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Form **990**
 Department of the Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
 The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047
2012
Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 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 The Carle Foundation	D Employer identification number 37-0673465
	Doing Business As	E Telephone number (217) 383-3311
	Number and street (or P O box if mail is not delivered to street address) Room/suite 611 W PARK Suite	G Gross receipts \$ 491,979,952
	City or town, state or country, and ZIP + 4 URBANA, IL 61801	
	F Name and address of principal officer DENNIS HESCH EXEC VP CFO 611 W PARK ST URBANA, IL 61801	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
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 CARLE ORG	
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other	L Year of formation 1946	M State of legal domicile IL

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities THE CARLE FOUNDATION IS ORGANIZED AND EXCLUSIVELY OPERATES AS A NOT-FOR-PROFIT CORPORATION FOR CHARITABLE, SCIENTIFIC AND EDUCATIONAL PURPOSES		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
Revenue	3 Number of voting members of the governing body (Part VI, line 1a)	3	14
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	7
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	1,452
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	1,869,382
	7b Net unrelated business taxable income from Form 990-T, line 34	7b	168,851
Expenses	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	92,143	453,019
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	174,010,705	184,259,128
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	78,112,796	31,927,895
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,921,867	1,809,022
	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	254,137,511	218,449,064
	14 Benefits paid to or for members (Part IX, column (A), line 4)	278,340	278,340
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	0	0	
16a Professional fundraising fees (Part IX, column (A), line 11e)	83,395,513	82,966,695	
b Total fundraising expenses (Part IX, column (D), line 25)	0	0	
17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	0	0	
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	138,916,040	113,693,630	
19 Revenue less expenses Subtract line 18 from line 12	222,589,893	196,938,665	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	31,547,618	21,510,399
	21 Total liabilities (Part X, line 26)	Beginning of Current Year	End of Year
	22 Net assets or fund balances Subtract line 21 from line 20	1,136,001,019	1,245,997,769
		670,584,805	667,039,364
		465,416,214	578,958,405

Part II Signature Block

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

Sign Here	Signature of officer	Date 2013-11-15			
	DENNIS P HESCH EXEC VP/CFO Type or print name and title				
Paid Preparer Use Only	Prnt/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 111 MONUMENT CIRCLE SUITE 2600 INDIANAPOLIS, IN 46204			Phone no (317) 681-7000	

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 Yes No

1 Briefly describe the organization's mission
The Carle Foundation is organized and exclusively operates as a not-for-profit corporation for charitable, scientific and educational purposes

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 \$ 102,384,854 including grants of \$ 278,340) (Revenue \$ 184,644,912)
The corporation engages in activities to develop and support the provision of health care services, including charity care, by the affiliates related to the corporation including The Carle Foundation Hospital and Carle Health Care Incorporated The Foundation's purpose includes serving as the parent corporation for related affiliates that together function as an integrated health care delivery network in furtherance and support of charitable, health care education and research activities

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

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

















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

4e Total program service expenses 102,384,854

Part IV Checklist of Required Schedules

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

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		No
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	Yes	
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 1a 119		
1b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable 1b 0		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? 1c Yes	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 1,452		
2b	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	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year? 3a Yes	Yes	
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O 3b Yes	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	Yes	
b	If "Yes," enter the name of the foreign country CJ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 5a		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? 5b		No
5c	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
6b	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
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided? 7b		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? 7c		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year 7d		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 7e		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7f		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? 7g		
7h	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		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966? 9a		
9b	Did the organization make a distribution to a donor, donor advisor, or related person? 9b		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12 10a		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders 11a		
11b	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		
12b	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.		
13a	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		
13b	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		
13c	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
14b	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		
	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		
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?	Yes	
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?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	Yes	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		No
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	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		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?		No
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?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	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	Yes	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	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	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	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	Yes	
15b	Other officers or key employees of the organization	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?	Yes	
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?	Yes	

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed **IL**
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request 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
DENNIS HESCH CFO EXEC VP 611 W PARK ST URBANA, IL (217) 383-3311

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

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

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

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

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

• List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

• List all of the organization's **former** officers, key employees, 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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Phillip Blankenburg Chairman of Board	2 0 1 4	X		X				0	0	0
(2) Donna Greene Vice Chairman of Board	1 5 1 4	X		X				0	0	0
(3) Cora E Musial Phd MD Secretary/Treasurer of Board	2 0 38 0	X		X				0	278,602	25,525
(4) Kenneth Aronson MD Trustee	1 0 39 0	X						0	304,713	33,880
(5) Gary Edmiston Trustee	1 0 0 0	X						0	0	0
(6) Matthew Gibb MD Trustee	3 5 36 5	X						0	754,820	22,639
(7) Guy Hall Trustee	1 0 0 0	X						0	0	0
(8) Jane Hays Trustee	1 0 0 0	X						0	0	0
(9) J Michael Martin Trustee	6 0 1 9	X						0	0	0
(10) Mitch Melfi Trustee	23 0 0	X						0	0	0
(11) Paul Mulhollem Trustee	1 0 0 0	X						0	0	0
(12) Marty Smith Immediate Past Chair	1 0 3 0	X						0	0	0
(13) Rick Stephens Trustee	2 0 0 0	X						0	0	0
(14) Paul Tender MD Trustee	1 0 39 0	X						0	456,017	33,444
(15) George Timmons Trustee	2 5	X						0	0	0
(16) E Phillips Knox Trustee	5 5	X						0	0	0
(17) James C Leonard MD Ex-Officio, President & CEO	15 0 25 0			X				1,210,256	0	399,947

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) R Bruce Wellman MD Ex-Officio, CEO of CPG	1 0 39 0			X				947,859	0	307,991
(19) John Snyder Exec VP & COO	15 0 25 0			X				750,240	0	239,964
(20) Dennis Hesch Exec VP & CFO	10 0 30 0			X				573,934	0	193,752
(21) Philip Kubow SVP Human Resources	2 0 1 2				X			433,449	0	390,050
(22) Richard Rinehart Chief Information Officer	40 0 0 0				X			296,623	0	91,361
(23) Scott Harding VP-Facilities and Support SvcS	3 0 37 0				X			255,538	0	83,211
(24) Napoleon Knight VP/Assoc Med Dir Quality	2 39 8					X		741,311	0	139,529
(25) Joseph Barkmeier MD Med Dir, Strat Devel/Diag	2 39 8					X		502,032	0	41,467
(26) Laurence Fallon SVP Legal Affairs	10 0 30 0					X		445,628	0	133,391
(27) John Stoll MD VP/Sr Medical Director	2 0 38 0					X		372,423	0	108,410
(28) William Schuh MD Chief Medical Info Officer	24 0 16 0					X		368,880	0	117,792
(29) Robert Tonkinson SVP & CFO-former	0 0 0 0						X	178,466	0	0
(30) Kirk Moberg Exec VP & CMO-former	0 0 0 0						X	828,530	0	630,291
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								7,905,169	1,794,152	2,992,644

