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Form 990 Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 <div>2012</div>
	The organization may have to use a copy of this return to satisfy state reporting requirements	Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 06-01-2012 , 2012, and ending 05-31-2013

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 BRYAN HEALTH		D Employer identification number 36-3414823
	Doing Business As		
	Number and street (or P O box if mail is not delivered to street address) 1600 SOUTH 48TH STREET	Room/suite	E Telephone number (402) 481-3190
	City or town, state or country, and ZIP + 4 LINCOLN, NE 685061299		G Gross receipts \$ 800,757
	F Name and address of principal officer RUSSELL GRONEWOLD 1600 SOUTH 48TH STREET LINCOLN, NE 685061299		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)




I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () <input type="checkbox"/> (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number <input type="text"/>	
J Website: <input type="text"/> WWW.BRYANHEALTH.ORG			
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other <input type="text"/>		L Year of formation 1985	M State of legal domicile NE

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities BRYAN HEALTH'S MISSION IS TO ADVANCE THE HEALTH OF INDIVIDUALS IN OUR REGION THROUGH COLLABORATION WITH PHYSICIANS AND COMMUNITIES		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	16
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	14
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	174
	6 Total number of volunteers (estimate if necessary)	6	15
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
7b Net unrelated business taxable income from Form 990-T, line 34	7b		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 53,859	Current Year 37,686
	9 Program service revenue (Part VIII, line 2g)	26,000	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,381	-562
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	407,475	723,765
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	488,715	760,889
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	16,000
14 Benefits paid to or for members (Part IX, column (A), line 4)		0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)		16,315,127	18,393,064
16a Professional fundraising fees (Part IX, column (A), line 11e)		0	0
b Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 0			
17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)		-15,667,852	-16,374,609
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)		663,275	2,018,991
19 Revenue less expenses Subtract line 18 from line 12		-174,560	-1,258,102
Net Assets or Fund Balances		Beginning of Current Year	
	20 Total assets (Part X, line 16)	13,797,593	12,696,144
	21 Total liabilities (Part X, line 26)	11,800,811	9,816,951
	22 Net assets or fund balances Subtract line 21 from line 20	1,996,782	2,879,193

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			2014-04-10 Date	
	RUSSELL GRONEWOLD VP-FINANCE & CFO Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name John Woodhull		Preparer's signature		Date
	Check <input type="checkbox"/> if self-employed			PTIN P01305268	
	Firm's name  CROWE HORWATH LLP			Firm's EIN 	
	Firm's address  70 West Madison Street Suite 700 Chicago, IL 606024903			Phone no (312) 899-7000	

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

1

Briefly describe the organization’s mission

BRYAN HEALTH'S MISSION IS TO ADVANCE THE HEALTH OF INDIVIDUALS IN OUR REGION THROUGH COLLABORATION WITH PHYSICIANS AND COMMUNITIES

2

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

If “Yes,” describe these new services on Schedule O

3

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

If “Yes,” describe these changes on Schedule O

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 \$ 17,720,920 including grants of \$ 536) (Revenue \$ 0)

BRYAN HEALTH, LOCATED IN LINCOLN NEBRASKA, IS A NON-PROFIT, TAX-EXEMPT SUPPORTING ORGANIZATION WHICH PROVIDES STRATEGIC PLANNING, HUMAN RESOURCES, FINANCIAL MANAGEMENT, INFORMATION TECHNOLOGY, AND OTHER SERVICES TO THE AFFILIATES OF THE BRYAN HEALTH SYSTEM ("SYSTEM") THE SYSTEM CONSISTS OF THREE ACUTE-CARE HOSPITALS, NUMEROUS OUTPATIENT CLINICS, A MEDICAL COLLEGE, AN URGENT CARE CENTER, A REHABILITATION CLINIC, A HEALTH AND WELLNESS FACILITY, AND A FOUNDATION PREMIER MEDICAL SERVICES PROVIDED INCLUDE CARDIOLOGY, NEUROSCIENCE, WOMEN'S AND CHILDREN'S HEALTH, ORTHOPEDICS, VASCULAR, TRAUMA, EMERGENCY CENTERS, INTENSIVE CARE, MENTAL HEALTH, IMAGING AND DIAGNOSTICS, GASTROENTEROLOGY, ONCOLOGY, UROLOGY, NEPHROLOGY, PULMONARY, GENERAL MEDICINE AND SURGERY AND OTHER HEALTH CARE SERVICES THAT FURTHER ADVANCE THE HEALTH OF THE INDIVIDUALS WE SERVE THE SYSTEM IS COMMITTED TO OFFERING ACCESS TO QUALITY HEALTH CARE, INCLUDING PROVIDING FREE OR DISCOUNTED HEALTH CARE TO THE UNINSURED AND UNDERINSURED POPULATION, AND PERSONS COVERED BY GOVERNMENT SPONSORED HEALTH CARE PROGRAMS

4b

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

4c

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

4d

Other program services (Describe in Schedule O)









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

4e

Total program service expenses 17,720,920

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

Part V

Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	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.		
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).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		No
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
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)?		No
b	If "Yes," enter the name of the foreign country: _____ 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?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
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?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	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?		No
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
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?		No
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
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.		
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.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to 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	16	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
1b	Enter the number of voting members included in line 1a, above, who are independent	14	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	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?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	Yes
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	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?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	8a	Yes
8b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	NE
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization	RUSSELL GRONEWOLD 1600 SOUTH 48TH STREET LINCOLN, NE (402) 481-3190

