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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning , 2012, and ending , 20

B Check if applicable:
- [ ] Address change
- [X] Name change
- [ ] Initial return
- [ ] Terminated
- [ ] Amended return
- [ ] Application pending

C Name of organization: BARNABAS HEALTH, INC.

Doing Business As:

Number and street (or P O box if mail is not delivered to street address): 95 OLD SHORT HILLS ROAD

Room/suite:

City, town or post office, state, and ZIP code: WEST ORANGE, NJ 07052

D Employer identification number: 22-2405279

E Telephone number: (973) 322-4032

G Gross receipts $ 153,747,656.

F Name and address of principal officer: BARRY H. OSTROWSKY
95 OLD SHORT HILLS ROAD WEST ORANGE, NJ 07052

H(a) Is this a group return for affiliates? [ ] Yes [X] No

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

H(c) Group exemption number ▶

I Tax-exempt status: [X] 501(c)(3) [ ] 501(c) ( ) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

J Website. ▶ WWW.BARNABASHEALTH.ORG

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation 1982 M State of legal domicile NJ

Part I Summary

1 Briefly describe the organization's mission or most significant activities
THE ORGANIZATION IS THE PARENT ENTITY OF BARNABAS HEALTH; A TAX-EXEMPT NOT FOR-PROFIT INTEGRATED HEALTHCARE DELIVERY SYSTEM.

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

3	Number of voting members of the governing body (Part VI, line 1a)	3	23.
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	21.
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	0
7a	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

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	276,921.	335,098.
9	Program service revenue (Part VIII, line 2g)	136,422,013.	138,832,049.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	12,740,130.	14,580,509.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	149,439,064.	153,747,656.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	143,537,927.	149,570,887.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	143,537,927.	149,570,887.
19	Revenue less expenses Subtract line 18 from line 12	5,901,137.	4,176,769.

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	1,200,094,988.	1,513,783,957.
21	Total liabilities (Part X, line 26)	1,593,029,587.	1,855,676,618.
22	Net assets or fund balances Subtract line 21 from line 20	-392,934,599.	-341,892,661.

Part II Signature Block

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

Sign Here

▶ Signature of officer — Date 11/15/2013

▶ Type or print name and title: GERALD J. PICERNO, EXECUTIVE VICE PRESIDENT/CFO

Paid Preparer Use Only

Print/Type preparer's name: SCOTT MARIANI	Preparer's signature	Date 11/15/2013	Check [ ] if self-employed; PTIN P00642486
Firm's name ▶ WITHUMSMITH+BROWN, PC			Firm's EIN ▶ 22-2027092
Firm's address ▶ 465 SOUTH ST STE 200 MORRISTOWN, NJ 07960-6497			Phone no 973-898-9494

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2012)

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PAGE 1

Part III **Statement of Program Service Accomplishments**

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

1 Briefly describe the organization's mission

ATTACHMENT 1

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

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

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

If "Yes," describe these changes on Schedule O

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

4a (Code _____) (Expenses $ 22,439,460 including grants of $ 0) (Revenue $ 2,901,538.)

EXPENSES INCURRED IN SUPPORTING BARNABAS HEALTH; A TAX-EXEMPT INTEGRATED HEALTHCARE DELIVERY SYSTEM. BARNABAS HEALTH PROVIDES MEDICALLY NECESSARY HEALTHCARE SERVICES TO ALL INDIVIDUALS IN A NON-DISCRIMINATORY MANNER REGARDLESS OF RACE, COLOR, CREED, SEX, NATIONAL ORIGIN, RELIGION OR ABILITY TO PAY. PLEASE REFER TO SCHEDULE O FOR THE ORGANIZATION'S COMMUNITY BENEFIT STATEMENT.

4b (Code _____) (Expenses $ 112,174,340. including grants of $ 0) (Revenue $ 135,930,511.)

EXPENSES INCURRED FOR ALL COVERED BARNABAS HEALTH EMPLOYEES RELATING TO BARNABAS HEALTH'S SELF-INSURED HEALTH PLAN, INCLUDING MEDICAL CLAIMS AND PRESCRIPTIONS. PLEASE REFER TO SCHEDULE O FOR THE ORGANIZATION'S COMMUNITY BENEFIT STATEMENT.

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

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses ▶ 134,613,800.

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, for escrow or custodial account liability, 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 and XII*	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 and XII 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*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21		X
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	X	
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K If "No," go to line 25*	24a	X	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		X
25 a	**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, Part II, III, or IV, and Part V, line 1*	34	X	
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X	
b	If "Yes" to line 35a, 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 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V **Statements Regarding Other IRS Filings and Tax Compliance**

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	302		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return .	2a	0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b			
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?	3a			X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X	
b	If "Yes," enter the name of the foreign country ▶ CAYMAN ISLANDS See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a			X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a			X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a			X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . .	7e			X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . .	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			X
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?	13a			
	Note. See the instructions for additional information the organization must report on Schedule O				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*	14b			

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

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

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 1a 23			
	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			
b	Enter the number of voting members included in line 1a, above, who are independent 1b 21			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . . .	3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Did the organization have members or stockholders?	6		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9		X

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

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

Section C. Disclosure

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

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

☐ Own website ☐ Another's website ☒ Upon request ☐ Other *(explain in Schedule O)*

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ THOMAS G. SCOTT, CPA 2 CRESCENT PLACE OCEANPORT, NJ 07757 (732)923-8072

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ALBERT R GAMPER JR CHAIRMAN - TRUSTEE	1.00	X		X				0	0	0
(2) THOMAS F KELAHER VICE CHAIRMAN - TRUSTEE	1.00	X		X				0	0	0
(3) RICHARD J KOGAN VICE CHAIRMAN - TRUSTEE	1.00	X		X				0	0	0
(4) JOSEPH MAURIELLO VICE CHAIRMAN - TRUSTEE	1.00	X		X				0	0	0
(5) RICHARD ONEILL VICE CHAIRMAN - TRUSTEE	1.00	X		X				0	0	0
(6) VINCENT J APRUZZESE ESQ TRUSTEE	1.00	X						0	0	0
(7) MARC E BERSON TRUSTEE	1.00	X						0	0	0
(8) MARIO A CRISCITO MD TRUSTEE	25.00	X						0	120,890.	2,274.
(9) ALAN E DAVIS ESQ TRUSTEE	1.00	X						0	0	0
(10) JOHN DEGNAN TRUSTEE	1.00	X						0	0	0
(11) ANNE EVANS ESTABROOK TRUSTEE	1.00	X						0	0	0
(12) THEODORE GOODING TRUSTEE	1.00	X						0	0	0
(13) BISHOP REGINALD JACKSON TRUSTEE	1.00	X						0	0	0
(14) DONALD JUMP TRUSTEE	1.00	X						0	0	0

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
15) ROBERT LAHITA MD TRUSTEE	1.00	X						0	0	0
16) GARY LOTANO TRUSTEE	1.00	X						0	0	0
17) WILLIAM B MCGUIRE ESQ TRUSTEE	1.00	X						0	0	0
18) JOHN P MEYERHOLZ TRUSTEE	1.00	X						0	0	0
19) BARRY H OSTROWSKY TRUSTEE - PRESIDENT/CEO	60.00	X		X				0	2,558,076.	280,260.
20) CARL RASO MD TRUSTEE	1.00	X						0	0	0
21) KENNETH A ROSEN ESQ TRUSTEE	1.00	X						0	0	0
22) RAYMOND F SHEA JR ESQ TRUSTEE	1.00	X						0	0	0
23) JAMES S VACCARO TRUSTEE	1.00	X						0	0	0
24) THOMAS A BIGA EXECUTIVE VICE PRESIDENT/COO	60.00			X				0	1,739,665.	34,664.
25) GERALD J PICERNO EXECUTIVE VICE PRESIDENT	60.00			X				0	1,195,685.	205,872.
1b Sub-total ▶								0	120,890.	2,274.
c Total from continuation sheets to Part VII, Section A ▶								0	49,026,327.	2,423,694.
d Total (add lines 1b and 1c) ▶								0	49,147,217.	2,425,968.

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
ATTACHMENT 2		

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 ▶ 29

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
26) ANTHONY D SLONIM MD EXECUTIVE VICE PRESIDENT	60.00			X				0	825,248.	30,205.
27) FRED M JACOBS MD EXECUTIVE VICE PRESIDENT	60.00			X				0	361,479.	28,708.
28) DEANNA SPERLING BEHAVIORAL HEALTH COO	55.00			X				0	261,104.	21,064.
29) DAVID A MEBANE ESQ SENIOR VICE PRESIDENT	55.00			X				0	690,383.	38,770.
30) THOMAS G SCOTT CPA SENIOR VICE PRESIDENT	55.00			X				0	598,857.	34,199.
31) SIDNEY SELIGMAN SENIOR VICE PRESIDENT	55.00			X				0	587,899.	34,093.
32) ANTHONY SORIANO SENIOR VICE PRESIDENT	55.00			X				0	524,525.	23,710.
33) SUSAN GARRUBBO SENIOR VICE PRESIDENT	55.00			X				0	512,238.	43,203.
34) NANCY E HOLECEK SENIOR VICE PRESIDENT	55.00			X				0	466,220.	44,867.
35) JOHN E MONAHAN SENIOR VICE PRESIDENT	55.00			X				0	463,171.	87,000.
36) JONATHAN H BARKHORN SENIOR VICE PRESIDENT	55.00			X				0	461,592.	31,723.
1b Sub-total ▶										
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶										

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 ▶

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
37) MATTHEW S FULTON SENIOR VICE PRESIDENT	55.00			X				0	457,901.	75,817.
38) MICHELLENE DAVIS SENIOR VICE PRESIDENT	55.00			X				0	454,816.	65,634.
39) ANGELA RICCO SENIOR VICE PRESIDENT	55.00			X				0	415,654.	35,063.
40) CATHERINE AINORA SENIOR VICE PRESIDENT	55.00			X				0	402,999.	18,422.
41) ROBERT C IANNACCONE SENIOR VICE PRESIDENT	55.00			X				0	334,292.	28,821.
42) THOMAS BARTIROMO SENIOR VICE PRESIDENT	55.00			X				0	263,677.	30,204.
43) EILEEN K URBAN SENIOR VICE PRESIDENT	55.00			X				0	169,832.	481.
44) ANDREW MINTZ (TERM 5/3/12) SENIOR VICE PRESIDENT	55.00			X				0	1,166,977.	3,698.
45) JOHN W DOLL VICE PRESIDENT	50.00			X				0	430,119.	33,680.
46) WILLIAM CUTHILL VICE PRESIDENT	50.00			X				0	402,824.	36,597.
47) THOMAS GIBNEY VICE PRESIDENT	50.00			X				0	340,994.	117,156.
1b Sub-total ▶										
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶										

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

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

Section B. Independent Contractors

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

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

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 ▶

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
48) ANTHONY E PALMERIO VICE PRESIDENT	50.00			X				0	333,740.	31,036.
49) CATHERINE DOWDY VICE PRESIDENT	50.00			X				0	315,865.	29,649.
50) ELLEN GREENE VICE PRESIDENT	50.00			X				0	313,973.	23,364.
51) MICHAEL SLUSARZ VICE PRESIDENT	50.00			X				0	311,392.	28,581.
52) BRIAN J KIRKPATRICK VP FINANCE	50.00			X				0	289,509.	38,187.
53) TAMARA CUNNINGHAM VICE PRESIDENT	50.00			X				0	284,056.	29,395.
54) REGINA BUBLE VICE PRESIDENT	50.00			X				0	277,211.	21,398.
55) MICHAEL J MCTIGUE VICE PRESIDENT	50.00			X				0	268,892.	27,510.
56) MICHAEL T REHEIS VICE PRESIDENT	50.00			X				0	260,621.	29,459.
57) VERONICA A GEISSLER VICE PRESIDENT	50.00			X				0	237,379.	31,282.
58) ROBERT ADAMSON VICE PRESIDENT	50.00			X				0	233,015.	22,155.
1b Sub-total ▶										
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶										

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

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

Section B. Independent Contractors

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

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

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 ▶ [redacted]

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
59) INDU LEW VICE PRESIDENT	50.00			X				0	231,850.	27,447.
60) PATRICK DONAHUE VICE PRESIDENT	50.00			X				0	230,589.	28,548.
61) ELIZABETH GILLON VICE PRESIDENT	50.00			X				0	230,368.	38,697.
62) CHRISTOPHER J BUTLER VICE PRESIDENT	50.00			X				0	209,834.	22,369.
63) BEATRICE ANZUR VICE PRESIDENT	50.00			X				0	206,304.	12,361.
64) DEBRA MORGAN VICE PRESIDENT	50.00			X				0	202,168.	36,016.
65) RICHARD HENWOOD VICE PRESIDENT	50.00			X				0	199,029.	30,139.
66) DEBORAH L LARKIN CARNEY VICE PRESIDENT	50.00			X				0	198,326.	21,079.
67) STEPHEN A FAUP VICE PRESIDENT	50.00			X				0	197,145.	25,905.
68) LAUREN BURKE VICE PRESIDENT	50.00			X				0	191,159.	26,562.
69) JUDITH MUNDIE VICE PRESIDENT	50.00			X				0	188,842.	25,255.
1b Sub-total ▶										
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶										

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

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

Section B. Independent Contractors

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

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

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 ▶

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
70) ANDREW MISURO VICE PRESIDENT	50.00			X				0	176,552.	26,670.
71) ROBERT PELLECHIO VICE PRESIDENT	50.00			X				0	176,143.	9,525.
72) ANGELO SCHITTONE VICE PRESIDENT	50.00			X				0	171,531.	17,582.
73) TRACY J TROVATO VICE PRESIDENT	50.00			X				0	167,214.	23,155.
74) MAUREEN HARDING VICE PRESIDENT	50.00			X				0	110,709.	26,140.
75) DENISE SHEPHERD VICE PRESIDENT	50.00			X				0	100,044.	9,670.
76) CRAIG SAUNDERS MD DIRECTOR	50.00				X			0	1,628,311.	25,723.
77) SHAMKANT MULGAONKAR MD DIRECTOR	50.00				X			0	551,986.	22,900.
78) HODA BLAU EXECUTIVE DIRECTOR	50.00				X			0	480,785.	31,009.
79) LISA DE MARIA JACOBS CFO, SBHCS FOUNDATIONS	50.00				X			0	168,884.	27,905.
80) HUSSEIN SYED DIRECTOR IT SECURITY	50.00				X			0	167,966.	29,197.
1b Sub-total ▶										
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶										

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

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

Section B. Independent Contractors

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

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

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 ▶

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
81) MATTHEW B PEDDIE SENIOR IT DIRECTOR	50.00				X			0	159,772.	31,573.
82) RONALD J DEL MAURO FORMER PRESIDENT/CEO	0						X	0	21,678,657.	2,200.
83) THOMAS R PERCELLO FORMER VICE PRESIDENT	55.00						X	0	711,130.	101,025.
84) MARK D PILLA FORMER EXECUTIVE VP OPS	0						X	0	686,291.	16,596.
85) JOSEPH SULLIVAN FORMER CIO	0						X	0	220,682.	10,808.
86) PATRICIA A COOK FORMER VICE PRESIDENT	0						X	0	172,176.	21,711.
1b Sub-total ▶										
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶										

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

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

Section B. Independent Contractors

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

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

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 ▶

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e	335,098			
	f All other contributions, gifts, grants, and similar amounts not included above	1f				
	g Noncash contributions included in lines 1a-1f $					
	h **Total.** Add lines 1a-1f ▶		335,098.			
Program Service Revenue		**Business Code**				
	2a PROGRAM SERVICE REVENUE	541900	138,832,049.	138,832,049.		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a-2f ▶		138,832,049.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ATTACHMENT 3 ▶		13,897,802.			13,897,802.
	4 Income from investment of tax-exempt bond proceeds [4] ▶		682,707.			682,707.
	5 Royalties ▶		0			
		(i) Real / (ii) Personal				
	6a Gross rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) ▶		0			
		(i) Securities / (ii) Other				
	7a Gross amount from sales of assets other than inventory					
	b Less cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss) ▶		0			
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 a					
	b Less direct expenses b					
	c Net income or (loss) from fundraising events ▶		0			
	9a Gross income from gaming activities See Part IV, line 19 a					
	b Less direct expenses b					
	c Net income or (loss) from gaming activities ▶		0			
	10a Gross sales of inventory, less returns and allowances a					
	b Less cost of goods sold b					
	c Net income or (loss) from sales of inventory ▶		0			
	Miscellaneous Revenue	**Business Code**				
	11a					
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a-11d ▶		0			
	12 **Total revenue.** See instructions ▶		153,747,656.	138,832,049.		14,580,509.

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)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	0			
2 Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	0			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	0			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	0			
10 Payroll taxes	0			
11 Fees for services (non-employees)				
a Management	198,891.	179,002.	19,889.	
b Legal	6,591.	5,932.	659.	
c Accounting	0			
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	0			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount list line 11g expenses on Schedule O)	0			
12 Advertising and promotion	0			
13 Office expenses	751,049.	675,944.	75,105.	
14 Information technology	0			
15 Royalties	0			
16 Occupancy	1,324,866.	1,192,379.	132,487.	
17 Travel	8,518.	7,666.	852.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	9,248,344.	8,323,510.	924,834.	
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	788,803.	709,923.	78,880.	
23 Insurance	186,583.	167,925.	18,658.	
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 BH HLTH PLAN; MED. CLAIMS	101,908,584.	91,717,727.	10,190,857.	
b BH HLTH PLAN; PRESCRIPS.	22,729,570.	20,456,613.	2,272,957.	
c CONTRACTED SERVICES	10,541,390.	9,487,251.	1,054,139.	
d INTEREST EXPENSE; OTHER	1,877,698.	1,689,928.	187,770.	
e All other expenses				
25 **Total functional expenses** Add lines 1 through 24e	149,570,887.	134,613,800.	14,957,087.	
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)	0			

Part X Balance Sheet

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

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	829,163.	1	943,473.
	2	Savings and temporary cash investments	227,251,765.	2	141,598,949.
	3	Pledges and grants receivable, net	0	3	0
	4	Accounts receivable, net	0	4	0
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	6	Loans and other 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). Complete Part II of Schedule L	0	6	0
	7	Notes and loans receivable, net ATCH 5	402,695,746.	7	579,324,765.
	8	Inventories for sale or use	0	8	0
	9	Prepaid expenses and deferred charges	307,177.	9	200,785.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a: 70,106,570.			
	b	Less accumulated depreciation — 10b: 37,722,390.	41,410,195.	10c	32,384,180.
	11	Investments - publicly traded securities	0	11	0
	12	Investments - other securities See Part IV, line 11	0	12	0
	13	Investments - program-related See Part IV, line 11	494,674,706.	13	684,975,700.
	14	Intangible assets	11,330,520.	14	11,875,365.
	15	Other assets See Part IV, line 11	21,595,716.	15	62,480,740.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	1,200,094,988.	16	1,513,783,957.
Liabilities	17	Accounts payable and accrued expenses	17,135,450.	17	26,344,947.
	18	Grants payable	0	18	0
	19	Deferred revenue	0	19	0
	20	Tax-exempt bond liabilities	839,064,207.	20	850,102,500.
	21	Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23	Secured mortgages and notes payable to unrelated third parties	0	23	0
	24	Unsecured notes and loans payable to unrelated third parties	0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	736,829,930.	25	979,229,171.
	26	**Total liabilities.** Add lines 17 through 25	1,593,029,587.	26	1,855,676,618.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ X and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	-392,934,599.	27	-341,892,661.
	28	Temporarily restricted net assets	0	28	0
	29	Permanently restricted net assets	0	29	0
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	-392,934,599.	33	-341,892,661.
	34	Total liabilities and net assets/fund balances	1,200,094,988.	34	1,513,783,957.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	153,747,656.
2	Total expenses (must equal Part IX, column (A), line 25)	2	149,570,887.
3	Revenue less expenses Subtract line 2 from line 1	3	4,176,769.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-392,934,599.
5	Net unrealized gains (losses) on investments	5	12,642,590.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	34,222,579.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-341,892,661.

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization	**Employer identification number**
BARNABAS HEALTH, INC.	22-2405279

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

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

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

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

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

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

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

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

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

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

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

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

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

a ☒ Type I **b** ☐ Type II **c** ☐ Type III-Functionally integrated **d** ☐ Type III-Non-functionally integrated

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

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

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

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) ATTACHMENT 1									
(B)									
(C)									
(D)									
(E)									
Total									

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support.** Add lines 7 through 10 . .						

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

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) . . . . . 14 %

15 Public support percentage from 2011 Schedule A, Part II, line 14 . . . . . 15 %

16a **33 1/3 % support test - 2012.** If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . ▶ ☐

b **33 1/3 % support test - 2011.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . ▶ ☐

17a **10%-facts-and-circumstances test - 2012.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization . . . . . ▶ ☐

b **10%-facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization . . . . . ▶ ☐

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

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

Section C. Computation of Public Support Percentage

15	Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2011** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2012.** 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 - 2011.** 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)

ATTACHMENT 1

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION	(IV) YES	(IV) NO	(V) YES	(V) NO	(VI) YES	(VI) NO	(VII) AMOUNT OF SUPPORT
SAINT BARNABAS MEDICAL CENTER	22-1494440	03	X		X		X		0
MONMOUTH MEDICAL CENTER	22-3452412	03	X		X		X		0
NEWARK BETH ISRAEL MEDICAL CENTER	22-3452311	03	X		X		X		0
CLARA MAASS MEDICAL CENTER	22-1500556	03	X		X		X		0
COMMUNITY MEDICAL CENTER	22-3452306	03	X		X		X		0
KIMBALL MEDICAL CENTER	22-3452413	03	X		X		X		0
SAINT BARNABAS BEHAVIORAL HEALTH CENTER	22-2977312	03	X		X		X		0
TOTAL AMOUNT OF SUPPORT									

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**

▶ **See separate instructions.**

OMB No 1545-0047

2012

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A. Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of organization	Employer identification number
BARNABAS HEALTH, INC.	22-2405279

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV

2 Political expenditures . . . . . ▶ $

3 Volunteer hours . . . . . .

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

1 Enter the amount of any excise tax incurred by the organization under section 4955. . . . . ▶ $

2 Enter the amount of any excise tax incurred by organization managers under section 4955 . . ▶ $

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? . . . . . ☐ Yes ☐ No

4a Was a correction made? . . . . . ☐ Yes ☐ No

b If "Yes," describe in Part IV

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

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities . . . . . ▶ $

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

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

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

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

	(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

Part II-A **Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

A Check ▶ ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check ▶ ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)		
c Total lobbying expenditures (add lines 1a and 1b)		
d Other exempt purpose expenditures		
e Total exempt purpose expenditures (add lines 1c and 1d)		
f Lobbying nontaxable amount Enter the amount from the following table in both columns		
g Grassroots nontaxable amount (enter 25% of line 1f)		
h Subtract line 1g from line 1a If zero or less, enter -0-		
i Subtract line 1f from line 1c If zero or less, enter -0-		

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☐ No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B **Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity	(a) Yes	(a) No	(b) Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	X		
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?	X		
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?		X	
j Total Add lines 1c through 1i			
2 a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A **Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

			Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1		
2	Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3	Did the organization agree to carry over lobbying and political expenditures from the prior year?	3		

Part III-B **Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."**

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV **Supplemental Information**

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1 Also, complete this part for any additional information

SEE PAGE 4

Part IV Supplemental Information *(continued)*

LOBBYING ACTIVITIES

SCHEDULE C, PART II-B

A RELATED FOR-PROFIT ORGANIZATION PAID TWO OUTSIDE LOBBYING FIRMS FOR LOBBYING ACTIVITY IN THE AMOUNT OF $285,000 DURING 2012. IN ADDITION, CERTAIN OTHER ORGANIZATIONS WITHIN BARNABAS HEALTH ALSO ENGAGE IN LOBBYING ACTIVITY; THESE COSTS ARE REPORTED ON EACH OF THESE ORGANIZATION'S RESPECTIVE FORMS 990.

TWO RELATED FOR-PROFIT ORGANIZATIONS ARE MEMBERS OF THE NEW JERSEY BUSINESS AND INDUSTRY ASSOCIATION WHICH ENGAGES IN LOBBYING EFFORTS ON BEHALF OF ITS MEMBER ORGANIZATIONS. A PORTION OF THE DUES PAID TO THIS ORGANIZATION HAS BEEN ALLOCATED TO LOBBYING ACTIVITIES PERFORMED ON BEHALF OF BARNABAS HEALTH AND AFFILIATES. THIS ALLOCATION AMOUNTED TO $35,769.

A PERCENTAGE OF THE 2012 TOTAL COMPENSATION FOR THE EXECUTIVE VICE PRESIDENT OPERATIONS AND ONE OTHER INDIVIDUAL HAS BEEN ALLOCATED TOWARD LOBBYING ACTIVITIES PERFORMED ON BEHALF OF BARNABAS HEALTH ON BOTH A FEDERAL AND STATE LEVEL. THIS ALLOCATION AMOUNTED TO $264,000 IN 2012. PLEASE NOTE THAT THESE INDIVIDUALS ARE EMPLOYED BY AND COMPENSATED BY A RELATED FOR-PROFIT ORGANIZATION.

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization

BARNABAS HEALTH, INC.

Employer identification number

22-2405279

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

b Assets included in Form 990, Part X ▶ $

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

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

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

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

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

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

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

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

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

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

b If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII ☐

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

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

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

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		2,056,143.	1,276,964.	779,179.
c Leasehold improvements		473,079.	39,651.	433,428.
d Equipment		41,547,962.	36,405,775.	5,142,187.
e Other		26,029,386.		26,029,386.
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				32,384,180.

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)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶		

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

(a) Description of investment type ATTACHMENT 1	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) ASSETS LIMITED AS TO USE UNDER		
(2) BOND INDENTURE AGREEMENTS	89,560,980.	FMV
(3) BOARD DESIGNATED CASH;		
(4) LIMITED USE	322,374,484.	FMV
(5) INVESTMENT IN QUALCARE, INC.	1,462,225.	FMV
(6) OTHER INTERNALLY AND		
(7) EXTERNALLY DESIGNATED LIMITED		
(8) USE ASSETS	11,634,306.	FMV
(9) INVESTMENT IN AFFILIATES	142,198,224.	FMV
(10) OTHER INVESTMENTS	200,500.	FMV
Total *(Column (b) must equal Form 990, Part X, col (B) line 13)* ▶	684,975,700.	

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

	(a) Description	(b) Book value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15)* ▶		

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO AFFILIATES; CURRENT	771,986,408.
(3) SELF-INSURANCE LIABILITIES	42,122,521.
(4) OTHER LONG TERM LIABILITIES	126,381,697.
(5) DUE TO AFFILIATES; NON-CURRENT	818,562.
(6) ESTIMATED AMTS. DUE TO 3RD PARTIES	8,255,770.
(7) AMOUNT DUE TO U.S. DOJ; CURRENT	29,664,213.
(8) AMOUNT DUE TO U.S. DOJ; NON-CURRENT	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	979,229,171.

