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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)	OMB No 1545-0047 <div> <div>2012</div> <div>Open to Public Inspection</div> </div>
	The organization may have to use a copy of this return to satisfy state reporting requirements	

A For the 2012 calendar year, or tax year beginning 01-01-2012 , 2012, and ending 12-31-2012




B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM INC		D Employer identification number 23-7379161
	Doing Business As		
	Number and street (or P O box if mail is not delivered to street address) 2420 WEST 26TH AVE Suite 100-D	Room/suite	E Telephone number (303) 813-5190
	City or town, state or country, and ZIP + 4 DENVER, CO 80211		G Gross receipts \$ 339,795,330
	F Name and address of principal officer LYDIA W JUMONVILLE 2420 WEST 26TH AVE STE 100-D DENVER, CO 80211		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶ 0928
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ www.sclhealthsystem.org			

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities We reveal and foster God's healing love by improving the health of the people and communities we serve, especially those who are poor and vulnerable		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	15
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	14
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	904
	6 Total number of volunteers (estimate if necessary)	6	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	45,308
b Net unrelated business taxable income from Form 990-T, line 34	7b	-179,363	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 1,082	Current Year 594,403
	9 Program service revenue (Part VIII, line 2g)	103,634,794	287,741,687
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	17,743,348	43,116,028
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	5,082,147	7,777,619
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	126,461,371	339,229,737
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	278,650
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)		54,088,418	150,330,840
16a Professional fundraising fees (Part IX, column (A), line 11e)		0	0
b Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 0			
17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)		116,581,852	209,724,197
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)		170,948,920	361,071,856
19 Revenue less expenses Subtract line 18 from line 12		-44,487,549	-21,842,119
Net Assets or Fund Balances			Beginning of Current Year
	20 Total assets (Part X, line 16)	1,431,133,067	1,347,260,339
	21 Total liabilities (Part X, line 26)	1,535,000,716	1,735,511,665
	22 Net assets or fund balances Subtract line 21 from line 20	-103,867,649	-388,251,326

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	<div> <div></div> <div>Signature of officer</div> </div>				<div> <div>2013-11-15</div> <div>Date</div> </div>		
	<div> <div></div> <div>Lydia W Jumonville Sr VP/CFO</div> <div>Type or print name and title</div> </div>						
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name  ERNST & YOUNG US LLP					Firm's EIN 	
	Firm's address  190 CARONDELET PLAZA SUITE 1300 <div>CLAYTON, MO 63105</div>					Phone no (314) 290-1000	

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

Part III

Statement of Program Service Accomplishments

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

☐

- 1

Briefly describe the organization’s mission

We reveal and foster God's healing love by improving the health of the people and communities we serve, especially those who are poor and vulnerable
- 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 \$ 124,953,255 including grants of \$) (Revenue \$ 127,871,631)
	FINANCE, AUDIT AND DEBT SERVICES - ADMINISTERS FINANCING PROGRAM AND REVIEWS THE CAPITAL FORMATION PROGRAM (FOR ELEVEN HOSPITALS AND FOUR CLINICS) IT ALSO OVERSEES THE AUDITS OF ITS RELATED AFFILIATES TO PROVIDE ASSURANCE REGARDING THE EFFECTIVENESS AND EFFICIENCY OF OPERATIONS AND THE RELIABILITY OF FINANCIAL REPORTING
4b	(Code) (Expenses \$ 20,273,217 including grants of \$) (Revenue \$ 17,642,598)
	HUMAN RESOURCES - ADMINISTERS PROGRAMS AND OTHER SERVICES TO THE ELEVEN HOSPITALS, FOUR CLINICS AND VARIOUS FOR-PROFIT ENTITIES WHICH ARE AFFILIATES OF SCLHS PROGRAMS ADMINISTERED INCLUDE EMPLOYEE WELFARE BENEFIT PLANS, RETIREMENT PLANS, AND CERTAIN EXECUTIVE RECRUITING FUNCTIONS
4c	(Code) (Expenses \$ 142,738,210 including grants of \$) (Revenue \$ 124,216,742)
	INFORMATION SYSTEMS - COORDINATES THE CENTRALIZATION OF MANY OF THE INFORMATION SYSTEMS OF THE HEALTH SYSTEM CURRENTLY, AN ENTERPRISE RESOURCE PLANNING (ERP) SYSTEM AND A RADIOLOGY INFORMATION SYSTEM (RIS) ARE INSTALLED AND BEING OPERATED In 2012, a clinical and patient administrative system was installed at seven hospitals and was in use at ten of the eleven hospitals across the system by year end
	(Code) (Expenses \$ 21,111,383 including grants of \$) (Revenue \$ 18,370,006)
	ADMIN, QUALITY, RISK MANAGEMENT, COMMUNICATIONS
	(Code) (Expenses \$ 1,016,819 including grants of \$ 1,016,819) (Revenue \$)
	GRANTS RELATED TO SCLHS MISSION
4d	Other program services (Describe in Schedule O)
	(Expenses \$ 22,128,202 including grants of \$ 1,016,819) (Revenue \$ 18,370,006)
4e	Total program service expenses ▶ 310,092,884

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I 	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II 	4 Yes	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III 	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9 Did the organization report an amount in Part X, line 21 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	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10 Yes	
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 Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII 	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII 	11c Yes	
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	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11f	No
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV 	14b Yes	
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 Yes	
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	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
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)

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

Part V

Statements Regarding Other IRS Filings and Tax Compliance

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

☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	251	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	Yes
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	904
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		2b	Yes
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?		3a	Yes
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		3b	Yes
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a	Yes
b If "Yes," enter the name of the foreign country: CJ, CA, UK See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a	No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b	No
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c	
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	No
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	No
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	No
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	No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f	No
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g	
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	No
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? Note. See the instructions for additional information the organization must report on Schedule O.		13a	
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	No
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 lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	15	
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			
1b	Enter the number of voting members included in line 1a, above, who are independent	14	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	8a	Yes
8b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	Yes
10b	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	Yes
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
11b	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	Yes
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	15a	Yes
15b	Other officers or key employees of the organization	15b	Yes
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
16b	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▶
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> 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 ▶SHARON OWENS SCL HEALTH SYS 2420 W 26TH AVE STE 100-D DENVER, CO (303) 813-5190

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

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

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount 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, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

[illegible]

Part VII

(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			
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							14,719,901	0	4,868,883	

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 175

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3 Yes	
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? <i>If "Yes," complete Schedule J for such individual</i>	4 Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
MEDASSETS INC , PO BOX 405652 ATLANTA GA 30384	SUPPLY CHAIN CONTRAC	9,420,725
HURON CONSULTING SERVICES , 3005 MOMENTUM PLACE CHICAGO IL 60689	Consulting	9,989,906
Catholic Healthcare Audit Network , 231 SOUTH BEMISTON ST LOUIS MO 63105	INT AUDIT SERVICES	2,866,212
ERNST AND YOUNG LLP , PO BOX 660401 DALLAS TX 75260	AUDIT & TAX SERVICES	2,409,351
NEI GLOBAL RELOCATION COMPANY , PO BOX 241886 OMAHA NE 68124	RELOCATION	1,892,939

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►43

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	594,403			
	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	594,403			
Program Service Revenue	2a	AFFILIATE MANAGEMENT FEES	Business Code			
			541900	269,000,879	268,970,879	30,000
	b	INTEREST INCOME FROM NOTES RECEIVABLE	900099	18,740,808	18,740,808	
	c					
	d					
	e					
	f	All other program service revenue				
	g	Total. Add lines 2a–2f	287,741,687			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	20,060,169		15,308	20,044,861
	4	Income from investment of tax-exempt bond proceeds	0			
	5	Royalties	0			
	6a	Gross rents	(i) Real	(ii) Personal		
	b	Less rental expenses				
	c	Rental income or (loss)	0	0		
	d	Net rental income or (loss)	0			
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other		
			23,621,452			
	b	Less cost or other basis and sales expenses		565,593		
	c	Gain or (loss)	23,621,452	-565,593		
	d	Net gain or (loss)	23,055,859			23,055,859
	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	VENDOR ADMINISTRATION REBATE	900099	7,416,329		7,416,329
	b	DEBT GUARANTEE FEES	900099	176,341	176,341	
	c	MISCELLANEOUS REVENUE	900099	184,949	184,949	
	d	All other revenue				
	e	Total. Add lines 11a–11d	7,777,619			
	12	Total revenue. See Instructions	339,229,737	288,072,977	45,308	50,517,049

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.	822,237	822,237		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	140,700	140,700		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	53,882	53,882		
4	Benefits paid to or for members.	0			
5	Compensation of current officers, directors, trustees, and key employees.	11,814,721	11,814,721		
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.	112,890,298	94,071,170	18,819,128	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	8,183,539	5,486,494	2,697,045	
9	Other employee benefits.	10,127,965	5,627,036	4,500,929	
10	Payroll taxes.	7,314,317	6,210,520	1,103,797	
11	Fees for services (non-employees):				
a	Management.	0			
b	Legal.	4,762,008		4,762,008	
c	Accounting.	4,304,263		4,304,263	
d	Lobbying.	90,568	90,568		
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees.	4,530,368		4,530,368	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	35,238,074	33,786,265	1,451,809	
12	Advertising and promotion.	0			
13	Office expenses.	17,670,837	15,020,211	2,650,626	
14	Information technology.	36,561,774	31,077,508	5,484,266	
15	Royalties.	0			
16	Occupancy.	4,241,552	3,605,319	636,233	
17	Travel.	2,577,787	2,577,787		
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	751,673	751,673		
20	Interest.	58,053,539	58,053,539		
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	37,063,027	37,063,027		
23	Insurance.	256,664	218,164	38,500	
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	OTHER	134,742	134,742		
b	SYSTEM DUES	3,487,321	3,487,321		
c					
d					
e	All other expenses				
25	Total functional expenses. Add lines 1 through 24e.	361,071,856	310,092,884	50,978,972	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