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) GENE BRAKE CHAIRPERSON	1 00 2 00	X		X				0	0	0
(2) JOHN WOODRICH CHIEF OPERATING OFFICER	1 00 69 00	X		X				0	541,829	37,906
(3) KIMBERLY RUSSEL PRESIDENT & CEO	35 00 36 00	X		X				1,072,081	0	31,245
(4) ROSS WILCOX TREASURER	1 00 0	X		X				0	0	0
(5) STEVE ERWIN VICE CHAIRPERSON	1 00 0	X		X				0	0	0
(6) TIMOTHY LIESKE MD SECRETARY	1 00 1 00	X		X				0	0	0
(7) ANDREW HOVE JR TRUSTEE	1 00 0	X						1,245	0	0
(8) COLLYN FLORENDO TRUSTEE, RESIGNED 11/30/12	1 00 1 00	X						0	0	0
(9) DAVID DYKE MD TRUSTEE	1 00 1 00	X						0	0	0
(10) DONDE PLOWMAN PHD TRUSTEE	1 00 0	X						0	0	0
(11) GENE STOHS MD TRUSTEE	1 00 2 00	X						0	0	0
(12) JACK HUCK TRUSTEE	1 00 1 00	X						902	0	0
(13) JAMES STANGE TRUSTEE	1 00 1 00	X						0	0	0
(14) JON HINRICHS MD TRUSTEE	1 00 1 00	X						824	0	0
(15) MICHAEL MINNICK TRUSTEE	1 00 0	X						0	0	0
(16) PREM PAUL PHD TRUSTEE	1 00 0	X						0	0	0
(17) WILLIAM LESTER TRUSTEE	1 00 0	X						0	0	0

Part VII

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) RUSSELL GRONEWOLD	30 00			X				521,047	0	37,802
VP FINANCE & CFO	30 00									
(19) GEORGE CARR	60 00				X			355,760	0	36,471
CHIEF INFORMATION OFFICER	0									
(20) JAN GARVIN	60 00				X			380,063	0	22,263
VP-HUMAN RESOURCES	0									
(21) KENNETH FOSTER	59 00				X			303,360	0	40,244
VP REGIONAL DEVEL & STRATEGIC PLANNING	1 00									
(22) ROBERT RAVENSCROFT	44 00				X			390,198	0	39,672
VP ADVANCEMENT & CDO	16 00									
(23) JOSEPH LOUDON	50 00					X		128,334	0	31,502
LEGAL & COMPLIANCE OFFICER	0									
(24) KEVIN JONES	50 00					X		141,105	0	29,777
FINANCE DIRECTOR	0									
(25) MATT REIMER	50 00					X		153,651	0	34,944
CONTROLLER	0									
(26) PHIL JOY	50 00					X		123,344	0	28,730
TECHNICAL SERVICES MANAGER	0									
(27) REBECCA OLSON	50 00					X		133,507	0	37,729
BENEFITS DIRECTOR	0									
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								3,705,421	541,829	408,285

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▶17

	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>		No
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	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>		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
INFOR GLOBAL SOLUTIONS NW 7418 PO BOX 1450 MINNEAPOLIS MN 55485	SOFTWARE SUPPORT	433,634
VITAL SUPPORT SYSTEMS 11191 AURORA AVE NO 4 URBANDALE IA 50322	SOFTWARE SUPPORT	423,108
MICROSOFT LICENSING GP 1950 N STEMMONS FWY STE 5010 DALLAS TX 75207	SOFTWARE SUPPORT	409,368
SIRIUS COMPUTER SOLUTION PO BOX 202289 DALLAS TX 75320	SOFTWARE SUPPORT	397,059
STUDER GROUP 913 GULF BREEZE PARKWAY SUITE 6 GULF BREEZE FL 32561	HEALTHCARE CONSULT	326,615

2

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

Part VIII

Statement of Revenue

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	6,752		
	d	Related organizations	1d	25,817		
	e	Government grants (contributions)	1e			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	5,117		
	g	Noncash contributions included in lines 1a-1f \$		1,537		
	h	Total. Add lines 1a-1f		37,686		
Program Service Revenue	2a	Business Code	0			
	b		0			
	c		0			
	d		0			
	e		0			
	f	All other program service revenue	0	0	0	0
	g	Total. Add lines 2a-2f	0			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	0		
4		Income from investment of tax-exempt bond proceeds . . .	0			
5		Royalties	0			
6a		Gross rents				
b		Less rental expenses				
c		Rental income or (loss)	0	0		
d		Net rental income or (loss)	0			
7a		Gross amount from sales of assets other than inventory	12,569			
b		Less cost or other basis and sales expenses	13,131			
c		Gain or (loss)	0	-562		
d		Net gain or (loss)	-562			-562
8a		Gross income from fundraising events (not including \$ 6,752 of contributions reported on line 1c) See Part IV, line 18				
a			25,945			
b		Less direct expenses	b	26,737		
c		Net income or (loss) from fundraising events . . .	-792			-792
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	ELECTRONIC PAYMENT REBATES	900099	200,402			200,402
b	HOSPITAL SUPPORT SERVICES	900099	178,317			178,317
c	PHYSICIAN RECRUITMENT SERVICES	900099	141,241			141,241
d	All other revenue		204,597	0	0	204,597
e	Total. Add lines 11a-11d		724,557			
12	Total revenue. See Instructions		760,889	0	0	723,203

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.	536	536		
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.	3,314,983		3,314,983	
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.	9,731,984	7,363,940	2,368,044	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	1,912,234	1,446,938	465,296	
9	Other employee benefits.	2,612,135	1,976,535	635,600	
10	Payroll taxes.	821,728	621,780	199,948	
11	Fees for services (non-employees):				
a	Management.	0			
b	Legal.	321,890		321,890	
c	Accounting.	190,536		190,536	
d	Lobbying.	37,907		37,907	
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees.	0			
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	1,753,904	1,327,133	426,771	0
12	Advertising and promotion.	371,476		371,476	
13	Office expenses.	991,967	750,596	241,371	
14	Information technology.	2,785,302	2,107,566	677,736	
15	Royalties.	0			
16	Occupancy.	0			
17	Travel.	142,325	107,694	34,631	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	196,072	148,363	47,709	
20	Interest.	0			
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	1,878,167	1,421,160	457,007	
23	Insurance.	227,960	172,492	55,468	
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	CORPORATE COST ALLOCATION	-26,060,295		-26,060,295	
b	TAXES (PERSONAL PROPERTY, SALES & USE)	270,112	6,802	263,310	
c	MEMBERSHIP DUES	155,722	6,582	149,140	
d	RECRUITMENT & RELOCATION	197,652	149,558	48,094	
e	All other expenses.	164,694	113,245	51,449	0
25	Total functional expenses. Add lines 1 through 24e.	2,018,991	17,720,920	-15,701,928	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).	0			