2. FIN 48 (ASC 740) Footnote In Part XIII, 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) Check here if the text of the footnote has been provided in Part XIII. ☐

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

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

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

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

Part XIII 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, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

SEE PAGE 5

Part XIII Supplemental Information *(continued)*

TEXT OF FIN 48 AUDITED FINANCIAL STATEMENT FOOTNOTE

SCHEDULE D, PART X

THE ORGANIZATION IS THE PARENT ORGANIZATION OF BARNABAS HEALTH ("BH"); A TAX-EXEMPT INTEGRATED HEALTHCARE DELIVERY SYSTEM. BH ISSUES CONSOLIDATED AUDITED FINANCIAL STATEMENTS WHICH INCLUDE ALL RELATED ENTITIES; INCLUDING THIS ORGANIZATION. THE CONSOLIDATED AUDITED FINANCIAL STATEMENTS ALSO CONTAIN CONSOLIDATING SCHEDULES ON AN ENTITY BY ENTITY BASIS. THE FIN 48 FOOTNOTE BELOW IS FROM BH'S 2007 CONSOLIDATED AUDITED FINANCIAL STATEMENTS.

IN JULY 2006, FINANCIAL ACCOUNTING STANDARDS BOARD (FASB) INTERPRETATION NO. 48 (FIN 48), ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, AN INTERPRETATION OF FASB STATEMENT NO. 109, ACCOUNTING FOR INCOME TAXES, WAS ISSUED. FIN 48 CREATES A SINGLE MODEL TO ADDRESS UNCERTAINTY IN TAX POSITIONS AND CLARIFIES THE ACCOUNTING FOR INCOME TAXES BY PRESCRIBING THE MINIMUM RECOGNITION THRESHOLD A TAX POSITION IS REQUIRED TO MEET BEFORE BEING RECOGNIZED IN THE FINANCIAL STATEMENTS. UNDER THE REQUIREMENTS OF FIN 48, TAX-EXEMPT ORGANIZATIONS COULD BE REQUIRED TO RECORD AN OBLIGATION AS THE RESULT OF A TAX POSITION THEY HAVE HISTORICALLY TAKEN ON VARIOUS TAX EXPOSURE ITEMS. PRIOR TO FIN 48, THE DETERMINATION OF WHEN TO RECORD A LIABILITY FOR A TAX EXPOSURE WAS BASED ON WHETHER A LIABILITY WAS CONSIDERED PROBABLE AND REASONABLY ESTIMABLE IN ACCORDANCE WITH FASB STATEMENT NO. 5, ACCOUNTING FOR CONTINGENCIES. ON JANUARY 1, 2007, THE CORPORATION ADOPTED FIN 48. THE IMPACT OF THE ADOPTION OF FIN 48 ON THE CORPORATION'S CONSOLIDATED FINANCIAL STATEMENTS

Part XIII Supplemental Information *(continued)*

IS NOT SIGNIFICANT.

ATTACHMENT 1

SCHEDULE D, PART VIII - INVESTMENTS - PROGRAM RELATED

DESCRIPTION	BOOK VALUE	COST OR FMV
INVESTMENT IN PIMCO	117,544,981.	FMV
TOTALS	684,975,700.	

SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization

BARNABAS HEALTH, INC.

Employer identification number

22-2405279

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . [X] Yes [ ] No

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN	1.	1.	PROGRAM SERVICES	FINANCIAL VEHICLE	40,991,247.
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total	1.	1.			40,991,247
b Total from continuation sheets to Part I					
c **Totals** (add lines 3a and 3b)	1.	1.			40,991,247

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Part II can be duplicated if additional space is needed

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. . . . . ▶

3 Enter total number of other organizations or entities . . . . . ▶

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16 Part III can be duplicated if additional space is needed

	(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								
(17)								
(18)								

Part IV Foreign Forms

1	Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*	[X] Yes	[ ] No
2	Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S Owner (see Instructions for Forms 3520 and 3520-A)*	[ ] Yes	[X] No
3	Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U S Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)*	[ ] Yes	[X] No
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)*	[ ] Yes	[X] No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U S Persons With Respect To Certain Foreign Partnerships (see Instructions for Form 8865)*	[ ] Yes	[X] No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)*	[ ] Yes	[X] No

Part V **Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds), Part I, line 3, column (f) (accounting method, amounts of investments vs expenditures per region), Part II, line 1 (accounting method), Part III (accounting method), and Part III, column (c) (estimated number of recipients), as applicable Also complete this part to provide any additional information (see instructions)

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

2012

Open to Public Inspection

Name of the organization
BARNABAS HEALTH, INC.

Employer identification number
22-2405279

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	[X] First-class or charter travel	[X] Housing allowance or residence for personal use		
	[ ] Travel for companions	[ ] Payments for business use of personal residence		
	[X] Tax indemnification and gross-up payments	[ ] Health or social club dues or initiation fees		
	[ ] Discretionary spending account	[X] 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	1b	X	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	X	
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, but explain in Part III			
	[X] Compensation committee	[ ] Written employment contract		
	[X] Independent compensation consultant	[X] Compensation survey or study		
	[X] Form 990 of other organizations	[X] Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	4a	X	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	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?	5a		X
b	Any related organization?	5b		X
	If "Yes" to line 5a or 5b, describe in Part III			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	6a		X
b	Any related organization?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	X	
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	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9		

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 column (D) and (E) amounts for that individual

	(A) Name and Title		(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 & incentive compensation	(iii) Other reportable compensation				
1	BARRY H OSTROWSKY TRUSTEE - PRESIDENT/CEO	(i)	0	0	0	0	0	0	0
		(ii)	1,094,715.	472,500.	990,861.	266,988.	13,272.	2,838,336.	900,000.
2	THOMAS A BIGA EXECUTIVE VICE PRESIDENT/COO	(i)	0	0	0	0	0	0	0
		(ii)	773,213.	300,000.	666,452.	10,000.	24,664.	1,774,329.	200,000.
3	GERALD J PICERNO EXECUTIVE VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	740,480.	408,000.	47,205.	182,668.	23,204.	1,401,557.	0
4	ANTHONY D SLONIM MD EXECUTIVE VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	533,767.	237,000.	54,481.	10,000.	20,205.	855,453.	0
5	FRED M JACOBS MD EXECUTIVE VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	341,822.	0	19,657.	10,000.	18,708.	390,187.	0
6	DEANNA SPERLING BEHAVIORAL HEALTH COO	(i)	0	0	0	0	0	0	0
		(ii)	242,705.	15,301.	3,098.	7,500.	13,564.	282,168.	0
7	DAVID A MEBANE ESQ SENIOR VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	422,391.	110,000.	157,992.	10,000.	28,770.	729,153.	0
8	THOMAS G SCOTT CPA SENIOR VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	372,839.	95,531.	130,487.	10,167.	24,032.	633,056.	0
9	SIDNEY SELIGMAN SENIOR VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	411,911.	112,500.	63,488.	10,136.	23,957.	621,992.	0
10	ANTHONY SORIANO SENIOR VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	365,861.	90,000.	68,664.	10,000.	13,710.	548,235.	0
11	SUSAN GARRUBBO SENIOR VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	343,859.	100,000.	68,379.	18,000.	25,203.	555,441.	0
12	NANCY E HOLECEK SENIOR VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	348,794.	64,000.	53,426.	18,000.	26,867.	511,087.	0
13	JOHN E MONAHAN SENIOR VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	320,195.	135,000.	7,976.	61,336.	25,664.	550,171.	0
14	JONATHAN H BARKHORN SENIOR VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	327,032.	67,500.	67,060.	10,066.	21,657.	493,315.	0
15	MATTHEW S FULTON SENIOR VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	385,312.	64,000.	8,589.	55,612.	20,205.	533,718.	0
16	MICHELLENE DAVIS SENIOR VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	347,039.	100,000.	7,777.	58,352.	7,282.	520,450.	0

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 column (D) and (E) amounts for that individual

	(A) Name and Title		(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 & incentive compensation	(iii) Other reportable compensation				
1	ANGELA RICCO SENIOR VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	159,767.	62,500.	193,387.	9,969.	25,094.	450,717.	0
2	CATHERINE AINORA SENIOR VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	295,943.	62,500.	44,556.	10,000.	8,422.	421,421.	0
3	ROBERT C IANNACCONE SENIOR VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	275,712.	56,000.	2,580.	9,842.	18,979.	363,113.	0
4	THOMAS BARTIROMO SENIOR VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	192,568.	40,000.	31,109.	7,500.	22,704.	293,881.	0
5	EILEEN K URBAN SENIOR VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	169,231.	0	601.	481.	0	170,313.	0
6	ANDREW MINTZ (TERM 5/3/ SENIOR VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	157,669.	0	1,009,308.	3,673.	25.	1,170,675.	0
7	JOHN W DOLL VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	309,329.	120,000.	790.	9,926.	23,754.	463,799.	0
8	WILLIAM CUTHILL VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	294,846.	90,000.	17,978.	17,564.	19,033.	439,421.	0
9	THOMAS GIBNEY VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	270,366.	68,750.	1,878.	97,319.	19,837.	458,150.	0
10	ANTHONY E PALMERIO VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	228,463.	52,000.	53,277.	10,007.	21,029.	364,776.	0
11	CATHERINE DOWDY VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	239,117.	73,535.	3,213.	9,975.	19,674.	345,514.	0
12	ELLEN GREENE VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	262,716.	44,100.	7,157.	16,750.	6,614.	337,337.	0
13	MICHAEL SLUSARZ VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	225,039.	45,100.	41,253.	9,750.	18,831.	339,973.	0
14	BRIAN J KIRKPATRICK VP FINANCE	(i)	0	0	0	0	0	0	0
		(ii)	220,961.	44,000.	24,548.	15,069.	23,118.	327,696.	0
15	TAMARA CUNNINGHAM VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	254,398.	27,825.	1,833.	10,000.	19,395.	313,451.	0
16	REGINA BUBLE VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	228,800.	45,900.	2,511.	9,828.	11,570.	298,609.	0

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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 column (D) and (E) amounts for that individual

	(A) Name and Title		(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 & incentive compensation	(iii) Other reportable compensation				
	MICHAEL J MCTIGUE	(i)	0	0	0	0	0	0	0
1	VICE PRESIDENT	(ii)	222,166.	30,600.	16,126.	7,500.	20,010.	296,402.	0
	MICHAEL T REHEIS	(i)	0	0	0	0	0	0	0
2	VICE PRESIDENT	(ii)	220,780.	30,000.	9,841.	15,123.	14,336.	290,080.	0
	VERONICA A GEISSLER	(i)	0	0	0	0	0	0	0
3	VICE PRESIDENT	(ii)	192,402.	41,693.	3,284.	15,084.	16,198.	268,661.	0
	ROBERT ADAMSON	(i)	0	0	0	0	0	0	0
4	VICE PRESIDENT	(ii)	196,260.	36,140.	615.	9,324.	12,831.	255,170.	0
	INDU LEW	(i)	0	0	0	0	0	0	0
5	VICE PRESIDENT	(ii)	195,158.	36,140.	552.	9,291.	18,156.	259,297.	0
	PATRICK DONAHUE	(i)	0	0	0	0	0	0	0
6	VICE PRESIDENT	(ii)	201,641.	25,151.	3,797.	8,763.	19,785.	259,137.	0
	ELIZABETH GILLON	(i)	0	0	0	0	0	0	0
7	VICE PRESIDENT	(ii)	190,715.	37,740.	1,913.	15,475.	23,222.	269,065.	0
	CHRISTOPHER J BUTLER	(i)	0	0	0	0	0	0	0
8	VICE PRESIDENT	(ii)	180,990.	26,010.	2,834.	8,142.	14,227.	232,203.	0
	BEATRICE ANZUR	(i)	0	0	0	0	0	0	0
9	VICE PRESIDENT	(ii)	179,903.	22,138.	4,263.	11,537.	824.	218,665.	0
	DEBRA MORGAN	(i)	0	0	0	0	0	0	0
10	VICE PRESIDENT	(ii)	193,252.	7,881.	1,035.	17,965.	18,051.	238,184.	0
	RICHARD HENWOOD	(i)	0	0	0	0	0	0	0
11	VICE PRESIDENT	(ii)	163,688.	0	35,341.	7,597.	22,542.	229,168.	0
	DEBORAH L LARKIN CARNEY	(i)	0	0	0	0	0	0	0
12	VICE PRESIDENT	(ii)	175,837.	20,535.	1,954.	7,273.	13,806.	219,405.	0
	STEPHEN A FAUP	(i)	0	0	0	0	0	0	0
13	VICE PRESIDENT	(ii)	176,297.	19,890.	958.	7,621.	18,284.	223,050.	0
	LAUREN BURKE	(i)	0	0	0	0	0	0	0
14	VICE PRESIDENT	(ii)	188,829.	0	2,330.	7,817.	18,745.	217,721.	0
	JUDITH MUNDIE	(i)	0	0	0	0	0	0	0
15	VICE PRESIDENT	(ii)	152,885.	23,179.	12,778.	12,046.	13,209.	214,097.	0
	ANDREW MISURO	(i)	0	0	0	0	0	0	0
16	VICE PRESIDENT	(ii)	157,298.	15,000.	4,254.	12,889.	13,781.	203,222.	0

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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 column (D) and (E) amounts for that individual

	(A) Name and Title		(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 & incentive compensation	(iii) Other reportable compensation				
1	ROBERT PELLECHIO VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	159,457.	15,300.	1,386.	6,775.	2,750.	185,668.	0
2	ANGELO SCHITTONE VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	170,956.	0	575.	6,259.	11,323.	189,113.	
3	TRACY J TROVATO VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	156,646.	10,000.	568.	4,999.	18,156.	190,369.	0
4	CRAIG SAUNDERS MD DIRECTOR	(i)	0	0	0	0	0	0	0
		(ii)	1,596,536.	0	31,775.	7,500.	18,223.	1,654,034.	0
5	SHAMKANT MULGAONKAR MD DIRECTOR	(i)	0	0	0	0	0	0	0
		(ii)	511,820.	36,345.	3,821.	10,000.	12,900.	574,886.	0
6	HODA BLAU EXECUTIVE DIRECTOR	(i)	0	0	0	0	0	0	0
		(ii)	312,358.	50,000.	118,427.	17,299.	13,710.	511,794.	0
7	LISA DE MARIA JACOBS CFO, SBHCS FOUNDATIONS	(i)	0	0	0	0	0	0	0
		(ii)	154,552.	13,395.	937.	6,649.	21,256.	196,789.	0
8	HUSSEIN SYED DIRECTOR IT SECURITY	(i)	0	0	0	0	0	0	0
		(ii)	158,103.	5,770.	4,093.	6,628.	22,569.	197,163.	
9	MATTHEW B PEDDIE SENIOR IT DIRECTOR	(i)	0	0	0	0	0	0	0
		(ii)	149,622.	6,555.	3,595.	8,973.	22,600.	191,345.	0
10	RONALD J DEL MAURO FORMER PRESIDENT/CEO	(i)	0	0	0	0	0	0	0
		(ii)	27,803.	870,000.	20,780,854.	2,118.	82.	21,680,857.	9,074,786.
11	THOMAS R PERCELLO FORMER VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	385,821.	39,270.	286,039.	79,401.	21,624.	812,155.	275,357.
12	MARK D PILLA FORMER EXECUTIVE VP OPS	(i)	0	0	0	0	0	0	0
		(ii)	0	0	686,291.	0	16,596.	702,887.	0
13	JOSEPH SULLIVAN FORMER CIO	(i)	0	0	0	0	0	0	0
		(ii)	0	0	220,682.	0	10,808.	231,490.	0
14	PATRICIA A COOK FORMER VICE PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	150,324.	21,069.	783.	6,936.	14,775.	193,887.	0
15		(i)							
		(ii)							
16		(i)							
		(ii)							

Part III Supplemental Information

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, and for Part II Also complete this part for any additional information

COMPENSATION INFORMATION

SCHEDULE J, PART I; QUESTIONS 1A AND 1B

A RELATED ORGANIZATION PROVIDED, FOR WORK PURPOSES ONLY, A CAR AND DRIVER FROM BARNABAS HEALTH'S TRANSPORTATION POOL FOR BARRY H. OSTROWSKY, PRESIDENT/CHIEF EXECUTIVE OFFICER SO HE COULD WORK DURING TRAVEL FOR BARNABAS HEALTH RELATED BUSINESS, INCLUDING COMMUTING TO AND FROM ALL BARNABAS HEALTH'S FACILITIES AND OFFICES. MR. OSTROWSKY'S 2012 FORM W-2 INCLUDES AN AMOUNT WHICH REPRESENTS HIS PORTION OF PERSONAL USAGE.

THE TRANSPORTATION BENEFIT DESCRIBED ABOVE IS PROVIDED PURSUANT TO A WRITTEN EMPLOYMENT AGREEMENT.

THE ORGANIZATION'S EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER, GERALD J. PICERNO, AND ONE OF THE ORGANIZATION'S EXECUTIVE VICE PRESIDENTS, ANTHONY D. SLONIM, M.D., BOTH RELOCATED TO THE STATE OF NEW JERSEY FROM OTHER PARTS OF THE UNITED STATES. IN ORDER TO FACILITATE THE RELOCATION OF THEIR PRIMARY RESIDENCES, THE ORGANIZATION PROVIDED HOUSING ALLOWANCES TO BOTH INDIVIDUALS. THE HOUSING ALLOWANCE FOR MR. PICERNO AND

Part III Supplemental Information

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DR. SLONIM TOTALED $45,000 AND $42,000; RESPECTIVELY IN 2012, BOTH OF WHICH WERE INCLUDED IN EACH INDIVIDUAL'S 2012 FORM W-2, BOX 5 AS TAXABLE MEDICARE WAGES AND IN SCHEDULE J-1, PART II, COLUMN B(III) HEREIN.

THE FORMER PRESIDENT AND CHIEF EXECUTIVE OFFICER OF BARNABAS HEALTH, RONALD J. DEL MAURO'S, 2012 FORM W-2, BOX 5, INCLUDES $4,553,621, RESULTING FROM HIS RECEIPT OF A SPLIT DOLLAR LIFE INSURANCE POLICY FORMERLY OWNED AND MAINTAINED BY THE ORGANIZATION AND ITS AFFILIATES.

THE FORMER PRESIDENT AND CHIEF EXECUTIVE OFFICER OF BARNABAS HEALTH, RONALD J. DEL MAURO'S, 2012 FORM W-2, BOX 5, INCLUDES $31,405, RESULTING FROM MEDICAL/DENTAL INSURANCE PREMIUMS PAID BY THE ORGANIZATION AND ITS AFFILIATES.

COMPENSATION INFORMATION

SCHEDULE J, PART I; QUESTION 4A

THE FOLLOWING INDIVIDUALS RECEIVED A SEVERANCE PAYMENT DURING CALENDAR YEAR 2012 WHICH WAS INCLUDED IN EACH INDIVIDUAL'S 2012 FORM W-2 BOX 5 AS

Part III Supplemental Information

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TAXABLE MEDICARE WAGES: ANDREW MINTZ, $999,999; MARK D. PILLA, $686,291 AND JOSEPH SULLIVAN, $220,682.

COMPENSATION INFORMATION

SCHEDULE J, PART I; QUESTION 4B

THE AMOUNT REFLECTED IN COLUMN B(III) FOR THE FOLLOWING INDIVIDUAL INCLUDES PARTICIPATION IN A BARNABAS HEALTH INTERNAL REVENUE CODE SECTION 457(F) PLAN (NON-QUALIFIED DEFERRED COMPENSATION PLAN). THE AMOUNT OUTLINED HEREIN WAS INCLUDED IN THE INDIVIDUAL'S 2012 FORM W-2, BOX 5, AS TAXABLE MEDICARE WAGES: THOMAS R. PERCELLO, $275,357, AS THE AMOUNT WAS NO LONGER SUBJECT TO A SUBSTANTIAL RISK OF COMPLETE FORFEITURE.

THE AMOUNTS REFLECTED IN COLUMN B(III) FOR THE FOLLOWING INDIVIDUALS INCLUDE PARTICIPATION IN A SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN ("SERP"). THE AMOUNTS OUTLINED HEREIN WERE INCLUDED IN EACH INDIVIDUAL'S 2012 FORM W-2, BOX 5, AS TAXABLE MEDICARE WAGES: BARRY H. OSTROWSKY, $75,687; THOMAS A. BIGA, $323,862; DAVID A. MEBANE, ESQ., $121,110; THOMAS G. SCOTT, CPA, $42,210; SIDNEY SELIGMAN, $55,440; ANTHONY SORIANO,

Part III Supplemental Information

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$63,135; SUSAN GARRUBBO, $64,434; NANCY E. HOLECEK, $44,394; JONATHAN H. BARKHORN, $57,018; ANGELA RICCO, $107,154; CATHERINE AINORA, $40,038; THOMAS BARTIROMO, $29,844; ANTHONY E. PALMERIO, $52,596; MICHAEL SLUSARZ, $38,673; BRIAN J. KIRKPATRICK, $18,909 AND HODA BLAU, $96,651.

THE AMOUNTS REFLECTED IN COLUMN B(III) FOR THE FOLLOWING INDIVIDUALS INCLUDE VESTED BENEFITS IN A LONG TERM INCENTIVE PLAN WHICH ARE NO LONGER SUBJECT TO A SUBSTANTIAL RISK OF COMPLETE FORFEITURE. THE AMOUNTS OUTLINED HEREIN WERE INCLUDED IN EACH INDIVIDUAL'S 2012 FORM W-2, AS TAXABLE WAGES: BARRY H. OSTROWSKY, $900,000 AND THOMAS A. BIGA, $335,000.

THE AMOUNTS REFLECTED IN COLUMN B(III) FOR THE FOLLOWING INDIVIDUALS INCLUDE AN AMOUNT REPORTED ON A FORM W-2 ISSUED BY FIDELITY INVESTMENTS, THE EMPLOYER'S THIRD PARTY ADMINISTRATOR OF THE ORGANIZATION'S LIFESTYLE DEFERRED PLAN ("LIFESTYLE DEFERRED"). EACH PARTICIPANT MAY AUTHORIZE THE EMPLOYER TO REDUCE HIS/HER FUTURE COMPENSATION BY AN AMOUNT AND TO HAVE A CORRESPONDING AMOUNT CREDITED TO THE PARTICIPANT'S ACCOUNT(S). THE

Part III Supplemental Information

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AMOUNTS OUTLINED HEREIN ARE REPORTED ON EACH INDIVIDUAL'S FIDELITY INVESTMENTS FORM W-2 AND INCLUDED IN THE SCHEDULE J, PART II, COLUMN E, TOTAL COMPENSATION COLUMN WHICH REPRESENTS A DISTRIBUTION FROM EACH INDIVIDUAL'S LIFESTYLE DEFERRED ACCOUNT MONIES WHICH FUNDS WERE SUBJECT TO THE ORGANIZATION'S GENERAL CREDITORS. THE AMOUNTS OUTLINED HEREIN WERE INCLUDED IN EACH INDIVIDUAL'S 2012 FORM W-2 ISSUED BY FIDELITY INVESTMENTS: THOMAS G. SCOTT, CPA, $85,216; DAVID A. MEBANE, ESQ., $28,335 AND RICHARD HENWOOD, $6,986.

SCHEDULE J, PART II, COLUMN B(III) FOR MR. DEL MAURO INCLUDES AN AMOUNT REPORTED ON A FORM 1099-R ISSUED BY FIDELITY INVESTMENTS, HIS EMPLOYER'S THIRD PARTY ADMINISTRATOR OF THE ORGANIZATION'S SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN ("SERP"). THE AMOUNT REPORTED ON FORM 1099-R AND INCLUDED HEREIN OF $13,959,337 REPRESENTS A COMPLETE AND FINAL DISTRIBUTION OF THE FULL AMOUNT OF MR. DEL MAURO'S SERP ACCOUNT MONIES WHICH FUNDS WERE PREVIOUSLY SUBJECT TO THE ORGANIZATION'S GENERAL CREDITORS. THE AMOUNT REPORTED ON FORM 1099-R REPRESENTS $10,021,133 OF CONTRIBUTIONS MADE BY THIS ORGANIZATION AND ITS AFFILIATES BASED UPON MR. DEL MAURO'S 44 YEARS

Part III Supplemental Information

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OF SERVICE AT BARNABAS HEALTH. THE BALANCE OF $3,938,204 REPORTED ON FORM 1099-R REPRESENTS INVESTMENT GAINS, INTEREST AND DIVIDENDS ATTRIBUTABLE TO THE PRINCIPAL AMOUNT OF THE SERP CONTRIBUTIONS IN HIS ACCOUNT. A SIGNIFICANT AMOUNT OF THIS SERP DISTRIBUTION WAS REPORTED ON THIS ORGANIZATION'S PRIOR YEAR'S FORMS 990 IN SCHEDULE J, PART II, EITHER IN COLUMN B(III) AS OTHER COMPENSATION OR IN COLUMN C AS RETIREMENT AND OTHER DEFERRED COMPENSATION.

SCHEDULE J, PART II, COLUMN B(III) FOR MR. DEL MAURO INCLUDES VESTED BENEFITS IN A LONG TERM INCENTIVE PLAN IN THE AMOUNT OF $1,160,000 WHICH ARE NO LONGER SUBJECT TO A SUBSTANTIAL RISK OF COMPLETE FORFEITURE. THE ORGANIZATION REPORTED IN FORM 990, SCHEDULE J, PART II, COLUMN (C) RATABLY $290,000 PER YEAR ON THE PRIOR FOUR YEARS FORMS 990 WITH RESPECT TO MR. DEL MAURO. THE AMOUNT WAS INCLUDED IN MR. DEL MAURO'S 2012 FORM W-2, BOX 5, AS TAXABLE MEDICARE WAGES.

THE DEFERRED COMPENSATION AMOUNT IN COLUMN C FOR THE FOLLOWING INDIVIDUAL INCLUDES UNVESTED BENEFITS IN A LONG TERM INCENTIVE PLAN WHICH ARE

Part III Supplemental Information

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SUBJECT TO A SUBSTANTIAL RISK OF COMPLETE FORFEITURE. ACCORDINGLY, THE INDIVIDUAL MAY NEVER ACTUALLY RECEIVE THE UNVESTED BENEFIT AMOUNT. THE AMOUNT OUTLINED HEREIN WAS NOT INCLUDED IN THE INDIVIDUAL'S 2012 FORM W-2, AS TAXABLE WAGES: BARRY H. OSTROWSKY, $250,000.

THE DEFERRED COMPENSATION AMOUNT IN COLUMN C FOR THE FOLLOWING INDIVIDUALS INCLUDES UNVESTED BENEFITS IN A SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN ("SERP") WHICH ARE SUBJECT TO A SUBSTANTIAL RISK OF COMPLETE FORFEITURE. ACCORDINGLY, THE INDIVIDUALS MAY NEVER ACTUALLY RECEIVE THIS UNVESTED BENEFIT AMOUNT. THE AMOUNTS OUTLINED HEREIN WERE NOT INCLUDED IN THESE INDIVIDUAL'S 2012 FORM W-2, BOX 5, AS TAXABLE MEDICARE WAGES: GERALD J. PICERNO, $172,668; JOHN E. MONAHAN, $51,336; MATTHEW S. FULTON, $45,612; MICHELLENE DAVIS, $49,011 AND THOMAS GIBNEY, $88,818.

