)(13) controlled entity?
(1) Silver Cross Hospital and Medical Centers 36-2174832 1900 Silver Cross Blvd. New Lenox IL 60451	Acute Care Hospital	IL	501(c) (3)	3	SCHS	Yes
(2) Silver Cross Medical Associates 36-4179805 1900 Silver Cross Blvd. New Lenox IL 60451	Medical care	IL	501(c) (3)	11a	SCHS	No
(3) Midwest Community Real Estate Corp. 36-3461020 1900 Silver Cross Blvd. New Lenox IL 60451	Real estate management	IL	501(c) (3)	11b	SCHS	X
(4) See Continuation Sheet for Schedule R, Part II	_____	_____	_____	_____	_____	_____

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

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(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) Sect 512(b)(13) controlled entity?
Yes	No					
Silver Cross Health System 36-2185252						
1900 Silver Cross Blvd., New Lenox IL 60451						
Silver Cross Healthy Community Commission 26-3094005						
1900 Silver Cross Blvd., New Lenox IL 60451						
Silver Cross Healthy System 36-2185252						
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Silver Cross Healthy System 36-2185252						
1900 Silver Cross Blvd., New Lenox IL 60451						
Silver Cross Healthy System 36-2185252						

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?	(i) V-JBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
(1)	(2)	(3)								

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered 'Yes' to Form 990, Part IV)

Line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.						
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets
(1) Silver Cross Managed Care Organization 36-3876019 1900 Silver Cross Blvd. New Lenox, IL 60451	Health care management	IL	N/A	C		
(2) Health Service Systems, Inc. 36-3262450 1900 Silver Cross Blvd. New Lenox, IL 60451	Physician services	IL	N/A	C		
(3) Preferred Provider Organization of Joliet 36-3330680 1900 Silver Cross Blvd. New Lenox, IL 60451	Health care support services	IL	N/A	C		

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Part V Transactions With Related Organizations (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34, 35, 35a, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

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

- a Receipt of (I) interest (II) annuities (III) royalties or (IV) rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)
- f Sale of assets to related organization(s)
- g Purchase of assets from related organization(s)
- h Exchange of assets with related organization(s)
- i Lease of facilities, equipment, or other assets to related organization(s)
- j Lease of facilities, equipment, or other assets from related organization(s)
- k Performance of services or membership or fundraising solicitations for related organization(s)
- l Performance of services or membership or fundraising solicitations by related organization(s)
- m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n Sharing of paid employees with related organization(s)
- o Reimbursement paid to related organization(s) for expenses
- p Reimbursement paid by related organization(s) for expenses
- q Other transfer of cash or property to related organization(s)
- r Other transfer of cash or property from related organization(s)

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
<u>(1) Silver Cross Hospital and Medical Centers</u>	b	1,120,336. <small>fmv</small>	
<u>(2) Silver Cross Hospital and Medical Centers</u>	c	183,939. <small>fmv</small>	
<u>(3) Silver Cross Hospital and Medical Centers</u>	c	1,900,000. <small>fmv</small>	
<u>(4)</u>			
<u>(5)</u>			
<u>(6)</u>			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unre- lated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?	(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate 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		
(1) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(2) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(4) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(5) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(6) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(7) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(8) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____

Part VII **Supplemental Information**

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