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

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			128	1	0
	2	Savings and temporary cash investments			0	2	18,165,168
	3	Pledges and grants receivable, net			0	3	0
	4	Accounts receivable, net			38,389,891	4	51,294,336
	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			60,000	7	60,000
	8	Inventories for sale or use			0	8	0
	9	Prepaid expenses and deferred charges			5,034,475	9	7,120,044
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	230,987,885			
	b	Less accumulated depreciation	10b	120,537,738	91,722,762	10c	110,450,147
	11	Investments—publicly traded securities			539,045,966	11	582,828,653
	12	Investments—other securities See Part IV, line 11			260,632,603	12	55,485,431
	13	Investments—program-related See Part IV, line 11			475,073,655	13	469,602,160
	14	Intangible assets			0	14	0
	15	Other assets See Part IV, line 11			21,173,587	15	52,254,400
	16	Total assets. Add lines 1 through 15 (must equal line 34)			1,431,133,067	16	1,347,260,339
Liabilities	17	Accounts payable and accrued expenses			123,251,945	17	104,356,018
	18	Grants payable			0	18	0
	19	Deferred revenue			0	19	0
	20	Tax-exempt bond liabilities			1,361,576,377	20	1,324,260,577
	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	230,000,000
	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			50,172,394	25	76,895,070
	26	Total liabilities. Add lines 17 through 25			1,535,000,716	26	1,735,511,665
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			-128,252,848	27	-415,989,235
	28	Temporarily restricted net assets			22,385,199	28	25,737,909
	29	Permanently restricted net assets			2,000,000	29	2,000,000
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			-103,867,649	33	-388,251,326
	34	Total liabilities and net assets/fund balances			1,431,133,067	34	1,347,260,339

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	339,229,737
2	Total expenses (must equal Part IX, column (A), line 25)	2	361,071,856
3	Revenue less expenses Subtract line 2 from line 1	3	-21,842,119
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-103,867,649
5	Net unrealized gains (losses) on investments	5	35,916,625
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-298,458,183
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-388,251,326

Part XII Financial Statements and Reporting

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

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

Additional Data

Software ID:

Software Version:

EIN: 23-7379161

Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

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

(A) Name and Title	(B) Average hours per week (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			
SISTER LYNN CASEY SCL BOARD MEMBER	3 0	X								
SISTER MAUREEN HALL SCL VICE PRESIDENT	3 0	X		X						
TERRY HEATH BOARD MEMBER	3 0	X								
GORDON HOWIE CHAIRPERSON	3 0	X		X						
SISTER EILEEN HURLEY SCL BOARD MEMBER	3 0	X								
DONNA J KING BOARD MEMBER	3 0	X								
KNUTE KNUDSON BOARD MEMBER	3 0	X								
MATTHEW LAMBERT III MD VICE CHAIRPERSON	3 0	X		X						
MAUREEN MAHONEY BOARD MEMBER	3 0	X								
MARLON PRIEST MD BOARD MEMBER	3 0	X								
KENT RUSSELL BOARD MEMBER	3 0	X								
VINOD SAHNEY PhD BOARD MEMBER	3 0	X								
RONALD SPERLING BOARD MEMBER	3 0	X								
MICHAEL A SLUBOWSKI PRESIDENT/CEO	40 0	X		X				1,513,703		36,584
KATHRYN PAUL BOARD MEMBER	3 0	X								
LYDIA W JUMONVILLE CHIEF FINANCE OFFICER/SVP FIN	40 0			X				665,251		89,581
EDWARD L BARKER SECRETARY/SVP GENERAL COUNSEL	40 0			X				942,869		1,127,513
MARK A WILKINSON TREASURER / VICE PRESIDENT	40 0			X				369,723		48,866
PAMELA G LOGAN ASST SECRETARY till 5-30-12	40 0			X				123,677		11,161
LYNN SMITH ASST SECRETARY 7-25 to present	40 0			X				83,463		10,050
ROBERT W LADENBURGER EVP CHIEF OPERATING OFFICER	40 0				X			1,376,046		106,636
WILLIAM M ANDERSON VP CHIEF HUMAN RESOURCES OFFIC	40 0				X			552,258		34,950
BRENDA S CHILMAN VP REVENUE SERVICES	40 0				X			263,082		42,117
TODD A CONKLIN SR VP CFO HOSPITAL OPERATIONS	40 0				X			626,681		76,029
JILL W KENNELLY VP CHIEF STRATEGY OFFICER	40 0				X			505,112		664,888

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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			
RICHARD T LOPES SVP HEALTH NETWORKS	40 0				X			917,605		55,755
DAVID PECORARO VP CHIEF INFORMATION OFFICER	40 0				X			483,533		109,167
DEBORAH WELLE-POWELL VP PAYER CONTRACT-STRATEGY	40 0				X			318,276		46,736
STEVE CHYUNG VP - SUPPLY CHAIN MANAGEMENT	40 0				X			396,079		51,728
LOURDES J LAZATIN CEO SAINT JOHN'S SANTA MONICA	40 0					X		839,840		1,288,523
BAIN J FARRIS CEO SAINT JOSEPH DENVER	40 0					X		618,414		211,829
IRMA NAPOLI VP-HUMAN RESOURCES	40 0					X		621,299		726,378
JASON BARKER PRES/CEO (SVH-MT REGION)	40 0					X		588,371		67,245
TAJQUAH J HUDSON SVP-STRATEGY/BUS DEV	40 0					X		496,078	0	25,373
MARY JO GREGORY SEVERED EXEC-FORMER KEY EMP	0 0						X	911,058		10,765
ROBERT A BOYSEN SEVERED EXEC-FORMER KEY EMP	0 0						X	382,488		12,511
JAMES T PAQUETTE SYSTEM PROJECT LEADER	40 0						X	1,124,995		14,498

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM INC	Employer identification number 23-7379161
--	--

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 33¹/₃% 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 33¹/₃% 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?

(i)

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

(ii)

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

(iii)

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

☐

Provide the following information about the supported organization(s)

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

(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	
See Additional Data Table									
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 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 for 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 IIISupport 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 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).

Facts And Circumstances Test

Explanation

Additional Data

Software ID:

Software Version:

EIN: 23-7379161

Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

Form 990, Sch A, Part I, Line 11h - 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)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
PROVIDENCE MEDICAL CENTER INC	480784446	03	Yes		Yes		Yes		0
ST FRANCIS HEALTH CENTER INC	480547719	03	Yes		Yes		Yes		0
ST JAMES HEALTHCARE	810231785	03	Yes		Yes		Yes		0
SAINT JOHN HOSPITAL INC	480543768	03	Yes		Yes		Yes		0
SAINT JOHN'S HEALTH CENTER	951684082	03	Yes		Yes		Yes		0
SAINT JOSEPH HOSPITAL INC	840417134	03	Yes		Yes		Yes		0
EXEMPLA INC	841103606	03	Yes		Yes		Yes		0
ST MARY'S HOSPITAL AND MEDICAL CENTER INC	840425720	03	Yes		Yes		Yes		0
ST VINCENT HEALTHCARE	810232124	03	Yes		Yes		Yes		0
HOLY ROSARY HEALTHCARE	810231792	03	Yes		Yes		Yes		0
BETHANY COMMUNITY PLAZA INC	481207407	03	Yes		Yes		Yes		0
CARITAS CLINICS INC	481009910	03	Yes		Yes		Yes		0
MARIAN CLINIC INC	481046905	03	Yes		Yes		Yes		0
MARILLAC CLINIC INC	841085822	03	Yes		Yes		Yes		0
MOUNT ST VINCENT HOME INC	840405260	09	Yes		Yes		Yes		0

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 the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM INC	Employer identification number 23-7379161
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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?	<input type="checkbox"/> Yes <input type="checkbox"/> No
4a	Was a correction made?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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-

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															
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		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		
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														
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-															
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?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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)		(b)
		Yes	No	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?	Yes		
	b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	Yes		
	c Media advertisements?		No	
	d Mailings to members, legislators, or the public?	Yes		
	e Publications, or published or broadcast statements?		No	
	f Grants to other organizations for lobbying purposes?		No	
	g Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		24,066
	h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
	i Other activities?	Yes		120,329
	j Total Add lines 1c through 1i			160,439
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No		
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).	2a	
a	Current year.		
b	Carryover from last year.		
c	Total.		
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.

Identifier	Return Reference	Explanation
Sch C Part II-B		EXPENSES LISTED IN PART II-B INCLUDE RESOURCES DEDICATED TO TRACKING LEGISLATION THAT MAY ADVERSELY IMPACT THE FILING ORGANIZATION. INDIRECT ALLOCATION OF EXPENSES INCLUDE RELEVANT PORTIONS OF LOBBYING ACTIVITIES THAT ARE SEPARATELY STATED IN DUES PAID TO VARIOUS HOSPITAL AND OTHER MEDICAL ASSOCIATIONS.