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		5,711,771	1	4,638,063
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		1,295,224	4	136,233
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			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			6	0
	7	Notes and loans receivable, net		2,333	7	4,333
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		1,444,074	9	1,589,274
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a16,820,799			
	b	Less accumulated depreciation	10b10,738,616	5,177,252	10c	6,082,183
	11	Investments—publicly traded securities			11	
	12	Investments—other securities See Part IV, line 11		166,939	12	246,058
	13	Investments—program-related See Part IV, line 11		0	13	0
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		0	15	0
	16	Total assets. Add lines 1 through 15 (must equal line 34)		13,797,593	16	12,696,144
Liabilities	17	Accounts payable and accrued expenses		4,200,824	17	4,680,972
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	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			22	0
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		7,599,987	25	5,135,979
	26	Total liabilities. Add lines 17 through 25		11,800,811	26	9,816,951
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		1,996,782	27	2,879,193
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
	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		1,996,782	33	2,879,193
	34	Total liabilities and net assets/fund balances		13,797,593	34	12,696,144

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	760,889
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,018,991
3	Revenue less expenses Subtract line 2 from line 1	3	-1,258,102
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,996,782
5	Net unrealized gains (losses) on investments	5	
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	2,140,513
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	2,879,193

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		

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization

BRYAN HEALTH

Employer identification number

36-3414823

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									0

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

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2012

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 IIIPart 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 ▶						

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
DESCRIPTION OF SUPPORT PROVIDED TO SUPPORTED ORGANIZATIONS, SCHEDULE A, PART I, LINE 11H, BRYAN HEALTH PROVIDES ADMINISTRATIVE SERVICES TO BRYAN MEDICAL CENTER, CRETE AREA MEDICAL CENTER, BRYAN FOUNDATION, AND BRYAN PHYSICIAN NETWORK IN THE FORM OF STRATEGIC PLANNING, FINANCIAL MANAGEMENT, INFORMATION TECHNOLOGY, HUMAN RESOURCES AND OTHER SERVICES ,

Additional Data

Software ID: 12000266
Software Version: v2012.1.0
EIN: 36-3414823
Name: BRYAN HEALTH

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	
BRYAN MEDICAL CENTER	470376552	3	Yes		Yes		Yes		0
CRETE AREA MEDICAL CENTER	470841285	3	Yes		Yes		Yes		0
BRYAN FOUNDATION	237005720	7	Yes		Yes		Yes		0
BRYAN PHYSICIAN NETWORK	201357375	9	Yes		Yes		Yes		0

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

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

OMB No 1545-0047

2012

Open to Public Inspection

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

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

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

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

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

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

Name of the organization BRYAN HEALTH	Employer identification number 36-3414823
--	--

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

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

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

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No
4a	Was a correction made?	<input type="checkbox"/> Yes <input type="checkbox"/> No
b	If “Yes,” describe in Part IV	

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

1	Enter the amount directly expended by the filing organization for section 527 exempt function activities	▶ \$
2	Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities	▶ \$
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b	▶ \$
4	Did the filing organization file Form 1120-POL for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization’s funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV	

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

Part II-A

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

- A
- Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B
- Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)															
d Other exempt purpose expenditures															
e Total exempt purpose expenditures (add lines 1c and 1d)															
f Lobbying nontaxable amount Enter the amount from the following table in both columns															
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)															
h Subtract line 1g from line 1a If zero or less, enter -0-															
i Subtract line 1f from line 1c If zero or less, enter -0-															
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes	<input type="checkbox"/> No												

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

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

Part II-B

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

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?		No	
e	Publications, or published or broadcast statements?		No	
f	Grants to other organizations for lobbying purposes?	Yes		37,907
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		0
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i	Other activities?		No	
j	Total. Add lines 1c through 1i.			37,907
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
Description of the activities reported on Lines 1a through 1i.	Schedule C, Part II-B, Line 1	BRYAN HEALTH PAID THE DUES FOR BRYAN MEDICAL CENTER AND CRETE AREA MEDICAL CENTER TO BE MEMBERS OF THE AMERICAN HOSPITAL ASSOCIATION (AHA) DURING THE CURRENT YEAR THE REPORTING ORGANIZATION MADE PAYMENTS FOR MEMBERSHIP DUES TO THE AHA IN THE AMOUNT OF \$61,816 THE AHA REPORTED THAT 24.6% OF DUES PAID, OR \$15,207, WAS USED FOR LOBBYING ACTIVITIES. IN ADDITION, \$22,700 WAS PAID TO CUTSHALL & NOWKA THE FIRM WAS RETAINED TO ASSIST THE HEALTH SYSTEM IN REVIEWING AND INTERPRETING VARIOUS PROPOSED HEALTHCARE RELATED BILLS BEFORE THE NEBRASKA STATE LEGISLATURE.
DIRECT CONTACT WITH LEGISLATORS, THEIR STAFFS, AND/OR GOVERNMENT OFFICIALS	SCHEDULE C, PART II-B, LINE 1G	ON VARIOUS OCCASIONS THROUGHOUT THE YEAR, THE CEO MET WITH STATE AND LOCAL LEGISLATORS TO DISCUSS ISSUES RELATED TO HEALTHCARE. WHILE SOME RELATED TO HEALTHCARE REFORM, OTHER ISSUES DISCUSSED INCLUDED MEETING THE NEEDS OF INDIGENT/UNINSURED AND UNDERINSURED PATIENTS, AS WELL AS THE ONGOING NEED FOR HEALTH SERVICES INCLUDING MENTAL HEALTH SERVICES FOR THE COMMUNITY.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization BRYAN HEALTH	Employer identification number 36-3414823
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Part I