THE DEFERRED COMPENSATION AMOUNT IN COLUMN C FOR THE FOLLOWING INDIVIDUAL INCLUDES UNVESTED BENEFITS IN AN INTERNAL REVENUE CODE SECTION 457(F) PLAN (NON-QUALIFIED DEFERRED COMPENSATION PLAN) WHICH ARE SUBJECT TO A

Part III Supplemental Information

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, and for Part II Also complete this part for any additional information

SUBSTANTIAL RISK OF COMPLETE FORFEITURE. ACCORDINGLY, THE INDIVIDUAL MAY NEVER ACTUALLY RECEIVE THIS UNVESTED BENEFIT AMOUNT. THE AMOUNT OUTLINED HEREIN WAS NOT INCLUDED IN THE INDIVIDUAL'S 2012 FORM W-2, BOX 5, AS TAXABLE MEDICARE WAGES: THOMAS R. PERCELLO, $71,712.

COMPENSATION INFORMATION

SCHEDULE J, PART I; QUESTION 7 AND CORE FORM, PART VII

CERTAIN INDIVIDUALS INCLUDED IN SCHEDULE J, PART II RECEIVED A BONUS DURING CALENDAR YEAR 2012 WHICH AMOUNTS WERE INCLUDED IN COLUMN B(II) HEREIN AND IN EACH INDIVIDUAL'S 2012 FORM W-2, BOX 5, AS TAXABLE MEDICARE WAGES. PLEASE REFER TO THIS SECTION OF THE FORM 990, SCHEDULE J FOR THIS INFORMATION BY PERSON BY AMOUNT.

MR. DEL MAURO RECEIVED THE PAYMENT OF A BONUS IN 2012 ATTRIBUTABLE TO HIS SERVICES AND PERFORMANCE AS THE CHIEF EXECUTIVE OFFICER OF BARNABAS HEALTH DURING THE 2011 CALENDAR YEAR. PLEASE REFER TO SCHEDULE J, PART II, COLUMN B (II) FOR THIS AMOUNT WHICH WAS FULLY INCLUDED IN HIS 2012 FORM W-2, BOX 5 TAXABLE MEDICARE WAGES.

Part III Supplemental Information

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, and for Part II Also complete this part for any additional information

COMPENSATION INFORMATION

SCHEDULE J, PART II, COLUMN F

THE AMOUNT REPORTED IN SCHEDULE J, PART II, COLUMN (F) INCLUDES VESTED BENEFITS IN A LONG TERM INCENTIVE PLAN IN THE AMOUNT OF $900,000 WHICH ARE NO LONGER SUBJECT TO A SUBSTANTIAL RISK OF COMPLETE FORFEITURE. THE ORGANIZATION REPORTED IN FORM 990, SCHEDULE J, PART II, COLUMN (C) RATABLY $225,000 PER YEAR ON THE PRIOR FOUR YEARS FORMS 990 WITH RESPECT TO MR. OSTROWSKY. THIS AMOUNT WAS INCLUDED IN MR. OSTROWSKY'S 2012 FORM W-2, BOX 5, AS TAXABLE MEDICARE WAGES.

THE AMOUNT REPORTED IN SCHEDULE J, PART II, COLUMN (F) INCLUDES VESTED BENEFITS IN A LONG TERM INCENTIVE PLAN IN THE AMOUNT OF $200,000 WHICH ARE NO LONGER SUBJECT TO A SUBSTANTIAL RISK OF COMPLETE FORFEITURE. THE ORGANIZATION REPORTED IN FORM 990, SCHEDULE J, PART II, COLUMN (C) RATABLY $100,000 PER YEAR ON THE PRIOR TWO YEARS FORMS 990 WITH RESPECT TO MR. BIGA. THIS AMOUNT WAS INCLUDED IN MR. BIGA'S 2012 FORM W-2, BOX 5, AS TAXABLE MEDICARE WAGES.

Part III Supplemental Information

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, and for Part II. Also complete this part for any additional information.

THE AMOUNT REPORTED IN SCHEDULE J, PART II, COLUMN F FOR THE FOLLOWING INDIVIDUAL INCLUDES VESTED BENEFITS IN AN INTERNAL REVENUE CODE SECTION 457(F) PLAN (NON-QUALIFIED DEFERRED COMPENSATION PLAN) BECAUSE THE AMOUNT WAS NO LONGER SUBJECT TO A SUBSTANTIAL RISK OF COMPLETE FORFEITURE. THIS AMOUNT WAS REPORTED IN SCHEDULE J, PART II, COLUMN C AS RETIREMENT AND OTHER DEFERRED COMPENSATION ON PRIOR YEAR'S FORMS 990. THIS AMOUNT WAS TREATED AS TAXABLE INCOME AND REPORTED ON THE INDIVIDUAL'S 2012 FORM W-2, BOX 5 AS TAXABLE MEDICARE WAGES: THOMAS R. PERCELLO, $275,357.

THE AMOUNT REPORTED IN SCHEDULE J, PART II, COLUMN (F) FOR MR. DEL MAURO INCLUDES SERP AMOUNTS WHICH WERE PREVIOUSLY REPORTED ON PRIOR YEAR'S FORMS 990 AND ARE BEING REPORTED AGAIN ON THIS 2012 FORM 990. THE DOUBLE REPORTING ON MULTIPLE YEARS FORMS 990 IS IN ACCORDANCE WITH IRS FORM 990 INSTRUCTIONS. THIS AMOUNT WAS REPORTED IN PRIOR YEARS WHEN CONTRIBUTIONS WERE MADE TO THE SERP PLAN AND ARE BEING REPORTED FOR THE SECOND TIME ON THE 2012 FORM 990 BECAUSE MR. DEL MAURO RECEIVED A COMPLETE AND FINAL DISTRIBUTION FROM THE SERP PLAN.

Part III Supplemental Information

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, and for Part II Also complete this part for any additional information

THE AMOUNT REPORTED IN SCHEDULE J, PART II, COLUMN (F) INCLUDES VESTED BENEFITS IN A LONG TERM INCENTIVE PLAN IN THE AMOUNT OF $1,160,000 WHICH ARE NO LONGER SUBJECT TO A SUBSTANTIAL RISK OF COMPLETE FORFEITURE. THE ORGANIZATION REPORTED IN FORM 990, SCHEDULE J, PART II, COLUMN (C) RATABLY $290,000 PER YEAR ON THE PRIOR FOUR YEARS FORMS 990 WITH RESPECT TO MR. DEL MAURO. THIS AMOUNT WAS INCLUDED IN MR. DEL MAURO'S 2012 FORM W-2, BOX 5, AS TAXABLE MEDICARE WAGES.

SCHEDULE K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BARNABAS HEALTH, INC.

Employer identification number
22-2405279

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
A	NJ HEALTH CARE FACILITIES FINANCING AUTHORITY	22-1987084	64579FKX0	12/19/2006	199,960,047.	EQUIP/CONSTRUCTION/RENOV/REFUND		X		X		X
B	NJ HEALTH CARE FACILITIES FINANCING AUTHORITY	22-1987084	64579FQ71	11/10/2011	374,710,341.	EQUIPMENT/CONSTRUCTION/RENOVATION		X		X		X
C	NJ HEALTH CARE FACILITIES FINANCING AUTHORITY	22-1987084	64579FT78	11/10/2011	37,010,000.	EQUIPMENT/CONSTRUCTION/RENOVATION		X		X		X
D	NJ HEALTH CARE FACILITIES FINANCING AUTHORITY	22-1987084	64579ERM0	03/12/2010	7,432,296.	EQUIPMENT/CONSTRUCTION/RENOVATION		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	49,822,245.			6,497,874.
2	Amount of bonds legally defeased			37,010,000.	
3	Total proceeds of issue	199,960,047.	374,710,341.		7,432,296.
4	Gross proceeds in reserve funds	19,711,965.	25,983,372.		
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows	63,069,859.			
7	Issuance costs from proceeds	3,854,079.	6,117,285.	419,301.	
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	100,298,388.	41,455,137.		7,432,296.
11	Other spent proceeds	13,025,756.	301,154,547.	36,590,699.	
12	Other unspent proceeds				
13	Year of substantial completion	2008			2009

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

Part III Private Business Use

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

SCHEDULE K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BARNABAS HEALTH, INC.

Employer identification number
22-2405279

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
A	NJ HEALTH CARE FACILITIES FINANCING AUTHORITY	22-1987084	64579FKXO	03/12/2010	391,618.	EQUIPMENT/CONSTRUCTION/RENOVATION		X		X		X
B	NJ HEALTH CARE FACILITIES FINANCING AUTHORITY	22-1987084	64579ERMO	03/12/2010	3,857,011.	EQUIPMENT/CONSTRUCTION/RENOVATION		X		X		X
C	NJ HEALTH CARE FACILITIES FINANCING AUTHORITY	22-1987084	64579FKXO	03/12/2010	1,661,070.	EQUIPMENT/CONSTRUCTION/RENOVATION		X		X		X
D	NJ HEALTH CARE FACILITIES FINANCING AUTHORITY	22-1987084	64579ERMO	11/29/2012	106,685,000.	REFUND/BOND ISSUANCE COSTS		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	97,576.	3,372,090.	413,873.	
2	Amount of bonds legally defeased				
3	Total proceeds of issue	391,618.	3,857,011.	1,661,070.	106,685,000.
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows				
7	Issuance costs from proceeds				1,722,302.
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	391,618.	3,857,011.	1,661,070.	
11	Other spent proceeds				104,962,698
12	Other unspent proceeds				
13	Year of substantial completion	2009	2009	2009	2009

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

Part III Private Business Use

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

SCHEDULE K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BARNABAS HEALTH, INC.

Employer identification number
22-2405279

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
A	NJ HEALTH CARE FACILITIES FINANCING AUTHORITY	22-1987084		11/14/2012	4,946,131.	PROPERTY FINANCING		X		X	X	
B												
C												
D												

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired				
2	Amount of bonds legally defeased				
3	Total proceeds of issue	4,946,131.			
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows				
7	Issuance costs from proceeds				
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	4,946,131.			
11	Other spent proceeds				
12	Other unspent proceeds				
13	Year of substantial completion	2017			

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

Part III Private Business Use

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

Part III Private Business Use *(Continued)* TAX-EXEMPT BONDS

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use of bond-financed property?	X		X		X		X	
b	If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X		X		X		X	
c	Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		X
d	If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶	1.4919 %		.0751 %		.0769 %		%	
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶	%		%		%		%	
6	Total of lines 4 and 5	1.4919 %		.0751 %		.0769 %		%	
7	Does the bond issue meet the private security or payment test?		X		X		X		X
8a	Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?	X			X		X		X
b	If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of	3.5300 %		%		%		%	
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1 145-2?	X							
9	Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?	X		X		X		X	

Part IV Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the issuer filed Form 8038-T?		X		X		X		X
2	If "No" to line 1, did the following apply?								
a	Rebate not due yet?		X	X		X			X
b	Exception to rebate?		X		X		X		X
c	No rebate due?	X						X	
	If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3	Is the bond issue a variable rate issue?		X		X		X		X
4a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X		X		X
b	Name of provider								
c	Term of hedge.								
d	Was the hedge superintegrated?								
e	Was the hedge terminated?								

Part III Private Business Use *(Continued)* TAX-EXEMPT BONDS

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X		X		X			X
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X		X		X			
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		X
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶	1.4919 %		%		1.4919 %		%	
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶	%		%		%		%	
6 Total of lines 4 and 5	1.4919 %		%		1.4919 %		%	
7 Does the bond issue meet the private security or payment test?		X		X		X		
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		X
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of	%		%		%		%	
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?	X		X		X		X	

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?		X		X		X		X
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X		X		X	X	
b Exception to rebate?		X		X		X		X
c No rebate due?	X		X		X			
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X		X		X		X
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X		X		X
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part III Private Business Use *(Continued)* TAX-EXEMPT BONDS

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?								
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?								
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶		%		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶		%		%		%		%
6 Total of lines 4 and 5		%		%		%		%
7 Does the bond issue meet the private security or payment test?								
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?								
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%		%		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?	X							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?	X							
b Exception to rebate?		X						
c No rebate due?								
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X						
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part IV Arbitrage *(Continued)*

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		X
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X		X		X	

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X		X		X		X	

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

Part IV Arbitrage *(Continued)*

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		X
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X		X		X	

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X		X		X		X	

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

Part IV Arbitrage *(Continued)*

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X						
7 Has the organization established written procedures to monitor the requirements of section 148?	X							

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X							

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

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions) *(Continued)*

TAX-EXEMPT BOND ISSUES

SCHEDULE K; PART I

THE TAX-EXEMPT BOND ISSUANCES REFLECTED IN SCHEDULE K, PART I ARE ISSUED ON BEHALF OF THE BARNABAS HEALTH OBLIGATED GROUP WHICH INCLUDES THIS ORGANIZATION. PLEASE NOTE THAT SCHEDULE K, PARTS II, III AND IV HAVE BEEN COMPLETED BASED UPON THE TOTAL AMOUNT OF THE TAX-EXEMPT BOND ISSUANCE FOR THE OBLIGATED GROUP; NOT BY EACH INDIVIDUAL INSTITUTION OR ENTITY.

PLEASE NOTE THAT THE PROCEEDS FROM THE NOVEMBER 29, 2012 TAX-EXEMPT BOND ISSUANCE IN THE AMOUNT OF $106,685,000 WERE USED SOLELY TO REFUND TAX-EXEMPT BOND ISSUANCES THAT WERE ISSUED PRIOR TO JANUARY 1, 2003.

TAX-EXEMPT BOND ISSUES

SCHEDULE K; PART III

REMEDIAL ACTION WAS TAKEN PURSUANT TO TREAS. REG. 1.141-12 AND 1.145-2 IN CONNECTION WITH THE SALE OF ASSETS IN TWO INSTANCES.

REMEDIAL ACTION WAS TAKEN ON MARCH 12, 2010 IN CONNECTION WITH A SALE OF ASSETS UNDER TREAS. REG. 1.141-12(E) AND 1.145-2 AND THE "REISSUANCE" OF

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions) *(Continued)*

BONDS AS DISCLOSED ON THIS SCHEDULE K FOR THE MARCH 12, 2010 BOND ISSUANCES WITH ISSUE PRICES OF $391,618 AND $1,661,070; RESPECTIVELY.

REMEDIAL ACTION WAS TAKEN ON MARCH 7, 2011 IN CONNECTION WITH A SALE OF ASSETS UNDER TREAS. REG. 1.141-12(D) AND 1.145-2 THROUGH THE REDEMPTION AND CANCELLATION OF BONDS, THE RESULTS OF WHICH ARE NOW REFLECTED IN PART II, LINE 1 FOR THE DECEMBER 19, 2006 BOND ISSUANCE WITH AN ISSUE PRICE OF $199,960,047.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

OMB No 1545-0047

2012

Open To Public Inspection

Name of the organization
BARNABAS HEALTH, INC.

Employer identification number
22-2405279

Part I **Excess Benefit Transactions** (section 501(c)(3) and section 501(c)(4) organizations only)
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected? Yes	(d) Corrected? No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ $

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

Part II **Loans to and/or From Interested Persons.**
Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization? To	(d) Loan to or from the organization? From	(e) Original principal amount	(f) Balance due	(g) In default? Yes	(g) In default? No	(h) Approved by board or committee? Yes	(h) Approved by board or committee? No	(i) Written agreement? Yes	(i) Written agreement? No
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												
Total . . . . . ▶ $												

Part III **Grants or Assistance Benefiting Interested Persons.**
Complete if the organization answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

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

	(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	(e) Sharing of organization's revenues? No
(1)	CHRISTINA M. CRONKITE	FAMILY MEMBER - OFFICER	24,695.	EMPLOYEE		X
(2)						
(3)						
(4)						
(5)						
(6)						
(7)						
(8)						
(9)						
(10)						

Part V Supplemental Information
Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS

SCHEDULE L, PART IV

BARNABAS HEALTH, INC. ("BH") IS THE PARENT ENTITY OF BARNABAS HEALTH; A TAX-EXEMPT INTEGRATED HEALTHCARE DELIVERY SYSTEM. BH OWNS 100% OF THE COMMON STOCK OF SBC MANAGEMENT CORPORATION; A FOR-PROFIT ENTITY. SBC MANAGEMENT CORPORATION EMPLOYS INDIVIDUALS WHO PERFORM SERVICES ON BEHALF OF BARNABAS HEALTH AND ITS AFFILIATES. ACCORDINGLY, THE INDIVIDUAL LISTED ABOVE IS EMPLOYED BY SBC MANAGEMENT CORPORATION AND HAS A RELATIONSHIP WITH AN OFFICER OF THIS ORGANIZATION.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BARNABAS HEALTH, INC.

Employer identification number
22-2405279

DISCLOSURE INFORMATION

CORE FORM, PART I, LINE 5; TOTAL NUMBER OF INDIVIDUALS EMPLOYED

BARNABAS HEALTH, INC. ("BH") IS THE PARENT ENTITY OF BARNABAS HEALTH; A TAX-EXEMPT INTEGRATED HEALTHCARE DELIVERY SYSTEM. BH OWNS 100% OF THE COMMON STOCK OF SBC MANAGEMENT CORPORATION; A FOR-PROFIT ENTITY. SBC MANAGEMENT CORPORATION EMPLOYS INDIVIDUALS WHO PERFORM SERVICES ON BEHALF OF BARNABAS HEALTH AND ITS AFFILIATES. ACCORDINGLY, THIS FORM 990 TREATS INDIVIDUALS EMPLOYED BY SBC MANAGEMENT CORPORATION WITH THE TITLE OF VICE PRESIDENT AND ABOVE AS AN OFFICER OF BARNABAS HEALTH. IN ADDITION, THE KEY EMPLOYEES REFLECTED ON THIS FORM 990 WHO PROVIDE SERVICES ON BEHALF OF BARNABAS HEALTH AND ITS AFFILIATES ARE ALSO EMPLOYED BY SBC MANAGEMENT CORPORATION.

FURTHERMORE, A KEY EMPLOYEE WHO PERFORMS SERVICES ON BEHALF OF BARNABAS HEALTH AND ITS AFFILIATES IS ALSO EMPLOYED BY NEWARK BETH ISRAEL MEDICAL CENTER; A TAX-EXEMPT ORGANIZATION WHOSE SOLE MEMBER IS BH AND IS REFLECTED ON THIS FORM 990.

IN ADDITION, OTHER AFFILIATES WITHIN THE SYSTEM ALSO EMPLOY INDIVIDUALS WHO PERFORM SERVICES ON BEHALF OF BARNABAS HEALTH AND ITS AFFILIATES. ACCORDINGLY, THIS FORM 990 ALSO TREATS THESE INDIVIDUALS EMPLOYED BY OTHER AFFILIATES WITHIN THE SYSTEM WITH THE TITLE OF VICE PRESIDENT AND ABOVE AS AN OFFICER OF BARNABAS HEALTH.

Name of the organization: BARNABAS HEALTH, INC.

Employer identification number: 22-2405279

BARNABAS HEALTH HAS NO PAID EMPLOYEES AND FILES NO FORMS W-2 OR W-3 ITSELF.

COMMUNITY BENEFIT STATEMENT

CORE FORM, PART III, STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

BARNABAS HEALTH

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BARNABAS HEALTH, INC. IS A NOT-FOR-PROFIT HEALTHCARE ORGANIZATION WITH CORPORATE OFFICES IN WEST ORANGE, NEW JERSEY. BARNABAS HEALTH ("BH") IS THE SOLE CORPORATE MEMBER OF VARIOUS HEALTHCARE-RELATED ORGANIZATIONS, THE MAJORITY OF WHICH ARE TAX-EXEMPT ENTITIES. THE INTERNAL REVENUE SERVICE HAS RECOGNIZED BARNABAS HEALTH AS BEING A TAX-EXEMPT ORGANIZATION UNDER INTERNAL REVENUE CODE ("IRC") SECTION 501(C)(3).

AS THE PARENT ORGANIZATION OF THE LARGEST TAX-EXEMPT INTEGRATED HEALTHCARE DELIVERY SYSTEM IN NEW JERSEY, BARNABAS HEALTH STRIVES TO CONTINUALLY DEVELOP AND OPERATE A MULTI-HOSPITAL HEALTHCARE SYSTEM WHICH PROVIDES SUBSTANTIAL COMMUNITY BENEFIT THROUGH A COMPREHENSIVE SPECTRUM OF HEALTHCARE SERVICES TO THE RESIDENTS OF NEW JERSEY AND SURROUNDING COMMUNITIES. BARNABAS HEALTH ENSURES THAT ITS SYSTEM PROVIDES MEDICALLY NECESSARY HEALTHCARE SERVICES TO ALL INDIVIDUALS REGARDLESS OF RACE, COLOR, CREED, GENDER, SEXUAL ORIENTATION, NATIONAL ORIGIN, FINANCIAL STATUS OR DISABILITY. NO INDIVIDUAL IS DENIED NECESSARY MEDICAL CARE,

TREATMENT OR SERVICE. MOREOVER, BARNABAS HEALTH PROVIDES HEALTHCARE SERVICES TO PATIENTS WHO MEET CERTAIN CRITERIA DEFINED BY THE NEW JERSEY DEPARTMENT OF HEALTH WITHOUT CHARGE OR AT AMOUNTS LESS THAN ESTABLISHED RATES. BARNABAS HEALTH MAINTAINS RECORDS TO IDENTIFY AND MONITOR THE AMOUNT OF CHARITY CARE IT PROVIDES. THESE RECORDS INCLUDE THE AMOUNT OF CHARGES FOREGONE FOR SERVICES AND SUPPLIES FURNISHED UNDER ITS CHARITY CARE POLICY.

BARNABAS HEALTH FACILITIES EMPLOY APPROXIMATELY 18,500 (MAKING BARNABAS HEALTH ONE OF NEW JERSEY'S LARGEST EMPLOYERS); HAS MEDICAL STAFFS WITH AN AGGREGATE OF APPROXIMATELY 4,000 ACTIVE PHYSICIANS AND APPROXIMATELY 450 RESIDENTS. DURING 2012, SYSTEM AFFILIATES TREATED APPROXIMATELY 184,000 INPATIENTS AND SAME DAY SURGERY PATIENTS, TREATED NEARLY 446,000 EMERGENCY ROOM CASES, PROVIDED TREATMENT AND SERVICES FOR MORE THAN 1,000,000 OUTPATIENTS; AND DELIVERED NEARLY 17,900 BABIES. MORE THAN 300 TRUSTEES AND 3,100 VOLUNTEERS PROVIDE SERVICE AS PART OF BARNABAS HEALTH. IN 2012, BARNABAS HEALTH WAS NAMED BY BECKER'S HOSPITAL REVIEW AS ONE OF THE "100 BEST PLACES TO WORK IN HEALTHCARE."

BARNABAS HEALTH INCLUDES SIX ACUTE CARE HOSPITALS, TWO CHILDREN'S HOSPITALS, REHABILITATION CENTERS, AMBULATORY CARE FACILITIES, GERIATRIC CENTERS, A FREE-STANDING INPATIENT PSYCHIATRIC FACILITY, THE STATE'S LARGEST STATE WIDE BEHAVIORAL HEALTH NETWORK, COMPREHENSIVE HOSPICE AND HOME CARE PROGRAMS.

AMONG BARNABAS HEALTH'S NATIONALLY RECOGNIZED SERVICES AND FACILITIES ARE:

- NEW JERSEY'S ONLY CERTIFIED BURN TREATMENT FACILITY (TOP 10 IN THE UNITED STATES).
- COMPREHENSIVE CARDIAC SURGERY SERVICES FOR ADULTS AND CHILDREN.
- THE STATE'S OLDEST AND MOST EXPERIENCED HEART TRANSPLANT PROGRAM PERFORMED OVER 745 TRANSPLANTS (VOLUME RANKING AS ONE OF THE NATION'S TOP FIVE PROGRAMS).
- JOINT COMMISSION CERTIFICATION IN ACUTE CORONARY SYNDROME AT THE SIX BH ACUTE CARE HOSPITALS.
- NEW JERSEY'S ONLY LUNG TRANSPLANT PROGRAM.
- TWO KIDNEY TRANSPLANT CENTERS UNDER COMMON CLINICAL LEADERSHIP THAT COMBINED VOLUME WOULD RANK IN THE TOP 5 CENTERS BY VOLUME IN THE NATION.
- A RENOWNED NEUROLOGY AND NEUROSURGERY PROGRAM.
- THREE VALERIE FUND CHILDREN'S CENTERS FOR CANCER AND BLOOD DISORDERS.
- THE INSTITUTE FOR REPRODUCTIVE MEDICINE AND SCIENCE.
- NATIONALLY RECOGNIZED GERIATRIC SERVICES.
- COMPREHENSIVE CANCER SERVICES.
- THE JACQUELINE M. WILENTZ COMPREHENSIVE BREAST CENTER AND A REGIONAL BREAST SURGICAL PROGRAM OF WOMEN PHYSICIANS.
- ONE STATE-ACCREDITED COMPREHENSIVE STROKE CENTER AND FIVE STATE-ACCREDITED PRIMARY STROKE CENTERS.
- COMPREHENSIVE CENTER AT THE SAINT BARNABAS AMBULATORY CARE CENTER; HIGHEST NUMBER OF MAMMOGRAMS AND BREAST IMAGING EXAMS ANNUALLY IN THE

REGION AND ONE OF THE HIGHEST IN THE U.S.

- THREE REGIONAL PERINATAL CENTERS WITH THE HIGHEST LEVEL NEONATAL INTENSIVE CARE UNITS.

- COMPREHENSIVE WOMEN'S AND CHILDREN'S SERVICES, INCLUDING THE CHILDREN'S HOSPITAL AT MONMOUTH MEDICAL CENTER AND CHILDREN'S HOSPITAL OF NEW JERSEY AT NEWARK BETH ISRAEL MEDICAL CENTER WHICH HOUSES NEW JERSEY'S ONLY NEONATAL ECMO PROGRAM FOR LIFE SUPPORT; THREE REGIONAL PERINATAL CENTERS; A PEDIATRIC CARDIAC SURGICAL PROGRAM; AMONGST MANY MORE SERVICES.