SCHEDULE D
(Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ 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.

Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM INC	Employer identification number 23-7379161
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Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

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

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

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

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

	Held at the End of the 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
1c	
1d	
1e	
1f	

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

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	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	3,524,552	3,639,978	3,502,137	3,435,586	4,177,114
b Contributions			60,804		
c Net investment earnings, gains, and losses	140,511	17,492	277,272	261,551	-620,022
d Grants or scholarships					
e Other expenditures for facilities and programs	144,000	132,918	200,235	195,000	121,506
f Administrative expenses					
g End of year balance	3,521,063	3,524,552	3,639,978	3,502,137	3,435,586

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

56 740 %

c

Temporarily restricted endowment

43 260 %

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

(i)

unrelated organizations

3a(i)

Yes

No

(ii)

related organizations

3a(ii)

Yes

No

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		37,026,811		37,026,811
b Buildings		438,785	99,752	339,033
c Leasehold improvements		3,396,797	306,194	3,090,603
d Equipment		190,125,492	120,131,792	69,993,700
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				110,450,147

Schedule D (Form 990) 2012

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.

Identifier	Return Reference	Explanation
FORM 990, SCHEDULE D, PART V, LINE 4 (ENDOWMENT FUNDS)		SCLHS HAS A PERMANENT ENDOWMENT IN THE AMOUNT OF \$2,000,000. THE EARNINGS FROM THE PERMANENT ENDOWMENT ARE A TERM ENDOWMENT TO BE USED FOR EDUCATION PURPOSES AS DETERMINED BY SCLHS MANAGEMENT.

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)
			Sub-Saharan Africa	CONSTRUCT BUILDING	53,882	ACH			

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 ▶

1

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.

[illegible]

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)*

☒ 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

☒ 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

☐ 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, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)*

☒ Yes

☐ 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

☐ 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

☒ No

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 F (Form 990) 2012

Schedule I (Form 990) <small>Department of the Treasury Internal Revenue Service</small>	Grants and Other Assistance to Organizations, Governments and Individuals in the United States Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22. ▶ Attach to Form 990	OMB No 1545-0047
		2012
		Open to Public Inspection
Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM INC		Employer identification number 23-7379161

Part I

General Information on Grants and Assistance

1	Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
2	Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States		

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) ST MARYS HOSPITAL FOUNDATION 2635 N 7TH STREET GRAND JUNCTION,CO 81502	65-1202190	501(c)(3)	50,000				FUNDRAISER SPONSOR
(2) UNIVERSITY OF ST MARY 4100 SOUTH 4TH STREET LEAVENWORTH,KS 66048	48-0547846	501(C)(3)	462,992				FUNDRAISER SPONSOR AND SUPPORT
(3) MOUNT ST VINCENT HOME 4159 LOWELL BLVD DENVER,CO 80211	84-0405260	501(c)(3)	101,806				FUNDRAISER SPONSOR
(4) AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS,TX 75231	13-5613797	501(c)(3)	75,000				EVENT SPONSOR
(5) METRO DENVER ECONOMIC DEVELOPMENT CORP 1445 MARKET STREET DENVER,CO 80202	84-0186760	501(c)(6)	25,000				GENERAL SUPPORT
(6) DENVER MUSEUM OF NATURE & SCIENCE 2001 COLORADO BLVD DENVER,CO 80205	84-0518447	501(c)(3)	25,000				SUPPORT ELEMENTARY EDUCATION
(7) IVINSON MEMORIAL HOSPITAL FOUNDATION 255 N 30TH STREET LARAMIE,WY 82070	83-0259429	501(c)(3)	6,000				EVENT SPONSOR
(8) CARITAS CLINICS INC 9801 Renner Boulevard Suite 100 Lenexa,KS 66219	48-1009910	501(C)(3)	20,565				General Support
(9) MARIAN CLINIC 1001 SW GARFIELD TOPEKA,KS 66604	48-1046905	501(C)(3)	30,739				General Support

2	Enter total number of section 501(c)(3) and government organizations listed in the line 1 table	8
3	Enter total number of other organizations listed in the line 1 table	1

Part III

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

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
(1) SECONDARY EDUCATION SCHOLARSHIPS	36	66,100			
(2) CRISTO REY KANSAS CITY SCHOOL	2	12,500			
(3) UNIVERSITY OF ST MARY	4	62,100			

Part IV

Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
Form 990, SCHEDULE I, PART I, LINE 2 (MONITORING OF GRANTS)		SCLHS' MISSION DEPARTMENT REQUIRES WRITTEN STATEMENTS THREE TIMES A YEAR REGARDING THE PROGRESS AND STATUS OF THE GRANT

Software ID:

Software Version:

EIN: 23-7379161

Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ST MARYS HOSPITAL FOUNDATION2635 N 7TH STREET GRAND JUNCTION,CO 81502	65-1202190	501(c)(3)	50,000				FUNDRAISER SPONSOR
UNIVERSITY OF ST MARY 4100 SOUTH 4TH STREET LEAVENWORTH,KS 66048	48-0547846	501(C)(3)	462,992				FUNDRAISER SPONSOR AND SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MOUNT ST VINCENT HOME 4159 LOWELL BLVD DENVER,CO 80211	84-0405260	501(c)(3)	101,806				FUNDRAISER SPONSOR
AMERICAN HEART ASSOCIATION7272 GREENVILLE AVENUE DALLAS,TX 75231	13-5613797	501(c)(3)	75,000				EVENT SPONSOR

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
METRO DENVER ECONOMIC DEVELOPMENT CORP1445 MARKET STREET DENVER, CO 80202	84-0186760	501(c)(6)	25,000				GENERAL SUPPORT
DENVER MUSEUM OF NATURE & SCIENCE2001 COLORADO BLVD DENVER, CO 80205	84-0518447	501(c)(3)	25,000				SUPPORT ELEMENTARY EDUCATION

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
IVINSON MEMORIAL HOSPITAL FOUNDATION 255 N 30TH STREET LARAMIE,WY 82070	83-0259429	501(c)(3)	6,000				EVENT SPONSOR
CARITAS CLINICS INC 9801 Renner Boulevard Suite 100 Lenexa,KS 66219	48-1009910	501(C)(3)	20,565				General Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MARIAN CLINIC1001 SW GARFIELD TOPEKA,KS 66604	48-1046905	501(C)(3)	30,739				General Support

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

Employer identification number

23-7379161

Part I

Questions Regarding Compensation

	Yes	No
<div><div>1a</div><div>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</div><div><div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input checked="" type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input checked="" type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div></div>		
<div><div>b</div><div>If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</div></div>	Yes	
<div><div>2</div><div>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?</div></div>	Yes	
<div><div>3</div><div>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</div><div><div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Form 990 of other organizations</div></div><div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div></div></div>		
<div><div>4</div><div>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</div></div>		
<div><div>a</div><div>Receive a severance payment or change-of-control payment?</div></div>	Yes	
<div><div>b</div><div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div></div>	Yes	
<div><div>c</div><div>Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</div>		No
<div><div>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</div></div>		
<div><div>5</div><div>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</div></div>		
<div><div>a</div><div>The organization?</div></div>		No
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 5a or 5b, describe in Part III</div>		No
<div><div>6</div><div>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</div></div>		
<div><div>a</div><div>The organization?</div></div>		No
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 6a or 6b, describe in Part III</div>		No
<div><div>7</div><div>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</div></div>	Yes	
<div><div>8</div><div>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</div></div>		No
<div><div>9</div><div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</div></div>		

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				
See Additional Data Table								

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.