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

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

Part II

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

1

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

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

2

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

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

3

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

4

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

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes☐ No

6

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

7

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

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes☐ No

9

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

Part III

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

1a

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

b

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

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

▶\$ _____

(ii) Assets included in Form 990, Part X

▶\$ _____

2

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

a

Revenues included in Form 990, Part VIII, line 1

▶\$ _____

b

Assets included in Form 990, Part X

▶\$ _____

Part III

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

3

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

a

☐ Public exhibition

d

☐ Loan or exchange programs

b

☐ Scholarly research

e

☐ Other

c

☐ Preservation for future generations

4

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

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

☐

Part V

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

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

2

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

a

Board designated or quasi-endowment

b

Permanent endowment

c

Temporarily restricted endowment

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

3a

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

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

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

3b

Yes

No

4

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

Part VI

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

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a	Land			0
b	Buildings			0
c	Leasehold improvements			0
d	Equipment	16,820,799	10,738,616	6,082,183
e	Other			0
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				6,082,183

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
FIN 48 (ASC 740) footnote	Schedule D, Part X, Line 2	BRYAN HEALTH FOLLOWS THE PROVISIONS OF ASC 740, INCOME TAXES. THERE WERE NO UNCERTAIN TAX BENEFITS IDENTIFIED AND RECORDED AS A LIABILITY UPON THE ADOPTION OF ASC 740 OR AT MAY 31, 2013 AND 2012. BRYAN HEALTH DOES NOT EXPECT THE TOTAL AMOUNT OF UNRECOGNIZED TAX BENEFITS TO SIGNIFICANTLY CHANGE IN THE NEXT 12 MONTHS.

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		ROAD RACE (event type)	NONE (event type)	0 (total number)	(add col (a) through col (c))
Revenue	1	Gross receipts	29,332		29,332
	2	Less Contributions . . .	6,252		6,252
	3	Gross income (line 1 minus line 2)	23,080	0	23,080
Direct Expenses	4	Cash prizes	0		0
	5	Noncash prizes . . .	1,252		1,252
	6	Rent/facility costs . . .	8,155		8,155
	7	Food and beverages .	1,533		1,533
	8	Entertainment	3,596		3,596
	9	Other direct expenses .	10,007		10,007
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			
	11	Net income summary Combine line 3, column (d), and line 10 ▶			
					(24,543)
					-1,463

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses . . .			
Direct Expenses	6	Volunteer labor			
	7	Direct expense summary Add lines 2 through 5 in column (d) ▶			
	8	Net gaming income summary Combine lines 1 and 7 in column (d) ▶			

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

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

b If "No," explain _____

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

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

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

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a	
b An outside facility	13b	

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

Name 

Address 

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

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

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

Name 

Address 

16 Gaming manager information

Name 

Gaming manager compensation  \$

Description of services provided 

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

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

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

Identifier	Return Reference	Explanation
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Schedule J (Form 990) <div>Department of the Treasury Internal Revenue Service</div>	<div>Compensation Information</div> <div>For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees</div> <div>▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.</div> <div>▶ Attach to Form 990. ▶ See separate instructions.</div>	OMB No 1545-0047
		2012
		Open to Public Inspection

Name of the organization BRYAN HEALTH	Employer identification number 36-3414823
--	--

Part I	Questions Regarding Compensation		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <div><div><input type="checkbox"/> First-class or charter travel</div><div><input checked="" type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div><div><input checked="" type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input checked="" type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>			
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	1b	Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes	
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. <div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>			
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: <div><div>a Receive a severance payment or change-of-control payment?</div><div>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div><div>c Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III	4a		No
		4b	Yes	
		4c		No
5	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9. For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: <div><div>a The organization?</div><div>b Any related organization?</div></div> If "Yes," to line 5a or 5b, describe in Part III	5a		No
		5b		No
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: <div><div>a The organization?</div><div>b Any related organization?</div></div> If "Yes," to line 6a or 6b, describe in Part III	6a		No
		6b		No
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	Yes	
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