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 **69**

	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
COMMERCE BANK , PO BOX 11309 ST LOUIS MO 63105	EQUIPMENT LEASING	1,688,236
PHILIPS MEDICAL CAPITAL LLC , PO BOX 92449 CLEVELAND OH 441930003	EQUIPMENT LEASING	1,192,046
OLYMPIC CONSTRUCTION LLC , 907 FAIRVIEW URBANA IL 61801	CONST CONTRACTOR	503,124
HALL RENDER KILLIAN HEATH LYMAN P , 39778 TREASURY CENTER CHICAGO IL 606949700	LEGAL SERVICES	441,952
LINCOLN SQUARE , 201 LINCOLN SQUARE URBANA IL 61801	SPACE LEASING	415,014

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 **32**

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	29,214					
	e	Government grants (contributions) 1e	423,805					
	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	453,019					
Program Service Revenue	2a	RENT FROM RELATED ENTITIES	531120	51,042,304	50,879,472	162,832		
	b	MANAGEMENT FEES	541610	115,415,248	114,950,449	464,799		
	c	INTERNAL SUPPORT SERVICES REVENUE	900099	17,763,982	16,745,017	1,018,965		
	d	OTHER PATIENT REVENUE	900099	27,377	27,377			
	e	PARTNERSHIP INC RELATED TO PROGRAM SVCS	541900	10,217		10,217		
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		184,259,128				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		16,001,870		147,845	15,854,025	
	4	Income from investment of tax-exempt bond proceeds		966,393			966,393	
	5	Royalties		0				
	6a	Gross rents	(i) Real	448,291				
			(ii) Personal					
			b Less rental expenses	1,613,116				
			c Rental income or (loss)	-1,164,825	0			
	d	Net rental income or (loss)		-1,164,825			-1,164,825	
	7a	Gross amount from sales of assets other than inventory	(i) Securities	285,661,741				
			(ii) Other		1,215,663			
			b Less cost or other basis and sales expenses	270,083,464		1,834,308		
			c Gain or (loss)	15,578,277		-618,645		
	d	Net gain or (loss)		14,959,632			14,959,632	
	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	DINING SERVICES REVENUE	722100	1,752,878		149	1,752,729		
b	PARKING RAMP REVENUE	812930	770,610			770,610		
c	All other revenue	900099	450,359	385,784	64,575			
d	All other revenue							
e	Total. Add lines 11a-11d		2,973,847					
12	Total revenue. See Instructions		218,449,064	182,988,099	1,869,382	33,138,564		

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	278,340	278,340		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	6,002,896	3,001,448	3,001,448	
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	55,736,869	23,744,970	31,991,899	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	2,416,765	1,012,653	1,404,112	
9	Other employee benefits	14,639,637	4,424,110	10,215,527	
10	Payroll taxes	4,170,528	1,626,913	2,543,615	
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	1,904,458		1,904,458	
c	Accounting	631,738		631,738	
d	Lobbying	63,656		63,656	
e	Professional fundraising services. See Part IV, line 17	0			
f	Investment management fees	1,493,631		1,493,631	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	11,628,595	6,192,056	5,436,539	
12	Advertising and promotion	2,131,035	32,853	2,098,182	
13	Office expenses	10,511,894	4,126,191	6,385,703	
14	Information technology	8,274,479	3,331,044	4,943,435	
15	Royalties	0			
16	Occupancy	6,887,076	2,550,979	4,336,097	
17	Travel	433,830	82,242	351,588	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	380,101	168,155	211,946	
20	Interest	20,117,613	20,117,613		
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	27,175,493	24,431,422	2,744,071	
23	Insurance	2,949,867	1,011,465	1,938,402	
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	INTERNAL SUPPORT SVCS FEES	14,288,887	4,503,663	9,785,224	
b	REAL ESTATE TAXES	828,843		828,843	
c	PATIENT CARE SUPPLIES	1,731,563	1,731,563		
d	FEDERAL & STATE TAXES	47,243		47,243	
e	All other expenses	2,213,628	17,174	2,196,454	
25	Total functional expenses. Add lines 1 through 24e	196,938,665	102,384,854	94,553,811	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	70	1	0
	2 Savings and temporary cash investments	16,052,772	2	58,413,873
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	0	4	226,194
	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	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	3,181,700	9	3,265,261
	10a Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D	727,429,733		
	10a			
	b Less accumulated depreciation	328,233,535	10c	399,196,198
	11 Investments—publicly traded securities	735,687,796	11	715,901,486
	12 Investments—other securities. See Part IV, line 11	24,746,996	12	36,281,761
	13 Investments—program-related. See Part IV, line 11	5,640,300	13	5,739,639
	14 Intangible assets	0	14	0
15 Other assets. See Part IV, line 11	14,595,239	15	26,973,357	
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,136,001,019	16	1,245,997,769	
Liabilities	17 Accounts payable and accrued expenses	31,902,330	17	30,169,895
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	574,623,086	20	568,159,793
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	64,059,389	25	68,709,676
	26 Total liabilities. Add lines 17 through 25	670,584,805	26	667,039,364
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	465,416,214	27	578,958,405
	28 Temporarily restricted net assets	0	28	0
	29 Permanently restricted net assets	0	29	0
	Organizations that do not follow SFAS 117 (ASC 958), check here <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	465,416,214	33	578,958,405	
34 Total liabilities and net assets/fund balances	1,136,001,019	34	1,245,997,769	

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	218,449,064
2	Total expenses (must equal Part IX, column (A), line 25)	2	196,938,665
3	Revenue less expenses Subtract line 2 from line 1	3	21,510,399
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	465,416,214
5	Net unrealized gains (losses) on investments	5	28,917,747
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	63,114,045
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	578,958,405

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: 37-0673465
Name: The Carle Foundation