- LARGEST PEDIATRIC EMERGENCY DEPARTMENT IN THE STATE (NEWARK BETH ISRAEL MEDICAL CENTER)

AFFILIATION WITH UNIVERSITY OF MEDICINE AND DENTISTRY

IN JANUARY 2008, THE SYSTEM ENTERED INTO A NEW AGREEMENT WITH THE UMDNJ-NJMS IN NEW JERSEY TO FORM A COMPREHENSIVE ACADEMIC AFFILIATION AND STRATEGIC ALLIANCE, THEREBY CREATING AN AFFILIATION INCLUDING TWO OF NEW JERSEY'S ACADEMIC AND PROVIDER SYSTEMS. THE NJMS INCLUDES MORE THAN 700 FACULTY AND 1,300 VOLUNTEER FACULTY IN 19 ACADEMIC DEPARTMENTS; A NETWORK OF 19 AFFILIATED HOSPITALS; AND, SPONSORSHIP OF 48 RESIDENCY AND FELLOWSHIP PROGRAMS. UNDER THE AGREEMENT, THE TWO SYSTEMS EXPLORE AND PURSUE OPPORTUNITIES FOR COLLABORATION IN MEDICAL EDUCATION, DEVELOPMENT OF SELECTED JOINT CLINICAL PROGRAMS AND SHARED NON-CLINICAL SERVICES. TO DATE, SAINT BARNABAS MEDICAL CENTER AND NEWARK BETH ISRAEL MEDICAL CENTER

HAVE BECOME MAJOR TEACHING AFFILIATES OF UMDNJ-NJMS (SEE "GRADUATE MEDICAL EDUCATION") AND MEMBERS OF THE FACULTY AT EACH OF THESE TWO HOSPITALS HAVE PARTICIPATED IN A NUMBER OF UMDNJ-NJMS SPONSORED CONTINUING MEDICAL EDUCATION PROGRAMS. MEMBERS OF THE FACULTY FROM UMDNJ-NJMS HAVE PARTICIPATED IN BARNABAS HEALTH'S EDUCATIONAL PROGRAMS AS WELL. IN ADDITION, THE TWO SYSTEMS EVALUATE A NUMBER OF JOINT PROGRAM DEVELOPMENT INITIATIVES. THE SYSTEM BELIEVES THAT THE AFFILIATION WITH THE UMDNJ-NJMS AND ITS SUBSTANTIAL PROGRAMS IN CLINICAL RESEARCH AND BASIC SCIENTIFIC INVESTIGATION STRENGTHENS ITS MEDICAL EDUCATION AND RESEARCH ACTIVITIES.

GRADUATE MEDICAL EDUCATION AND OTHER EDUCATION PROGRAMS

THE MEDICAL EDUCATION PROGRAMS WITHIN THE BARNABAS HEALTH SYSTEM INCLUDE UNDERGRADUATE MEDICAL EDUCATION, GRADUATE MEDICAL EDUCATION, CONTINUING MEDICAL EDUCATION AND ALLIED HEALTH PROFESSIONS EDUCATION. GRADUATE MEDICAL EDUCATION PROGRAMS ARE SPONSORED BY THE THREE TEACHING INSTITUTIONS AFFILIATED WITH THE SYSTEM: MONMOUTH MEDICAL CENTER, NEWARK BETH ISRAEL MEDICAL CENTER, AND SAINT BARNABAS MEDICAL CENTER.

THE SYSTEM IS A MAJOR CLINICAL CAMPUS FOR MEDICAL STUDENTS FROM UMDNJ-NJMS (NEWARK, NJ), DREXEL UNIVERSITY COLLEGE OF MEDICINE (PHILADELPHIA), THE NEW YORK COLLEGE OF OSTEOPATHIC MEDICINE (OLD WESTBURY, NY), AND SAINT GEORGE'S SCHOOL OF MEDICINE (GRENADA FOR JUNIOR

YEAR CLERKSHIP AND SENIOR YEAR ELECTIVES). CLINICAL RESEARCH AND PUBLIC HEALTH ISSUES ARE AN INTEGRAL PART OF OUR EDUCATION MISSION.

RESIDENCIES AND FELLOWSHIPS IN A WIDE VARIETY OF SPECIALTIES AND SUBSPECIALTIES ARE OFFERED. CLINICAL RESEARCH AND PUBLIC HEALTH ISSUES ARE AN INTEGRAL PART OF OUR EDUCATION MISSION.

CONTINUING MEDICAL EDUCATION ("CME") ACTIVITIES ARE CONDUCTED THROUGHOUT THE SYSTEM, WITH OUR HOSPITALS ACCREDITED BY THE MEDICAL SOCIETY OF NEW JERSEY TO OFFER CATEGORY 1 AMA-PRA CME TO THE PHYSICIANS IN THE COMMUNITY. A NUMBER OF PHYSICIAN-ASSISTANT, TECHNICIAN AND OTHER ALLIED HEALTH PROFESSIONS STUDENTS OBTAIN CLINICAL EXPERIENCE WITHIN THE SYSTEM.

HIGHEST QUALITY MEDICAL EDUCATION IS FELT TO RESULT IN HIGHEST QUALITY PATIENT CARE AND ULTIMATELY DELIVERS TO OUR PATIENTS THE MOST CURRENT, COST-EFFECTIVE, AND INTEGRATED MEDICAL CARE POSSIBLE.

BARNABAS HEALTH QUALITY

THE BARNABAS HEALTH QUALITY PROGRAM IS ORGANIZED AROUND FIVE MAJOR PORTFOLIOS OF ACTIVITY, WHICH REPRESENT IMPORTANT CONTENT AREAS OF QUALITY THAT SPAN ACROSS ALL OF OUR AFFILIATE SITES: ACCREDITATION AND LICENSURE, PATIENT SAFETY, PERFORMANCE IMPROVEMENT, CLINICAL RESOURCE

MANAGEMENT AND SERVICE EXCELLENCE. TO BE SUCCESSFUL AT IMPROVING THESE MAJOR AREAS OF QUALITY, WE RELY ON THE PRINCIPLES OF QUALITY IMPROVEMENT. QUALITY IMPROVEMENT REQUIRES DATA AND PROCESS ANALYSIS, TEAMWORK AND FACILITATION, AND A PROJECT MANAGEMENT MINDSET THAT ALLOWS US TO MANAGE OUR WORK AND DRIVE IMPROVEMENT. ANOTHER CRITICAL ELEMENT OF OUR QUALITY PROGRAM IS OUR COLLABORATIVES. THESE ARE FRONT LINE LEADERS FROM EMERGENCY MEDICINE, CRITICAL CARE, INFECTION CONTROL, OBSTETRICS AND GYNECOLOGY AND PERIOPERATIVE MEDICINE WHO ASSIST US IN IDENTIFYING BEST PRACTICES IN THEIR DISCIPLINE AND IMPLEMENTING THESE IN ALL OF OUR HOSPITALS.

COMMUNITY BENEFIT STATEMENT CONTINUED

CORE FORM, PART III, STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

PATIENT SATISFACTION

A DEPARTMENT OF PATIENT SATISFACTION/EXPERIENCE IS ACTIVE IN EACH OF THE BARNABAS HEALTH HOSPITALS - A FIRST IN NEW JERSEY WHEN IT WAS CREATED. THE PATIENT SATISFACTION TEAM ENSURES HANDS-ON RESPONSIVENESS TO PATIENTS AND THEIR FAMILIES, AND PROVIDES A FORUM WHERE PATIENTS, FAMILIES AND COMMUNITY MEMBERS CAN OPENLY COMMUNICATE THEIR IDEAS. CONSTANT EVALUATION OF AND ATTENTION TO PATIENTS' OPINIONS THROUGH FORMALIZED SURVEYS HELPS BH IDENTIFY AREAS OF STRENGTH AND THE AREAS WHERE THERE CAN BE IMPROVEMENT. BH IS COMMITTED TO FULFILLING OUR ETHICAL OBLIGATION TO PROVIDE THE FINEST HEALING ENVIRONMENT FOR OUR PATIENTS AND THEIR

FAMILIES, AND A POSITIVE, FULFILLING WORK ENVIRONMENT FOR OUR PHYSICIANS AND EMPLOYEES.

AWARDS AND HONORS

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BARNABAS HEALTH'S COMMITMENT TO QUALITY AND SERVICE HAS RESULTED IN MANY AWARDS AND RECOGNITIONS FOR THE SYSTEM AND ITS CENTERS. THESE INCLUDE, BUT ARE NOT LIMITED, TO:

BARNABAS HEALTH

- PROTECTING THE PATIENT - VOICE OF THE CUSTOMER AWARD - NUANCE HEALTHCARE; RECOGNITION OF REDUCTION OF HOSPITAL ACQUIRED CONDITIONS BY 73% AND BEING JOINT COMMISSION TOP PERFORMERS FOR NATIONAL QUALITY MEASURES.

- ALL SIX GENERAL ACUTE CARE HOSPITALS OF BARNABAS HEALTH HAVE BEEN NAMED TO THE U.S. NEWS & WORLD REPORT'S FIRST-EVER BEST HOSPITALS METRO AREA BY SCORING IN THE TOP 25 PERCENT AMONG THEIR PEERS IN AT LEAST ONE OF 16 MEDICAL SPECIALTIES.

- BECKER'S HOSPITAL REVIEW NAMED BARNABAS HEALTH "ONE OF THE BEST PLACES TO WORK" IN HEALTHCARE IN THE US FOR 2012.

- AARP RECOGNIZED BARNABAS HEALTH IN 2011 AS BEING ONE OF THE TOP EMPLOYERS FOR PEOPLE OVER 50.

- BARNABAS HEALTH RECEIVED THE CEO CANCER GOLD STANDARD RE-ACCREDITATION FOR ITS COMMITMENT TO TAKING CONCRETE ACTIONS TO REDUCE THE CANCER RISK OF ITS EMPLOYEES AND THEIR FAMILIES, ONE OF ONLY 50 COMPANIES IN THE NATION.

CLARA MAASS MEDICAL CENTER ("CMMC")

CLARA MAASS MEDICAL CENTER IS THE RECIPIENT OF NUMEROUS AWARDS AND HONORS INCLUDING, BUT NOT LIMITED TO, THE FOLLOWING:

- RANKED FOR BEST HOSPITALS 2012-2013 METRO AREA AND NEW JERSEY RANKINGS RELEASED BY U.S. NEWS & WORLD REPORT FOR CANCER, DIABETES & ENDOCRINOLOGY, GASTROENTEROLOGY, GERIATRICS, NEUROLOGY & NEUROSURGERY, AND UROLOGY. CLARA MAASS MEDICAL CENTER ALSO WAS ALSO LISTED AS HIGH-PERFORMING IN THE NEW YORK METROPOLITAN AREA FOR NEPHROLOGY.

- THOMSON REUTERS (NOW TRUVEN HEALTH ANALYTICS) NAMED CLARA MAASS MEDICAL CENTER ONE OF THE NATION'S 100 TOP HOSPITALS IN 2012. CLARA MAASS WAS ALSO NAMED AN EVEREST AWARD WINNER BY THOMSON REUTERS, A DISTINCTION FOR ONLY 12 HOSPITALS AMONG THE 100 WINNERS FOR DELIVERING THE GREATEST RATE

OF IMPROVEMENT OVER FIVE YEARS.

- CLARA MAASS MEDICAL CENTER EARNED AN "A", THE HIGHEST SCORE POSSIBLE, FOR HOSPITAL SAFETY SCORES BY THE LEAPFROG GROUP.

- HEALTHGRADES - A NATIONWIDE ONLINE RESOURCE CENTER REGARDING PHYSICIANS AND HOSPITALS - RECOGNIZED CLARA MAASS MEDICAL CENTER WITH A PATIENT SAFETY EXCELLENCE AWARD FOR 2013, IN APRIL. THE RECOGNITION PLACES CMMC IN THE TOP 10 PERCENT NATIONWIDE FOR PATIENT SAFETY. THE NATIONWIDE STUDY RECOGNIZED 379 HOSPITALS OVERALL, BASED ON AN ASSESSMENT OF 13 PATIENT SAFETY INDICATORS - INCLUDING RATES OF INFECTION, CORRECT MEDICINE DOSAGE AND HOW WELL THE NURSING STAFF COMMUNICATED.

- BECKER'S HOSPITAL REVIEW - A NATIONAL PUBLICATION FOCUSED ON THE BUSINESS AND LEGAL ISSUES OF HEALTH SYSTEMS - SELECTED CLARA MAASS AS ONE OF ITS "100 HOSPITALS WITH GREAT HEART PROGRAMS."

- CLARA MAASS HAS ACHIEVED JOINT COMMISSION DISEASE SPECIFIC CARE CERTIFICATION IN ACUTE CORONARY SYNDROME (ACS), HEART FAILURE, TOTAL HIP REPLACEMENT AND TOTAL KNEE REPLACEMENT.

- THE CANCER CENTER IS ACCREDITED BY THE AMERICAN COLLEGE OF SURGEONS.

- THE RADIATION ONCOLOGY DEPARTMENT IS ACCREDITED BY THE AMERICAN COLLEGE OF RADIOLOGY; MAMMOGRAPHY MEETS THE MAMMOGRAPHY QUALITY STANDARDS ACT.

- CMMC IS A NEW JERSEY DEPARTMENT OF HEALTH DESIGNATED PRIMARY STROKE CENTER.

- THE CENTER FOR SLEEP DISORDERS IS ACCREDITED BY THE AMERICAN ACADEMY OF SLEEP MEDICINE

- LABORATORY ACCREDITED BY THE COLLEGE OF AMERICAN PATHOLOGISTS (CAP)

COMMUNITY MEDICAL CENTER ("CMC")

CMC HAS BEEN RECOGNIZED WITH DISTINGUISHED AWARDS FOR CLINICAL EXCELLENCE. SOME OF THESE ARE LISTED BELOW:

- THE HOSPITAL WAS SURVEYED BY THE JOINT COMMISSION AND RECEIVED ITS TRIENNIAL RE-ACCREDITATION FOR THE HOSPITAL, HOME CARE AND HOSPICE PROGRAMS.

- THE HOSPITAL IS THE RECIPIENT OF THE JOINT COMMISSION - GOLD SEAL OF APPROVAL FOR ACUTE CORONARY SYNDROME, TOTAL JOINT REPLACEMENT - HIP & KNEE, AND STROKE CARE.

- THE NEW JERSEY DEPARTMENT OF HEALTH DESIGNATED CMC AS A PRIMARY STROKE CENTER.

Name of the organization: BARNABAS HEALTH, INC.

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- THE COMMISSION ON CANCER OF THE AMERICAN COLLEGE OF SURGEONS DESIGNATED CMC AS A COMMUNITY HOSPITAL COMPREHENSIVE CANCER PROGRAM. THE PROGRAM HAS HAD THIS DISTINCTION SINCE 1986.

- THE AMERICAN COLLEGE OF RADIOLOGY RENEWED ACCREDITATIONS FOR MAMMOGRAPHY, ULTRASOUND, NUCLEAR MEDICINE, CT SCAN, MRI AND RADIATION ONCOLOGY.

- HEALTHGRADES AWARDS
- AMERICA'S 50 BEST HOSPITALS: 2011, 2012, 2013
- DISTINGUISHED HOSPITAL AWARD FOR CLINICAL EXCELLENCE SINCE 2005
- GYNECOLOGIC SURGERY EXCELLENCE AWARD
- GASTROINTESTINAL SURGERY EXCELLENCE AWARD
- MATERNITY CARE EXCELLENCE AWARD
- ORTHOPEDIC CARE EXCELLENCE AWARD
- PULMONARY CARE EXCELLENCE AWARD
- CORONARY INTERVENTIONAL EXCELLENCE AWARD
- FIVE-STAR FOR TREATMENT OF HEART ATTACK
- FIVE-STAR FOR TREATMENT OF HEART FAILURE
- FIVE STAR RATING FOR CRITICAL CARE

- CMC RECEIVED AN "A" IN THE HOSPITAL SAFETY SCORE FROM THE LEAPFROG GROUP

- CMC ASSOCIATES AND MEDICAL STAFF COLLECTED NEARLY 16,000 POUNDS OF FOOD AND DONATED IT TO AREA FOOD BANKS IN OCEAN COUNTY. OVER 88,000 POUNDS OF FOOD HAS BEEN DONATED TO THOSE IN NEED DURING THE PAST 5 YEARS.

- THE THIRD ANNUAL BACK TO SCHOOL SUPPLIES DRIVE SPONSORED BY CMC EMPLOYEES COLLECTED OVER 200 BACKPACKS ALONG WITH CARTONS OF CRAYONS, MARKERS, PENCILS, PENS, CALCULATORS, FILLER PAPER, NOTEBOOKS, HIGHLIGHTERS, LUNCHBOXES, ETC., FOR CHILDREN IN NEED.

- COMMUNITY MEDICAL CENTER'S WOMEN'S IMAGING CENTER WAS HONORED BY NJCEED (NEW JERSEY CANCER EDUCATION AND EARLY DETECTION PROGRAM) FOR ITS DEDICATION AND SERVICES OF PROVIDING CANCER SCREENING SERVICES TO THE RESIDENTS OF OCEAN COUNTY WHO ARE IN NEED.

- THE EMERGENCY DEPARTMENT TREATS OVER 95,000 ADULT AND PEDIATRIC EMERGENCY PATIENTS ANNUALLY.

- THE J. PHILLIP CITTA REGIONAL CANCER CENTER OFFERS THE RAPID ARC LINEAR ACCELERATOR AND THE CYBERKNIFE TO OCEAN COUNTY; OFFERING AREA RESIDENTS ACCESS TO THE LATEST GENERATION OF CANCER FIGHTING TECHNOLOGIES.

KIMBALL MEDICAL CENTER ("KMC")

KMC HAS BEEN RECOGNIZED WITH DISTINGUISHED AWARDS FOR CLINICAL

EXCELLENCE. SOME OF THESE ARE LISTED BELOW:

- RECOGNIZED IN U.S. NEWS AND WORLD REPORT'S BEST HOSPITALS (METRO AREA)

- RECOGNIZED BY HEALTHGRADES WITH THE MATERNITY CARE EXCELLENCE AWARD FOR THE PAST 3 YEARS. THIS 5-STAR RATING RECOGNIZES HOSPITALS THAT PROVIDE CONSISTENT HIGH-QUALITY CARE FOR WOMEN AND THEIR BABIES DURING PREGNANCY, DELIVERY, AND THE FIRST FEW DAYS AFTER DELIVERY.

- RECEIVED A LEAPFROG HOSPITAL SAFETY SCORE OF "A". THE LEAPFROG GROUP HOSPITAL SAFETY SCORE PROGRAM GRADES HOSPITALS ON THEIR OVERALL PERFORMANCE IN KEEPING PATIENTS SAFE FROM PREVENTABLE HARM AND MEDICAL ERRORS.

- DESIGNATED PRIMARY STROKE CENTER BY THE NEW JERSEY DEPARTMENT OF HEALTH

- JOINT COMMISSION ACCREDITED FOR HOSPITAL AND BEHAVIORAL HEALTHCARE

- GRANTED A THREE-YEAR TERM OF ACCREDITATION IN THE AREA OF ADULT TRANSESOPHAGEAL AND ADULT TRANSTHORACIC BY THE INTERSOCIETAL COMMISSION FOR THE ACCREDITATION OF ECHOCARDIOGRAPHY LABORATORIES (ICAEL).

- THREE DOCTORS AFFILIATED WITH KIMBALL MEDICAL CENTER HAVE BEEN NAMED "TOP DOCTORS OF NEW JERSEY" FOR TWO CONSECUTIVE YEARS BY CASTLE CONNOLLY

MEDICAL, LTD., THE GOLD STANDARD FOR MEDICAL RATINGS RESEARCH.

- RECEIVED DISEASE-SPECIFIC CARE CERTIFICATION IN ACUTE CORONARY SYNDROME (ACS) FROM THE JOINT COMMISSION. THE JOINT COMMISSION'S DISEASE-SPECIFIC CARE CERTIFICATION PROGRAM, LAUNCHED IN 2002, EVALUATES CLINICAL PROGRAMS ACROSS THE CONTINUUM OF CARE AND IS CONSIDERED THE GOLD SEAL OF APPROVAL FOR HEALTHCARE QUALITY.

A FULL RANGE OF ULTRA-MODERN DIAGNOSTIC AND TREATMENT SERVICES ARE AVAILABLE AT KMC IN ALL MAJOR SPECIALTIES: MEDICAL-SURGICAL PROGRAMS INCLUDING LASER AND ARTHROSCOPIC SURGERY, EMERGENCY AND TRAUMA CARE, MATERNITY AND PEDIATRICS, CANCER AND DIABETES CARE, LEVEL II SPECIAL CARE NURSERY, INPATIENT DIALYSIS, REHABILITATION PROGRAMS AND OCCUPATIONAL THERAPY.

COMMUNITY BENEFIT STATEMENT CONTINUED

CORE FORM, PART III, STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

MONMOUTH MEDICAL CENTER ("MMC")

MONMOUTH MEDICAL CENTER IS THE RECIPIENT OF NUMEROUS AWARDS AND HONORS INCLUDING, BUT NOT LIMITED TO, THE FOLLOWING:

- RECEIVED AN "A" HOSPITAL SAFETY SCORE BY THE LEAPFROG GROUP, AN INDEPENDENT NATIONAL NONPROFIT ORGANIZATION OF EMPLOYER PURCHASERS OF

Name of the organization: BARNABAS HEALTH, INC.

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HEALTHCARE AND THE NATION'S LEADING EXPERTS ON PATIENT SAFETY.

- NAMED ONE OF THE NATION'S TOP PERFORMERS ON KEY QUALITY MEASURES BY THE JOINT COMMISSION, THE LEADING ACCREDITOR OF HEALTHCARE ORGANIZATIONS IN AMERICA. MONMOUTH MEDICAL CENTER WAS ONE OF 14 HOSPITALS IN NEW JERSEY TO ACHIEVE THIS IMPORTANT DESIGNATION, AND IS AMONG JUST TWO HOSPITALS IN MONMOUTH AND OCEAN COUNTIES TO EARN THIS RECOGNITION.

- RECOGNIZED BY THE JOINT COMMISSION FOR EXEMPLARY PERFORMANCE IN USING EVIDENCE-BASED CLINICAL PROCESSES THAT ARE SHOWN TO IMPROVE CARE FOR CERTAIN CONDITIONS, INCLUDING HEART ATTACK, HEART FAILURE, PNEUMONIA, SURGICAL CARE, CHILDREN'S ASTHMA, STROKE AND VENOUS THROMBOEMBOLISM, AS WELL AS INPATIENT PSYCHIATRIC SERVICES. THIS WAS THE SECOND YEAR IN A ROW THAT MONMOUTH MEDICAL CENTER WAS RECOGNIZED AS A TOP PERFORMER, AND MONMOUTH IS ONE OF ONLY 244 HOSPITALS THAT ACHIEVED THE DISTINCTION TWO YEARS IN A ROW.

- RECEIVED TJC DISEASE SPECIFIC CERTIFICATION FOR ACUTE CORONARY SYNDROME, CARDIAC REHABILITATION, BREAST CANCER AND HIP/KNEE REPLACEMENT AND ADVANCED CERTIFICATION FOR PRIMARY STROKE.

- RATED IN THE TOP FIVE PERCENT OF THE NATION FOR BOTH EMERGENCY MEDICINE AND MATERNITY CARE BY HEALTHGRADES FOR THREE YEARS IN A ROW - 2010 THROUGH 2012.

- THE JACQUELINE M. WILENTZ COMPREHENSIVE BREAST CENTER AT MONMOUTH MEDICAL CENTER IS NEW JERSEY'S ONLY CERTIFIED QUALITY BREAST CENTER OF EXCELLENCE - THE HIGHEST CERTIFICATION LEVEL OFFERED BY THE NATIONAL QUALITY MEASURES FOR BREAST CENTERS (NQMBC).

- MONMOUTH HOLDS THE GOLD SEAL OF ACCREDITATION FROM THE AMERICAN COLLEGE OF RADIOLOGY FOR ITS ADVANCED IMAGING SYSTEMS, AND WAS THE FIRST IN NEW JERSEY AND THE 20TH IN THE NATION TO ACHIEVE THIS STATUS FOR MAGNETIC RESONANCE IMAGING (MRI) OF THE BREAST.

- MONMOUTH MEDICAL CENTER WAS CHOSEN BY THE INSTITUTE FOR HEALTHCARE IMPROVEMENT AS ONE OF ONLY 14 HOSPITALS IN THE NATION AND THE ONLY HOSPITAL IN NEW JERSEY TO PARTICIPATE IN A KEY NATIONAL INITIATIVE TO IMPROVE CARE FOR HEART FAILURE PATIENTS.

- THE CHILDREN'S HOSPITAL AT MONMOUTH MEDICAL CENTER WAS THE FIRST HOSPITAL IN NEW JERSEY TO OPEN A LEVEL III NEONATAL INTENSIVE CARE UNIT. IT HAS ONE OF THE HIGHEST SURVIVAL RATES AMONG NEONATAL INTENSIVE CARE UNITS IN THE COUNTY AND RANKS IN THE TOP ONE-THIRD FOR SURVIVAL AMONG SUCH UNITS THAT PARTICIPATED IN VERMONT/OXFORD NETWORK'S INTERNATIONAL DATABASE FOR BENCHMARKING.

- MONMOUTH HAS ONE OF ONLY THREE CYSTIC FIBROSIS CENTERS IN THE STATE AND HAS EARNED A PRESTIGIOUS DISTINCTION AS A COMPREHENSIVE CF CENTER. IT IS THE OLDEST AND LARGEST OF THE CENTERS IN NEW JERSEY.

- MONMOUTH MEDICAL CENTER HAS RECEIVED FULL ACCREDITATION AS A CYCLE III ACCREDITED CHEST PAIN CENTER FROM THE SOCIETY OF CHEST PAIN CENTERS (SCPC). CYCLE III IS THE HIGHEST LEVEL OF ACCREDITATION.

- MONMOUTH MEDICAL CENTER RECEIVED CT ACCREDITATION FROM THE AMERICAN COLLEGE OF RADIOLOGY (ACR) WITH ZERO DEFICIENCIES. MONMOUTH MEDICAL CENTER, A BARNABAS HEALTH FACILITY, HAS BEEN GRANTED ULTRASOUND ACCREDITATION BY THE AMERICAN COLLEGE OF RADIOLOGY (ACR) ULTRASOUND COMMITTEE.

- U.S. NEWS & WORLD REPORT RECOGNIZED MONMOUTH AS A REGIONAL LEADER IN CANCER, GERIATRICS, GYNECOLOGY, NEUROLOGY AND NEUROSURGERY.

- MONMOUTH IS DREXEL UNIVERSITY'S LARGEST MAJOR ACADEMIC MEDICAL AFFILIATE IN NEW JERSEY AND IS THE ONLY AREA ACADEMIC MEDICAL CENTER TO ACHIEVE REGIONAL MEDICAL CAMPUS STATUS.

- MMC IS RECOGNIZED AS A DISTINGUISHED ACADEMIC MEDICAL CENTER AMONG AN ELITE GROUP OF THE NATION'S NINE LEADING TEACHING HOSPITALS, BY PRESS GANEY.

- THE PRESTIGIOUS AMERICAN DIABETES ASSOCIATION EDUCATION RECOGNITION CERTIFICATE FOR A QUALITY DIABETES SELF-MANAGEMENT EDUCATION PROGRAM WAS AWARDED TO THE PEDIATRIC ENDOCRINOLOGY PROGRAM OF THE CHILDREN'S HOSPITAL

AT MONMOUTH MEDICAL CENTER AS WELL AS THE CENTER FOR DIABETES EDUCATION AT MONMOUTH MEDICAL CENTER - AN HONOR ORIGINALLY BESTOWED ON THE MEDICAL CENTER IN 2007. WITH THIS RECOGNITION, THE CENTER WAS RE-CERTIFIED BY THE ADA AS OFFERING HIGH QUALITY DIABETES SELF-MANAGEMENT EDUCATION THAT IS AN ESSENTIAL COMPONENT OF EFFECTIVE DIABETES TREATMENT.