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
Travel for companions	Schedule J, Part I, Line 1a	FIFTEEN OF THE SEVENTEEN MEMBERS OF THE BOARD OF TRUSTEES ARE INDEPENDENT COMMUNITY MEMBERS WHO ARE VOLUNTEER BOARD MEMBERS, AND DO NOT RECEIVE ANY COMPENSATION FOR THEIR TIME AND DUTIES AS MEMBERS OF THE BOARD OF TRUSTEES. RESPONSIBILITIES OF TRUSTEES ARE COMPLEX, AND EFFECTIVE GOVERNANCE DEPENDS UPON HAVING BOARD MEMBERS THAT ARE WELL EDUCATED ABOUT ALL ASPECTS OF HEALTH CARE AND HEALTH CARE GOVERNANCE. BRYAN HEALTH ENCOURAGES ONGOING EDUCATION OF ITS TRUSTEES BY PROVIDING REIMBURSEMENT FOR REASONABLE TRAVEL EXPENSES THAT FURTHER THE MISSION OF BRYAN HEALTH. REIMBURSEMENT FOR COMPANIONS OF VOLUNTEER TRUSTEES IS LIMITED BY THE BOARD OF TRUSTEES' TRAVEL POLICY TO AIR TRAVEL AT THE COACH LEVEL. ALL TRAVEL OF COMPANIONS IS APPROVED IN ADVANCE BY THE CHIEF EXECUTIVE OFFICER, AND SUBSTANTIATION OF ALL TRAVEL-RELATED EXPENSES IS REQUIRED BEFORE PAYMENT. THIS BENEFIT IS TREATED AS TAXABLE COMPENSATION TO THE TRUSTEES.
Housing allowance or residence for personal use	Schedule J, Part I, Line 1a	BRYAN HEALTH MAY OFFER A TEMPORARY HOUSING ALLOWANCE, AS PART OF AN EMPLOYMENT AGREEMENT, FOR CERTAIN MANAGEMENT POSITIONS AND PHYSICIANS WHO ARE NEWLY-HIRED EMPLOYEES. THE AMOUNT AND DURATION WILL BE STATED IN THE AGREEMENT. THIS BENEFIT IS TREATED AS TAXABLE COMPENSATION TO THE EMPLOYEE. ONE PERSON LISTED IN FORM 990, PART VII, SECTION A, RECEIVED THIS BENEFIT DURING THE TAX YEAR.
Health or social club dues or initiation fees	Schedule J, Part I, Line 1a	THE ORGANIZATION PROVIDES SOCIAL CLUB MEMBERSHIPS FOR SELECT EMPLOYEES IF THERE IS A BUSINESS NEED FOR THE MEMBERSHIP. THE PERSONAL USE PORTION OF THE CLUB MEMBERSHIP IS TREATED AS TAXABLE COMPENSATION TO THE EMPLOYEE. THE ORGANIZATION REQUIRES SUBSTANTIATION OF ALL BUSINESS-USE EXPENSES. TWO PEOPLE LISTED IN FORM 990, PART VII, SECTION A, RECEIVED THIS BENEFIT DURING THE TAX YEAR.
CEO/EXECUTIVE COMPENSATION	SCHEDULE J, PART I, LINE 3	BRYAN HEALTH'S BOARD OF TRUSTEES BELIEVES COMPENSATION FOR THE SENIOR MANAGEMENT TEAM MUST REFLECT THE COMPLEXITIES OF LEADING AND MANAGING A MULTI-HOSPITAL HEALTH SYSTEM THAT PROVIDES SERVICES THROUGHOUT MUCH OF THE STATE. RECOGNIZING THAT ITS LEADERS ARE RESPONSIBLE FOR THE QUALITY OF CARE, PATIENT SERVICES AND OVERALL FINANCIAL HEALTH OF THE LARGEST PRIVATE EMPLOYER IN LINCOLN/LANCASTER COUNTY, BRYAN HEALTH'S BOARD HAS ESTABLISHED A COMPENSATION PLAN THAT MATCHES THIS LEVEL OF RESPONSIBILITY. THIS PLAN, KNOWN AS THE SENIOR MANAGEMENT COMPENSATION PHILOSOPHY, IS REVIEWED AT LEAST ANNUALLY BY BRYAN HEALTH'S COMPENSATION COMMITTEE. THIS COMPENSATION PHILOSOPHY TARGETS BASE SALARY FOR SENIOR MANAGERS AT THE 50TH PERCENTILE OF THE MARKET. THE COMPENSATION COMMITTEE IS APPOINTED BY BRYAN HEALTH'S BOARD OF TRUSTEES AND IS MADE UP OF INDEPENDENT COMMUNITY LEADERS WHO ALL SERVE VOLUNTARILY, AND WHO MUST ADHERE TO A STRINGENT CONFLICT-OF-INTEREST POLICY. EXECUTIVE COMPENSATION IS DETERMINED AND REVIEWED PURSUANT TO GUIDELINES OUTLINED IN THE INTERMEDIATE SANCTION RULES UNDER IRC SECTION 4958, INCLUDING TAKING STEPS TO MEET THE REBUTTABLE PRESUMPTION STANDARD OF REASONABLENESS UNDER TREASURY REGULATION SECTION 53.4958-6. THE COMPENSATION COMMITTEE CONDUCTS A COMPREHENSIVE ANNUAL REVIEW OF ALL COMPENSATION PROVIDED BY THE ORGANIZATION TO THE SENIOR MANAGEMENT TEAM. THIS REVIEW IS CONDUCTED BY THE COMMITTEE BY UTILIZING NATIONAL SALARY SURVEYS, CONDUCTED BY INDEPENDENT EXTERNAL FIRMS. COMPENSATION FOR SENIOR MANAGERS IS COMPARED TO COMPENSATION OF SENIOR MANAGERS AT LIKE INSTITUTIONS ACROSS THE U.S. TO DETERMINE THAT THE VALUE OF COMPENSATION PROVIDED IS REASONABLE AND AT FAIR MARKET VALUE. THE COMPENSATION COMMITTEE ALSO WORKS DIRECTLY WITH AN EXTERNAL INDEPENDENT COMPENSATION CONSULTANT TO REVIEW THE REASONABLENESS OF TOTAL COMPENSATION PROVIDED TO THE SENIOR MANAGEMENT TEAM, AND TO ASSURE THAT THE TOTAL COMPENSATION PAID CONFORMS TO THE OVERALL COMPENSATION PHILOSOPHY. THE COMPENSATION CONSULTANT PROVIDES WRITTEN OPINIONS TO THE COMPENSATION COMMITTEE THAT ASSESSES THE REASONABLENESS OF THE TOTAL EXECUTIVE COMPENSATION PAID TO SENIOR MANAGERS. THE ANNUAL COMPENSATION REVIEW PROCEDURE WAS COMPLETED BY THE COMPENSATION COMMITTEE ON AUGUST 9, 2012. ALL DECISIONS OF THE COMPENSATION COMMITTEE ARE CONTEMPORANEOUSLY DOCUMENTED IN THE COMPENSATION COMMITTEE MINUTES, WHICH ARE TIMELY REVIEWED AND APPROVED BY THE COMMITTEE.
Supplemental nonqualified retirement plan	Schedule J, Part I, Line 4b	IN ORDER TO ATTRACT AND RETAIN TALENTED, EXPERIENCED EXECUTIVES, BRYAN HEALTH OFFERS A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN TO ELIGIBLE EMPLOYEES. THE FOLLOWING PEOPLE LISTED IN FORM 990, PART VII, SECTION A, LINE 1A PARTICIPATED IN, OR RECEIVED A PAYMENT FROM, A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN DURING THE TAX YEAR: GEORGE CARR, \$61,331; KENNETH FOSTER, \$38,905; JAN GARVIN, 68,130; RUSSELL GRONEWOLD, \$95,262; ROBERT RAVENSCROFT, \$63,912; KIMBERLY RUSSEL, \$207,226; AND JOHN WOODRICH, \$111,939.
Non-fixed payments	Schedule J, Part I, Line 7	BRYAN HEALTH OFFERS A MARKET-COMPETITIVE INCENTIVE COMPENSATION PROGRAM FOR MEMBERS OF MANAGEMENT. INCENTIVE COMPENSATION IS BASED ON ACHIEVING OBJECTIVE ORGANIZATIONAL AND INDIVIDUAL GOALS. THE WEIGHTS ASSIGNED TO EACH GOAL MAY CHANGE ON AN ANNUAL BASIS.
COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES & KEY EMPLOYEES	SCHEDULE J, PART II	IN KEEPING WITH BRYAN HEALTH'S BELIEFS AND STANDARDS OF BEHAVIOR REGARDING STEWARDSHIP, NO BOARD MEMBER SERVING ON THIS ORGANIZATION'S BOARD IS COMPENSATED FOR THEIR SERVICES AS A BOARD MEMBER. COMPENSATION AMOUNTS REPORTED IN SCHEDULE J, PART II ARE FOR SERVICES PERFORMED AS EXECUTIVES OF BRYAN HEALTH AND BRYAN MEDICAL CENTER, AND NOT FOR SERVICES PERFORMED AS BOARD MEMBERS. COMPENSATION AMOUNTS REPORTED IN SCHEDULE J, PART II ARE BASED ON THE CALENDAR YEAR ENDED DECEMBER 31, 2012.