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			
Phillip Blankenburg Chairman of Board	2 0 1 4	X		X				0	0	0
Donna Greene Vice Chairman of Board	1 5 1 4	X		X				0	0	0
Cora E Musial Phd MD Secretary/Treasurer of Board	2 0 38 0	X		X				0	278,602	25,525
Kenneth Aronson MD Trustee	1 0 39 0	X						0	304,713	33,880
Gary Edmiston Trustee	1 0 0 0	X						0	0	0
Matthew Gibb MD Trustee	3 5 36 5	X						0	754,820	22,639
Guy Hall Trustee	1 0 0 0	X						0	0	0
Jane Hays Trustee	1 0 0 0	X						0	0	0
J Michael Martin Trustee	6 0 1 9	X						0	0	0
Mitch Melfi Trustee	23 0 0	X						0	0	0
Paul Mulhollem Trustee	1 0 0 0	X						0	0	0
Marty Smith Immediate Past Chair	1 0 3 0	X						0	0	0
Rick Stephens Trustee	2 0 0 0	X						0	0	0
Paul Tender MD Trustee	1 0 39 0	X						0	456,017	33,444
George Timmons Trustee	2 5	X						0	0	0
E Phillips Knox Trustee	5 5	X						0	0	0
James C Leonard MD Ex-Officio, President & CEO	15 0 25 0			X				1,210,256	0	399,947
R Bruce Wellman MD Ex-Officio, CEO of CPG	1 0 39 0			X				947,859	0	307,991
John Snyder Exec VP & COO	15 0 25 0			X				750,240	0	239,964
Dennis Hesch Exec VP & CFO	10 0 30 0			X				573,934	0	193,752
Philip Kubow SVP Human Resources	2 0 1 2				X			433,449	0	390,050
Richard Rinehart Chief Information Officer	40 0 0 0				X			296,623	0	91,361
Scott Harding VP-Facilities and Support SvcS	3 0 37 0				X			255,538	0	83,211
Napoleon Knight VP/Assoc Med Dir Quality	2 39 8					X		741,311	0	139,529
Joseph Barkmeier MD Med Dir, Strat Devel/Diag	2 39 8					X		502,032	0	41,467

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			
Laurence Fallon SVP Legal Affairs	10 0 30 0					X		445,628	0	133,391
John Stoll MD VP/Sr Medical Director	2 0 38 0					X		372,423	0	108,410
William Schuh MD Chief Medical Info Officer	24 0 16 0					X		368,880	0	117,792
Robert Tonkinson SVP & CFO-former	0 0 0 0						X	178,466	0	0
Kirk Moberg Exec VP & CMO-former	0 0 0 0						X	828,530	0	630,291

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

Open to Public Inspection

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

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

Name of the organization
The Carle Foundation

Employer identification number
37-0673465

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

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (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									278,340

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

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

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

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: 37-0673465
Name: The Carle Foundation

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	
THE CARLE FOUNDATION HOSPITAL	371119538	03	Yes		Yes		Yes		278340
CARLE HEALTH CARE INCORPORATED	371140016	09	Yes		Yes		Yes		0
THE CARLE DEVELOPMENT FOUNDATION	371159978	07	Yes		Yes		Yes		0
CARLE RETIREMENT CENTERS INC	371160033	09	Yes		Yes		Yes		0
HOOPESTON COMMUNITY MEMORIAL HOSPITAL	363637465	03	Yes		Yes		Yes		0

SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2012

Open to Public Inspection

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.

Department of the Treasury Internal Revenue Service

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

Table with 2 columns: Name of the organization (The Carle Foundation) and Employer identification number (37-0673465)

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

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
2 Political expenditures \$
3 Volunteer hours

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

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 \$
2 Enter the amount of any excise tax incurred by organization managers under section 4955 \$
3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
4a Was a correction made? Yes No
b If "Yes," describe in Part IV

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

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities \$
2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities \$
3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b \$
4 Did the filing organization file Form 1120-POL for this year? Yes No
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments

Table with 5 columns: (a) Name, (b) Address, (c) EIN, (d) Amount paid from filing organization's funds, (e) Amount of political contributions received and promptly and directly delivered to a separate political organization

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 border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 35%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 65%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <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> </tbody> </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?		No	
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		50
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		63,656
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i Other activities?		No	
j Total Add lines 1c through 1i			63,706
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).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

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

Identifier	Return Reference	Explanation
Schedule C Supplemental Information	Schedule C, Part II-B, Lines 1d and 1g	In November 2010, The Carle Foundation hired on staff a person whose primary duties include Government Relations. Approximately 20% of this person's time is estimated to be spent on direct lobbying activities. Direct lobbying efforts include discussions with members of the Illinois General Assembly, Congress, and their respective staffs. In-person and telephonic conversations primarily revolve around health care policy making, the appropriations process, and the impact of proposed legislation on the operations of The Carle Foundation and its related organizations. Occasional correspondence with the elected officials and their staff members occurs via standard mail and e-mail. In addition, The Foundation has a contract professional to provide consulting services for the Foundation. As a portion of the contractor's duties, the contractor interacts with governmental officials on behalf of the Foundation.

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2012

Open to Public Inspection

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.

Department of the Treasury Internal Revenue Service

Name of the organization The Carle Foundation

Employer identification number 37-0673465

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.

Table with 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Includes rows for total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two yes/no questions about donor advisement.

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

Form for Part II Conservation Easements. Includes checkboxes for various purposes (land for public use, natural habitat, open space, historic structure), a table for 'Held at the End of the Year' (2a-2d), and several yes/no questions regarding monitoring and reporting.

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.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions about reporting works of art and historical treasures, and a table for revenues and assets.

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

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f 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.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a Beginning of year balance, b Contributions, c Net investment earnings, gains, and losses, d Grants or scholarships, e Other expenditures for facilities and programs, f Administrative expenses, g End of year balance

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

- a Board designated or quasi-endowment, b Permanent endowment, c Temporarily restricted endowment. The percentages in lines 2a, 2b, and 2c should equal 100%

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

Table with 3 columns: Description, Yes, No. Rows: (i) unrelated organizations, (ii) related organizations, b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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.

Table with 5 columns: Description of property, (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other, Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

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
SCHEDULE D FIN48 FOOTNOTE	SCHEDULE D, PART X, LINE 2	The Foundation adopted the guidance for accounting for uncertainty in income taxes on July 1, 2007. This guidance clarifies the accounting for uncertainty in income taxes recognized in an organization's financial statement. The guidance prescribes a more-likely-than-not recognition threshold and measurement attribute for financial statement recognition of a tax position taken or expected to be taken. Amounts requiring recognition under tax accounting guidance is reflected as a liability for uncertain tax benefits along with any associated interest and penalties that would be payable to the taxing authorities upon examination. There are no uncertain tax benefits identified or recorded as a liability as of December 31, 2012 and December 31, 2011.