- THE JOEL OPATUT CARDIOPULMONARY REHABILITATION PROGRAM WAS THE FIRST IN MONMOUTH COUNTY TO BE CERTIFIED FOR BOTH CARDIAC AND PULMONARY REHABILITATION BY THE AMERICAN ASSOCIATION OF CARDIOVASCULAR AND PULMONARY REHABILITATION.

NEWARK BETH ISRAEL MEDICAL CENTER ("NBIMC")

NEWARK BETH ISRAEL MEDICAL CENTER IS THE RECIPIENT OF NUMEROUS AWARDS AND HONORS INCLUDING, BUT NOT LIMITED TO, THE FOLLOWING:

- THE ONLY HOSPITAL IN THE NORTHEAST TO EARN THE AMERICAN HEART ASSOCIATION'S MISSION: LIFELINE GOLD QUALITY ACHIEVEMENT AWARD FOR HEART ATTACK CARE; RECOGNIZES THE COMMITMENT AND SUCCESS OF THE BARNABAS HEALTH HEART CENTER AT NEWARK BETH ISRAEL MEDICAL CENTER IN IMPLEMENTING THE HIGHEST STANDARD OF CARE TO IMPROVE THE SURVIVAL OF PEOPLE WHO SUFFER A CERTAIN KIND OF HEART ATTACK.

- NEWARK BETH ISRAEL MEDICAL CENTER AND CHILDREN'S HOSPITAL OF NEW JERSEY

WERE NAMED AMONG THE 2012-2013 BEST HOSPITALS METRO AREA AND NEW JERSEY RANKINGS RELEASED BY U.S. NEWS & WORLD REPORT. NEWARK BETH ISRAEL MEDICAL CENTER WAS ALSO LISTED AS HIGH-PERFORMING IN THE NEW YORK METROPOLITAN AREA FOR CANCER, CARDIOLOGY, DIABETES AND ENDOCRINOLOGY, GERIATRICS, NEPHROLOGY, NEUROLOGY AND NEUROSURGERY.

- NEWARK BETH ISRAEL MEDICAL CENTER AND CHILDREN'S HOSPITAL OF NEW JERSEY (CHONJ), HAS BEEN CHOSEN AS ONE OF FIVE HOSPITALS NATIONWIDE TO RECEIVE THE NOVA AWARD FROM THE AMERICAN HOSPITAL ASSOCIATION. THE AWARD WILL BE PRESENTED AT THE HEALTH FORUM/AHA LEADERSHIP SUMMIT.

- NBIMC AND CHONJ ARE BEING HONORED FOR THEIR PROGRAM, "THE BETH EMBRACES WELLNESS: AN INTEGRATED APPROACH TO PREVENTION IN THE COMMUNITY." THE MEDICAL CENTER HAS THREE MAJOR AWARD WINNING WELLNESS PROGRAMS: KIDS FIT, THE BETH CHALLENGE AND THE BETH GARDEN."

- THE JOINT COMMISSION RECOGNIZED NBIMC AS ONE OF ITS TOP PERFORMERS ON KEY QUALITY MEASURES. FOR THE 2012 DESIGNATION, ONLY 620 HOSPITALS NATIONALLY ARE BEING RECOGNIZED, WHICH REPRESENT THE TOP 18 PERCENT OF JOINT COMMISSION-ACCREDITED HOSPITALS. NBIMC IS ALSO ONE OF ONLY FOURTEEN HOSPITALS IN NEW JERSEY TO ACHIEVE THIS DESIGNATION.

- THE AMERICAN HEART ASSOCIATION (AHA) AWARDED THE HEART CENTER AT NEWARK BETH ISRAEL MEDICAL CENTER ITS 2012 "GET WITH THE GUIDELINES GOLD AWARD" FOR HEART FAILURE FOR THE THIRD CONSECUTIVE YEAR. THIS PRESTIGIOUS AWARD

IS PRESENTED TO HOSPITALS THAT FOLLOW THE LATEST EVIDENCE-BASED TREATMENT GUIDELINES FOR HEART FAILURE AS OUTLINED BY THE AHA/AMERICAN COLLEGE OF CARDIOLOGY.

- NEWARK BETH ISRAEL MEDICAL CENTER AND CHILDREN'S HOSPITAL OF NEW JERSEY WERE HONORED WITH AN "A" HOSPITAL SAFETY SCORESM BY THE LEAPFROG GROUP, AN INDEPENDENT NATIONAL NONPROFIT RUN BY EMPLOYERS AND OTHER LARGE PURCHASERS OF HEALTH BENEFITS.

- NURSE HONOREE RECIPIENT OF THE INSTITUTE FOR NURSING NEW JERSEY STATE NURSES ASSOCIATION 2012 NURSING DIVA AND DON GALA.

- 2012 HEALTHCARE PROFESSIONAL OF THE YEAR AWARD FROM THE NEW JERSEY HOSPITAL ASSOCIATION

- 2012 EXCELLENCE IN QUALITY IMPROVEMENT AWARDS FOR INTENSIVE CARE UNIT FROM THE NEW JERSEY HOSPITAL ASSOCIATION

- 2012 HRET COMMUNITY OUTREACH AWARD FOR THE NBIMC WELLNESS PROGRAM FROM THE NEW JERSEY HOSPITAL ASSOCIATION

- JOINT COMMISSION TOP PERFORMER ON KEY QUALITY MEASURES FOR TOP 15% OF HOSPITALS IN CORE MEASURES - HEART ATTACK, HEART FAILURE, PNEUMONIA, SURGICAL CARE.

- NEWARK BETH ISRAEL MEDICAL CENTER/CHILDREN'S HOSPITAL OF NEW JERSEY (CHONJ) WERE NAMED FINALISTS IN THE 'EDUCATION HERO - ORGANIZATION' CATEGORY IN THE 2012 NJBIZ HEALTHCARE HEROES AWARDS PROGRAM.

- INSTITUTE FOR HEALTHCARE IMPROVEMENT RECOGNITION AS A MENTOR HOSPITAL REGISTRY FOR INFECTION PREVENTION; MRSA

- DESIGNATED AS A PRIMARY STROKE CENTER BY THE NEW JERSEY DEPARTMENT OF HEALTH.

- ACHIEVED THE JOINT COMMISSION DISEASE SPECIFIC ACCREDITATIONS FOR ACUTE CORONARY SYNDROME AND ADVANCED VENTRICULAR ASSISTANCE DEVISE.

COMMUNITY BENEFIT STATEMENT CONTINUED

CORE FORM, PART III, STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

SAINT BARNABAS MEDICAL CENTER ("SBMC")

SAINT BARNABAS MEDICAL CENTER HAS EARNED MANY CERTIFICATIONS AND ACCREDITATIONS AND HAS BEEN THE RECIPIENT OF NUMEROUS AWARDS AND HONORS INCLUDING, BUT NOT LIMITED TO, THE FOLLOWING:

- AS A BEST REGIONAL HOSPITAL IN THE U.S. NEWS AND WORLD REPORTS FOR 2010-2011. THE MEDICAL CENTER WAS RECOGNIZED FOR THE AREAS OF CANCER, DIABETES & ENDOCRINOLOGY, GERIATRICS, GYNECOLOGY, KIDNEY DISORDERS,

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NEUROLOGY & NEUROSURGERY, EAR, NOSE & THROAT AND UROLOGY.

- SAINT BARNABAS MEDICAL CENTER WAS HONORED WITH AN "A" HOSPITAL SAFETY SCORES BY THE LEAPFROG GROUP, AN INDEPENDENT NATIONAL NONPROFIT RUN BY EMPLOYERS AND OTHER LARGE PURCHASERS OF HEALTH BENEFITS.

- THE BREAST CENTER RECEIVED NATIONAL ACCREDITATION BY NAPBC, NATIONAL ACCREDITATION PROGRAM FOR BREAST CENTERS BY THE AMERICAN COLLEGE OF SURGEONS IN 2010.

- AN EXCELLENCE IN QUALITY IMPROVEMENT AWARD FROM THE NEW JERSEY HOSPITAL ASSOCIATION IN 2011 FOR ESTABLISHING A FAMILY ADVISORY COUNCIL TO IMPROVE PATIENT AND FAMILY EXPERIENCES IN THE NEONATAL INTENSIVE CARE UNIT.

- THE INTERNATIONAL BOARD OF LACTATION CONSULTANT EXAMINERS (IBLCE) AND THE INTERNATIONAL LACTATION CONSULTANT ASSOCIATION (ILCA) AWARD FOR PROMOTING AND SUPPORTING BREASTFEEDING.

- THE QUALITY ONCOLOGY PRACTICE INITIATIVE (QOPI) CERTIFICATION PROGRAM, AN AFFILIATE OF THE AMERICAN SOCIETY OF CLINICAL ONCOLOGY (ASCO) CERTIFICATION OF THE CANCER CENTER AT SAINT BARNABAS MEDICAL CENTER, THE FIRST OF ONLY THREE IN NEW JERSEY.

- THE SOCIETY OF THORACIC SURGEONS HAS GIVEN IT A 3 STAR RATING WHICH IS THE TOP 15% OF HOSPITALS FOR CARDIAC SURGERY.

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- THE JOINT COMMISSION DISEASE-SPECIFIC CERTIFICATION FOR ITS STROKE CARE, ACUTE CORONARY SYNDROME (ACS), HEART FAILURE, TOTAL HIP REPLACEMENT AND TOTAL KNEE REPLACEMENT SERVICES.

- THE CANCER CENTERS OF SAINT BARNABAS MEDICAL CENTER RECEIVED A THREE-YEAR ACCREDITATION WITH COMMENDATION FROM THE COMMISSION ON CANCER (COC) OF THE AMERICAN COLLEGE OF SURGEONS (ACOS)

- AN OPTUMHEALTH, COMPLEX MEDICAL CONDITIONS, "CENTERS OF EXCELLENCE" FOR KIDNEY TRANSPLANT.

- CASTLE CONNOLLY RANKED SAINT BARNABAS AS A TOP HOSPITAL IN NEW JERSEY IN 2012, FIRST FOR HOSPITALS WITH MORE THAN 350 BEDS FOR THE TREATMENT OF BREAST CANCER, PROSTATE CANCER AND HIGH RISK PREGNANCIES AND SECOND OVERALL AND FOR TREATMENT OF PEDIATRIC CANCERS, CORONARY SURGERY, HIP AND KNEE REPAIR, HEART FAILURE, TREATMENT OF STROKES AND NEUROLOGICAL DISORDERS.

- DESIGNATED LEVEL 4 SPECIALIZED EPILEPSY CENTER BY THE NATIONAL ASSOCIATION OF EPILEPSY CENTERS (NAEC) FOR THE ADULT AND PEDIATRIC COMPREHENSIVE EPILEPSY CENTERS WHICH RECOGNIZES CENTERS PROVIDING THE MOST COMPLEX INTENSIVE NEURO-DIAGNOSTIC MONITORING AND TREATMENT OF EPILEPSY.

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BARNABAS HEALTH BEHAVIORAL HEALTH CENTER ("BHBHC")

BARNABAS HEALTH BEHAVIORAL HEALTH CENTER IS ACCREDITED BY THE JOINT COMMISSION.

THE BHBHC, THROUGH THE INSTITUTE FOR PREVENTION, HAS LED BH TO ACHIEVE THE CEO CANCER GOLD STANDARD FOR BH AND ITS HOSPITAL FACILITIES. THE CEO CANCER GOLD STANDARD ACCREDITATION IS BASED UPON A SERIES OF CANCER-RELATED RECOMMENDATIONS TO FIGHT CANCER IN WORKPLACES IN THE UNITED STATES. THE GOLD STANDARD IS A COMPREHENSIVE PROGRAM WITH FIVE PILLARS:

- TOBACCO USE
- NUTRITION
- PHYSICAL ACTIVITY
- PREVENTION, SCREENING AND EARLY DETECTION
- ACCESS TO QUALITY TREATMENT AND CLINICAL TRIALS

THE INSTITUTE FOR PREVENTION PROVIDES COMPREHENSIVE WELLNESS SERVICES TO ADDRESS THE SOCIAL AND EMOTIONAL NEEDS OF INDIVIDUALS, CHILDREN, FAMILIES AND PROFESSIONALS.

BARNABAS HEALTH SERVICES

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BARNABAS HEALTH PROVIDES SUBSTANTIAL COMMUNITY BENEFIT. ITS SYSTEM INCLUDES THE FOLLOWING ACUTE CARE HOSPITALS LOCATED THROUGHOUT THE STATE OF NEW JERSEY.

1. CLARA MAASS MEDICAL CENTER
2. COMMUNITY MEDICAL CENTER
3. KIMBALL MEDICAL CENTER
4. MONMOUTH MEDICAL CENTER
5. NEWARK BETH ISRAEL MEDICAL CENTER
6. SAINT BARNABAS MEDICAL CENTER
7. BARNABAS HEALTH BEHAVIORAL HEALTH CENTER

EACH HOSPITAL OPERATES CONSISTENTLY WITH THE FOLLOWING CRITERIA OUTLINED IN IRS REVENUE RULING 69-545:

1. PROVIDES MEDICALLY NECESSARY HEALTHCARE SERVICES IN A NON-DISCRIMINATORY MANNER TO ALL INDIVIDUALS REGARDLESS OF RACE, COLOR, CREED, SEX, NATIONAL ORIGIN, RELIGION OR ABILITY TO PAY, INCLUDING CHARITY CARE, SELF-PAY, MEDICARE AND MEDICAID PATIENTS;

2. OPERATES AN ACTIVE EMERGENCY DEPARTMENT FOR ALL PERSONS; WHICH IS OPEN 24 HOURS A DAY, 7 DAYS A WEEK, 365 DAYS PER YEAR;

3. MAINTAINS AN OPEN MEDICAL STAFF, WITH PRIVILEGES AVAILABLE TO ALL

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QUALIFIED PHYSICIANS;

4. CONTROL OF EACH HOSPITAL RESTS WITH ITS BOARD OF TRUSTEES AND THE BOARD OF TRUSTEES OF BARNABAS HEALTH, INC.; THE TAX-EXEMPT PARENT ORGANIZATION OF BARNABAS HEALTH. BOTH BOARDS ARE COMPRISED OF INDEPENDENT CIVIC LEADERS AND OTHER PROMINENT MEMBERS OF THE COMMUNITY.

5. SURPLUS FUNDS ARE USED TO IMPROVE THE QUALITY OF PATIENT CARE, EXPAND AND RENOVATE FACILITIES AND ADVANCE MEDICAL CARE, PROGRAMS AND ACTIVITIES.

THE OPERATIONS OF EACH HOSPITAL, AS SHOWN THROUGH THE FACTORS OUTLINED ABOVE AND OTHER INFORMATION CONTAINED HEREIN, CLEARLY DEMONSTRATE THAT THE USE AND CONTROL OF EACH HOSPITAL IS FOR THE BENEFIT OF THE PUBLIC AND THAT NO PART OF THE INCOME OR NET EARNINGS OF THE ORGANIZATION INURES TO THE BENEFIT OF ANY PRIVATE INDIVIDUAL NOR IS ANY PRIVATE INTEREST BEING SERVED OTHER THAN INCIDENTALLY.

SELECT CENTERS OF EXCELLENCE

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CENTERS OF EXCELLENCE AT BARNABAS HEALTH'S ACUTE CARE HOSPITALS INCLUDE, BUT ARE NOT LIMITED TO, THE FOLLOWING:

THE JOINT & SPINE INSTITUTE AT CLARA MAASS MEDICAL CENTER

THE JOINT & SPINE INSTITUTE IS LOCATED ON A DEDICATED UNIT WITHIN THE HOSPITAL. SURGERIES ARE SCHEDULED MONDAY THROUGH FRIDAY AND PATIENTS TYPICALLY RETURN HOME AFTER A THREE-NIGHT STAY. FEATURES OF THE PROGRAM INCLUDE: NURSES, THERAPISTS AND NURSING ASSISTANTS WHO SPECIALIZE IN THE CARE OF JOINT PATIENTS; PRIVATE AND SEMI-PRIVATE ROOMS; EMPHASIS ON GROUP ACTIVITIES AS WELL AS INDIVIDUAL CARE; FAMILY AND FRIENDS EDUCATED TO PARTICIPATE AS "COACHES" IN THE RECOVERY PROCESS; A JOINT TEAM WHO COORDINATES ALL PRE-OPERATIVE CARE AND DISCHARGE PLANNING; A COMPREHENSIVE PATIENT GUIDE TO FOLLOW FROM SIX WEEKS PRE-OP UNTIL THREE MONTHS POST-OP AND BEYOND; COORDINATED AFTER-CARE PROGRAM; REUNION LUNCHEONS FOR FORMER PATIENTS AND COACHES; NEWSLETTERS TO PROVIDE PATIENTS WITH NEW INFORMATION ABOUT ARTHRITIS AND JOINT CARE; AND PUBLIC EDUCATION SEMINARS ABOUT HIP AND KNEE PAIN.

THE EYE SURGERY CENTER (CLARA MAASS MEDICAL CENTER)

ALL OPHTHALMOLOGISTS AND SURGEONS AT THE EYE SURGERY CENTER ARE BOARD-CERTIFIED AND SPECIALIZE IN THE PREVENTION, DIAGNOSIS AND TREATMENT OF EYE PROBLEMS, DISEASES AND INJURIES. CLARA MAASS'S EYE CARE EXPERTS WORK TOGETHER TO PROVIDE COMPREHENSIVE OPHTHALMIC CARE IN EVERY AREA OF EYE DISORDERS AND TREAT PATIENTS OF ALL AGES-FROM INFANTS TO SENIORS. STATE-OF-THE ART EQUIPMENT AND DEDICATED OPHTHALMOLOGY SUITES ENSURE THE

DELIVERANCE OF THE MOST ADVANCED QUALITY EYE CARE.

CLARA MAASS MEDICAL CENTER PERFORMS THE MOST HOSPITAL EYE PROCEDURES IN THE STATE OF NEW JERSEY AND IS ALSO THE FIRST HOSPITAL IN NEW JERSEY TO OFFER TRABECTOME -- A LEADING-EDGE TREATMENT FOR GLAUCOMA.

J. PHILLIP CITTA REGIONAL CANCER CENTER (COMMUNITY MEDICAL CENTER)

CMC OFFERS A DEDICATED INPATIENT ONCOLOGY UNIT, RADIATION ONCOLOGY CENTER, INFUSION CENTER AND A FULL RANGE OF SUPPORT GROUPS AND SERVICES FOR PATIENTS AND THEIR FAMILIES. CMC'S DEDICATED STAFF OF PHYSICIANS, NURSES AND ALLIED HEALTH PROFESSIONALS ADDRESS THE NEEDS OF PATIENTS AND FAMILIES FACING A CANCER DIAGNOSIS AND TREATMENT. THE CANCER PROGRAM IS A MEMBER OF THE RENOWNED PENN CANCER NETWORK IN PHILADELPHIA AND IS ACCREDITED BY THE AMERICAN COLLEGE OF SURGEONS. PROGRAMS AND SERVICES OF THIS CENTER INCLUDE: MEDICAL ONCOLOGY WITH A MULTIDISCIPLINARY TEAM APPROACH ENSURING THE PHYSICAL AND PSYCHOSOCIAL NEEDS OF PATIENTS AND THEIR FAMILIES ARE ADDRESSED. THE TEAM INCLUDES BOARD CERTIFIED PHYSICIANS, ONCOLOGY CERTIFIED NURSES, LICENSED CLINICAL SOCIAL WORKERS, CASE MANAGERS, DIETICIANS, AND HOME CARE PROFESSIONALS WORKING TOGETHER TO PROVIDE HIGH QUALITY CARE IN BOTH THE INPATIENT AND OUTPATIENT SETTINGS. RADIATION ONCOLOGY -- FROM SOPHISTICATED RAPID ARC LINEAR ACCELERATOR TO THE CYBERKNIFE, THE DEPARTMENT OF RADIATION ONCOLOGY OFFERS THE HIGHEST STANDARD OF CARE AND IS ACCREDITED BY THE AMERICAN

COLLEGE OF RADIOLOGY. THE RADIATION ONCOLOGY TEAM CONSISTS OF BOARD CERTIFIED RADIATION ONCOLOGISTS AND PHYSICISTS, NURSES WHO SPECIALIZE IN ONCOLOGY, REGISTERED RADIATION THERAPISTS, AND LICENSED CLINICAL SOCIAL WORKERS.

COMMUNITY BENEFIT STATEMENT CONTINUED

CORE FORM, PART III, STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

FIRST MOMENTS MATERNITY SERVICES (COMMUNITY MEDICAL CENTER)

THE MATERNITY PROGRAM SPECIALIZES IN A TOTAL CONCEPT OF CARE FOR MOTHERS AND THEIR BABIES - WHERE ADVANCED TECHNOLOGY AND TRAINING ARE ENHANCED BY THE HUMAN TOUCH OF DEDICATED HEALTHCARE PROFESSIONALS. THE UNIT IS STAFFED BY HIGHLY SKILLED PHYSICIANS, MIDWIVES AND NURSES. IN ADDITION, ALL OF CMC'S NURSES ARE CERTIFIED IN NEONATAL RESUSCITATION AND LACTATION RESOURCE TRAINED. THE PROGRAM OFFERS 24/7 NEONATAL COVERAGE. THE MODERN STATE-OF-THE-ART UNIT OFFERS MOMS-TO-BE THE MOST ADVANCED MATERNAL AND CHILD HEALTH TECHNOLOGY IN A COMFORTABLE AND SAFE ENVIRONMENT. THE LABOR-DELIVERY RECOVERY AND POSTPARTUM ROOMS COMBINE THE LATEST TECHNOLOGY WITH A SOOTHING HOME-LIKE DECOR. THE UNIT ALSO INCLUDES A SPECIAL CARE NURSERY STAFFED BY A NEONATOLOGIST AND CERTIFIED NEONATAL NURSES TO CARE FOR BABIES WITH SPECIAL NEEDS, AND A FULLY-EQUIPPED OPERATING SUITE FOR CESAREAN BIRTHS OR HIGH-RISK VAGINAL DELIVERIES.

THE EMERGENCY DEPARTMENT AT KIMBALL MEDICAL

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THE EMERGENCY DEPARTMENT TREATS APPROXIMATELY 50,000 PATIENTS ANNUALLY, UTILIZING THE MOST MODERN TECHNOLOGY COUPLED WITH A TOTAL FOCUS ON PATIENT AND FAMILY SATISFACTION. THE EMERGENCY DEPARTMENT HAS REVOLUTIONIZED HOW PATIENTS ARE TREATED IN MODERN HEALTHCARE SETTINGS BY EXPEDITING THE PROCESS WHICH PATIENTS MUST UNDERGO PRIOR TO RECEIVING MEDICAL TREATMENT. THE MAIN EMERGENCY DEPARTMENT INCLUDES 31 TREATMENT BAYS, ALL EQUIPPED WITH THE LATEST IN CARDIAC MONITORING EQUIPMENT, INCLUDING SPECIALIZED ROOMS FOR TRAUMA, ORTHOPEDICS, EAR/NOSE/THROAT, OBSTETRICS/GYNECOLOGY, PEDIATRICS, SUTURING AND PSYCHIATRIC EMERGENCIES. THE STAFF IS FOCUSED ON RESPECTING THE INDIVIDUAL NEEDS OF ALL ADULT AND PEDIATRIC PATIENTS. KMC IS A STATE-DESIGNATED PRIMARY STROKE CENTER AND JCAHO CERTIFIED CHEST PAIN CENTER AND HAS OCEAN COUNTY'S ONLY PSYCHIATRIC EMERGENCY SCREENING PROGRAM.

IN JUNE 2012, KIMBALL OPENED A NEW PEDIATRIC EMERGENCY SERVICES PROGRAM IN COLLABORATION WITH THE CHILDREN'S HOSPITAL AT MONMOUTH MEDICAL CENTER. KIMBALL'S NEW PEDIATRIC EMERGENCY SERVICES PROGRAM ALLOWS CHILDREN WITH URGENT MEDICAL ILLNESSES TO RECEIVE THE IMMEDIATE SPECIALTY CARE THEY REQUIRE FROM EMERGENCY MEDICINE PHYSICIANS, WITH IN-HOUSE BOARD-CERTIFIED NEONATOLOGIST AND PEDIATRICIAN CONSULTATION 24 HOURS A DAY, 7 DAYS A WEEK. THE PEDIATRIC EMERGENCY SERVICES PROGRAM OFFERS A CHILD-FRIENDLY ENVIRONMENT WITH THE HIGHEST LEVEL OF PEDIATRIC EMERGENCY MEDICAL CARE FOR NEWBORNS TO ADOLESCENTS.

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THE CENTER FOR HEALTHY LIVING (KIMBALL MEDICAL CENTER)

THE CENTER FOR HEALTHY LIVING OFFERS AN ARRAY OF PROGRAMS DESIGNED TO KEEP THE COMMUNITY HEALTHY THROUGH EDUCATION AND SCREENINGS. AMONG ITS AWARD WINNING PROGRAMS ARE THE CAREGIVERS EDUCATION & SUPPORT BY A LICENSED CLINICAL SOCIAL WORKER TO PROVIDE COUNSELING AND SUPPORT GROUPS. THE CENTER ALSO OFFERS AMERICAN DIABETES ASSOCIATION RECOGNIZED DIABETES EDUCATION AND SUPPORT WHICH IS DESIGNED FOR NEWLY DIAGNOSED DIABETES AND PROVIDES EDUCATION THROUGH A 9-HOUR PROGRAM WHICH IS DIVIDED INTO THREE SEPARATE 3-HOUR CLASSES.

THE CENTER IS ALSO HOME TO THE ARTHRITIS EDUCATION CENTER WHERE PEOPLE SUFFERING FROM ANY OF THE DEBILITATING FORMS OF ARTHRITIS CAN SEEK EDUCATION ABOUT DIAGNOSIS, TREATMENTS, NEW MEDICATIONS AND PHYSICAL THERAPY AND ALSO PARTICIPATE IN SPECIALLY DESIGNED CLASSES SUCH AS T'AI CHI, YOGA AND THE ARTHRITIS FOUNDATION'S EXERCISE PROGRAM.

PARTICIPANTS IN ALL OF THE PROGRAMS AT THE CENTER FOR HEALTHY LIVING WILL EXPERIENCE ENHANCED PHYSICAL, EMOTIONAL AND SPIRITUAL HEALING THROUGH INDIVIDUAL AND GROUP PROGRAMS IN AN ENVIRONMENT WHERE THEY CAN JOIN WITH OTHERS TO LEARN AND SHARE EXPERIENCES, STRENGTH AND HOPE. POPULAR PROGRAMS AT THE CENTER FOR HEALTHY LIVING INCLUDE YOGA AND SELF-DEFENSE.