Software ID: 12000266
Software Version: v2012.1.0
EIN: 36-3414823
Name: BRYAN HEALTH

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				
GEORGE CARR	(i)	219,010	43,790	92,960	13,749	22,722	392,231	0
	(ii)	0	0	0	0	0	0	0
JAN GARVIN	(i)	236,605	45,901	97,557	13,750	8,513	402,326	0
	(ii)	0	0	0	0	0	0	0
JOHN WOODRICH	(i)	0	0	0	0	0	0	0
	(ii)	328,036	65,774	148,019	13,234	24,672	579,735	0
JOSEPH LOUDON	(i)	126,302	0	2,032	9,829	21,673	159,836	0
	(ii)	0	0	0	0	0	0	0
KENNETH FOSTER	(i)	212,786	26,083	64,491	21,250	18,994	343,604	0
	(ii)	0	0	0	0	0	0	0
KEVIN JONES	(i)	122,011	7,857	11,237	4,055	25,722	170,882	0
	(ii)	0	0	0	0	0	0	0
KIMBERLY RUSSEL	(i)	660,445	152,545	259,091	13,750	17,495	1,103,326	0
	(ii)	0	0	0	0	0	0	0
MATT REIMER	(i)	135,417	0	18,234	11,702	23,242	188,595	0
	(ii)	0	0	0	0	0	0	0
PHIL JOY	(i)	116,203	4,171	2,970	13,157	15,573	152,074	0
	(ii)	0	0	0	0	0	0	0
REBECCA OLSON	(i)	124,873	0	8,634	3,573	34,156	171,236	0
	(ii)	0	0	0	0	0	0	0
ROBERT RAVENSCROFT	(i)	256,979	37,658	95,561	13,750	25,922	429,870	0
	(ii)	0	0	0	0	0	0	0
RUSSELL GRONEWOLD	(i)	336,228	61,244	123,575	13,750	24,052	558,849	0
	(ii)	0	0	0	0	0	0	0

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ****Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.**
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2012**Open to Public
Inspection**Name of the organization
BRYAN HEALTH**Employer identification number**

36-3414823

Identifier	Return Reference	Explanation
Family/business relationships amongst interested persons	Form 990, Part VI, Section A, Line 2	STEVE ERWIN AND GENE BRAKE - BUSINESS RELATIONSHIP, STEVE ERWIN AND KENNETH FOSTER - BUSINESS RELATIONSHIP, STEVE ERWIN AND WILLIAM LESTER - BUSINESS RELATIONSHIP, STEVE ERWIN AND MICHAEL MINNICK - BUSINESS RELATIONSHIP, STEVE ERWIN AND ROBERT RAVENSCROFT - BUSINESS RELATIONSHIP, STEVE ERWIN AND KIMBERLY RUSSEL - BUSINESS RELATIONSHIP, STEVE ERWIN AND JOHN WOODRICH - BUSINESS RELATIONSHIP, KIMBERLY RUSSEL AND GEORGE CARR - BUSINESS RELATIONSHIP, KIMBERLY RUSSEL AND KENNETH FOSTER - BUSINESS RELATIONSHIP, KIMBERLY RUSSEL AND JAN GARVIN - BUSINESS RELATIONSHIP, KIMBERLY RUSSEL AND RUSSELL GRONEWOLD - BUSINESS RELATIONSHIP, KIMBERLY RUSSEL AND ROBERT RAVENSCROFT - BUSINESS RELATIONSHIP, KIMBERLY RUSSEL AND JOHN WOODRICH - BUSINESS RELATIONSHIP, ROSS WILCOX AND RUSSELL GRONEWOLD - BUSINESS RELATIONSHIP, ROSS WILCOX AND KIMBERLY RUSSEL - BUSINESS RELATIONSHIP, ROSS WILCOX AND JOHN WOODRICH - BUSINESS RELATIONSHIP, MANY OF THE PERSONS LISTED IN PART VII, SECTION A HAVE A BUSINESS RELATIONSHIP WITH EACH OTHER BY VIRTUE OF THEIR EMPLOYMENT BY A BRYAN HEALTH ENTITY -

Identifier	Return Reference	Explanation
Significant changes to organizational documents	Form 990, Part VI, Section A, Line 4	THE BOARD OF TRUSTEES OF BRYAN HEALTH ADOPTED A RESOLUTION TO THE ORGANIZATION'S ARTICLES OF INCORPORATION, EFFECTIVE JULY 11, 2012, CHANGING THE NAME OF BRYANLGH HEALTH SYSTEM TO BRYAN HEALTH. BRYAN HEALTH RECEIVED AN IRS AFFIRMATION LETTER IN SEPTEMBER, 2012 CONFIRMING THE ORGANIZATION'S NAME CHANGE. THE ORGANIZATION'S BYLAWS WERE ALSO AMENDED DURING THE TAX YEAR TO REFLECT THE NAME CHANGE OF THE ORGANIZATION.