Additional Data

Software ID:
Software Version:
EIN: 37-0673465
Name: The Carle Foundation

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

¹ (a) Description of Liability	(b) Book Value
CURRENT PORTION OF LT DEBT	320,365
INTEREST PAYABLE 2009	1,275,755
INTEREST PAYABLE 2011A	5,242,302
ACCRUED HEALTH INSURANCE	10,914,045
INTEREST RATE SWAP	22,827,890
ASSET RETIREMENT OBLIGATION	6,552,329
LIABILITY FOR UNASSERTED CLAIM	13,201,057
457(F) PLAN PAYABLE	8,375,933

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

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

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	Description of Organization's Procedures for Monitoring the Use of Grants	The grants were made to a related affiliate, The Carle Foundation Hospital. The grants were made to support the organization's mission for meeting the needs of the community we serve.

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2012

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
The Carle Foundation

Employer identification number

37-0673465

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|--|--|
| <input checked="" type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes 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

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

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

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

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

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

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

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

- a** The organization?
- b** Any related organization?

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

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

- a** The organization?
- b** Any related organization?

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

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

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

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

	Yes	No
1b		No
2	Yes	
4a	Yes	
4b	Yes	
4c		No
5a		No
5b		No
6a		No
6b		No
7	Yes	
8		No
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
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
Supplemental Compensation Information	FORM 990, SCHEDULE J, PART 1, QUESTION 1A	<p>IN 2012, EIGHT EMPLOYEES INCLUDING JOHN SNYDER (EXEC VP & COO), RICK RINEHART (VP INFORMATION TECHNOLOGY & CIO), AND DR MATTHEW GIBB (MEDICAL DIRECTOR HEART & VASCULAR INSTITUTE) WERE PASSENGERS ON A ONE DAY CHARTERED FLIGHT THE TRAVEL PROVIDED A MORE COST EFFICIENT OPPORTUNITY FOR THE ORGANIZATION TO SEND THIS GROUP OF INDIVIDUALS TO COLLECTIVELY OBSERVE A SOFTWARE APPLICATION WHICH SUPPORTS CARDIOVASCULAR CLINICAL SERVICES CONSISTENT WITH THE ORGANIZATION'S CORPORATE POLICY, THE EXPENSE ASSOCIATED WITH THE FLIGHT WAS APPROVED BY THE ORGANIZATION'S CEO THIS TRAVEL WAS NOT TREATED AS TAXABLE COMPENSATION TO THE PASSENGERS AS NO PERSONAL BENEFIT RESULTED FORM 990, SCHEDULE J, PART 1, QUESTION 3 THE BOARD OF TRUSTEES OF THE CARLE FOUNDATION, THROUGH ITS COMPENSATION COMMITTEE COMPRISED OF INDEPENDENT MEMBERS FREE OF CONFLICT, ANNUALLY REVIEWS EXECUTIVE COMPENSATION LEVELS AND ESTABLISHES APPROPRIATE SALARY RANGES AND OTHER FEATURES OF THE COMPENSATION PLAN IN ACCORDANCE WITH THE ORGANIZATION'S APPROVED COMPENSATION PHILOSOPHY AND STRATEGY *THE COMMITTEE IS COMPRISED OF MEMBERS OF THE BOARD OF TRUSTEES, WHO ARE INDEPENDENT OF THE CARLE FOUNDATION MANAGEMENT, HAVE NO PERSONAL INTEREST IN THE COMPENSATION ARRANGEMENTS, ARE NOT RELATED TO, OR UNDER THE CONTROL OF ANY INDIVIDUAL WHOSE COMPENSATION ARRANGEMENT IS BEING REVIEWED, AND HAVE NO MATERIAL BUSINESS RELATIONSHIP WITH THE CARLE FOUNDATION *THE CHIEF EXECUTIVE OFFICER'S COMPENSATION IS DETERMINED BY THE COMPENSATION COMMITTEE IN RELATION TO APPROPRIATE COMPARABILITY DATA COMPENSATION FOR OTHER MEMBERS OF THE EXECUTIVE STAFF IS DEVELOPED BY THE CEO, EVALUATED AGAINST MARKET DATA, AND REVIEWED AND APPROVED BY THE COMMITTEE *THE COMMITTEE APPROVES ALL COMPENSATION DECISIONS IN ADVANCE OF THEIR IMPLEMENTATION AND DOCUMENTS ITS DETERMINATIONS AND DISCUSSIONS *THE COMPENSATION COMMITTEE USES A NUMBER OF EXTERNAL RESOURCES AND COMPARISONS, AND ITS ANALYSIS INCLUDES TOTAL COMPENSATION (CASH COMPENSATION PLUS BENEFITS PROVIDED BY THE CARLE FOUNDATION) IN RELATION TO ORGANIZATIONAL PERFORMANCE AND PREVAILING INDUSTRY PRACTICES FOR LIKE RESPONSIBILITIES AT COMPARABLY-SIZED ORGANIZATIONS THE COMMITTEE HAS ENGAGED THE SERVICES OF A COMPENSATION CONSULTING FIRM SPECIALIZING IN THE NOT-FOR-PROFIT SECTOR WHICH HAS WORKED WITH THE CARLE FOUNDATION AND REPORTS DIRECTLY TO THE COMPENSATION COMMITTEE FORM 990, SCHEDULE J, PART 1, QUESTION 4A THE FOLLOWING TWO EMPLOYEES RECEIVED THE NOTED AMOUNT OF SEVERANCE PAY DURING CALENDAR YEAR 2012, PHILIP KUBOW-\$146,566 AND KIRK MOBERG-\$490,797 FORM 990, SCHEDULE J, PART I, QUESTION 4B -IN 2012, PARTICIPANTS IN THE 457(F) PLAN OFFERED BY THE CARLE FOUNDATION INCLUDED JAMES C LEONARD, MD, JOHN SNYDER, R BRUCE WELLMAN, MD, DENNIS HESCH, JOHN STOLL, MD, JOSEPH BARKMEIER, MD, KIRK MOBERG, MD, LAURENCE FALLON, NAPOLEON KNIGHT, MD, PHILIP KUBOW, R BRUCE WELLMAN, MD, RICHARD RINEHART, SCOTT HARDING, AND WILLIAM SCHUH, MD -IN 2012, PAYMENTS FROM THE 457(F) PLAN WERE PAID TO KIRK MOBERG, MD (\$195,848), ROBERT TONKINSON (\$178,466) AND LAURENCE FALLON (\$22,550) FORM 990, SCHEDULE J, PART 1, QUESTION 7 PART OF THE OVERALL EMPLOYEES' COMPENSATION PROGRAM INCLUDES AN INCENTIVE COMPONENT THAT COVERS MOST EMPLOYEES AND IS DESIGNED TO ENCOURAGE AND PROMOTE THE ACHIEVEMENT OF CERTAIN QUALITY, OPERATIONAL, AND EFFICIENCY IMPROVEMENTS ALTHOUGH THIS INCENTIVE COMPONENT IS BASED ON THE ORGANIZATION MEETING CERTAIN MINIMUM FINANCIAL THRESHOLDS, ALL PAYMENTS MUST BE APPROVED BY THE BOARD OF DIRECTORS PRIOR TO ANY INCENTIVE PAYOUT</p>