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THE JACQUELINE M. WILENTZ COMPREHENSIVE BREAST CENTER (MONMOUTH MEDICAL CENTER)

COMMITTED TO MEETING THE BREAST HEALTHCARE NEEDS OF ALL WOMEN, THE BREAST CENTER IS THE REGION'S ONLY FACILITY TO OFFER A MULTIDISCIPLINARY TEAM DEDICATED TO THE BREAST HEALTH NEEDS OF ALL WOMEN. MMC PROVIDES A COMFORTABLE AND SUPPORTIVE SETTING IN WHICH ALL OUTPATIENT BREAST HEALTHCARE SERVICES ARE FOUND IN ONE CONVENIENT LOCATION. MMC TAKES A COORDINATED APPROACH TO BREAST CARE -- BOTH WELL CARE AND CANCER CARE. MMC IS HERE FOR WOMEN WHO SEEK ANNUAL BREAST EVALUATION AND FOR THOSE WOMEN DIAGNOSED WITH BREAST CANCER OR BENIGN BREAST DISEASE. AND IT'S MORE THAN CARE, IT'S CARING.

SEVERAL OF MMC'S SERVICES ARE SPECIFICALLY FOR WOMEN DIAGNOSED WITH BREAST CANCER, INCLUDING: AN OUTPATIENT CHEMOTHERAPY SUITE, PSYCHOSOCIAL COUNSELING AND REHABILITATION SERVICES, BREAST CANCER SUPPORT GROUPS AND BREAST CONSERVATION SURGERY. THESE QUALIFIED EXPERTS REPRESENT MANY MEDICAL DISCIPLINES, WORKING TOGETHER TO PROVIDE WOMEN WITH DIAGNOSTIC, TREATMENT, SURGICAL, PSYCHOSOCIAL SUPPORT, AND EDUCATION AND REHABILITATION SERVICES. MMC'S STATE-OF-THE-ART FACILITY OFFERS THE LATEST IN MEDICAL EQUIPMENT, TECHNOLOGY AND SERVICES.

THE CRANMER AMBULATORY SURGERY CENTER (MONMOUTH MEDICAL CENTER)

Name of the organization: BARNABAS HEALTH, INC.

Employer identification number: 22-2405279

THE CENTER PROVIDES A FULL SPECTRUM OF SAME-DAY SURGICAL SERVICES USING THE MOST MODERN TECHNOLOGY AVAILABLE. THE FACILITY INCLUDES FOUR FULL-SERVICE OPERATING ROOMS, THREE MINOR PROCEDURE ROOMS AND A THREE-TIERED GRADUATED RECOVERY AREA, RESPECTING THE INDIVIDUAL NEEDS OF ADULT AND PEDIATRIC PATIENTS.

THE ONE-STORY, 19,000-SQUARE-FOOT BUILDING IS EQUIPPED TO PERFORM ALL TYPES OF SAME-DAY SURGICAL PROCEDURES, INCLUDING ARTHROSCOPIC, LAPAROSCOPIC AND LASER TECHNIQUES. EVERY ASPECT OF THE CENTER HAS BEEN DESIGNED TO PROVIDE THE ULTIMATE IN EFFICIENCY AND COMFORT FOR PATIENTS AND THEIR FAMILIES, WHILE OFFERING THE HIGHEST QUALITY MEDICAL CARE.

THE VALERIE FUND CHILDREN'S CENTER FOR CANCER AND BLOOD DISORDERS (MONMOUTH MEDICAL CENTER; NEWARK BETH ISRAEL MEDICAL CENTER; AND SAINT BARNABAS MEDICAL CENTER)

THE CENTERS PROVIDE COMPREHENSIVE MEDICAL SERVICES FOR CHILDREN WITH CANCER AND BLOOD DISORDERS SUCH AS SICKLE CELL ANEMIA, THALASSEMIA AND THROMBOCYTOPENIA. CHILDREN AND YOUNG ADULTS (BIRTH TO 21 YEARS OF AGE) WITH LEUKEMIA AND OTHER CANCERS ARE TREATED ACCORDING TO THE MOST ADVANCED THERAPEUTIC PROTOCOLS. THE CENTER IS A MEMBER OF THE CHILDREN'S

CANCER GROUP, AN INTERNATIONAL CANCER RESEARCH GROUP SPONSORED BY THE NATIONAL CANCER INSTITUTE. IT HAS ALSO BEEN DESIGNATED AS A "COMPREHENSIVE TREATMENT CENTER FOR SICKLE CELL ANEMIA" BY THE STATE OF NEW JERSEY. MEDICAL AND EMOTIONAL SUPPORT FOR PATIENTS AND THEIR FAMILIES IS PROVIDED THROUGH AN INTERDISCIPLINARY TEAM.

THESE BH HOSPITALS ARE THREE OF FIVE HOSPITALS IN NEW JERSEY THAT ARE PART OF THE VALERIE FUND, ONE OF THE LARGEST AND MOST ADVANCED PEDIATRIC ONCOLOGY/HEMATOLOGY NETWORKS IN THE COUNTRY.

CHILDREN'S HOSPITAL OF NEW JERSEY AT NEWARK BETH ISRAEL MEDICAL CENTER

CHILDREN'S HOSPITAL OF NEW JERSEY PROVIDES COMPREHENSIVE HEALTHCARE PROGRAMS AND SERVICES TO CHILDREN OF ALL AGES. THE HOSPITAL WITHIN A HOSPITAL COMBINES THE MOST ADVANCED FACILITIES AND TECHNOLOGY DEDICATED EXCLUSIVELY TO PEDIATRIC PATIENTS WITH THE PHILOSOPHY OF FAMILY CENTERED CARE. PEDIATRIC AND NEONATAL SERVICES OF THE CHILDREN'S HOSPITAL RANGE FROM PRIMARY/PREVENTIVE CARE SERVICES TO CRITICAL INTENSIVE AND INTERMEDIATE ACUTE CARE FOR CHILDREN AND NEWBORNS.

NBIMC HAS THE LARGEST PEDIATRIC INTENSIVE CARE UNIT IN THE STATE. SPECIALTY SERVICES INCLUDE THE CHILDREN'S HEART CENTER, NEONATAL INTENSIVE AND INTERMEDIATE CARE, PEDIATRIC EMERGENCY SERVICES, PULMONARY SERVICES, THE STATE'S ONLY PEDIATRIC ECMO PROVIDER, PEDIATRIC VIDEO

MONITORING UNIT, VALERIE FUND CANCER CENTER, HEMOPHILIA TREATMENT CENTER, MODERATE SEDATION, ROBOTIC SURGERY AND THE PRIMARY AND PHYSICIAN SUBSPECIALTY SERVICES OF THE FAMILY HEALTH CENTER.

FAMILIES EXPERIENCE A WARM, COMFORTING ENVIRONMENT IN WHICH PHYSICIANS, NURSES AND CLINICAL STAFF UNDERSTAND THE UNIQUE NEEDS OF CHILDREN AND THE VITAL ROLE OF PARENTS IN THE HEALING PROCESS.

COMMUNITY BENEFIT STATEMENT CONTINUED

CORE FORM, PART III, STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

HEART TRANSPLANT PROGRAM & HEART FAILURE TREATMENT (NEWARK BETH ISRAEL MEDICAL CENTER)

THE RENOWNED HEART TRANSPLANT CENTER HAS PERFORMED OVER 740 HEART TRANSPLANTS. THE TEAM PERFORMED 69 TRANSPLANTS IN 2012, THE THIRD HIGHEST TRANSPLANT VOLUME IN THE COUNTRY. THE HEART TRANSPLANT PROGRAM HAS BEEN ONE OF THE TEN MOST ACTIVE IN THE COUNTRY FOR EIGHT CONSECUTIVE YEARS AND IS ONE OF ONLY TWO SITES IN NATION TO ACHIEVE BETTER THAN EXPECTED 3-YEAR HEART TRANSPLANT SURVIVAL RATES FROM 2004 TO 2007 (BASED ON DATA FROM THE NATIONAL SCIENTIFIC REGISTRY OF TRANSPLANT RECIPIENTS).

THE PROGRAM PROVIDES THE MOST ADVANCED TREATMENT OPTIONS AVAILABLE ANYWHERE IN NEW JERSEY FOR PEOPLE WITH CONGESTIVE HEART FAILURE OR END STAGE CARDIAC DISEASE INCLUDING THE ULTIMATE TREATMENT; ORGAN

TRANSPLANTATION. NBIMC'S SHORT- AND LONG-TERM SURVIVAL RATES HAVE CONTINUALLY SURPASSED BOTH REGIONAL AND NATIONAL AVERAGES. FURTHERMORE THE PATIENTS SPEND LESS TIME WAITING FOR A HEART TRANSPLANT THAN MOST CANDIDATES ACROSS THE COUNTRY. THE EXPERIENCED MULTIDISCIPLINARY TEAM HAS WORKED CLOSELY TOGETHER UNDER THE SAME LEADERSHIP FOR MORE THAN 20 YEARS. NBIMC IS A DESIGNATED VENTRICULAR ASSIST DEVISE ("VAD") CENTER. AND WAS ONE OF THE FIRST IN NJ TO EMPLOY EXTRACORPOREAL MEMBRANE OXYGENATION (ECMO).

THE NEUROLOGY AND NEUROSURGERY INSTITUTE AT SAINT BARNABAS MEDICAL CENTER

THE NEUROLOGY AND NEUROSURGERY INSTITUTE AT SBMC, IS DEDICATED TO DIAGNOSING AND TREATING DISORDERS OF THE BRAIN AND NERVOUS SYSTEM FOR ADULTS AND CHILDREN. AN UNPRECEDENTED TEAM OF EXPERTS LEADS THE PROGRAMS OF THE INSTITUTE AND OFFER THE MOST COMPREHENSIVE PROGRAM IN NEW JERSEY DEDICATED TO THE MEDICAL, SURGICAL AND PSYCHOLOGICAL TREATMENT OF NEUROLOGIC DISORDERS. SPECIALIZED CARE IS OFFERED FOR INDIVIDUALS WITH EPILEPSY, MEMORY DISORDERS, MOVEMENT DISORDERS, AND OTHER NEUROLOGIC DISORDERS RESULTING FROM AN INJURY OR ACCIDENT. COMPREHENSIVE CARE IS ALSO PROVIDED FOR CHILDREN WITH ATTENTION DEFICIT DISORDER-HYPERACTIVITY AND LEARNING DISABILITIES, AS WELL AS FOR ADULTS WITH ATTENTION DEFICIT DISORDERS.

THE INSTITUTE'S COMPREHENSIVE EPILEPSY CENTERS FOR CHILDREN AND ADULTS USES SOPHISTICATED DIAGNOSTIC TECHNIQUES TO PROVIDE COMPLETE AND ACCURATE DIAGNOSIS CRITICAL TO IMPLEMENTING EFFECTIVE TREATMENT. INNOVATIVE SURGICAL AND DRUG THERAPIES ARE OFFERED TO HELP INDIVIDUALS WITH EPILEPSY ACHIEVE THE BEST POSSIBLE SEIZURE CONTROL. THE COMPREHENSIVE EPILEPSY CENTERS HAVE BEEN NAMED A LEVEL 4 SPECIALIZED EPILEPSY CENTER BY THE NATIONAL ASSOCIATION OF EPILEPSY CENTERS (NAEC). THE LEVEL 4 DESIGNATION IS THE HIGHEST GIVEN BY THE NAEC AND IDENTIFIES THOSE CENTERS THAT OFFER THE BROADEST RANGE OF COMPLEX MEDICAL AND SURGICAL TREATMENTS FOR EPILEPSY.

SBMC IS A STATE DESIGNATED COMPREHENSIVE STROKE CENTER WITH JOINT COMMISSION PROGRAM CERTIFICATION. THE STROKE CENTER OFFERS THE LATEST TREATMENT FOR STROKE INCLUDING COMPLEX NEURO INTERVENTIONS. THE CENTER, AS PART OF ITS MISSION, PROVIDES STROKE AND PREVENTION EDUCATION TO THE COMMUNITY AND TO OTHER HEALTHCARE PROVIDERS.

THE CANCER CENTER AT SAINT BARNABAS MEDICAL CENTER

THE CANCER CENTER OF SBMC INTEGRATES MANY OF SBMC EXISTING CANCER SERVICES INTO A COMPREHENSIVE OUTPATIENT CANCER FACILITY. THE CENTER PROVIDES THE HIGHEST QUALITY CANCER CARE, AS WELL AS SUPPORT SERVICES AND EDUCATIONAL PROGRAMS FOR PATIENTS AND THEIR FAMILY MEMBERS. "CENTERS OF EXCELLENCE" INCLUDE GYNECOLOGICAL CANCER AND PELVIC SURGERY CENTER,

VALERIE FUND CHILDREN'S CENTER FOR CANCER AND BLOOD DISORDERS, GASTROINTESTINAL CANCER CENTER, THE LUNG CANCER INSTITUTE AND REGIONAL BREAST CENTER. AMONG THE SERVICES OFFERED ARE:

- A DEDICATED ONCOLOGY NURSE NAVIGATOR PROVIDES SUPPORT AND HELPS ONCOLOGY PATIENTS "NAVIGATE" THE MEDICAL SYSTEM. WORKING WITH THE PATIENT AND HIS OR HER FAMILIES, THE ONCOLOGY NURSE NAVIGATOR COORDINATES THE CARE OF THE CANCER PATIENT AND FACILITATES NECESSARY APPOINTMENTS. SHE SERVES AS A RESOURCE TO THE INDIVIDUAL AND HIS OR HER PHYSICIAN THROUGHOUT TREATMENT.

- PSYCHOLOGICAL AND PSYCHOSOCIAL SUPPORT SERVICES ARE AVAILABLE OFFERING INDIVIDUAL COUNSELING, SUPPORT GROUPS, ART THERAPY FOR CHILDREN OF CANCER PATIENTS, WORKSHOPS ON COPING WITH CANCER, FINANCIAL COUNSELING AND NUTRITIONAL GUIDANCE.

- CANCER GENETICS COUNSELING SERVICES.

- INTEGRATIVE AND COMPLEMENTARY MEDICINE SERVICES.

- A STATE-OF-THE-ART OUTPATIENT CHEMOTHERAPY TREATMENT FACILITY WITH PRIVATE TREATMENT ROOMS, A SATELLITE PHARMACY AND PRIVATE CONSULTATION ROOMS.

- THE CANCER CENTERS OF SAINT BARNABAS MEDICAL CENTER RECENTLY BEGAN

OFFERING A NEW DATABASE SERVICE CALLED CANCERHELP. UNLIKE THE INTERNET, WHERE IT IS OFTEN DIFFICULT FOR A PERSON TO DETERMINE WHICH INFORMATION IS USABLE AND CREDIBLE, CANCERHELP IS DESIGNED TO PROVIDE PATIENTS AND THEIR FAMILIES WITH ACCURATE INFORMATION. TO ENSURE VALIDITY, CANCERHELP CONTAINS A WEALTH OF INFORMATION FROM RELIABLE SOURCES SUCH AS THE NATIONAL CANCER INSTITUTE AND MICROMEDEX, A LEADER IN PROVIDING PATIENT MEDICATION INFORMATION. TO KEEP CANCERHELP CURRENT, THE INFORMATION IS UPDATED MONTHLY.

THE VALERIE FUND CHILDREN'S CENTER FOR CANCER AND BLOOD DISORDERS PROVIDES COMPREHENSIVE, COMPASSIONATE STATE-OF-THE-ART DIAGNOSTIC AND THERAPEUTIC SERVICES FOR INFANTS, CHILDREN AND ADOLESCENTS WITH CANCER AND BLOOD DISORDERS. OUR TEAM OF FOUR PEDIATRIC HEMATOLOGISTS/ONCOLOGISTS, NURSE PRACTITIONERS, CHILD LIFE SPECIALISTS AND SOCIAL WORKERS PROVIDE MEDICAL CARE, EDUCATION, AND SUPPORT TO THE CHILDREN AND THEIR FAMILIES. THE CENTER OPERATES IN ITS OWN AMBULATORY UNIT/DAY HOSPITAL SPACE; HELPING TO PREVENT MANY OVERNIGHT HOSPITALIZATIONS. OUR PHYSICIANS ARE AVAILABLE TO OUR FAMILIES 24 HOURS A DAY. IF HOSPITALIZATION IS NECESSARY, INPATIENT CARE IS PROVIDED IN A DEDICATED AREA OF THE PEDIATRIC UNIT AT SAINT BARNABAS MEDICAL CENTER. INPATIENT NURSES AND CHILD LIFE SPECIALISTS ARE TRAINED IN THE CARE AND PSYCHOSOCIAL NEEDS OF CHILDREN WITH HEMATOLOGIC DISORDERS AND CANCER. FAMILY SUPPORT GROUPS, PROFESSIONAL SCHOOL VISITS AND OPPORTUNITIES TO ATTEND SUMMER CAMPS ARE AVAILABLE.

Name of the organization: BARNABAS HEALTH, INC.

Employer identification number: 22-2405279

OUR MEDICAL STAFF IS COMMITTED TO OFFERING THE MOST UP-TO-DATE TREATMENTS AVAILABLE, AS SUCH; SBMC IS ACTIVE IN CLINICAL RESEARCH PROGRAMS, INCLUDING NATIONAL CANCER INSTITUTE AND PHARMACEUTICAL-SPONSORED PROTOCOLS.

BARNABAS HEALTH HEART CENTERS

THE PREMIER CARDIAC SERVICES PROVIDE IMMEDIATE ACCESS TO HIGHLY SOPHISTICATED HEART SURGERY. MEMBERS OF THE SURGICAL TEAM ARE RECOGNIZED AS NATIONAL LEADERS IN THE FIELD OF CARDIOTHORACIC SURGERY AND ARE ADVANCING THE LATEST MINIMALLY INVASIVE TECHNIQUES THAT OFFER PATIENTS FASTER RECOVERY AND FEWER COMPLICATIONS. THE CENTER'S REPUTATION FOR EXCELLENCE HAS MADE THEM EDUCATIONAL RESOURCES FOR CARDIAC SURGEONS THROUGHOUT THE NORTHEAST. SERVICES INCLUDE MINIMALLY INVASIVE CARDIAC SURGERY/ROBOTIC SURGERY, BEATING HEART SURGERY, TRANSCATHETER AORTIC VALVE REPLACEMENT (TAVR) AND INTEGRATIVE CARDIAC WELLNESS. TO ENSURE EVERYONE WITH HEART DISEASE HAS ACCESS TO THE SPECIALIZED SERVICES; OUR CARDIAC TEAM SEES PATIENTS AT SATELLITE OFFICES THROUGHOUT THE STATE. NEWARK BETH ISRAEL MEDICAL CENTER, IN CONJUNCTION WITH ITS AFFILIATE, SAINT BARNABAS MEDICAL CENTER, THE REGIONAL CARDIAC SURGERY CENTERS OF THE BARNABAS HEALTH HEART CENTERS PERFORM MORE THAN 1,000 OPEN HEART PROCEDURES ANNUALLY.

THE RENAL AND PANCREAS TRANSPLANT DIVISION

Name of the organization: BARNABAS HEALTH, INC.

Employer identification number: 22-2405279

THE BARNABAS HEALTH RENAL AND PANCREAS TRANSPLANT DIVISION, LOCATED AT SAINT BARNABAS MEDICAL CENTER IS ONE OF THE LARGEST PROGRAMS AMONG 240 IN THE UNITED STATES, WITH OVER 220 KIDNEY TRANSPLANTS PERFORMED IN 2012. SBMC HAD THE 11TH HIGHEST KIDNEY TRANSPLANT VOLUME OF CENTERS IN THE NATION AND HAD THE FOURTH HIGHEST LIVING DONOR TRANSPLANT VOLUME. WHEN COMBINED WITH ITS AFFILIATE, NEWARK BETH ISRAEL MEDICAL CENTER, THE PROGRAM HAD THE THIRD HIGHEST TRANSPLANT VOLUME. THE RENAL TRANSPLANT PROGRAM, THE MOST ACTIVE KIDNEY TRANSPLANT CENTER IN NEW JERSEY, IS THE ONLY TRANSPLANT PROGRAM IN THE STATE INVOLVED IN CLINICAL RESEARCH TRIALS FOR PATIENTS. THE PROGRAMS PROVIDES DECEASED AS WELL AS LIVING DONOR TRANSPLANTATION INCLUDING LIVING RELATED DONORS (LRD) OR EMOTIONALLY RELATED DONORS (ERD) AND ALTRUISTIC LIVING DONATION (ALD) WHEN FAMILY MEMBERS ARE UNABLE TO DONATE.

COMMUNITY BENEFIT STATEMENT CONTINUED

CORE FORM, PART III, STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

IN 1995, BARNABAS HEALTH BEGAN ITS SIMULTANEOUS PANCREAS KIDNEY TRANSPLANT PROGRAM AND IN 1996 OPENED A PEDIATRIC NEPHROLOGY PROGRAM. SINCE 1968, THE RENAL TRANSPLANT CENTERS HAVE PERFORMED MEDICAL FIRST KIDNEY TRANSPLANTATION, INCLUDING TRANSPLANT IN THE YOUNGEST KIDNEY TRANSPLANT RECIPIENT IN NEW JERSEY. THE FIRST LAPAROSCOPIC KIDNEY RETRIEVAL IN A LIVING DONOR AND THE FIRST ROBOTIC KIDNEY TRANSPLANT SURGERY IN THE WORLD.

THE PEDIATRIC NEPHROLOGY AND TRANSPLANTATION PROGRAM MANAGES CHILDREN AND ADOLESCENTS WITH ACUTE AND CHRONIC DISEASES AT ALL STAGES OF SEVERITY, INCLUDING NEPHRITIC SYNDROME AND HYPERTENSION UP TO AND INCLUDING END STAGE RENAL DISEASE. THE PEDIATRIC NEPHROLOGISTS WORK CLOSELY WITH PEDIATRIC UROLOGISTS TO PROVIDE TOTAL CARE FOR PATIENTS WITH UROLOGICAL AND NEPHROLOGICAL PROBLEMS.

BARNABAS HEALTH AMBULATORY CARE CENTER, THE AMBULATORY SURGERY CENTER

THE CENTER IS DESIGNED FOR PATIENTS REQUIRING SURGERY OR OTHER PROCEDURES THAT CAN BE ACCOMMODATED WITHOUT AN OVERNIGHT STAY. THE FACILITY HOUSES SEVEN FULL-SERVICE OPERATING ROOMS, THREE GASTROINTESTINAL ENDOSCOPY SUITES AND THREE MINOR PROCEDURE ROOMS. TO ACCOMMODATE ADULT AND PEDIATRIC PATIENTS THERE ARE SEPARATE RECOVERY AREAS. SPECIALTIES INCLUDE: GENERAL, BREAST PROCEDURES, GASTROENTEROLOGY, OPHTHALMOLOGY, ORAL/DENTAL MAXILLOFACIAL, ORTHOPEDIC, OTOLARYNGOLOGY, PAIN MANAGEMENT, PEDIATRIC SPECIALTIES, PLASTIC/COSMETIC AND MAXILLOFACIAL, PODIATRIC, UROLOGY, AND VASCULAR.

THE BREAST CENTER AT THE AMBULATORY CARE CENTER

THE BARNABAS HEALTH BREAST CENTERS PROVIDE COMPREHENSIVE BREAST CARE

WELLNESS SERVICES SO ESSENTIAL FOR GOOD HEALTH. SPECIAL ATTENTION HAS BEEN GIVEN TO EVERY DETAIL OF THIS CENTER - FROM THE COORDINATED TEAM APPROACH TO THE DESIGN OF THE FACILITY - TO CREATE A COMFORTABLE, WARM AND CARING ENVIRONMENT.

OUR CENTER AT THE BARNABAS HEALTH AMBULATORY CARE CENTER OFFERS SOME OF THE MOST ADVANCED TECHNOLOGY AND DIAGNOSTIC SERVICES AVAILABLE INCLUDING STATE-OF-THE-ART MAMMOGRAPHY, THE LATEST DIAGNOSTIC SERVICES, BREAST HEALTH INFORMATION AND A MULTIDISCIPLINARY TEAM OF SPECIALISTS TO FACILITATE EVALUATION, COORDINATED TREATMENT AND FOLLOW-UP. DESIGNED TO REDUCE STRESS, WITH UNIQUE FEATURES RESPONDING TO THE AMENITIES REQUESTED BY WOMEN, THE CENTER PROVIDES A SPECIAL COMFORT TO THOSE COPING WITH BREAST CARE ISSUES. THE BREAST CENTER IS ONE OF THE ONLY FACILITIES IN THE REGION OFFERING TRIPLE-ASSURANCE TO PATIENTS HAVING A DIGITAL SCREENING MAMMOGRAM. TWO STANDARD VIEWS ARE TAKEN OF EACH BREAST AS PART OF THE STANDARD SCREENING MAMMOGRAPHY PROTOCOL. THE MAMMOGRAPHY FILMS ARE PROCESSED BY A COMPUTER AIDED DETECTION (CAD) SYSTEM, WHICH HIGHLIGHTS SUSPICIOUS FEATURES THAT MAY WARRANT ADDITIONAL REVIEW. TWO RADIOLOGISTS THEN INDEPENDENTLY REVIEW THE FILMS.

THE BARNABAS HEALTH BREAST AND WOMEN'S IMAGING CENTER AT BEDMINSTER

THIS CENTER, LOCATED AT ONE ROBERTSON DRIVE IN BEDMINSTER, NJ, OFFERS TRIPLE-ASSURANCE DIGITAL SCREENING MAMMOGRAMS. A COMPUTER-AIDED

DETECTION SYSTEM AND TWO RADIOLOGISTS INDEPENDENTLY REVIEW THE FILMS FOR THE HIGHEST QUALITY OF CARE. THE CENTER ALSO PROVIDES X-RAY AND ULTRASOUND FOR BOTH MEN AND WOMEN. IN 2010, MRI WAS ADDED TO THE CENTER'S IMAGING SERVICES. THE CENTER'S OSTEOPOROSIS SERVICES INCLUDE ALL OF ITS DEXA SCANS INTERPRETED BY SPECIALLY TRAINED AND CERTIFIED EXPERTS IN BONE DENSITOMETRY AND THE MANAGEMENT OF OSTEOPOROSIS. THE CENTER PROVIDES COMPREHENSIVE REPORTS INCLUDING ITEMIZED LISTS OF EACH INDIVIDUAL'S RISK FACTORS FOR OSTEOPOROSIS AND FRACTURES.

OTHER MEDICAL SERVICES

BARNABAS HEALTH PROVIDES AN EXTENSIVE ARRAY OF ADDITIONAL MEDICAL SERVICES WHICH INCLUDE, BUT ARE NOT LIMITED TO, THE FOLLOWING:

- AMBULATORY SURGERY CENTER
- ANESTHESIOLOGY
- BARIATRIC SURGERY
- BEHAVIORAL HEALTH NETWORK
- BLOODLESS MEDICINE AND SURGERY PROGRAM
- BURN CENTER
- CANCER PROGRAMS AND SERVICES
- CARDIAC SERVICES (THE SAINT BARNABAS HEART HOSPITAL)
- CELIAC DISEASE PROGRAM
- CENTER FOR HEALTH AND WELLNESS

Name of the organization: BARNABAS HEALTH, INC.