Identifier	Return Reference	Explanation
SCHEDULE J, PART I, LINE 1a	TAX INDEMNIFICATION AND GROSS-UP PAYMENTS	SCLHS ALLOWS FOR CERTAIN TAX INDEMNIFICATION AND GROSS-UP PAYMENTS IN THE INSTANCES OF RELOCATION AND TEMPORARY HOUSING. THESE AMOUNTS ARE TREATED AS TAXABLE COMPENSATION. THE INDIVIDUALS LISTED THAT WERE TAXED FOR 2012 WERE: MARK A. WILKINSON, STEVEN CHYUNG, RICHARD T. LOPES.
SCHEDULE J, PART I, LINE 1a	HOUSING ALLOWANCE OR RESIDENCE FOR PERSONAL USE	SCLHS ALLOWS FOR CERTAIN HOUSING PAYMENTS IN THE INSTANCES OF RELOCATION AND TEMPORARY HOUSING. THESE AMOUNTS ARE TREATED AS TAXABLE COMPENSATION. THE INDIVIDUALS LISTED THAT WERE TAXED FOR 2012 WERE: ED BARKER, JILL WILLEN KENNELLY, MARK A. WILKINSON, STEVEN CHYUNG, RICHARD T. LOPES.
SCHEDULE J, PART I, LINE 4a	SEVERANCE PAYMENTS	SCLHS PERIODICALLY INCURS SEVERANCE PAYMENTS RELATED TO FORMER EMPLOYEES. THE AMOUNTS PAID TO LISTED INDIVIDUALS FOR SEVERANCE IN 2012 WERE: MARY JO GREGORY-\$745,456, ROBERT BOYSEN-\$382,488.
SCHEDULE J, PART I, LINE 4b	PAYMENTS FROM SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN	OTHER REPORTABLE COMPENSATION SHOWN IN SCHEDULE J PART II COLUMN (B) (III) CONTAINS AN ANNUAL REPORTING ADJUSTMENT FOR CERTAIN EMPLOYEES WHO PARTICIPATE IN THE SUPPLEMENTAL NONQUALIFIED RETIREMENT PLANS. SCLHS PROVIDES NONQUALIFIED RETIREMENT PLANS FOR EXECUTIVES TO COMPENSATE FOR REGULATORY IMPOSED LIMITATIONS IN QUALIFIED RETIREMENT PLANS AND TO PROVIDE A BENEFIT CONSISTENT WITH OTHER NOT-FOR-PROFIT HEALTH SYSTEMS. THESE PLANS ENABLE THE EXECUTIVE TO EARN BENEFITS DURING EACH YEAR THAT THEY PARTICIPATE. ON THE ADVICE OF COUNSEL, SCLHS HAS DETERMINED THAT THESE BENEFITS SHOULD BE SUBJECT TO TAXATION AS THEY ARE EARNED AND VESTED RATHER THAN WHEN THEY ARE RECEIVED. AS A RESULT, THE TOTAL NONQUALIFIED RETIREMENT PLAN BENEFITS, WHICH WERE ACCRUED AND VESTED IN THE CURRENT YEAR, ARE NOW CONSIDERED TAXABLE AND THUS WERE TAXED TO THE PARTICIPANTS. AN AMOUNT EQUAL TO THE PARTICIPANT'S EXPECTED INCOME TAX LIABILITY WAS WITHDRAWN FROM THE PARTICIPANT'S ACCOUNT AND REMITTED TO THE IRS AS WITHHOLDING ON THE TAXABLE BENEFIT. THE AMOUNTS WITHDRAWN FROM THE PLAN FOR TAXES IN 2012 WERE: MICHAEL SLUBOWSKI-\$41,506, ROBERT LADENBURGER-\$195,770, ED BARKER-\$97,643, WILLIAM ANDERSON-\$42,283, IRMA NAPOLI-\$83,249, RICHARD LOPES-\$57,996. IN ADDITION, VESTED AMOUNTS ARE PAYABLE UPON END OF EMPLOYMENT. THE VESTED AMOUNTS WITHDRAWN, NOT PREVIOUSLY TAXED, FOR THIS TYPE OF PAYMENT IN 2012 WERE: JAMES PAQUETTE-\$899,627.
SCHEDULE J, PART I, LINE 7	OTHER NON-FIXED PAYMENTS	SCLHS HAS MANAGEMENT INCENTIVE PLANS WHICH ARE BASED ON A COMBINATION OF MEASURES. MANAGEMENT AND SENIOR LEADERSHIP ARE ELIGIBLE FOR THE INCENTIVE COMPENSATION. PERFORMANCE CATEGORIES ARE MADE UP OF A COMBINATION OF CLINICAL QUALITY MEASURES AND OPERATING INCOME. THE OPERATING INCOME CATEGORY IS GENERALLY RELATED TO THE NET EARNINGS OF THE CARE SITE IN WHICH THE INDIVIDUAL WORKS, OR IN THE CASE OF SCLHS SENIOR MANAGEMENT, THE NET EARNINGS OF SCLHS.
SCHEDULE J	ADDITIONAL OFFICER AND BOARD DISCLOSURES	THE SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC. (SCLHS) CONSISTS OF ELEVEN HOSPITALS AND FOUR CLINICS (AFFILIATES) IN FOUR STATES. SCLHS AND ITS AFFILIATES ADHERE TO GOVERNANCE EXCELLENCE STANDARDS INCLUDING TRANSPARENCY AND ACCOUNTABILITY. IN KEEPING WITH SCLHS' CORE VALUE OF STEWARDSHIP, NO BOARD MEMBER SERVING ON SCLHS' BOARD OF DIRECTORS (BOARD) IS COMPENSATED FOR THAT SERVICE. SCLHS' BOARD COMPENSATION COMMITTEE (COMMITTEE) HAS RETAINED THE SERVICES OF SULLIVAN, COTTER AND ASSOCIATES, INC. (SULLIVAN COTTER), AS INDEPENDENT COMPENSATION ADVISORS. SULLIVAN COTTER IS RESPONSIBLE FOR ADVISING THE COMMITTEE ON ALL MATTERS RELATING TO EXECUTIVE COMPENSATION, INCLUDING SUPPORTING THE COMMITTEE'S EFFORTS TO ENSURE THAT THE LEVEL OF COMPENSATION PROVIDED OFFICERS IS CONSISTENT WITH MARKET VALUE AND THE PAY PHILOSOPHY SET BY THE BOARD. THE PAY PHILOSOPHY SET BY THE BOARD IS TO PAY AT THE MIDDLE OF THE MARKET FOR EXECUTIVES OF SIMILAR SIZED ORGANIZATIONS OVERALL. SCLHS' EXECUTIVE COMPENSATION IS COMPARABLE TO THAT PROVIDED BY SIMILAR, NOT-FOR-PROFIT HEALTHCARE SYSTEMS AND HOSPITALS. THE SISTERS WHO SERVE AS OFFICERS AND / OR BOARD MEMBERS OF THIS HEALTH SYSTEM ARE MEMBERS OF THE SISTERS OF CHARITY OF LEAVENWORTH (A RELIGIOUS ORDER OF WOMEN). AS MEMBERS OF THIS ORDER, THEY HAVE TAKEN VOWS OF POVERTY AND RECEIVE NO COMPENSATION, EXPENSE ACCOUNT ALLOWANCE, OR CONTRIBUTIONS TO BENEFIT PLANS FOR THEIR SERVICES TO THE HEALTH SYSTEM. HOWEVER, PAYMENT IS MADE DIRECTLY TO THE SISTERS OF CHARITY OF LEAVENWORTH FOR THE SERVICES OF THOSE WHO PERFORM PROFESSIONAL, ADMINISTRATIVE, AND OTHER SUCH SERVICES. PROFESSIONAL, ADMINISTRATIVE, AND OTHER SUCH SERVICES.

Software ID:
Software Version:
EIN: 23-7379161
Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
MICHAEL A SLUBOWSKI	(i) (ii)	993,061	398,970	121,672	24,119	12,465	1,550,287	
LYDIA W JUMONVILLE	(i) (ii)	499,288	152,073	13,890	73,035	16,546	754,832	
EDWARD L BARKER	(i) (ii)	467,636	158,287	316,946	1,110,850	16,663	2,070,382	
MARK A WILKINSON	(i) (ii)	212,807	111,240	45,676	37,814	11,052	418,589	
ROBERT W LADENBURGER	(i) (ii)	660,676	203,467	511,903	94,171	12,465	1,482,682	
MARY JO GREGORY	(i) (ii)		165,602	745,456		10,765	921,823	756,221
WILLIAM M ANDERSON	(i) (ii)	327,692	94,635	129,931	22,485	12,465	587,208	
ROBERT A BOYSEN	(i) (ii)			382,488		12,511	394,999	394,999
BRENDA S CHILMAN	(i) (ii)	221,342	38,799	2,941	34,921	7,196	305,199	
TODD A CONKLIN SR	(i) (ii)	377,511	236,016	13,154	59,483	16,546	702,710	
JILL W KENNELLY	(i) (ii)	350,422	117,388	37,302	653,492	11,396	1,170,000	
RICHARD T LOPES	(i) (ii)	507,612	96,853	313,140	43,290	12,465	973,360	
DAVID PECORARO	(i) (ii)	339,727	110,979	32,827	96,702	12,465	592,700	
DEBORAH WELLE-POWELL	(i) (ii)	264,936	48,984	4,356	44,780	1,956	365,012	
LOURDES J LAZATIN	(i) (ii)	600,633	147,483	91,724	1,281,144	7,379	2,128,363	
JAMES T PAQUETTE	(i) (ii)	216,774		908,221	6,515	7,983	1,139,493	
BAIN J FARRIS	(i) (ii)	441,578	141,476	35,360	199,364	12,465	830,243	
STEVE CHYUNG	(i) (ii)	299,429	84,420	12,230	35,182	16,546	447,807	
IRMA NAPOLI	(i) (ii)	307,716	102,630	210,953	719,323	7,055	1,347,677	
JASON BARKER	(i) (ii)	428,530	147,000	12,841	54,384	12,861	655,616	

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
TAJQUAH J HUDSON	(i)	297,474	54,335	144,269	18,000	7,373	521,451	
	(ii)	0	0	0	0	0	0	0

Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

Employer identification number
23-7379161

Part I

Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A MONTANA FACILITY FINANCE AUTHORITY	81-0302402	61204KBB6	12-05-2003	39,210,000	2/2/1994 REFINANCE+BLDGS+EQU P		X		X		X
B CALIFORNIA HEALTH FACILITIES	52-1643828	13033FQU7	12-05-2003	49,755,000	2/2/1994 REFINANCE		X		X		X
C COLORADO HEALTH FACILITIES AUTHORITY	84-0752932	196474K58	12-05-2003	103,035,000	2/2/1994&9/9/1992 REFIN+BLDGS+EQUI		X		X		X
D MONTANA FACILITY FINANCE AUTHORITY	81-0302402	61204KBC4	03-07-2006	35,000,000	CONSTRUCT/REMODEL HOSPITAL FACILIT		X		X		X