Software ID:
Software Version:
EIN: 37-0673465
Name: The Carle Foundation

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				
Cora E Musial Phd MD	(i)	0	0	0	0	0	0	0
	(ii)	263,804	0	14,798	20,298	5,227	304,127	0
Kenneth Aronson MD	(i)	0	0	0	0	0	0	0
	(ii)	300,815	0	3,898	20,298	13,582	338,593	0
Matthew Gibb MD	(i)	0	0	0	0	0	0	0
	(ii)	718,480	29,913	6,427	20,298	2,341	777,459	0
Paul Tender MD	(i)	0	0	0	0	0	0	0
	(ii)	439,965	12,659	3,393	20,298	13,146	489,461	0
James C Leonard MD	(i)	877,544	291,898	40,814	384,427	15,520	1,610,203	0
	(ii)	0	0	0	0	0	0	0
R Bruce Wellman MD	(i)	715,548	206,167	26,144	296,717	11,274	1,255,850	0
	(ii)	0	0	0	0	0	0	0
John Snyder	(i)	570,002	135,448	44,790	220,201	19,763	990,204	0
	(ii)	0	0	0	0	0	0	0
Dennis Hesch	(i)	443,192	110,434	20,308	173,391	20,361	767,686	0
	(ii)	0	0	0	0	0	0	0
Philip Kubow	(i)	174,973	64,591	193,885	371,363	18,687	823,499	0
	(ii)	0	0	0	0	0	0	0
Richard Rinehart	(i)	257,343	36,416	2,864	70,403	20,958	387,984	0
	(ii)	0	0	0	0	0	0	0
Scott Harding	(i)	217,580	31,152	6,806	60,834	22,377	338,749	0
	(ii)	0	0	0	0	0	0	0
Napoleon Knight	(i)	680,974	51,828	8,509	112,665	26,864	880,840	0
	(ii)	0	0	0	0	0	0	0
Joseph Barkmeier MD	(i)	463,993	31,169	6,870	29,549	11,918	543,499	0
	(ii)	0	0	0	0	0	0	0
Laurence Fallon	(i)	348,964	63,754	32,910	112,763	20,628	579,019	22,550
	(ii)	0	0	0	0	0	0	0
John Stoll MD	(i)	313,786	47,154	11,483	99,646	8,764	480,833	0
	(ii)	0	0	0	0	0	0	0
William Schuh MD	(i)	310,452	46,379	12,049	99,315	18,477	486,672	0
	(ii)	0	0	0	0	0	0	0
Kirk Moberg	(i)	0	108,340	720,190	610,015	20,276	1,458,821	229,331
	(ii)	0	0	0	0	0	0	0
Robert Tonkinson	(i)	0	0	178,466	0	0	178,466	178,466
	(ii)	0	0	0	0	0	0	0

**Schedule K
(Form 990)**

OMB No 1545-0047

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.

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
The Carle Foundation

Employer identification number
37-0673465

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	ILLINOIS FINANCE AUTHORITY	86-1091967	45200FVH9	03-18-2009	240,717,712	Constr of Facility & ref prior iss		X		X		X
B	Illinois Finance Authority	86-1091967	45203HBT8	05-19-2011	233,719,141	Constr of Facility & ref prior iss		X		X		X
C	Illinois Finance Authority	86-1091967		06-16-2011	100,000,000	Constr of Facility & ref prior iss		X		X		X

Part II Proceeds

	A	B	C	D
1 Amount of bonds retired	17,480,000	0	0	
2 Amount of bonds legally defeased	0	0	0	
3 Total proceeds of issue	240,723,013	234,397,034	100,343,863	
4 Gross proceeds in reserve funds	0	0	0	
5 Capitalized interest from proceeds	0	14,717,984	1,352,877	
6 Proceeds in refunding escrows	0	0	0	
7 Issuance costs from proceeds	2,482,257	0	0	
8 Credit enhancement from proceeds	543,040	860,364	0	
9 Working capital expenditures from proceeds	0	0	0	
10 Capital expenditures from proceeds	19,958,620	120,238,614	51,429,223	
11 Other spent proceeds	217,739,096	24,612,281	10,484,515	
12 Other unspent proceeds	0	73,967,792	37,077,247	
13 Year of substantial completion	2010			
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X		X	X
15 Were the bonds issued as part of an advance refunding issue?		X	X	X
16 Has the final allocation of proceeds been made?	X		X	X
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	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		
2 Are there any lease arrangements that may result in private business use of bond-financed property?		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		
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?	X		X		X			
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?	X		X		X			
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 00000%		0 00000%		%	
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 00000%		0 00000%		0 00000%		%	
6 Total of lines 4 and 5	0%		0 00000%		0 00000%		%	
7 Does the bond issue meet the private security or payment test?		X		X		X		
8a Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		
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		
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			

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		
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X	X		X			
b Exception to rebate?	X		X		X			
c No rebate due?	X			X		X		
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X			X	X			
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X		X		
b Name of provider	0		0		0			
c Term of hedge								
d Was the hedge superintegrated?								
e Was a hedge terminated?								