Identifier	Return Reference	Explanation
Review of form 990 by governing body	Form 990, Part VI, Section B, Line 11b	THIS 990 WAS PREPARED BY BRYAN HEALTH'S TAX DIVISION. DURING THE RETURN PREPARATION PROCESS, THE TAX DIVISION WORKS DILIGENTLY WITH OTHER DEPARTMENTS INCLUDING HUMAN RESOURCES, FINANCE, LEGAL, AND DEVELOPMENT TO GATHER INFORMATION TO COMPLETE FORM 990 AND ATTACHED SCHEDULES IN AN ACCURATE AND THOROUGH MANNER. THIS 990 WAS REVIEWED BY THE CHIEF EXECUTIVE OFFICER, CHIEF FINANCIAL OFFICER, AND OTHER KEY OFFICERS OF BRYAN HEALTH. THIS 990 WAS ALSO REVIEWED BY AN INDEPENDENT ACCOUNTING FIRM. BRYAN HEALTH'S BOARD OF TRUSTEES HAS DELEGATED THE REVIEW OF THE FORM 990 TO THE BOARD'S AUDIT COMMITTEE. EACH MEMBER OF THE AUDIT COMMITTEE RECEIVED A COMPLETE COPY OF THIS 990, PRIOR TO FILING THE FORM WITH THE INTERNAL REVENUE SERVICE.

Identifier	Return Reference	Explanation
Conflict of interest policy	Form 990, Part VI, Section B, Line 12c	<p>BRYAN HEALTH HAS ADOPTED A WRITTEN CONFLICT OF INTEREST POLICY THAT IS MONITORED AND ENFORCED BY THE GOVERNANCE COMMITTEE OF THE BOARD OF TRUSTEES. BOARD MEMBERS, OFFICERS AND KEY EMPLOYEES ARE REQUIRED TO ANNUALLY COMPLETE A CONFLICT OF INTEREST AND DISCLOSURE QUESTIONNAIRE TO IDENTIFY ANY FAMILY AND BUSINESS RELATIONSHIPS AND TRANSACTIONS, OR OTHER TRANSACTIONS THAT MAY POSE A POTENTIAL CONFLICT. THE QUESTIONNAIRES REQUIRES EACH COVERED PERSON TO SIGN A STATEMENT CERTIFYING THAT HE/SHE (1) HAS REPORTED INFORMATION THAT IS CORRECT AND COMPLETE TO THE BEST OF THEIR KNOWLEDGE, (2) HAS READ THE CONFLICT OF INTEREST POLICY AND UNDERSTANDS THE POLICY, AND (3) AGREES TO COMPLY WITH ALL REQUIREMENTS OF THE POLICY. COVERED PERSONS ARE ALSO REQUIRED TO DISCLOSE REAL OR POTENTIAL CONFLICTS AT THE TIME SUCH CONFLICTS ARISE. PERSONS WHO HAVE NOT RETURNED QUESTIONNAIRES ARE CONTACTED ADDITIONAL TIMES IN AN EFFORT TO RECEIVE COMPLETE AND ACCURATE RESPONSES FROM ALL PERSONS. FAILURE TO COMPLETE THE QUESTIONNAIRE CAN RESULT IN DISCIPLINARY ACTIONS. THE QUESTIONNAIRES ARE REVIEWED IN DETAIL BY THE GOVERNANCE COMMITTEE OF BRYAN HEALTH. CONFLICTS ARE CLOSELY MONITORED BY MEMBERS OF THE GOVERNANCE COMMITTEE. THE CONFLICT OF INTEREST POLICY HAS RESTRICTIONS FOR ANY BOARD MEMBER WITH A CONFLICT OF INTEREST, SUCH AS, PROHIBITING THEM FROM PARTICIPATING IN DELIBERATIONS AND VOTING WITH REGARD TO CERTAIN TRANSACTIONS IN WHICH THEY HAVE AN INTEREST.</p>