Part II

Proceeds

		A		B		C		D	
1	Amount of bonds retired	635,000		31,560,000		36,000,000		7,830,000	
2	Amount of bonds legally defeased	0		0		0		0	
3	Total proceeds of issue	39,210,022		49,755,055		103,035,433		35,028,997	
4	Gross proceeds in reserve funds	0		0		0		0	
5	Capitalized interest from proceeds	0		0		0		0	
6	Proceeds in refunding escrows	0		0		0		0	
7	Issuance costs from proceeds	270,531		346,200		714,438		325,299	
8	Credit enhancement from proceeds	0		0		0		0	
9	Working capital expenditures from proceeds	0		0		0		0	
10	Capital expenditures from proceeds	7,630,591		55		22,369,995		34,703,698	
11	Other spent proceeds	31,308,900		49,408,800		79,951,000		0	
12	Other unspent proceeds	0		0		0		0	
13	Year of substantial completion	2003		2003		2003		2006	
14	Were the bonds issued as part of a current refunding issue?	Yes	No	Yes	No	Yes	No	Yes	No
		X		X		X			X
15	Were the bonds issued as part of an advance refunding issue?		X		X		X		X
16	Has the final allocation of proceeds been made?	X		X		X		X	
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		X	

Part III

Private Business Use

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

Part III

Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use 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	0%		0%		0%		0%	
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	0%		%		0%		0%	
6	Total of lines 4 and 5	0%		%		0%		0%	
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	%		%		%		%	
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?		X		X		X		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?								
b	Exception to rebate?								
c	No rebate due?	X		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	MERRIL LYNCH		MERRILL LYNCH		MERRILL LYNCH			
c	Term of hedge	20		20		20		25	
d	Was the hedge superintegrated?		X		X		X		X
e	Was a hedge terminated?		X		X		X		X

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	0		0		0		0	
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
1	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).

Identifier	Return Reference	Explanation
PART IV LINE 2C	0	REBATE COMPLETION DATES A MONTANA FACILITY FINANCE AUTHORITY 2003 - 2/17/12 B CALIFORNIA HEALTH FACILITIES FINANCE AUTHORITY 2003 - 2/17/12 C COLORADO HEALTH FACILITIES AUTHORITY 2003 - 2/17/12 D MONTANA FACILITY FINANCE AUTHORITY 2006 - 6/12/12
Part III KANSAS DEVELOPMENT AUTHORITY ISSUED 05/20/2010	0	LINE 4 COLUMN C THE TEMPORARY SPIKE IN PRIVATE BUSINESS TO 11 3615% FOR CALENDAR YEAR 2012 WAS DRIVEN BY A NON-COMPLIANT CONTRACT FROM KANSAS EMERGENCY ROOM SERVICES AT PROVIDENCE MEDICAL CENTER SIGNED 08/25/11 THE PRIVATE BUSINESS USE PERCENTAGE OVER THE ENTIRE MEASUREMENT PERIOD IS WITHIN THE ALLOWABLE THRESHOLD PROVIDENCE MEDICAL CENTER WAS SOLD IN APRIL 2013 AND REMEDIAL ACTIONS WERE TAKEN WITH RESPECT TO THE OUTSTANDING BONDS
PART I COLUMN (E) & PART II LINE 3	0	ANY DIFFERENCE BETWEEN ISSUE PRICE REPORTED ON PART I, COLUMN (E) AND TOTAL PROCEEDS REPORTED ON PART II, LINE 3 IS DUE TO INVESTMENT EARNINGS
PART II LINE 12	0	THE \$69,129,209 UNSPENT PROCEEDS ARE BEING HELD BY THE TRUSTEE IN THE MONTANA PROJECT FUND FOR FUTURE MONTANA CAPITAL PROJECTS

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
SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

Employer identification number
23-7379161

Part I

Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A COLORADO HEALTH FACILITIES AUTHORITY	84-0752932	19648AST3	05-20-2010	605,460,143	3/24/98&11/13/02&7/18/02 REFI+HOSP		X		X		X
B MONTANA FACILITY FINANCE AUTHORITY	81-0302402	61204KHV6	05-20-2010	217,535,868	3/24/98&5/25/00 REFI+HOSP FAC		X		X		X
C KANSAS DEVELOPMENT FINANCE AUTHORITY	48-1066589	48542K5N5	05-20-2010	202,625,401	3/24/98&5/25/00 REFI+HOSP FAC		X		X		X
D COLORADO HEALTH FACILITIES AUTHORITY	84-0752932		06-15-2011	62,620,000	REFI 7/18/02&2/4/09		X		X		X

Part II

Proceeds

		A		B		C		D	
1	Amount of bonds retired	21,610,000		11,070,000		9,850,000		985,000	
2	Amount of bonds legally defeased	0		0		0		0	
3	Total proceeds of issue	605,500,535		217,655,077		202,625,401		62,620,000	
4	Gross proceeds in reserve funds	0		0		0		0	
5	Capitalized interest from proceeds	0		0		0		0	
6	Proceeds in refunding escrows	0		0		0		0	
7	Issuance costs from proceeds	6,836,215		2,529,281		2,488,006		420,000	
8	Credit enhancement from proceeds	0		0		0		0	
9	Working capital expenditures from proceeds	0		0		0		0	
10	Capital expenditures from proceeds	310,650,923		32,824,812		77,008,019		0	
11	Other spent proceeds	288,013,397		113,181,775		123,129,376		62,200,000	
12	Other unspent proceeds	0		69,129,209		0		0	
13	Year of substantial completion	2010		2010		2010		2011	
14	Were the bonds issued as part of a current refunding issue?	Yes	No	Yes	No	Yes	No	Yes	No
		X		X		X		X	
15	Were the bonds issued as part of an advance refunding issue?	X			X		X		X
16	Has the final allocation of proceeds been made?	X			X	X		X	
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		X	

Part III

Private Business Use

		A		B		C		D	
		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	

Part III Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use of bond-financed property?	X		X		X		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	0%		0%		0%		0%	
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	0%		0%		%		%	
6	Total of lines 4 and 5	0%		0%		0%		%	
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	%		%		%		%	
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?		X		X		X		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?								
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		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	0		0		0			
c	Term of hedge								
d	Was the hedge superintegrated?		X		X		X		
e	Was a hedge terminated?		X		X		X		

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		
b	Name of provider	0		0		0		0	
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
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
1	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).

Identifier	Return Reference	Explanation
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Schedule K (Form 990)	<div>Supplemental Information on Tax Exempt Bonds</div> <div>▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.</div> <div>▶ Attach to Form 990. ▶ See separate instructions.</div>	OMB No 1545-0047
		2012
		Open to Public Inspection

Department of the Treasury Internal Revenue Service	Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM INC	Employer identification number 23-7379161
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Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A KANSAS DEVELOPMENT FINANCE AUTHORITY	48-1066589		04-04-2012	76,290,000	REFI 3/7/06		X		X		X

Part II Proceeds

		A		B		C		D	
1	Amount of bonds retired	1,755,000							
2	Amount of bonds legally defeased	0							
3	Total proceeds of issue	76,290,000							
4	Gross proceeds in reserve funds	0							
5	Capitalized interest from proceeds	0							
6	Proceeds in refunding escrows	0							
7	Issuance costs from proceeds	265,000							
8	Credit enhancement from proceeds	0							
9	Working capital expenditures from proceeds	0							
10	Capital expenditures from proceeds	0							
11	Other spent proceeds	76,025,000							
12	Other unspent proceeds	0							
13	Year of substantial completion	2012							
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X							
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

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

Part III

Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use of bond-financed property?	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							
c	Are there any research agreements that may result in private business use of bond-financed property?		X						
d	If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	0 %		%		%		%	
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	0 %		%		%		%	
6	Total of lines 4 and 5	0 %		%		%		%	
7	Does the bond issue meet the private security or payment test?		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						
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?		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							

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?								
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	DEUTSCHE BANK							
c	Term of hedge	25							
d	Was the hedge superintegrated?		X						
e	Was a hedge terminated?		X						

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	0							
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
1	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).