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		
b Name of provider	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		
7 Has the organization established written procedures to monitor the requirements of section 148?	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			

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

Identifier	Return Reference	Explanation
SEE PART VI	0	Part I, Line A, Column (f) - Construct Facility & refund prior issues (6/9/98, 7/1/98, 11/10/04) Part I, Line B, Column (f) - Construct Facility & refund prior issues (7/15/05, 11/7/08, 3/10/10) Part I, Line C, Column (f) - Construct Facility & refund prior issues (7/15/05, 11/7/08, 3/10/10) Part II, Line 3 - The total proceeds do not agree to the issue price in Part I, Column (e) due to interest earnings Part IV, Line 7, Column A - Written procedures to monitor the requirements of section 148 were adopted in October 2009 Instructions specify only to answer yes if the procedures applied to the bond issue during the 12-month period used to report on the bond issue Part IV, Arbitrage, Line 2c (A) Issuer Name Illinois Finance Authority, Date the Rebate Computation was Performed 09/18/2010 Note regarding the rebate computation Since the bond proceeds have been spent, a spending exception was met, and the debt service fund was operated on a bona fide basis so no further rebate calculations were necessary

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2012

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

Department of the Treasury Internal Revenue Service

Name of the organization The Carle Foundation

Employer identification number 37-0673465

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

Table with 4 main columns: (a) Name of disqualified person, (b) Relationship between disqualified person and organization, (c) Description of transaction, (d) Corrected? (Yes/No)

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 \$
3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

Table with 9 main columns: (a) Name of interested person, (b) Relationship with organization, (c) Purpose of loan, (d) Loan to or from the organization (To/From), (e) Original principal amount, (f) Balance due, (g) In default? (Yes/No), (h) Approved by board or committee? (Yes/No), (i) Written agreement? (Yes/No)

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

Table with 5 main columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of assistance, (d) Type of assistance, (e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) TILE SPECIALISTS INC	SEE PART V	167,220	SEE PART V		No
(2) FIRST BUSEY CORP	SEE PART V	400,500	SEE PART V		No

Part V Supplemental Information

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

Identifier	Return Reference	Explanation
RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION	FORM 990, SCHEDULE L, PART IV, COLUMN B	* IMMEDIATE PAST CHAIR, MARTY SMITH, HAD MORE THAN A 5% OWNERSHIP IN TILE SPECIALISTS, INC * DONNA GREENE, BOARD MEMBER, IS A BOARD MEMBER OF BUSEY WEALTH MANAGEMENT, INC AND ITS WHOLLY-OWNED SUBSIDIARIES, BUSEY TRUST COMPANY AND BUSEY CAPITAL MANAGEMENT, INC (BUSEY WEALTH MANAGEMENT, INC IS A WHOLLY-OWNED SUBSIDIARY OF FIRST BUSEY CORPORATION) IN ADDITION, THE SPOUSE OF J HAYS, BOARD MEMBER, IS A BOARD MEMBER OF FIRST BUSEY CORPORATION THE CARLE FOUNDATION HAD TRANSACTIONS WITH THE FOLLOWING ORGANIZATIONS IN THE AMOUNTS NOTED BUSEY BANK OF \$17,947, BUSEY CAPITAL MANAGEMENT, INC OF \$86,433, AND BUSEY TRUST COMPANY OF \$296,121 FORM 990, SCHEDULE L, PART IV, COLUMN D -TILE SPECIALISTS INC VARIOUS COMMERCIAL FLOORING INSTALLATION AND REPAIRS -FIRST BUSEY CORPORATION CAPITAL MANAGEMENT SERVICES, EMPLOYEE RETIREMENT PLAN SERVICES, AND OTHER VARIOUS FINANCIAL SERVICES

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

2012

Open to Public Inspection

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.