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- COLON WELLNESS CENTER
- COMPREHENSIVE REHABILITATION CENTER
- CORPORATE CARE
- CRANIOFACIAL CENTER
- CYSTIC FIBROSIS
- DIABETES CARE
- DIALYSIS, RENAL
- EMERGENCY DEPARTMENT
- EPILEPSY CENTER, ADULT AND PEDIATRIC COMPREHENSIVE
- HEALTH ASSESSMENT CENTER FOR ATHLETES
- HEMODIALYSIS
- HOME HEALTH SERVICES
- HOSPICE AND PALLIATIVE CARE SERVICES
- IMAGING CENTER
- INTERNAL MEDICINE FACULTY PRACTICE
- INTEGRATIVE MEDICINE CENTER
- JOINT INSTITUTES
- JOINT AND SPINE INSTITUTE
- LASIK REFRACTIVE SURGERY
- LUNG CENTER - LUNG TRANSPLANT
- MEDICAL EDUCATION AND CLINICAL RESEARCH
- MEDICINE SUBSPECIALTIES
- CENTER FOR MENOPAUSE AND REPRODUCTIVE ENDOCRINE SERVICES
- MULTIPLE SCLEROSIS COMPREHENSIVE CARE PROGRAM
- NEONATAL INTENSIVE CARE UNIT

Name of the organization: BARNABAS HEALTH, INC.

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- INSTITUTE FOR NEUROLOGY AND NEUROSURGERY
- NUTRITIONAL COUNSELING SERVICES
- OBESITY AND WEIGHT MANAGEMENT CENTER
- DEPARTMENT OF OBSTETRICS/GYNECOLOGY
- OCCUPATIONAL MEDICINE
- OSTEOPOROSIS AND METABOLIC BONE DISEASE CENTER
- THE PAIN MANAGEMENT INSTITUTE
- PATHOLOGY SERVICES
- PEDIATRIC CARDIAC SURGERY
- PEDIATRICS - GENERAL AND SUBSPECIALTY
- PEDIATRIC INTENSIVE CARE UNIT
- PEDIATRIC NEPHROLOGY AND TRANSPLANTATION
- PEDIATRIC ONCOLOGY
- THE PEDIATRIC SPECIALTY CENTER (INCLUDES DEVELOPMENTAL, GENETICS, DIABETES, ENDOCRINOLOGY, GASTROENTEROLOGY, GENERAL SURGERY, INFECTIOUS DISEASE AND IMMUNOLOGY, LYME DISEASE AND RHEUMATOLOGY, NEUROLOGY, PULMONOLOGY)
- PERITONEAL DIALYSIS
- PHYSICAL MEDICINE AND REHABILITATION
- PHYSICAL AND OCCUPATIONAL THERAPY
- PLASTIC AND RECONSTRUCTIVE SURGERY
- PRE-ADMISSION TESTING
- POST-ACUTE REHABILITATION
- OUTPATIENT PULMONARY REHABILITATION
- RADIATION ONCOLOGY

Name of the organization: BARNABAS HEALTH, INC.

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- RADIOLOGY DEPARTMENT
- REFRACTIVE SURGERY CENTER
- REGIONAL CRANIOFACIAL CENTER
- RENAL TRANSPLANT CENTERS OF BARNABAS HEALTH
- COMPREHENSIVE REHABILITATION CENTER
- DEPARTMENT OF RESPIRATORY CARE
- ROBOTIC SURGERY AND MINIMALLY INVASIVE SURGERY
- SENIOR HEALTH
- SLEEP DISORDERS CENTER
- SMOKING CESSATION
- SPEECH AND HEARING CENTER
- SPORTS MEDICINE INSTITUTE
- STROKE, COMPREHENSIVE AND PRIMARY CENTERS
- SURGERY DEPARTMENT
- TOBACCO TREATMENT PROGRAM
- TRANSITIONAL CARE UNITS
- TRAVEL CLINIC
- THE CENTER FOR UROGYNECOLOGY
- VALERIE FUND CHILDREN'S CENTERS
- WEIGHT LOSS INSTITUTE
- WOMEN'S CARDIAC RISK ASSESSMENT
- WOMEN'S/PARENT HEALTH EDUCATION
- WOMEN'S CENTER FOR GYNECOLOGICAL SURGERY, CATERINA GREGORI, M.D.
- WOUND CARE CENTERS
- VASCULAR CENTER

Name of the organization: BARNABAS HEALTH, INC.

Employer identification number: 22-2405279

SUPPORT GROUPS

BARNABAS HEALTH IS DEDICATED TO PROVIDING THE HIGHEST QUALITY OF SERVICES TO MEET ALL THE HEALTHCARE NEEDS OF ITS COMMUNITY. IN ADDITION TO THE DIRECT PATIENT CARE PROVIDED BY ITS STAFF, BH MAKES AVAILABLE THE FOLLOWING HEALTHCARE EDUCATION PROGRAMS AND CLASSES, PATIENT SUPPORT GROUPS AND COMMUNITY SERVICES TO PATIENTS AND THEIR FAMILIES. SOME OF THESE PROGRAMS ARE:

- AIDS/HIV POSITIVE SUPPORT GROUP
- BEREAVEMENT SUPPORT GROUP
- BREASTFEEDING SUPPORT GROUP
- BREAST HEALTH EDUCATION
- BURN PEER SUPPORT GROUP
- CANCER SUPPORT GROUPS AND PROGRAMS
- CARDIAC REHABILITATION SUPPORT GROUP
- CHILDREN OF AGING PARENTS SUPPORT GROUP
- COPING LOW VISION
- CRANIOFACIAL PARENT EDUCATION AND SUPPORT
- EPILEPSY PARENT SUPPORT GROUP
- IMPOTENCE ANONYMOUS
- INFERTILITY SUPPORT GROUP
- LYMPHEDEMA EDUCATION AND SUPPORT GROUP

- NICU SUPPORT GROUP
- OSTEOPOROSIS EDUCATION
- PARENTING INSIGHTS
- PARKINSON'S DISEASE SUPPORT GROUP
- PEDIATRIC OUTREACH EDUCATION
- PERINATAL BEREAVEMENT SUPPORT GROUP
- REFRACTIVE SURGERY SEMINAR
- RENAL TRANSPLANT AND DIALYSIS SUPPORT GROUPS AND PROGRAMS
- RESOLVE
- THE WELLNESS CONNECTION
- WOMEN'S HEALTH/PARENT EDUCATION

INSTRUCTIONAL CLASSES AND PROGRAMS

BARNABAS HEALTH OFFERS A VARIETY OF LIFESTYLE AND INSTRUCTIONAL CLASSES TO IMPROVE AN INDIVIDUAL'S OVERALL WELL-BEING. THERE IS A FEE ASSOCIATED WITH SOME OF THESE PROGRAMS. THESE INCLUDE, BUT ARE NOT LIMITED, TO:

- AQUACIZE CLASS
- CPR: CARDIOPULMONARY RESUSCITATION CLASS
- FIRST AID PROGRAMS
- HIPPOTHERAPY: THERAPY FOR CHILDREN ON HORSEBACK
- INTEGRATIVE MEDICINE PROGRAMS
- KARATE FOR CHILDREN WITH SPECIAL NEEDS

- LEARN PROGRAM FOR WEIGHT CONTROL
- MOMS IN MOTION: PRENATAL AND POSTPARTUM EXERCISE
- SPORTS MEDICINE PROGRAMS
- STAY FIT
- YOGA CLASS

COMMUNITY BENEFIT STATEMENT CONTINUED

CORE FORM, PART III, STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

CHILDBIRTH PREPARATION AND PARENTING CLASSES

BARNABAS HEALTH OFFERS AN EXTENSIVE ARRAY OF PRENATAL CHILDBIRTH PREPARATION AND PARENTING CLASSES AND SERVICES. IN ADDITION, THE WOMEN'S HEALTH SERVICE DEPARTMENT OFFERS SEMINARS ON WOMEN'S HEALTH ISSUES. THE FOLLOWING COURSES AND SERVICES ARE CURRENTLY OFFERED INCLUDE, BUT ARE NOT LIMITED, TO:

- ADOPTIVE PARENTS BABY CARE CONSULTATIONS
- BREASTFEEDING CLASS
- BREAST PUMP RENTAL SERVICE
- DADDY BEEPER RENTAL SERVICE
- GRANDPARENTING
- INFANT AND CHILD CPR
- LAMAZE REFRESHER SERIES
- MARVELOUS MULTIPLES PROGRAM

- MOMS IN MOTION: PRENATAL AND POSTPARTUM EXERCISE
- PARENTING INSIGHTS
- PETS AND BABIES SEMINAR
- PREPARED CHILDBIRTH SERIES
- PREPARED CHILDBIRTH/LAMAZE SERIES
- SIBLING CLASS
- WOMEN'S HEATH SEMINARS
- WOMEN'S RESOURCE LIBRARY

DISCLOSURE INFORMATION

CORE FORM, PART VI, SECTION A; QUESTION 4

THE ORGANIZATION CHANGED ITS NAME FROM SAINT BARNABAS CORPORATION TO BARNABAS HEALTH, INC. BY EFFECTIVELY FILING AN AMENDMENT TO THE ORGANIZATION'S CERTIFICATE OF INCORPORATION WITH THE STATE OF NEW JERSEY.

DISCLOSURE INFORMATION

CORE FORM, PART VI, SECTION B; QUESTION 11B

THE ORGANIZATION IS THE PARENT ENTITY OF BARNABAS HEALTH ("SYSTEM"); A TAX-EXEMPT INTEGRATED HEALTHCARE DELIVERY SYSTEM. THE ORGANIZATION'S FEDERAL FORM 990 WAS PROVIDED TO EACH VOTING MEMBER OF THE ORGANIZATION'S GOVERNING BODY (ITS BOARD OF TRUSTEES) PRIOR TO THE FILING WITH THE INTERNAL REVENUE SERVICE ("IRS"). IN ADDITION THE BARNABAS HEALTH, INC. AUDIT COMMITTEE PERFORMED A DETAILED REVIEW OF THE FEDERAL FORM 990 PRIOR TO PROVIDING IT TO EACH VOTING MEMBER OF ITS BOARD OF TRUSTEES. THE

Name of the organization: BARNABAS HEALTH, INC.

Employer identification number: 22-2405279

BARNABAS HEALTH, INC. BOARD OF TRUSTEES HAS DELEGATED TO THE AUDIT COMMITTEE THE RESPONSIBILITY TO OVERSEE AND COORDINATE THE FEDERAL FORM 990 PREPARATION AND FILING PROCESS FOR THIS ORGANIZATION AND ALL OF THE TAX-EXEMPT AFFILIATES OF THE SYSTEM.

AS PART OF THE ORGANIZATION'S FEDERAL FORM 990 TAX RETURN PREPARATION PROCESS THE ORGANIZATION HIRED A PROFESSIONAL CPA FIRM WITH EXPERIENCE AND EXPERTISE IN BOTH HEALTHCARE AND NOT-FOR-PROFIT TAX RETURN PREPARATION TO PREPARE THE FEDERAL FORM 990. THE CPA FIRM'S TAX PROFESSIONALS WORKED CLOSELY WITH THE ORGANIZATION'S IN HOUSE COUNSEL, EXECUTIVE VICE-PRESIDENT AND CHIEF FINANCIAL OFFICER, VICE PRESIDENT, INTERNAL AUDIT AND VARIOUS OTHER INDIVIDUALS OF THE SYSTEM TO OBTAIN THE INFORMATION NEEDED IN ORDER TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

THE CPA FIRM PREPARED A DRAFT FEDERAL FORM 990 AND FURNISHED IT TO THE ORGANIZATION'S INTERNAL WORKING GROUP, INCLUDING, BUT NOT LIMITED TO, THOSE INDIVIDUALS OUTLINED ABOVE, FOR THEIR REVIEW. THE ORGANIZATION'S INTERNAL WORKING GROUP AND OTHER INDIVIDUALS REVIEWED THE DRAFT FEDERAL FORM 990 AND DISCUSSED QUESTIONS AND COMMENTS WITH THE CPA FIRM. IN ADDITION, THE SYSTEM'S EXTERNAL OUTSIDE TAX COUNSEL REVIEWED THE DRAFT FEDERAL FORM 990. REVISIONS WERE MADE TO THE DRAFT FEDERAL FORM 990 WHERE NECESSARY AND A FINAL DRAFT WAS FURNISHED BY THE CPA FIRM TO THE ORGANIZATION'S INTERNAL WORKING GROUP AND VARIOUS OTHER INDIVIDUALS FOR FINAL REVIEW AND APPROVAL PRIOR TO PRESENTATION OF THE FEDERAL FORM 990

TO THE MEMBERS OF THE BARNABAS HEALTH, INC. AUDIT COMMITTEE. FOLLOWING THE AUDIT COMMITTEE'S REVIEW THE FINAL FEDERAL FORM 990 WAS PROVIDED TO EACH VOTING MEMBER OF THE ORGANIZATION'S GOVERNING BODY PRIOR TO THE FILING WITH THE IRS.

DISCLOSURE INFORMATION

CORE FORM, PART VI, SECTION B; QUESTION 12

THE ORGANIZATION HAS A WRITTEN CONFLICT OF INTEREST POLICY AND REGULARLY MONITORS AND ENFORCES COMPLIANCE WITH THAT POLICY. THE POLICY REQUIRES THAT A CONFLICT OF INTEREST DISCLOSURE FORM CONSISTENT WITH BEST GOVERNANCE PRACTICES AND INTERNAL REVENUE SERVICE GUIDELINES BE CIRCULATED TO OFFICERS, TRUSTEES, AND KEY EMPLOYEES ANNUALLY. IF A TRUSTEE DISCLOSES AN INTEREST THAT COULD GIVE RISE TO A CONFLICT, THE TRUSTEE'S POTENTIAL CONFLICT IS REFERRED TO THE CORPORATE NOMINATING AND GOVERNANCE COMMITTEE, WHICH EVALUATES THE CONFLICT AND ITS POTENTIAL IMPACT ON THE TRUSTEE'S PARTICIPATION ON THE BOARD OR ON CERTAIN ISSUES THAT MAY COME BEFORE THE BOARD. AFTER CONSULTATION WITH COUNSEL, THE COMMITTEE WILL TAKE ACTION, IF APPROPRIATE AND NECESSARY, TO ADDRESS ANY SUCH CONFLICT IN A MANNER CONSISTENT WITH THE ORGANIZATION'S CONFLICT OF INTEREST POLICY.

DISCLOSURE INFORMATION

CORE FORM, PART VI, SECTION B; QUESTION 15

THE ORGANIZATION'S BOARD OF TRUSTEES MAINTAINS AN EXECUTIVE COMPENSATION

COMMITTEE ("COMMITTEE"). THE COMMITTEE HAS ADOPTED A WRITTEN EXECUTIVE COMPENSATION PHILOSOPHY WHICH IT FOLLOWS WHEN IT REVIEWS AND APPROVES OF THE COMPENSATION AND BENEFITS OF THE ORGANIZATION'S SENIOR MANAGEMENT, INCLUDING THE RETIRED PRESIDENT/CHIEF EXECUTIVE OFFICER, CURRENT PRESIDENT/CHIEF EXECUTIVE OFFICER, BOTH THE RETIRED AND CURRENT EXECUTIVE VICE PRESIDENT OPERATIONS AND THE EXECUTIVE VICE PRESIDENT/CHIEF FINANCIAL OFFICER. THE COMPENSATION COMMITTEE ALSO REVIEWS THE COMPENSATION AND BENEFITS OF OTHER KEY OFFICERS AND KEY EMPLOYEES OF BARNABAS HEALTH; INCLUDING, WITHOUT LIMITATION, THE EXECUTIVE DIRECTORS OF BARNABAS HEALTH'S HOSPITALS AND MEDICAL CENTERS. THE COMPENSATION COMMITTEE, WHICH IS REQUIRED BY THE CORPORATION'S BYLAWS TO BE COMPRISED SOLELY OF INDEPENDENT TRUSTEES, SEEKS GUIDANCE AND SUBSTANTIATION FROM A NATIONALLY RECOGNIZED COMPENSATION CONSULTANT. THE COMMITTEE REVIEWS THE "TOTAL COMPENSATION" OF THE INDIVIDUALS WHICH IS INTENDED TO INCLUDE BOTH CURRENT AND DEFERRED COMPENSATION AND ALL EMPLOYEE BENEFITS, BOTH QUALIFIED AND NON-QUALIFIED. THE COMMITTEE'S REVIEW IS DONE ON AT LEAST AN ANNUAL BASIS AND ENSURES THAT THE "TOTAL COMPENSATION" OF SENIOR MANAGEMENT OF THE ORGANIZATION IS REASONABLE.

THE ACTIONS TAKEN BY THE COMMITTEE ENABLE THE ORGANIZATION TO RECEIVE THE REBUTTABLE PRESUMPTION OF REASONABLENESS FOR PURPOSES OF INTERNAL REVENUE CODE SECTION 4958 WITH RESPECT TO THE TOTAL COMPENSATION OF CERTAIN MEMBERS OF THE SENIOR MANAGEMENT TEAM, INCLUDING THE RETIRED PRESIDENT/CHIEF EXECUTIVE OFFICER, CURRENT PRESIDENT/CHIEF EXECUTIVE OFFICER, BOTH THE RETIRED AND CURRENT EXECUTIVE VICE PRESIDENT OPERATIONS

Name of the organization: BARNABAS HEALTH, INC.

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AND THE EXECUTIVE VICE PRESIDENT/CHIEF FINANCIAL OFFICER. THE THREE FACTORS WHICH MUST BE SATISFIED IN ORDER TO RECEIVE THE REBUTTABLE PRESUMPTION OF REASONABLENESS ARE THE FOLLOWING:

1. THE COMPENSATION ARRANGEMENT IS APPROVED IN ADVANCE BY AN "AUTHORIZED BODY" OF THE APPLICABLE TAX-EXEMPT ORGANIZATION WHICH IS COMPOSED ENTIRELY OF INDIVIDUALS WHO DO NOT HAVE A "CONFLICT OF INTEREST" WITH RESPECT TO THE COMPENSATION ARRANGEMENT;

2. THE AUTHORIZED BODY OBTAINED AND RELIED UPON "APPROPRIATE DATA AS TO COMPARABILITY" PRIOR TO MAKING ITS DETERMINATION; AND

3. THE AUTHORIZED BODY "ADEQUATELY DOCUMENTED THE BASIS FOR ITS DETERMINATION" CONCURRENTLY WITH MAKING THAT DETERMINATION.

THE COMMITTEE IS COMPRISED OF MEMBERS OF THE BOARD OF TRUSTEES; EACH OF WHOM ARE INDEPENDENT AND ARE FREE FROM ANY CONFLICTS OF INTEREST.

THE COMMITTEE RELIED UPON APPROPRIATE COMPARABLE DATA; SPECIFICALLY THE COMMITTEE OBTAINED A WRITTEN COMPENSATION STUDY FROM AN INDEPENDENT FIRM WHICH SPECIALIZES IN THE REVIEWING OF HOSPITAL AND HEALTHCARE SYSTEM EXECUTIVE COMPENSATION AND BENEFITS THROUGHOUT THE UNITED STATES. THIS STUDY USED COMPARABLE GEOGRAPHIC AND DEMOGRAPHIC MARKET DATA INCLUDING BUT NOT LIMITED TO SIMILARLY SIZED HEALTHCARE SYSTEMS AND HOSPITALS, # OF LICENSED BEDS AND NET PATIENT SERVICE REVENUE.

THE COMMITTEE ADEQUATELY DOCUMENTED ITS BASIS FOR ITS DETERMINATION THROUGH THE TIMELY PREPARATION OF WRITTEN MINUTES OF THE EXECUTIVE COMPENSATION COMMITTEE MEETINGS DURING WHICH THE EXECUTIVE COMPENSATION AND BENEFITS WAS REVIEWED AND SUBSEQUENTLY APPROVED.

THE ACTIONS OUTLINED ABOVE WITH RESPECT TO THE COMMITTEE AND THE ESTABLISHMENT OF THE REBUTTABLE PRESUMPTION OF REASONABLENESS APPLIES TO CERTAIN SENIOR MANAGEMENT PERSONNEL, INCLUDING, BUT NOT LIMITED TO, THE RETIRED PRESIDENT/CHIEF EXECUTIVE OFFICER, CURRENT PRESIDENT/CHIEF EXECUTIVE OFFICER, BOTH THE RETIRED AND CURRENT EXECUTIVE VICE PRESIDENT OPERATIONS, THE EXECUTIVE VICE PRESIDENT/CHIEF FINANCIAL OFFICER AND THE EXECUTIVE DIRECTORS OF BARNABAS HEALTH'S HOSPITALS AND MEDICAL CENTERS. THE COMPENSATION AND BENEFITS OF CERTAIN OTHER INDIVIDUALS CONTAINED IN THIS FORM 990 ARE REVIEWED ANNUALLY BY THE BARNABAS HEALTH PRESIDENT/CHIEF EXECUTIVE OFFICER WITH ASSISTANCE FROM THE ORGANIZATION'S HUMAN RESOURCES DEPARTMENT IN CONJUNCTION WITH THE INDIVIDUAL'S JOB PERFORMANCE DURING THE YEAR AND IS BASED UPON OTHER OBJECTIVE FACTORS DESIGNED TO ENSURE THAT REASONABLE AND FAIR MARKET VALUE COMPENSATION IS PAID BY THE ORGANIZATION. OTHER OBJECTIVE FACTORS INCLUDE MARKET SURVEY DATA FOR COMPARABLE POSITIONS, INDIVIDUAL GOALS AND OBJECTIVES, PERSONNEL REVIEWS, EVALUATIONS, SELF-EVALUATIONS AND PERFORMANCE FEEDBACK MEETINGS.

DISCLOSURE INFORMATION

CORE FORM, PART VI, SECTION C; QUESTION 19

Name of the organization: BARNABAS HEALTH, INC.

Employer identification number: 22-2405279

THE ORGANIZATION HAS ISSUED TAX-EXEMPT BONDS TO FINANCE VARIOUS CAPITAL IMPROVEMENT PROJECTS, RENOVATIONS AND EQUIPMENT. IN CONJUNCTION WITH THE ISSUANCE OF THESE TAX-EXEMPT BONDS, THE ORGANIZATION'S FINANCIAL STATEMENTS WERE INCLUDED WITH THE TAX-EXEMPT BOND PROSPECTUS WHICH WAS MADE AVAILABLE TO THE GENERAL PUBLIC FOR REVIEW. IN ADDITION, THE ORGANIZATION'S FILED CERTIFICATE OF INCORPORATION AND ANY AMENDMENTS CAN BE OBTAINED AND REVIEWED THROUGH THE STATE OF NEW JERSEY DEPARTMENT OF THE TREASURY.

RELATED HOURS DISCLOSURE

CORE FORM, PART VII, SECTION A, COLUMN B

THIS ORGANIZATION IS THE PARENT ENTITY OF BARNABAS HEALTH; A TAX-EXEMPT INTEGRATED HEALTHCARE DELIVERY SYSTEM ("SYSTEM"). THE SYSTEM INCLUDES BOTH FOR-PROFIT AND NOT FOR-PROFIT ORGANIZATIONS. CERTAIN BOARD OF TRUSTEE MEMBERS, OFFICERS AND/OR DIRECTORS LISTED ON CORE FORM, PART VII AND SCHEDULE J OF THIS FORM 990 MAY HOLD SIMILAR POSITIONS WITH BOTH THIS ORGANIZATION AND OTHER AFFILIATES WITHIN THE SYSTEM. THE HOURS SHOWN ON THIS FORM 990, FOR BOARD MEMBERS WHO RECEIVE NO COMPENSATION FOR SERVICES RENDERED IN A NON-BOARD CAPACITY, REPRESENT THE ESTIMATED HOURS DEVOTED PER WEEK FOR THIS ORGANIZATION. TO THE EXTENT THESE INDIVIDUALS SERVE AS A MEMBER OF THE BOARD OF TRUSTEES OF OTHER RELATED ORGANIZATIONS IN THE SYSTEM, THEIR RESPECTIVE HOURS PER WEEK PER ORGANIZATION ARE APPROXIMATELY ONE HOUR. THE HOURS REFLECTED ON PART VII OF THIS FORM 990, FOR BOARD MEMBERS WHO RECEIVE COMPENSATION FOR SERVICES RENDERED IN A NON-BOARD CAPACITY, PAID OFFICERS AND KEY EMPLOYEES, REFLECT TOTAL HOURS

WORKED PER WEEK ON BEHALF OF BARNABAS HEALTH; NOT SOLELY THIS ORGANIZATION.

COMPENSATION INFORMATION DISCLOSURE

CORE FORM, PART VII AND SCHEDULE J

PART VII AND SCHEDULE J REFLECT CERTAIN BOARD MEMBERS AND OFFICERS RECEIVING COMPENSATION AND BENEFITS FROM A RELATED ORGANIZATION. PLEASE NOTE THIS REMUNERATION WAS FOR SERVICES RENDERED AS FULL-TIME EMPLOYEES OF THE RELATED ORGANIZATION AND NOT FOR SERVICES RENDERED AS A VOTING MEMBER OR OFFICER OF THIS ORGANIZATION'S BOARD OF TRUSTEES.

OTHER CHANGES IN NET ASSETS

CORE FORM, PART XI; QUESTION 9

OTHER CHANGES IN NET ASSETS OR FUND BALANCE INCLUDES:

- PENSION CHANGES OTHER THAN NET PERIODIC BENEFIT COST - $320,308;
- LOSS ON EARLY EXTINGUISHMENT OF DEBT - ($3,424,974); AND
- NET TRANSFERS AMONGST BARNABAS HEALTH SYSTEM AFFILIATES - $37,327,245.

AUDITED FINANCIAL STATEMENTS

CORE FORM, PART XII; QUESTION 2

THE TAXPAYER IS THE PARENT ENTITY OF BARNABAS HEALTH; A TAX-EXEMPT, INTEGRATED HEALTHCARE DELIVERY SYSTEM ("SYSTEM"). AN INDEPENDENT CPA FIRM

AUDITED THE CONSOLIDATED FINANCIAL STATEMENTS OF THE TAXPAYER AND ALL AFFILIATES FOR THE YEARS ENDED DECEMBER 31, 2012 AND DECEMBER 31, 2011; RESPECTIVELY, AND ISSUED A CONSOLIDATED FINANCIAL STATEMENT WITH CONSOLIDATING SCHEDULES BY ENTITY. AN UNQUALIFIED OPINION WAS ISSUED EACH YEAR BY THE INDEPENDENT CPA FIRM. THE TAXPAYER'S AUDIT COMMITTEE ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF THE SYSTEM'S CONSOLIDATED FINANCIAL STATEMENTS AND THE SELECTION OF AN INDEPENDENT AUDITOR.

FINANCIAL STATEMENTS AND REPORTING

CORE FORM, PART XII; QUESTION 3

THIS ORGANIZATION IS THE PARENT ENTITY OF BARNABAS HEALTH; A TAX-EXEMPT, INTEGRATED HEALTHCARE DELIVERY SYSTEM ("SYSTEM"). THE TAXPAYER'S AUDIT COMMITTEE ENGAGED AN INDEPENDENT ACCOUNTING FIRM TO PREPARE AND ISSUE A SYSTEM WIDE CONSOLIDATED A-133 AUDIT. THIS ORGANIZATION WAS INCLUDED IN THE A-133 AUDIT.