Identifier	Return Reference	Explanation
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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM INC	Employer identification number 23-7379161
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Identifier	Return Reference	Explanation
FORM 990 GENERAL EXPLANATIONS_1		<p>FORM 990 (DEFINITION) SCLHS = SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC -----</p> <p>----- FORM 990, PART VI (GOVERNANCE, MANAGEMENT, & DISCLOSURE) SECTION A GOVERNING BODY AND MANAGEMENT 6 , 7(A) , AND 7(B) SCLHS HAS MEMBERS WHO APPOINT THE BOARD OF DIRECTORS OF SCLHS THROUGH SEPTEMBER 25, 2011, THE MEMBERS OF SCLHS WERE THE COMMUNITY DIRECTOR AND THOSE PERSONS WHO ARE MEMBERS OF THE COMMUNITY COUNCIL OF THE SISTERS OF CHARITY OF LEAVENWORTH RELIGIOUS COMMUNITY ON SEPTEMBER 25, 2011, THE SISTERS TRANSFERRED SPONSORSHIP OF SCLHS TO A NEWLY-FORMED ENTITY, LEAVEN MINISTRIES, WHICH HAS BEEN APPROVED AND RECOGNIZED BY THE CATHOLIC CHURCH AS THE SPONSOR OF SCLHS LEADERSHIP OF THE SISTERS OF CHARITY OF LEAVENWORTH RELIGIOUS COMMUNITY REMAIN INVOLVED IN LEAVEN MINISTRIES THE MEMBERS OF LEAVEN MINISTRIES INCLUDE THREE SISTERS OF CHARITY OF LEAVENWORTH BOARD MEMBERS AND TWO LAY LEADERS SECTION B POLICIES 11(B) SCLHS' GOVERNING BODY, A BOARD OF DIRECTORS, REVIEWS THE FORM 990 BEFORE IT IS FILED WITH THE IRS THIS PROCESS INVOLVES EACH BOARD MEMBER RECEIVING A DRAFT OF THE FORM 990 AND THE OPPORTUNITY TO REVIEW AND ASK QUESTIONS BEFORE IT IS FILED, THUS ENSURING THAT THE INFORMATION ACCURATELY REFLECTS SCLHS' MISSION, OPERATIONS, COMMUNITY BENEFITS, GOVERNANCE OVERSIGHT, ETC 12(C) SCLHS REGULARLY AND CONSISTENTLY MONITORS AND ENFORCES ITS CONFLICT OF INTEREST POLICY BY PROVIDING EDUCATION AND TRAINING FOR EACH OF ITS EMPLOYEES, STAFF, OFFICERS AND DIRECTORS, AS WELL AS HAVING EACH OF THESE INDIVIDUALS COMPLETE A CONFLICT OF INTEREST STATEMENT ON AN ANNUAL BASIS TO DISCLOSE ANY POTENTIAL CONFLICT ISSUES THESE STATEMENTS ARE CAREFULLY REVIEWED AND A REPORT PROVIDED TO SCLHS' PRESIDENT/CEO REGARDING EMPLOYEES AND OFFICERS, AND TO THE CHAIR OF THE BOARD AND CHAIR OF THE GOVERNANCE COMMITTEE REGARDING BOARD MEMBERS IN THE EVENT OF A CONFLICT OF INTEREST WITH AN SCLHS BOARD MEMBER, THE CONFLICT SHALL PROMPTLY BE REPORTED TO THE SCLHS BOARD CHAIR WHO WILL PRESENT THE FACTS TO THE SCLHS GOVERNANCE COMMITTEE FOR EVALUATION AND PRESENTATION TO THE SCLHS BOARD OF DIRECTORS FOR ITS ACTION 15(A) & 15(B) SCLHS' PROCESS FOR DETERMINING COMPENSATION FOR THE TOP MANAGEMENT, SENIOR LEADERSHIP, IS THE RESPONSIBILITY OF THE SCLHS COMPENSATION COMMITTEE THIS COMMITTEE IS COMPOSED OF THREE OR MORE MEMBERS WHO ARE NOT CURRENT EMPLOYEES OF SCLHS, OR FORMER EMPLOYEES WITH NO ACTIVE INTEREST IN THE SCLHS' COMPENSATION PROGRAM, INCLUDING AT LEAST TWO MEMBERS OF THE SCLHS BOARD SCLHS BELIEVES THAT THE INDEPENDENCE OF THESE MEMBERS IS VITAL TO THE INTEGRITY OF THE PROCESS THE WORK OF THIS COMMITTEE INCLUDES BEING CONSTANTLY AWARE OF THE CURRENT COMPETITIVE MARKET FOR MANAGEMENT AND SENIOR LEADERS, AS WELL AS COMPILING AND MAINTAINING RECORDS OF COMPARABLE COMPENSATION AND BENEFITS DATA, INCLUDING SURVEYS AND OTHER ANALYSES, TO SUPPORT SCLHS' TOTAL COMPENSATION TO EACH INDIVIDUAL MINUTES ARE KEPT CONTEMPORANEOUSLY FOR EACH MEETING OF THE COMMITTEE LIKEWISE, THE COMMITTEE IS RESPONSIBLE FOR ENSURING THAT NO "EXCESS BENEFIT" IS CONFERRED ON AN INDIVIDUAL, OR THAT SUCH COMPENSATION DOES NOT CONSTITUTE PROHIBITED INUREMENT THIS PROCESS IS COMPLETED FOR ALL SENIOR LEADERSHIP, AT THE AFFILIATE AND SYSTEM LEVEL, AND THE COMMITTEE'S RECOMMENDATION IS THEN SUBMITTED TO THE SCLHS BOARD FOR APPROVAL THE CHARGE OF THIS COMMITTEE ADHERES TO SCLHS' CORE VALUE OF STEWARDSHIP, ENSURING THAT THE MINISTRY'S RESOURCES HELD IN TRUST ARE NOT WASTED OR MISUSED, AND ARE DEPLOYED TO EFFECTIVELY AND EFFICIENTLY ADVANCE THE MISSION SECTION C DISCLOSURE 19 SCLHS' GOVERNANCE MANUAL FOR BOARD MEMBERS IS AVAILABLE TO THE PUBLIC ON THE WEBSITE, WWW.GREATBOARDS.ORG THE MANUAL SETS FORTH THE STANDARDS AND EXPECTATIONS OF EACH BOARD MEMBER INCLUDING THE FIDUCIARY DUTY OF LOYALTY WHICH REQUIRES THAT EACH MEMBER ABIDE BY SCLHS' CONFLICT OF INTEREST POLICY, DISCLOSE ANY ISSUES WHICH MAY PRESENT A CONFLICT, COMPLETE THE ANNUAL DISCLOSURE STATEMENT, REVIEW POLICIES AND PROCEDURES PERTAINING TO CONFLICTS OF INTEREST, AND PROVIDE OVERSIGHT OF SCLHS' RESPONSIBILITY PROGRAM FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST ----- FORM 990, PART XI</p> <p>(RECONCILIATION OF NET ASSETS) LINE 9 OTHER CHANGES IN NET ASSETS UNREALIZED GAIN ON SWAPS 560,312 FROZEN DEFINED BENEFIT RETIREMENT PLAN GAIN 921,736 FAS 158 LOSS ON DEFINED BENEFIT PLANS (26,002,682) SELF-INSURED LIABILITY INCREASE 3,496,710 CFF PAYMENT (277,950,273) FAS 157 & OTHER AUDIT ADJUSTMENTS 516,014 ----- TOTAL \$(298,458,183) =====</p> <p>----- FORM 990, PART XII, LINE 2 (FINANCIAL STATEMENTS & REPORTING) SCLHS HAS AN INDEPENDENT AUDIT COMPLETED AND REPORTED UPON ANNUALLY ON ITS CONSOLIDATED ORGANIZATION THERE IS NO SEPARATE AUDIT REPORT FOR SCLHS IN ADDITION, SCLHS' BOARD HAS AN AUDIT COMMITTEE WHICH HAS OVERSIGHT OF THE EXTERNAL AUDIT PROCESS AND RESULTS AS WELL AS SELECTION OF THE INDEPENDENT AUDITORS CURRENT INDEPENDENT AUDITORS ARE ERNST & YOUNG, LLP -----</p>
FORM 990 GENERAL EXPLANATIONS_2		<p>----- FORM 5471, STATEMENT PURSUANT TO TREASURY REG SEC 1.351-3T(B) APPLICABLE TO ALL IRS FORMS 5471 FILED WITH THIS RETURN BY VARIOUS, SEE ALL FORMS 5471 FILED WITH THIS RETURN EIN VARIOUS, SEE ALL FORMS 5471 FILED WITH THIS RETURN YEAR ENDED DECEMBER 31, 2012 1 NAME AND EIN (IF ANY) OF TRANSFEREE CORPORATION(S) SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC , 23-7379161 2 DATE (S) OF THE TRANSFER(S) OF ASSETS VARIOUS DATES SEE FORMS 5471 3 IMMEDIATELY BEFORE THE EXCHANGE, THE PROPERTY TRANSFERRED BY THE TRANSFEROR IN EXCHANGE HAD AN (A) AGGREGATE FAIR MARKET VALUE OF SEE FORMS 5471 WHERE CASH VALUE EXCHANGED WAS REPORTED (B) AGGREGATE BASIS OF SINCE CASH WAS EXCHANGED, BASIS IS EQUAL TO FAIR MARKET VALUE ABOVE 4 DATE AND CONTROL NUMBER OF ANY PRIVATE LETTER RULING(S) ISSUED BY THE INTERNAL REVENUE SERVICE IN CONNECTION WITH THE SECTION 351 EXCHANGE. NOT APPLICABLE ----- FORM 5471, STATEMENT OF REASONABLE CAUSE PURSUANT TO TREASURY REG SEC 301.6679-1(A)(3) SCLHS, A SHAREHOLDER OF THE RIVERVIEW MULTI-SERIES FUND SPC, LTD , IS NOT IN POSSESSION OF CERTAIN INFORMATION REQUESTED BY THE IRS ON FORM 5471 AND IS UNABLE TO OBTAIN SUCH INFORMATION FROM RIVERVIEW MULTI-SERIES FUND SPC, LTD SPECIFICALLY, SCLHS IS NOT IN POSSESSION OF THE FOLLOWING INFORMATION REQUESTED IN FORM 5471 SCHEDULE B THE IDENTITY, HOLDINGS AND INCOME OF OTHER U.S. SHAREHOLDERS AND THEIR PRO RATA SHARE OF SUBPART F INCOME, THIS STATEMENT IS INTENDED TO SERVE AS A STATEMENT OF REASONABLE CAUSE IN ACCORDANCE WITH TREASURY REG SEC 301.6679-1(A)(3) -----</p> <p>FORM 5471, STATEMENT OF REASONABLE CAUSE PURSUANT TO TREASURY REG SEC 301.6679-1(A)(3) AND 1.6038-2(K)(3)(II) SCLHS, A SHAREHOLDER OF THE JP MORGAN HEDGE FUND SPC, LTD - ACCESS MAR09 SEGREGATED PORTFOLIO, IS NOT IN POSSESSION OF CERTAIN INFORMATION REQUESTED BY THE IRS ON FORM 5471 AND IS UNABLE TO OBTAIN SUCH INFORMATION FROM JP MORGAN HEDGE FUND SPC, LTD -ACCESS MAR09 SEGREGATED PORTFOLIO SPECIFICALLY, SCLHS IS NOT IN POSSESSION OF THE FOLLOWING INFORMATION REQUESTED IN FORM 5471 SCHEDULE B THE IDENTITY, HOLDINGS AND INCOME OF OTHER U.S. SHAREHOLDERS AND THEIR PRO RATA SHARE OF SUBPART F INCOME, SCHEDULE E THE INCOME, WAR PROFITS, AND EXCESS PROFITS TAXES PAID OR ACCRUED BY THE CORPORATION, SCHEDULE G THE OTHER INFORMATION REGARDING THE CORPORATION NOTE ALL BOXES ARE MARKED NO BY DEFAULT OF SCLHS' TAX SOFTWARE ANSWERS MAY NOT BE ACCURATE, SCHEDULE H THE CURRENT EARNINGS AND PROFITS OF THE CORPORATION, SCHEDULE I THE SUMMARY OF SHAREHOLDER'S INCOME FROM FOREIGN CORPORATION SCHEDULE J THE INFORMATION REGARDING THE ACCUMULATED EARNINGS AND PROFITS (E&P) OF THE CORPORATION, SCHEDULE M THE INFORMATION REGARDING TRANSACTIONS BETWEEN CONTROLLED FOREIGN CORPORATIONS AND SHAREHOLDERS OR OTHER RELATED PARTIES, AND SCHEDULE O, PART II, SECTIONS B, E AND F SOCIAL SECURITY NUMBERS OF U.S. DIRECTORS OF THE CORPORATION, INFORMATION REGARDING THE ORGANIZATION OR REORGANIZATION OF THE FOREIGN CORPORATION, AND THE ADDITIONAL INFORMATION THIS STATEMENT IS INTENDED TO SERVE AS A STATEMENT OF REASONABLE CAUSE IN ACCORDANCE WITH TREASURY REG SEC 301.6679-1(A)(3) AND 1.6038-2(K)(3)(II) -----</p> <p>FORM 5471, STATEMENT OF REASONABLE CAUSE PURSUANT TO TREASURY REG SEC 301.6679-1(A)(3) AND 1.6038-2(K)(3)(II) SCLHS, A SHAREHOLDER OF THE JP MORGAN HEDGE FUND SPC, LTD -ACCESS JUN09 SEGREGATED PORTFOLIO, IS NOT IN POSSESSION OF CERTAIN INFORMATION REQUESTED BY THE IRS ON FORM 5471 AND IS UNABLE TO OBTAIN SUCH INFORMATION FROM JP MORGAN HEDGE FUND SPC, LTD -ACCESS JUN09 SEGREGATED PORTFOLIO SPECIFICALLY, SCLHS IS NOT IN POSSESSION OF THE FOLLOWING INFORMATION REQUESTED IN FORM 5471 SCHEDULE B THE IDENTITY, HOLDINGS AND INCOME OF OTHER U.S. SHAREHOLDERS AND THEIR PRO RATA SHARE OF SUBPART F INCOME, SCHEDULE E THE INCOME, WAR PROFITS, AND EXCESS PROFITS TAXES PAID OR ACCRUED BY THE CORPORATION, SCHEDULE G THE OTHER INFORMATION REGARDING THE CORPORATION NOTE ALL BOXES ARE MARKED NO BY DEFAULT OF SCLHS' TAX SOFTWARE ANSWERS MAY NOT BE ACCURATE, SCHEDULE H THE CURRENT EARNINGS AND PROFITS OF THE CORPORATION, SCHEDULE I THE SUMMARY OF SHAREHOLDER'S INCOME FROM FOREIGN CORPORATION SCHEDULE J THE INFORMATION REGARDING THE ACCUMULATED EARNINGS AND PROFITS (E&P) OF THE CORPORATION, SCHEDULE M THE INFORMATION REGARDING TRANSACTIONS BETWEEN CONTROLLED FOREIGN CORPORATIONS AND SHAREHOLDERS OR OTHER RELATED PARTIES, AND SCHEDULE O, PART II, SECTIONS B, E AND F SOCIAL SECURITY NUMBERS OF U.S. DIRECTORS OF THE CORPORATION, INFORMATION REGARDING THE ORGANIZATION OR REORGANIZATION OF THE FOREIGN CORPORATION, AND THE ADDITIONAL INFORMATION THIS STATEMENT IS INTENDED TO SERVE AS A STATEMENT OF REASONABLE CAUSE IN ACCORDANCE WITH TREASURY REG SEC 301.6679-1(A)(3) AND 1.6038-2(K)(3)(II) -----</p> <p>FORM 5471, STATEMENT OF REASONABLE CAUSE PURSUANT TO TREASURY REG SEC 301.6679-1(A)(3) AND 1.6038-2(K)(3)(II) SCLHS, A 12.54% SHAREHOLDER WITH NO VOTING RIGHTS IN AUSTIN CAPITAL SAFE HARBOR OFFSHORE FUND, LTD , IS NOT IN POSSESSION OF CERTAIN INFORMATION REQUESTED BY THE IRS ON FORM 5471 AND IS UNABLE TO OBTAIN SUCH INFORMATION FROM AUSTIN CAPITAL SAFE HARBOR OFFSHORE FUND, LTD SPECIFICALLY, SCLHS IS NOT IN POSSESSION OF THE FOLLOWING INFORMATION REQUESTED IN FORM 5471 SCHEDULE H THE CURRENT EARNINGS AND PROFITS OF THE CORPORATION, SCHEDULE I THE SUMMARY OF SHAREHOLDER'S INCOME FROM FOREIGN CORPORATION SCHEDULE J THE INFORMATION REGARDING THE ACCUMULATED EARNINGS AND PROFITS (E&P) OF THE CORPORATION, AS SCLHS IS NOT IN POSSESSION OF THE CURRENT EARNINGS AND PROFITS OF THE CORPORATION THIS STATEMENT IS INTENDED TO SERVE AS A STATEMENT OF REASONABLE CAUSE IN ACCORDANCE WITH TREASURY REG SEC 301.6679-1(A)(3) AND 1.6038-2(K)(3)(II) -----</p>