Department of the Treasury
Internal Revenue Service

Name of the organization
The Carle Foundation

Employer identification number

37-0673465

Identifier	Return Reference	Explanation
FORM 990, SUPPLEMENTAL INFORMATION	FORM 990, PART VI, QUESTION 2	<p>-VICE CHAIRMAN OF BOARD, DONNA GREENE, AND TRUSTEE E. PHILLIPS KNOX HAD A BUSINESS RELATIONSHIP -VICE CHAIRMAN OF BOARD, DONNA GREENE, AND TRUSTEE RICK STEPHENS HAD A BUSINESS RELATIONSHIP -TRUSTEE, RICK STEPHENS, HAD A BUSINESS RELATIONSHIP WITH VICE CHAIRMAN OF THE BOARD, DONNA GREENE AND TRUSTEE, JANE HAYS -Chair, Phillip Blankenburg, Vice Chair, Donna Greene, Secretary/Treasurer, Cora E. Musial, PhD, MD, Immediate Past Chair, Marty Smith, ex-officio, James C. Leonard, MD, and Trustees, Matthew Gibb, MD, J. Michael Martin and Paul Tender, MD had business relationships -Ex-officio, James C. Leonard, MD and R. Bruce Wellman, MD, and Trustee, J. Michael Martin had business relationships FORM 990, PART VI, QUESTION 4 ARTICLE IX - THE BY LAWS WERE AMENDED 9/20/12, PREVIOUS TO THE FILING OF THE PRIOR 990 TO REFLECT THE CHANGING FROM A FISCAL YEAR BASIS ENDING JUNE 30 TO A CALENDAR YEAR BASIS FORM 990, PART VI, QUESTION 11B THE FORM 990 WAS PREPARED BY STAFF AND AN EXTERNAL TAX ADVISOR AND REVIEWED BY MANAGEMENT PRIOR TO FILING THIS FORM 990, A FULL AND COMPLETE COPY WAS PROVIDED TO THE GOVERNING BODY BY POSTING TO THE ORGANIZATION'S DIRECTOR COMMUNICATION PORTAL ALSO BEFORE FILING, THE GOVERNING MEMBERS RECEIVED NOTIFICATION THAT THE FORM 990 WAS POSTED AND AVAILABLE FOR THEIR REVIEW AT THEIR DISCRETION, THE GOVERNING MEMBERS HAVE THE OPPORTUNITY TO CONTACT MANAGEMENT OR DISCUSS AND ADDRESS CONCERNS AT SUBSEQUENT BOARD MEETINGS FORM 990, PART VI, QUESTION 12C THE ORGANIZATION'S ESTABLISHED CONFLICT OF INTEREST POLICIES REQUIRE ANNUAL DISCLOSURE OF ACTUAL AND POTENTIAL CONFLICTS OF INTEREST FOR OFFICERS, DIRECTORS, TRUSTEES, MEMBERS OF BOARD COMMITTEES, ADMINISTRATIVE AND MANAGERIAL EMPLOYEES AS WELL AS ALL EMPLOYEES OF THE PURCHASING DEPARTMENT IF CIRCUMSTANCES CHANGE DURING THE COURSE OF A YEAR, INTERIM DISCLOSURE IS ALSO REQUIRED OF THE SAME INDIVIDUALS THE DISCLOSURES OF EMPLOYEES ARE REVIEWED INITIALLY BY THE HUMAN RESOURCES DEPARTMENT AND ANY IDENTIFIED CONFLICTS ARE REFERRED TO, AND ADDRESSED BY, THE ORGANIZATION'S INTERNAL LEGAL COUNSEL AND/OR CORPORATE INTEGRITY OFFICER THE DISCLOSURES OF TRUSTEES AND MEMBERS OF BOARD COMMITTEES ARE REVIEWED BY THE CHAIR OF THE BOARD THE ENTIRE BOARD ABSENT THE SUBJECT TRUSTEE OR COMMITTEE MEMBER DETERMINES WHETHER A CONFLICT EXISTS TRUSTEES AND/OR BOARD COMMITTEE MEMBERS WITH IDENTIFIED CONFLICTS ARE REQUIRED TO RECUSE THEMSELVES FROM VOTING ON MATTERS RELATED TO THEIR CONFLICTS THE ORGANIZATION ALSO MAINTAINS PURCHASING POLICIES REQUIRING COUNTER SIGNATURES TO FURTHER MINIMIZE THE RISK ASSOCIATED WITH CONFLICTS OF INTEREST FORM 990, PART VI, QUESTIONS 15A & 15B THE BOARD OF TRUSTEES OF THE CARLE FOUNDATION, THROUGH ITS COMPENSATION COMMITTEE COMPRISED OF INDEPENDENT MEMBERS FREE OF CONFLICT, ANNUALLY REVIEWS EXECUTIVE COMPENSATION LEVELS AND ESTABLISHES APPROPRIATE SALARY RANGES AND OTHER FEATURES OF THE COMPENSATION PLAN IN ACCORDANCE WITH THE ORGANIZATION'S APPROVED COMPENSATION PHILOSOPHY AND STRATEGY -THE COMMITTEE IS COMPRISED OF MEMBERS OF THE BOARD OF TRUSTEES, WHO ARE INDEPENDENT OF THE CARLE FOUNDATION MANAGEMENT, HAVE NO PERSONAL INTEREST IN THE COMPENSATION ARRANGEMENTS, ARE NOT RELATED TO, OR UNDER THE CONTROL OF ANY INDIVIDUAL WHOSE COMPENSATION ARRANGEMENT IS BEING REVIEWED, AND HAVE NO MATERIAL BUSINESS RELATIONSHIP WITH THE CARLE FOUNDATION -THE CHIEF EXECUTIVE OFFICER'S COMPENSATION IS DETERMINED BY THE COMPENSATION COMMITTEE IN RELATION TO APPROPRIATE COMPARABILITY DATA COMPENSATION FOR OTHER MEMBERS OF THE EXECUTIVE STAFF IS DEVELOPED BY THE CEO, EVALUATED AGAINST MARKET DATA, AND REVIEWED AND APPROVED BY THE COMMITTEE -THE COMMITTEE APPROVES ALL COMPENSATION DECISIONS IN ADVANCE OF THEIR IMPLEMENTATION AND DOCUMENTS ITS DETERMINATIONS AND DISCUSSIONS -THE COMPENSATION COMMITTEE USES A NUMBER OF EXTERNAL RESOURCES AND COMPARISONS, AND ITS ANALYSIS INCLUDES TOTAL COMPENSATION (CASH COMPENSATION PLUS BENEFITS PROVIDED BY THE CARLE FOUNDATION) IN RELATION TO ORGANIZATIONAL PERFORMANCE AND PREVAILING INDUSTRY PRACTICES FOR LIKE RESPONSIBILITIES AT COMPARABLY-SIZED ORGANIZATIONS THE COMMITTEE HAS ENGAGED THE SERVICES OF A COMPENSATION CONSULTING FIRM SPECIALIZING IN THE NOT-FOR-PROFIT SECTOR WHICH HAS WORKED WITH THE CARLE FOUNDATION AND REPORTS DIRECTLY TO THE COMPENSATION COMMITTEE FORM 990, PART VI, QUESTIONS 18 & 19 THE CARLE FOUNDATION PUBLISHES THROUGH WWW.DACBOND.COM ITS QUARTERLY UNAUDITED FINANCIAL STATEMENTS, ANNUAL AUDITED FINANCIAL STATEMENTS, A MANAGEMENT'S DISCUSSION & ANALYSIS TO ACCOMPANY THE FINANCIAL STATEMENTS, AND AN ANNUAL REPORT OF CERTAIN OPERATING AND FINANCIAL INFORMATION ADDITIONALLY, OFFICIAL STATEMENTS FOR OUTSTANDING MUNICIPAL BOND ISSUES FOR WHICH THE CARLE FOUNDATION IS OBLIGATED ARE AVAILABLE AT THIS WEBSITE THESE DOCUMENTS INCLUDE EXTENSIVE INFORMATION ABOUT THE ORGANIZATION'S HEALTH CARE DELIVERY SYSTEM MODEL, RECENT HIGHLIGHTS/ACCOMPLISHMENTS, GOVERNANCE AND ADMINISTRATION, STRATEGIC PLAN, FACILITIES, CLINICAL PROGRAMS, MEDICAL STAFF, SERVICE AREA, COMPETITIVE ENVIRONMENT, DEMOGRAPHIC DATA, UTILIZATION STATISTICS, SUMMARY FINANCIAL INFORMATION, ACADEMIC AFFILIATIONS AND EDUCATIONAL PROGRAMS, MEDICAL RESEARCH, ACCREDITATIONS, AND ITS EMPLOYEES THIS INFORMATION IS AVAILABLE AT NO CHARGE TO THOSE WHO REGISTER AT THE WWW.DACBOND.COM WEBSITE IN ADDITION, THE FORM 990S OF THE ORGANIZATION'S FILING ENTITIES ARE AVAILABLE THROUGH DACBOND A COMMUNITY BENEFIT REPORT IS ALSO PUBLISHED AND DISTRIBUTED ANNUALLY TO THE COMMUNITY QUARTERLY FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST DELIVERED TO THE ORGANIZATION'S ADMINISTRATIVE OFFICES THE ORGANIZATION'S GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICIES ARE ALSO AVAILABLE UPON REQUEST TO THE ORGANIZATION'S ADMINISTRATIVE OFFICES FORM 990, PART VII, SECTION A, COLUMN B THE AVERAGE ESTIMATED HOURS PER WEEK LISTED FOR THE REPORTING ORGANIZATION AND RELATED ORGANIZATIONS ARE BASED ON A STANDARD 40 HOUR WEEK MEMBERS MAY FREQUENTLY DEVOTE MORE THAN 40 HOURS OF SERVICE TO THE ENTIRE ORGANIZATION DURING AN AVERAGE WEEK FORM 990, PART XI, LINE 9 OTHER CHANGES IN NET ASSETS INCLUDE \$63,272,108 THE CARLE FOUNDATION SETTLED VARIOUS INTERCOMPANY RECEIVABLE/PAYABLE BALANCES THROUGH EQUAL OFFSETTING EQUITY TRANSFERS THE INTERCOMPANY RECEIVABLE/PAYABLE BALANCE RESULTED FROM THE NORMAL COURSE OF OPERATIONS AND WERE PRIMARILY ATTRIBUTABLE TO CENTRALIZED CASH MANAGEMENT AND DISBURSEMENT ACTIVITIES THESE INTERCOMPANY RECEIVABLE/PAYABLE SETTLEMENTS HELPED PROVIDE SUPPLEMENTAL FUNDING FOR CERTAIN RELATED ORGANIZATIONS TO FURTHER THEIR EXEMPT PURPOSES, K-1 INVESTMENT INCOME (\$158,062) FORM 990, PART XII, #2A,B,C AND PART IV, #12 THE FINANCIAL STATEMENTS FOR THE CARLE FOUNDATION WERE AUDITED ON A CONSOLIDATED BASIS THE CARLE FOUNDATION DOES HAVE AN AUDIT COMMITTEE CONSISTING OF MEMBERS OF THE GOVERNING BOARD AND THE CHIEF FINANCIAL OFFICER WHO TOGETHER ASSUME RESPONSIBILITY FOR OVERSIGHT OF THE REVIEW AND AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT</p>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