INFORMATION ABOUT SUPPORTED ORGANIZATIONS

SCHEDULE A, PART I

THE ORGNIZATION IS ALSO AN INTERNAL REVENUE CODE ("IRC") SECTION 501(C)(3), 509(A)(3) SUPPORTING ORGANIZATION OF THE OTHER BARNABAS HEALTH TAX-EXEMPT INTERNAL REVENUE CODE SECTION 501(C)(3) ORGANIZATIONS CLASSIFIED AS IRC SECTION 509(A)(1) AND 509(A)(2) PUBLIC CHARITIES. PLEASE REFER TO SCHEDULE R AND R-1.

Name of the organization: BARNABAS HEALTH, INC.

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ATTACHMENT 1

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

THE ORGANIZATION IS A SUPPORTING ORGANIZATION OF SAINT BARNABAS MEDICAL CENTER AND OTHER TAX-EXEMPT HOSPITALS AND MEDICAL CENTERS. THE ORGANIZATION IS ALSO THE PARENT ENTITY OF A TAX-EXEMPT NOT FOR-PROFIT INTEGRATED HEALTHCARE DELIVERY SYSTEM IN NEW JERSEY WHOSE CHARITABLE PURPOSES INCLUDE PROVIDING MEDICALLY NECESSARY HEALTHCARE SERVICES TO THE COMMUNITY AND ALL INDIVIDUALS IN A NON-DISCRIMINATORY MANNER REGARDLESS OF RACE, COLOR, CREED, SEX, NATIONAL ORIGIN, RELIGION OR ABILITY TO PAY. PLEASE REFER TO SCHEDULE O FOR THE ORGANIZATION'S COMMUNITY BENEFIT STATEMENT.

ATTACHMENT 2

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
CATALYST RX PO BOX 79222 CITY OF INDUSTRY, CA 91716-9222	CONSULTING	10,769,912.
QUALCARE INC 30 KNIGHTSBRIDGE ROAD PISCATAWAY, NJ 08844	CLAIMS ADMIN	5,231,891.
BRESSLER AMERY & ROSS 325 COLUMBIA TURNPIKE FLORHAM PARK, NJ 07932	LEGAL	4,549,157.
BAKER HEALTHCARE CONSULTING INC 4251 RELIABLE PARKWAY CHICAGO, IL 60686-0042	CONSULTING	2,752,510.
VITALIZE CONSULTING SOLUTIONS INC 248 MAIN STREET SUITE 101 READING, MA 01867	CONSULTING	1,790,440.

Name of the organization: BARNABAS HEALTH, INC.

Employer identification number: 22-2405279

ATTACHMENT 3

FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
INVEST. INCOME - SEI & GMS PORTFOLIO	13,073,511.			13,073,511.
INTEREST AND DIVIDEND INCOME	824,291.			824,291.
TOTALS	13,897,802.			13,897,802.

ATTACHMENT 4

FORM 990, PART VIII - INCOME FROM INVESTMENT OF TE BOND PROCEEDS

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
INTEREST INCOME	682,707.			682,707.
TOTALS	682,707.			682,707.

ATTACHMENT 5

FORM 990, PART X - NOTES AND LOANS RECEIVABLE

BORROWER: DUE FROM AFFILIATES; CURRENT

BEGINNING BALANCE DUE	-123,263,396.
ENDING BALANCE DUE	86,043,868.

BORROWER: DUE FROM AFFILIATES; NON-CURRENT

BEGINNING BALANCE DUE	525,959,142.
ENDING BALANCE DUE	493,280,897.

TOTAL BEGINNING NOTES AND LOANS RECEIVABLE	402,695,746.
TOTAL ENDING NOTES AND LOANS RECEIVABLES	579,324,765.

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BARNABAS HEALTH, INC.

Employer identification number
22-2405279

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

(a) Name, address, and EIN (if applicable) 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) BARNABAS HEALTH ACO-NORTH LLC 45-4531828 95 OLD SHORT HILLS ROAD WEST ORANGE, NJ 07052	HLTHCARE SVCS	NJ	0	0	BH
(2)					
(3)					
(4)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1) CENTER STATE HEALTH GROUP, INC. 22-2939956 2 CRESCENT PLACE OCEANPORT, NJ 07757	HEALTH SVCS.	NJ	501(C)(3)	509(A)(3)	BH	X	
(2) CENTER STATE PROPERTIES CORPORATION 52-1571939 99 HIGHWAY 37 WEST TOMS RIVER, NJ 08755	TITLE HLDNG.	NJ	501(C)(2)	N/A	CSHG	X	
(3) CENTRAL JERSEY BEHAVIORAL HEALTH ASSOC. 22-3343959 1691 ROUTE 9 TOMS RIVER, NJ 08754	HEALTH SVCS.	NJ	501(C)(3)	509(A)(3)	SBBH	X	
(4) CLARA MAASS FOUNDATION 22-2132516 ONE CLARA MAASS DRIVE BELLEVILLE, NJ 07109	FUNDRAISING	NJ	501(C)(3)	509(A)(1)	BH	X	
(5) CLARA MAASS HEALTH SYSTEM, INC. 22-2802778 ONE CLARA MAASS DRIVE BELLEVILLE, NJ 07109	HEALTH SVCS.	NJ	501(C)(3)	509(A)(3)	BH	X	
(6) CLARA MAASS MEDICAL CENTER 22-1500556 ONE CLARA MAASS DRIVE BELLEVILLE, NJ 07109	HEALTH SVCS.	NJ	501(C)(3)	HOSPITAL	BH	X	
(7) CLARA MAASS PROPERTIES, INC. 52-1855420 ONE CLARA MAASS DRIVE BELLEVILLE, NJ 07109	INACTIVE	NJ	501(C)(2)	N/A	BH	X	

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BARNABAS HEALTH, INC.

Employer identification number
22-2405279

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

(a) Name, address, and EIN (if applicable) 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)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1) COMMUNITY MEDICAL CENTER 22-3452306 99 HIGHWAY 37 WEST TOMS RIVER, NJ 08755	HEALTH SVCS.	NJ	501(C)(3)	HOSPITAL	BH	X	
(2) COMMUNITY MEDICAL CENTER FOUNDATION 22-2597592 99 HIGHWAY 37 WEST TOMS RIVER, NJ 08755	FUNDRAISING	NJ	501(C)(3)	509(A)(1)	BH	X	
(3) COUNTRY MANOR AT DOVER 22-2462909 16 WHITESVILLE ROAD TOMS RIVER, NJ 08753	INACTIVE	NJ	501(C)(3)	509(A)(2)	CSHG	X	
(4) IRVINGTON GENERAL HOSPITAL 22-3452411 832 CHANCELLOR AVENUE IRVINGTON, NJ 07111	HEALTH SVCS.	NJ	501(C)(3)	HOSPITAL	BH	X	
(5) IRVINGTON HOSPITAL FOUNDATION 23-7025428 95 OLD SHORT HILLS ROAD WEST ORANGE, NJ 07052	FUNDRAISING	NJ	501(C)(3)	509(A)(3)	BH	X	
(6) KENSINGTON MANOR CARE CENTER 52-1571883 16 WHITESVILLE ROAD TOMS RIVER, NJ 08753	INACTIVE	NJ	501(C)(3)	509(A)(2)	CSHG	X	
(7) KIMBALL MEDICAL CENTER 22-3452413 600 RIVER AVENUE LAKEWOOD, NJ 08701	HEALTH SVCS.	NJ	501(C)(3)	HOSPITAL	BH	X	

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BARNABAS HEALTH, INC.

Employer identification number
22-2405279

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

(a) Name, address, and EIN (if applicable) 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)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1) KIMBALL MEDICAL CENTER FOUNDATION 22-2630076 600 RIVER AVE., ANNEX BLDG. E LAKEWOOD, NJ 08701	FUNDRAISING	NJ	501(C)(3)	509(A)(1)	BH	X	
(2) MEDICAL CENTER STAFFING SERVICES, INC. 35-2219655 1 CRAGWOOD ROAD, SUITE 3D SOUTH PLAINFIELD, NJ 07080	STAFFING SVCS	NJ	501(C)(3)	509(A)(3)	CSHG	X	
(3) MEGA CARE, INC. 22-2578561 1020 GALLOPING HILL ROAD UNION, NJ 07083	HEALTH SVCS.	NJ	501(C)(3)	509(A)(3)	CSHG	X	
(4) MMC AMBULATORY SURGERY CENTER, INC. 75-3166377 95 OLD SHORT HILLS ROAD WEST ORANGE, NJ 07052	INACTIVE	NJ	501(C)(3)	N/A	MMC	X	
(5) MONMOUTH MEDICAL CENTER 22-3452412 300 SECOND AVENUE LONG BRANCH, NJ 07740	HEALTH SVCS.	NJ	501(C)(3)	HOSPITAL	BH	X	
(6) MONMOUTH MEDICAL CENTER - FACULTY PRACT. 22-3357053 100 STATE HIGHWAY 36 WEST LONG BRANCH, NJ 07764	HEALTH SVCS.	NJ	501(C)(3)	509(A)(3)	MMC	X	
(7) MONMOUTH MEDICAL CENTER FOUNDATION 22-2456079 300 SECOND AVENUE LONG BRANCH, NJ 07740	FUNDRAISING	NJ	501(C)(3)	509(A)(1)	BH	X	

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BARNABAS HEALTH, INC.

Employer identification number
22-2405279

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

(a) Name, address, and EIN (if applicable) 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)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1) BARNABAS HEALTH MEDICAL GROUP, P.C. 22-3316007 300 SECOND AVENUE LONG BRANCH, NJ 07740	HEALTH SVCS.	NJ	501(C)(3)	509(A)(2)	MMC	X	
(2) NBI HEALTH PARTNERS, P.A. 27-1694034 201 LYONS AVENUE NEWARK, NJ 07112	INACTIVE	NJ	501(C)(3)	N/A	NBI	X	
(3) NEWARK BETH ISRAEL MEDICAL CENTER 22-3452311 201 LYONS AVENUE NEWARK, NJ 07112	HEALTH SVCS.	NJ	501(C)(3)	HOSPITAL	BH	X	
(4) SAINT BARNABAS ASSIST LIVING AT LAKEWOOD 22-3451655 77 WILLIAMS STREET LAKEWOOD, NJ 08701	INACTIVE	NJ	501(C)(3)	509(A)(2)	CSHG	X	
(5) SAINT BARNABAS BEHAVIORAL HEALTH CENTER 22-2977312 1691 ROUTE 9 TOMS RIVER, NJ 08754	HEALTH SVCS.	NJ	501(C)(3)	HOSPITAL	CSHG	X	
(6) SAINT BARNABAS DEVELOPMENT FOUNDATION 22-2378422 95 OLD SHORT HILLS ROAD WEST ORANGE, NJ 07052	FUNDRAISING	NJ	501(C)(3)	509(A)(1)	NJHCIC	X	
(7) SAINT BARNABAS HEALTH CARE SYSTEM FDN. 22-3769036 95 OLD SHORT HILLS ROAD WEST ORANGE, NJ 07052	FUNDRAISING	NJ	501(C)(3)	509(A)(1)	BH	X	

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BARNABAS HEALTH, INC.

Employer identification number
22-2405279

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

(a) Name, address, and EIN (if applicable) 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)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1) SAINT BARNABAS HOSPICE AND PALLIATIVE 22-2354659 95 OLD SHORT HILLS ROAD WEST ORANGE, NJ 07052	HEALTH SVCS.	NJ	501(C)(3)	509(A)(1)	BH	X	
(2) SAINT BARNABAS MEDICAL CENTER 22-1494440 94 OLD SHORT HILLS ROAD LIVINGSTON, NJ 07039	HEALTH SVCS.	NJ	501(C)(3)	HOSPITAL	BH	X	
(3) HARVEY E NUSSBAUM MD RESEARCH INST OF SB 22-7146916 94 OLD SHORT HILLS ROAD LIVINGSTON, NJ 07039	RESEARCH	NJ	501(C)(3)	170, BOX 4	NJHCIC	X	
(4) SAINT BARNABAS OUTPATIENT CENTERS 22-2458479 200 SOUTH ORANGE AVENUE LIVINGSTON, NJ 07039	HEALTH SVCS.	NJ	501(C)(3)	509(A)(2)	BH	X	
(5) SAINT BARNABAS PALLIATIVE CARE PHYS, P.A 26-2532578 95 OLD SHORT HILLS ROAD WEST ORANGE, NJ 07052	HEALTH SVCS.	NJ	501(C)(3)	509(A)(2)	HOSPICE	X	
(6) SAINT BARNABAS REALTY DEVELOPMENT CORP. 22-2940008 94 OLD SHORT HILLS ROAD LIVINGSTON, NJ 07039	TITLE HLDNG.	NJ	501(C)(3)	509(A)(3)	NJHCIC	X	
(7) NJ HEALTH CARE INNOVATION CENTER, INC. 22-2458481 94 OLD SHORT HILLS ROAD LIVINGSTON, NJ 07039	HEALTH SVCS.	NJ	501(C)(3)	509(A)(3)	BH	X	

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization
BARNABAS HEALTH, INC.

Employer identification number
22-2405279

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

(a) Name, address, and EIN (if applicable) 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)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1) THE NEWARK BETH ISRAEL MEDICAL CNTR FDN. 22-2587176 201 LYONS AVENUE NEWARK, NJ 07112	FUNDRAISING	NJ	501(C)(3)	509(A)(1)	BH	X	
(2) UNION HOSPITAL 22-1413947 1000 GALLOPING HILL ROAD UNION, NJ 07083	HEALTH SVCS.	NJ	501(C)(3)	HOSPITAL	BH	X	
(3) SANDY HOOK FRNDS OF ST BARNABAS BURN FDN 22-3236202 94 OLD SHORT HILLS ROAD LIVINGSTON, NJ 07039	FUNDRAISING	NJ	501(C)(3)	509(A)(3)	BH	X	
(4)							
(5)							
(6)							
(7)							

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1) INNOVATIVE PURCHASING CONCEPTS 95 OLD SHORT HILLS ROAD	PURCHASING	NJ	SBC					X	0		X	
(2) KIM-MED ASSOCIATES 22-2775619 300 SECOND AVENUE	REAL ESTATE	NJ	KHCA					X	0		X	
(3)												
(4)												
(5)												
(6)												
(7)												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
(1) LSC HOLDING COMPANY, INC. 22-3569598 1 CRAGWOOD ROAD, SUITE 3D SOUTH PLAINFIELD, NJ 07080	HOLDING CO.	NJ	SBC	C CORP.				X	
(2) LIVINGSTON SERVICES CORP. 22-2465402 1 CRAGWOOD ROAD, SUITE 3D SOUTH PLAINFIELD, NJ 07080	HEALTHCARE SVCS.	NJ	N/A	C CORP.					X
(3) LIVINGSTON INFUSION CARE INC 22-3190756 1 CRAGWOOD ROAD, SUITE 3D SOUTH PLAINFIELD, NJ 07080	HEALTHCARE SVCS	NJ	N/A	C CORP.					X
(4) MAJOR SECURITY SERVICES, INC. 22-3040539 1 CRAGWOOD ROAD, SUITE 3D SOUTH PLAINFIELD, NJ 07080	SECURITY SVCS.	NJ	N/A	C CORP.					X
(5) MEDICAL CTR HEALTH CARE SVCS 22-3011742 1 CRAGWOOD ROAD, SUITE 3D SOUTH PLAINFIELD, NJ 07080	HEALTHCARE SVCS.	NJ	N/A	C CORP.					X
(6) CENTER STATE HEALTH SVCS 22-2592293 1 CRAGWOOD ROAD, SUITE 3D SOUTH PLAINFIELD, NJ 07080	HEALTHCARE SVCS.	NJ	N/A	C CORP.					X
(7) CENTER STATE MANAGEMENT CORP 22-2506125 300 SECOND AVENUE LONG BRANCH, NJ 07740	MGMT SVCS.	NJ	N/A	C CORP.					X

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
(1) CENTER STATE COLLECTION SVCS 22-2629075 2 CRESCENT PLACE OCEANPORT, NJ 07757	COLLECTION SVCS.	NJ	N/A	C CORP					X
(2) COMMUNITY KARE, INC. 22-2993840 1 CRAGWOOD ROAD, SUITE 3D SOUTH PLAINFIELD, NJ 07080	HEALTHCARE SVCS.	NJ	N/A	C CORP.					X
(3) KIMBALL HLTH CARE AFFILIATES 22-2701213 300 SECOND AVENUE LONG BRANCH, NJ 07740	INVESTMENT	NJ	N/A	C CORP.					X
(4) HEALTH CARE FACILITIES MGT 22-3532988 1 CRAGWOOD ROAD, SUITE 3D SOUTH PLAINFIELD, NJ 07080	MAINT. SVCS.	NJ	N/A	C CORP.					X
(5) PREMIUM HEALTH SYSTEMS, INC. 22-2779395 ONE FRANKLIN AVENUE BELLEVILLE, NJ 07109	HEALTHCARE SVCS.	NJ	SBC	C CORP.				X	
(6) SBC MANAGEMENT CORPORATION 22-3414332 95 OLD SHORT HILLS ROAD WEST ORANGE, NJ 07052	MGMT SVCS.	NJ	N/A	C CORP.					X
(7) PROFESSIONAL QUALITY LIAB. 20-5163819 100 BANK STREET BURLINGTON, VT 05401	INSURANCE SVCS	VT	N/A	C CORP.					X

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
(1) NJ HEALTH CARE SYSTEM, INC. 22-3536986 94 OLD SHORT HILLS ROAD LIVINGSTON, NJ 07039	INACTIVE	NJ	N/A	C CORP.					X
(2) CPIC 44 CHURCH STREET HM11 HAMILTON, BERMUDA BD	FINANCIAL VEHICLE	BD	N/A	FOREIGN CORP.					X
(3) LSC PHARMACY SERVICES, INC. 45-2552776 95 OLD SHORT HILLS ROAD WEST ORANGE, NJ 07052	PHARMACY SVCS.	NJ	N/A	C CORP.					X
(4) SAINT BARNABAS PHYSICIAN ASSOCIATES, P.A 27-1259104 94 OLD SHORT HILLS ROAD LIVINGSTON, NJ 07039	HEALTHCARE SVCS.	NJ	N/A	C CORP.					X
(5)									
(6)									
(7)									

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

			Yes	No
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	1a		X
b	Gift, grant, or capital contribution to related organization(s)	1b		X
c	Gift, grant, or capital contribution from related organization(s)	1c		X
d	Loans or loan guarantees to or for related organization(s)	1d	X	
e	Loans or loan guarantees by related organization(s)	1e	X	
f	Dividends from related organization(s)	1f		X
g	Sale of assets to related organization(s)	1g		X
h	Purchase of assets from related organization(s)	1h		X
i	Exchange of assets with related organization(s)	1i		X
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		X
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		X
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		X
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		X
o	Sharing of paid employees with related organization(s)	1o	X	
p	Reimbursement paid to related organization(s) for expenses	1p		X
q	Reimbursement paid by related organization(s) for expenses	1q	X	
r	Other transfer of cash or property to related organization(s)	1r	X	
s	Other transfer of cash or property from related organization(s)	1s	X	

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

	(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	CENTER STATE MANAGEMENT CORPORATION	R	709,101.	COST
(2)	CENTRAL JERSEY BEHAVIORAL HEALTH ASSOCIATES	R	1,695,714.	COST
(3)	COMMUNITY MEDICAL CENTER	R	24,015,356.	COST
(4)	CLARA MAASS MEDICAL CENTER	R	12,908,632.	COST
(5)	CENTER STATE COLLECTION SERVICES, INC.	R	250,239.	COST
(6)	CENTER STATE HEALTH GROUP, INC.	R	1,514,321.	COST

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

			Yes	No
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	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	SAINT BARNABAS HOSPICE AND PALLIATIVE CARE	R	1,661,712.	COST
(2)	KIMBALL MEDICAL CENTER	R	8,481,781.	COST
(3)	LIVINGSTON SERVICES CORPORATION	R	2,099,608.	COST
(4)	HEALTH CARE FACILITIES MANAGEMENT, INC.	R	664,201.	COST
(5)	COMMUNITY KARE, INC.	R	67,974.	COST
(6)	SAINT BARNABAS BEHAVIORAL HEALTH CENTER, INC.	R	917,350.	COST

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

			Yes	No
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	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	MONMOUTH MEDICAL CENTER - F.P.P.	R	536,429.	COST
(2)	NEWARK BETH ISRAEL MEDICAL CENTER	R	27,360,796.	COST
(3)	MEDICAL CENTER STAFFING SERVICES, INC.	R	51,350.	COST
(4)	MONMOUTH MEDICAL CENTER	R	17,280,861.	COST
(5)	BARNABAS HEALTH MEDICAL GROUP, P.C.	R	1,948,758.	COST
(6)	SAINT BARNABAS MEDICAL CENTER	R	26,375,912.	COST

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

			Yes	No
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	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	SAINT BARNABAS OUTPATIENT CENTERS	R	3,448,287.	COST
(2)	SBC MANAGEMENT CORPORATION	R	3,947,970.	COST
(3)	CENTRAL JERSEY BEHAVIORAL HEALTH ASSOCIATES	E	1,061,587.	COST
(4)	COMMUNITY MEDICAL CENTER	E	1,083,868.	COST
(5)	CLARA MAASS MEDICAL CENTER	E	13,888,601.	COST
(6)	CENTER STATE HEALTH GROUP, INC.	E	18,196,886.	COST

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

			Yes	No
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	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	CENTER STATE HEALTH SERVICES CORPORATION	E	73,353.	COST
(2)	CENTER STATE MANAGEMENT CORPORATION	E	4,970,133.	COST
(3)	KENSINGTON MANOR CARE CENTER	E	593,424.	COST
(4)	KIMBALL MEDICAL CENTER	E	3,611,449.	COST
(5)	LIVINGSTON SERVICES CORPORATION	E	336,283.	COST
(6)	MEGA CARE, INC.	E	13,765,573.	COST

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

			Yes	No
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	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	MONMOUTH MEDICAL CENTER	E	41,903,619.	COST
(2)	MONMOUTH MEDICAL CENTER - F.P.P.	E	135,014.	COST
(3)	NEWARK BETH ISRAEL MEDICAL CENTER	E	33,325,899.	COST
(4)	NJ HEALTH CARE INNOVATION CENTER, INC.	E	720,859.	COST
(5)	SAINT BARNABAS ASSISTED LIVING AT LAKEWOOD	E	3,071,605.	COST
(6)	SAINT BARNABAS BEHAVIORAL HEALTH CENTER	E	1,177,247.	COST

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

			Yes	No
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	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	SAINT BARNABAS HOSPICE AND PALLIATIVE CARE	E	737,564.	COST
(2)	SAINT BARNABAS MEDICAL CENTER	E	11,166,814.	COST
(3)	SAINT BARNABAS OUTPATIENT CENTERS	E	2,324,062.	COST
(4)	SAINT BARNABAS REALTY DEVELOPMENT CORPORATION	E	81,893.	COST
(5)	SBC MANAGEMENT CORPORATION	E	18,379,532.	COST
(6)	COMMUNITY MEDICAL CENTER	D	8,412,716.	COST

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

			Yes	No
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	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	CLARA MAASS MEDICAL CENTER	D	7,572,978.	COST
(2)	COMMERCIAL PROFESSIONAL INSURANCE CO., LTD.	D	896,402.	COST
(3)	COMMERCIAL PROFESSIONAL INSURANCE CO., LTD.	D	8,805,665.	COST
(4)	CENTER STATE HEALTH GROUP, INC.	E	987,739,436.	COST
(5)	CENTER STATE HEALTH SERVICES CORPORATION	E	3,913,349.	COST
(6)	KENSINGTON MANOR CARE CENTER	D	913,320.	COST

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

			Yes	No
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	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	KIMBALL MEDICAL CENTER	D	14,525,013.	COST
(2)	LIVINGSTON SERVICES CORPORATION	E	58,495.	COST
(3)	LSC PHARMACY SERVICES, INC.	E	1,055,080.	COST
(4)	MEGA CARE, INC.	D	83,712,549.	COST
(5)	MONMOUTH MEDICAL CENTER	D	16,032,603.	COST
(6)	NEWARK BETH ISRAEL MEDICAL CENTER	D	31,828,762.	COST

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

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

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

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	SAINT BARNABAS BEHAVIORAL HEALTH CENTER	E	735,463.	COST
(2)	SBC MANAGEMENT CORPORATION	E	5,431,943.	COST
(3)	SAINT BARNABAS MEDICAL CENTER	D	208,527,246.	COST
(4)	SAINT BARNABAS OUTPATIENT CENTERS	E	79,059.	COST
(5)	SAINT BARNABAS REALTY DEVELOPMENT CORPORATION	D	83,570.	COST
(6)				

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

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

	(a) Name address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1)														
(2)														
(3)														
(4)														
(5)														
(6)														
(7)														
(8)														
(9)														
(10)														
(11)														
(12)														
(13)														
(14)														
(15)														
(16)														

Part VII Supplemental Information

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

TRANSACTIONS WITH RELATED ORGANIZATIONS

SCHEDULE R, PART V

BARNABAS HEALTH, INC. ROUTINELY PAYS EXPENSES FOR VARIOUS AFFILIATES WITHIN BARNABAS HEALTH IN THE ORDINARY COURSE OF BUSINESS. THESE RELATED PARTY TRANSACTIONS ARE RECORDED ON THE REVENUE/EXPENSE AND BALANCE SHEET STATEMENTS OF THIS ORGANIZATION AND ITS AFFILIATES. THESE ENTITIES WORK TOGETHER TO DELIVER HIGH QUALITY HEALTHCARE AND WELLNESS SERVICES TO THE COMMUNITIES IN WHICH THEY ARE SITUATED.

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return See instructions	SAINT BARNABAS CORPORATION	22-2405279
	Number, street, and room or suite no. If a P O box, see instructions 95 OLD SHORT HILLS ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. WEST ORANGE, NJ 07052	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ TAXPAYER C/O WITHUMSMITH+BROWN

Telephone No ▶ 973 898-9494 FAX No. ▶ 973 898-0686

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning _____, 20____, and ending _____, 20____

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

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

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

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

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

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

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

Type or print / File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions: Employer identification number (EIN) or
	BARNABAS HEALTH, INC.	22-2405279
	Number, street, and room or suite no If a P O box, see instructions 95 OLD SHORT HILLS ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WEST ORANGE, NJ 07052	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ TAXPAYER C/O WITHUMSMITH+BROWN
  Telephone No ▶ 973 898-9494 FAX No ▶ 973 898-0686
- If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . . . . . ▶ [ ]. If it is for part of the group, check this box . . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 20 13.

5 For calendar year 2012, or other tax year beginning _____, 20____, and ending _____, 20____.

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

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

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

Signature and Verification must be completed for Part II only.

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

Signature ▶ _____ Title ▶ TAXPREPARER Date ▶ 8/9/13