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

Employer identification number

23-7379161

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

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	No
See Additional Data Table							

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) Disproprtionate allocations?		(i) Code V— UBI amount in box 20 of Schedule K- 1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) PAVILION IMAGING LLC 750 WELLINGTON GRAND JUNCTION, CO 81501 03-0516198	RADIOLOGY	CO	NA	N/A								
(2) GRAND VALLEY SURGICAL CENTER LLC 710 WELLINGTON GRAND JUNCTION, CO 81501 84-1505075	OP SURGERY	CO	NA	N/A								
(3) SAN JUAN CANCER CENTER LLC 600 SOUTH 5TH STREET MONTROSE, CO 81401 20-2856331	OP CANCER	CO	NA	N/A								
(4) BILLINGS MRI CENTER LLC 1041 NORTH 29TH STREET BILLINGS, MT 59101 81-0450943	MRI-PET SCAN	MT	NA	N/A								
(5) LUTHERAN CAMPUS ASC LLC 3455 LUTHRN PKW SUITE 150 WHEATRIDGE, CO 800336028 02-0749532	OP SURGERY	CO	NA	N/A								
(6) COLORADO SURGICAL VENTURES LLC 30 S WACKER DR SUITE 2302 CHICAGO, IL 60605 20-8038915	OP SURGERY	CO	NA	N/A								
(7) COLORADO SURGICAL HOSPITAL LLC 30 S WACKER DR SUITE 2302 CHICAGO, IL 60605 20-8038977	OP SURGERY	CO	NA	N/A								

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) CARITAS INC AND SUBSIDIARIES 2420 W 26th Avenue STE 100D Denver, CO 80211 48-0941069	OTHER MEDICAL	KS	na	C CORP	31,624,468	39,919,862	100 000 %	Yes	
(2) LEAVEN INSURANCE COMPANY LTD 23 Lime Tree Bay Ave George Town, Grand Cayman KY1-1102 CJ 98-0370522	Insurance	CJ	na		8,459,727	66,501,360	100 000 %	Yes	

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

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

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

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

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

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

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

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

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

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

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

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

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

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

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

Yes

No

1a Yes

1b Yes

1c No

1d Yes

1e Yes

1f

1g No

1h No

1i No

1j No

1k No

1l Yes

1m No

1n No

1o No

1p Yes

1q Yes

1r No

1s No

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
See Additional Data Table			

Schedule R (Form 990) 2012

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

[illegible]

Software ID:

Software Version:

EIN: 23-7379161

Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation
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Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end- of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount on Box 20 of K-1	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
PAVILION IMAGING LLC 750 WELLINGTON GRAND JUNCTION, CO 81501 03-0516198	RADIOLOGY	CO	NA	N/A								
GRAND VALLEY SURGICAL CENTER LLC 710 WELLINGTON GRAND JUNCTION, CO 81501 84-1505075	OP SURGERY	CO	NA	N/A								
SAN JUAN CANCER CENTER LLC 600 SOUTH 5TH STREET MONTROSE, CO 81401 20-2856331	OP CANCER	CO	NA	N/A								
BILLINGS MRI CENTER LLC 1041 NORTH 29TH STREET BILLINGS, MT 59101 81-0450943	MRI-PET SCAN	MT	NA	N/A								
LUTHERAN CAMPUS ASC LLC 3455 LUTHRN PKW SUITE 150 WHEATRIDGE, CO 800336028 02-0749532	OP SURGERY	CO	NA	N/A								
COLORADO SURGICAL VENTURES LLC 30 S WACKER DR SUITE 2302 CHICAGO, IL 60605 20-8038915	OP SURGERY	CO	NA	N/A								
COLORADO SURGICAL HOSPITAL LLC 30 S WACKER DR SUITE 2302 CHICAGO, IL 60605 20-8038977	OP SURGERY	CO	NA	N/A								

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
PROVIDENCE MEDICAL CENTER (PMC)	A	156,451	FMV
ST JOHN HOSPITAL INC (SJL)	A	75,362	FMV
ST JAMES HEALTHCARE (SJB)	A	651,130	FMV
ST MARY'S HOSPITAL & MEDICAL CTR (SMGJ)	A	1,303,881	FMV
ST JOHN'S HEALTH CTR (SJSM)	A	3,341,196	FMV
EXEMPLA INC FKA LUTHERAN HOSPITAL	A	3,509,813	FMV
ST JOSEPH HOSPITAL (SJD)	A	2,505,288	FMV
MOUNT SAINT VINCENT HOME (MSVH)	B	101,806	FMV
PROVIDENCE MEDICAL CENTER (PMC)	E	276,360	FMV
ST JOHN HOSPITAL INC (SJL)	E	103,110	FMV
ST JAMES HEALTHCARE (SJB)	E	1,607,111	FMV
ST MARY'S HOSPITAL & MEDICAL CTR (SMGJ)	E	3,482,621	FMV
ST JOHN'S HEALTH CTR (SJSM)	E	3,702,292	FMV
EXEMPLA INC FKA LUTHERAN HOSPITAL	E	8,975,000	FMV
SAINT JOHNS HEALTH CENTER	D	12,675,000	FMV
PROVIDENCE MEDICAL CENTER (PMC)	I	18,491,130	FMV
ST FRANCIS HEALTH CENTER INC (SFT)	I	22,684,627	FMV
HOLY ROSARY HEALTHCARE (HRH)	I	4,133,872	FMV
ST VINCENT HEATHCARE (SVB)	I	29,318,375	FMV
ST JAMES HEALTHCARE (SJB)	I	7,876,169	FMV
ST MARY'S HOSPITAL & MEDICAL CTR (SMGJ)	I	27,566,217	FMV
ST JOHN'S HEALTH CTR (SJSM)	I	21,465,559	FMV
ST JOHN HOSPITAL INC (SJL)	I	4,803,447	FMV
LEAVEN INSURANCE COMPANY LTD	P	13,857,690	FMV
PROVIDENCE MEDICAL CENTER (PMC)	Q	94,936,360	FMV

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
ST JOHN HOSPITAL INC (SJL)	Q	21,720,820	FMV
ST FRANCIS HEALTH CENTER INC (SFT)	Q	142,491,765	FMV
HOLY ROSARY HEALTHCARE (HRH)	Q	22,849,746	FMV
ST VINCENT HEATHCARE (SVB)	Q	223,115,906	FMV
ST JAMES HEALTHCARE (SJB)	Q	54,907,656	FMV
ST MARY'S HOSPITAL & MEDICAL CTR (SMGJ)	Q	190,208,842	FMV
ST JOHN'S HEALTH CTR (SJSM)	Q	227,269,813	FMV
EXEMPLA INC FKA LUTHERAN HOSPITAL	Q	186,600,212	FMV
ST JOSEPH HOSPITAL (SJD)	Q	236,598,414	FMV
LEAVEN INSURANCE COMPANY LTD	Q	15,741,926	FMV
CARITAS INC & SUBSIDIARIES	Q	166,069	FMV
CARITAS CLINICS INC	Q	1,080,362	FMV
MARIAN CLINIC INC	Q	1,311,225	FMV
JOHN WAYNE CANCER INSTITUTE	Q	12,633,578	FMV
MARILLAC CLINIC INC	Q	159,317	FMV
EXEMPLA INC FKA LUTHERAN HOSPITAL	L	63,213,934	FMV
ST MARYS HOSPITAL FOUNDATION	B	50,000	FMV
JOHN WAYNE CANCER INSTITUTE	L	438,247	FMV
SAINT JOSEPH HOSPITAL	L	41,112,385	FMV
ST MARYS HOSPITAL FOUNDATION	Q	3,148,612	FMV
EXEMPLA LUTHERAN MEDICAL CENTER FOUNDATION	Q	81,023	FMV
EXEMPLA GOOD SAMARITAN MEDICAL CENTER FOUNDAT	Q	146,376	FMV
MOUNT ST VINCENT HOME INC	Q	139,860	FMV

TY 2012 Category 3 filer statement

Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

EIN: 23-7379161

Amount Of Indebtedness	Type Of Indebtedness	Name	Address	Identifying Number	Number Of Shares
0	NONE	SISTERS OF CHARITY OF	2420 WEST 26TH AVENUE 100-D DENVER, CO 80211	23-7379161	10492
		LEAVENWORTH HEALTH SYSTEM INC			

TY 2012 Category 3 filer statement

Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

EIN: 23-7379161

Amount Of Indebtedness	Type Of Indebtedness	Name	Address	Identifying Number	Number Of Shares
0	NONE	SISTERS OF CHARITY OF	2420 WEST 26TH AVENUE 100-D DENVER, CO 80211	23-7379161	1235
		LEAVENWORTH HEALTH SYSTEM INC			

TY 2012 Category 3 filer statement

Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

EIN: 23-7379161

Amount Of Indebtedness	Type Of Indebtedness	Name	Address	Identifying Number	Number Of Shares
0	NONE	SISTERS OF CHARITY OF	2420 WEST 26TH AVENUE 100-D DENVER, CO 80211	23-7379161	342
		LEAVENWORTH HEALTH SYSTEM INC			

TY 2012 Earnings and Profits Other Adjustments Statement

Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

EIN: 23-7379161

Description	Amount
CHANGE IN UNREALIZED DEPRECIATION (APPRECIATION)	25,316
RESERVE FOR LIQUIDATION EXPENSES	117,968

TY 2012 Earnings and Profits Other Adjustments Statement

Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

EIN: 23-7379161

Description	Amount
CHANGE IN UNREALIZED DEPRECIATION (APPRECIATION)	3,327,682

TY 2012 Earnings and Profits Other Adjustments Statement

Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

EIN: 23-7379161

Description	Amount
CHANGE IN UNREALIED DEPRECIATION (APPRECIATION)	143,363

**TY 2012 Earnings and Profits Other
Adjustments Statement**

Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC
EIN: 23-7379161

Description	Amount
CHANGE IN UNREALIZED APPRECIATION (DEPRECIATION)	319,858

TY 2012 Itemized Other Current Liabilities Schedule

Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

EIN: 23-7379161

Corporation Name	Corporation EIN	Description	Beginning Amount	Ending Amount
		UNEARNED PREMIUMS	10,080,045	10,364,793
		ACCRUED EXPENSES	183,771	316,610

TY 2012 Itemized Other Assets Schedule

Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

EIN: 23-7379161

Corporation Name	Corporation EIN	Other Assets Description	Beginning Amount	Ending Amount
		REINSURANCE RESERVES RECOVERABLE	8,991,064	8,357,336
		REINSURANCE CLAIMS RECOVERABLE	0	3,148,394

TY 2012 Itemized Other Current Assets Schedule

Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

EIN: 23-7379161

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
		PREPAID REINSURANCE PREMIUMS	1,755,000	1,786,392

TY 2012 Other Deductions Schedule

Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

EIN: 23-7379161

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
UNDERWRITING EXPENSES		7,091,838
PROFESSIONAL FEES		282,083
ADMINISTRATIVE AND OTHER EXPENSES		36,622

TY 2012 Itemized Other Investments Schedule

Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

EIN: 23-7379161

Corporation Name	Corporation EIN	Other Investments Description	Beginning Amount	Ending Amount
		TRADING SECURITIES	55,763,872	54,926,899

TY 2012 Itemized Other Liabilities Schedule

Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

EIN: 23-7379161

Corporation Name	Corporation EIN	Other Liabilities Description	Beginning Amount	Ending Amount
		RESERVE FOR LOSSES & LOSS ADJUSTMEN	34,432,713	34,453,904
		DIVIDEND PAYABLE	7,495,000	

TY 2012 Other Income Statement

Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

EIN: 23-7379161

Description	Foreign Amount	Amount
REALIZED GAINS		936,668
UNREALIZED GAINS		3,327,682

TY 2012 Paid-In or Capital Surplus Reconciliation Statement

Name: SISTERS OF CHARITY OF LEAVENWORTH
HEALTH SYSTEM INC

EIN: 23-7379161

Description	Beginning Amount	Ending Amount
ADDITIONAL PAID-IN CAPITAL	6,942,650	6,942,650