**Open to Public
Inspection**

▶ **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.**

Department of the Treasury
Internal Revenue Service

Name of the organization
The Carle Foundation

Employer identification number

37-0673465

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
(1) THE CARLE FOUNDATION HOSPITAL 611 W PARK ST URBANA, IL 61801 37-1119538	HOSPITAL SERV	IL	501(C)(3)	3	TCF	Yes	
(2) THE CARLE DEVELOPMENT FOUNDATION 611 W PARK ST URBANA, IL 61801 37-1159978	FUNDRAISING	IL	501(C)(3)	7	TCF	Yes	
(3) CARLE HEALTH CARE INCORPORATED 611 W PARK ST URBANA, IL 61801 37-1140016	VAR SVCS	IL	501(C)(3)	9	TCF	Yes	
(4) CARLE RETIREMENT CENTERS INC 611 W PARK ST URBANA, IL 61801 37-1160033	RTRMT LIVING	IL	501(C)(3)	9	TCF	Yes	
(5) CARLE COMMUNITY HEALTH CORPORATION 611 W PARK ST URBANA, IL 61801 36-4458371	FDN MISSION	IL	501(C)(3)	11A, TYPE 1	TCDF	Yes	
(6) HOOPESTON COMMUNITY MEMORIAL HOSPITAL 701 E ORANGE ST HOOPESTON, IL 609421801 36-3637465	HOSPITAL SVCS	IL	501(C)(3)	3	TCF	Yes	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(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	

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
See Additional Data Table									

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	Yes	
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l	Yes	
1m	Yes	
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			

Software ID:
Software Version:
EIN: 37-0673465
Name: The Carle Foundation

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation
SCHEDULE R, SUPPLEMENTAL INFORMATION	Part II, Line 3 Carle Health Care Incorporated	Carle Health Care Incorporated's primary activities include Emergency Transport, Day Care, and Physician Services

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(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
HEALTH SYSTEMS INSURANCE LIMITED GOVERNORS SQ 2ND FL BLDG 3 GRAND CAYMAN KY1-1102 CJ	INSURANCE	CJ	TCF	C-CORP	4,127,946	131,172,695	100 000 %	Yes	
CARLE HOLDING COMPANY INC 611 W PARK ST URBANA, IL 61801 37-1188284	HOLDING COMPANY	IL	TCF	C-CORP	0	345,570,339	100 000 %	Yes	
HEALTH ALLIANCE MEDICAL PLANS INC 301 S VINE ST URBANA, IL 61801 37-1260731	HEALTH COVERAGE	IL	CHCI	C-CORP	91,508,928	634,257,461	100 000 %	Yes	
HEALTH ALLIANCE-MIDWEST INC 301 S VINE ST URBANA, IL 61801 37-1354502	HEALTH COVERAGE	IL	HAMPI	C-CORP			100 000 %	Yes	
HEALTH CARE HORIZONS OF ILLINOIS INC 209 WRB GARRETT DR PEORIA, IL 61605 37-1394924	INSURANCE TPA	IL	HAMPI	C-CORP			100 000 %	Yes	
HCH ADMINISTRATION INC 209 WRB GARRETT DR PEORIA, IL 61605 37-1119685	INSURANCE ADMIN	IL	HCHII	C-CORP			100 000 %	Yes	
HCH ADMINISTRATION INC 111 LOMAS BLVD SUITE 122 ALBUQUERQUE, NM 87102 85-0391732	INSURANCE ADMIN	NM	HCHAI	C-CORP			100 000 %	Yes	
CARLE RISK MANAGEMENT CO 611 W PARK ST URBANA, IL 61801 37-1217973	RISK MANAGEMENT	IL	TCF	C-CORP	1,245,463	53,680	100 000 %	Yes	
EVALIDATA INC 611 W PARK ST URBANA, IL 61880 46-2022658	PHYS CREDENTIALNG	IL	TCF	C-CORP	10,467	8,443	100 000 %	Yes	

--> **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
THE CARLE FOUNDATION HOSPITAL	A	28,390,839	COST
CARLE HEALTH CARE INCORPORATED	A	15,661,568	COST
CARLE RISK MANAGEMENT COMPANY	A	59,945	COST
THE CARLE FOUNDATION HOSPITAL	B	278,340	FMV
THE CARLE FOUNDATION HOSPITAL	L	418,810	COST
HEALTH ALLIANCE MEDICAL PLANS INC	L	607,598	COST
CARLE HEALTH CARE INCORPORATED	M	287,214	COST
CARLE RISK MANAGEMENT COMPANY	P	1,245,463	COST
THE CARLE FOUNDATION HOSPITAL	Q	63,088,079	COST
CARLE HEALTH CARE INCORPORATED	Q	62,083,938	COST
CARLE RETIREMENT CENTERS INC	Q	581,637	COST
HEALTH ALLIANCE MEDICAL PLANS INC	Q	346,897	COST
CARLE RISK MANAGEMENT COMPANY	Q	93,185	COST
HEALTH SYSTEMS INSURANCE LIMITED	Q	64,981	COST