Identifier	Return Reference	Explanation
Process used to establish compensation of top management official	Form 990, Part VI, Section B, Line 15a	<p>BRYAN HEALTH'S BOARD OF TRUSTEES BELIEVES COMPENSATION FOR THE SENIOR MANAGEMENT TEAM MUST REFLECT THE COMPLEXITIES OF LEADING AND MANAGING A MULTI-HOSPITAL HEALTH SYSTEM THAT PROVIDES SERVICES THROUGHOUT MUCH OF THE STATE. RECOGNIZING THAT ITS LEADERS ARE RESPONSIBLE FOR THE QUALITY OF CARE, PATIENT SERVICES AND OVERALL FINANCIAL HEALTH OF THE LARGEST PRIVATE EMPLOYER IN LINCOLN/LANCASTER COUNTY, BRYAN HEALTH'S BOARD HAS ESTABLISHED A COMPENSATION PLAN THAT MATCHES THIS LEVEL OF RESPONSIBILITY. THIS PLAN, KNOWN AS THE SENIOR MANAGEMENT COMPENSATION PHILOSOPHY, IS REVIEWED AT LEAST ANNUALLY BY BRYAN HEALTH'S COMPENSATION COMMITTEE. THIS COMPENSATION PHILOSOPHY TARGETS BASE SALARY FOR SENIOR MANAGERS AT THE 50TH PERCENTILE OF THE MARKET. THE COMPENSATION COMMITTEE IS APPOINTED BY BRYAN HEALTH'S BOARD OF TRUSTEES AND IS MADE UP OF INDEPENDENT COMMUNITY LEADERS WHO ALL SERVE VOLUNTARILY, AND WHO MUST ADHERE TO A STRINGENT CONFLICT OF INTEREST POLICY. EXECUTIVE COMPENSATION IS DETERMINED AND REVIEWED PURSUANT TO GUIDELINES OUTLINED IN THE INTERMEDIATE SANCTION RULES UNDER IRC SECTION 4958 INCLUDING TAKING STEPS TO MEET THE REBUTTABLE PRESUMPTION STANDARD OF REASONABLENESS UNDER TREASURY REGULATION SECTION 53.4958-6. THE COMPENSATION COMMITTEE CONDUCTS A COMPREHENSIVE ANNUAL REVIEW OF ALL COMPENSATION PROVIDED BY THE ORGANIZATION TO THE SENIOR MANAGEMENT TEAM. THIS REVIEW IS CONDUCTED BY THE COMMITTEE BY UTILIZING NATIONAL SALARY SURVEYS, CONDUCTED BY INDEPENDENT EXTERNAL FIRMS. COMPENSATION FOR SENIOR MANAGERS IS COMPARED TO COMPENSATION OF SENIOR MANAGERS AT LIKE INSTITUTIONS ACROSS THE U.S. TO DETERMINE THAT THE VALUE OF COMPENSATION PROVIDED IS REASONABLE AND AT FAIR MARKET VALUE. THE COMPENSATION COMMITTEE ALSO WORKS DIRECTLY WITH AN EXTERNAL INDEPENDENT COMPENSATION CONSULTANT TO REVIEW THE REASONABLENESS OF TOTAL COMPENSATION PROVIDED TO THE SENIOR MANAGEMENT TEAM, AND TO ASSURE THAT THE TOTAL COMPENSATION PAID CONFORMS TO THE OVERALL COMPENSATION PHILOSOPHY. THE COMPENSATION CONSULTANT PROVIDES WRITTEN OPINIONS TO THE COMPENSATION COMMITTEE THAT ASSESSES THE REASONABLENESS OF THE TOTAL EXECUTIVE COMPENSATION PAID TO SENIOR MANAGERS. THE ANNUAL COMPENSATION REVIEW PROCEDURE WAS COMPLETED BY THE COMPENSATION COMMITTEE ON AUGUST 9, 2012. ALL DECISIONS OF THE COMPENSATION COMMITTEE ARE CONTEMPORANEOUSLY DOCUMENTED IN THE COMPENSATION COMMITTEE MINUTES WHICH ARE TIMELY REVIEWED AND APPROVED BY THE COMMITTEE.</p>

Identifier	Return Reference	Explanation
Process used to establish compensation of other officers/key employees	Form 990, Part VI, Section B, Line 15b	SEE FORM 990, PART VI, SECTION B, LINE 15A

Identifier	Return Reference	Explanation
Governing documents, conflict of interest policy and financial statements available to the public	Form 990, Part VI, Section C, Line 19	THE ORGANIZATION'S ARTICLES OF INCORPORATION AND AMENDMENTS ARE AVAILABLE TO THE PUBLIC ON THE NEBRASKA SECRETARY OF STATES WEBSITE AT WWW.SOS.NE.GOV. ALSO, THIS ORGANIZATION IS INCLUDED WITHIN THE CONSOLIDATED FINANCIAL STATEMENTS OF BRYAN HEALTH THAT ARE MADE AVAILABLE TO THE PUBLIC BY THE POSTING OF THESE DOCUMENTS THROUGH THE MUNICIPAL SECURITIES RULEMAKING BOARD WEBSITE AT EMMA.MSRB.ORG. THE ORGANIZATION'S OTHER GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS ARE GENERALLY NOT MADE AVAILABLE TO THE PUBLIC. FEDERAL TAX LAWS DO NOT REQUIRE THAT GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICIES AND FINANCIAL STATEMENTS BE MADE AVAILABLE FOR PUBLIC INSPECTION.

Identifier	Return Reference	Explanation
COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES & KEY EMPLOYEES	FORM 990, PART VII, SECTION A	IN KEEPING WITH BRYAN HEALTH'S BELIEFS AND STANDARDS OF BEHAVIOR REGARDING STEWARDSHIP, NO BOARD MEMBER SERVING ON BRYAN HEALTH'S BOARD IS COMPENSATED FOR THEIR SERVICES AS A BOARD MEMBER. COMPENSATION AMOUNTS REPORTED IN FORM 990, PART VII, SECTION A ARE FOR SERVICES PERFORMED AS EXECUTIVES OF BRYAN HEALTH AND BRYAN MEDICAL CENTER AND NOT FOR SERVICES PERFORMED AS MEMBERS OF BRYAN HEALTH'S BOARD. COMPENSATION AMOUNTS REPORTED IN PART VII, SECTION A ARE BASED ON THE CALENDAR YEAR ENDING DECEMBER 31, 2012.

Identifier	Return Reference	Explanation
Other Expenses	Form 990, Part IX, Line 11g	CONSULTING FEES - TOTAL EXPENSE 1310138, PROGRAM SERVICE EXPENSE 991347, MANAGEMENT AND GENERAL EXPENSES 318791, FUNDRAISING EXPENSES , OTHER SERVICE FEES - TOTAL EXPENSE 443766, PROGRAM SERVICE EXPENSE 335786, MANAGEMENT AND GENERAL EXPENSES 107980, FUNDRAISING EXPENSES ,

Identifier	Return Reference	Explanation
Other changes in net assets or fund balances	Form 990 , Part XI, Line 9	TRANSFERS (TO) FROM RELATED ENTITY - 32667359, TRANSFERS (TO) FROM RELATED ENTITY (CORPORATE OVERHEAD) - -26060295, ADDITIONAL INVESTMENTS IN SUBSIDIARIES - -5976001, PENSION LIABILITY ADJUSTMENT - 1509450,

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BRYAN HEALTH

Employer identification number
36-3414823

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) BRYAN MEDICAL CENTER 1600 SOUTH 48TH STREET LINCOLN, NE 68506	HEALTHCARE	NE	501(C)(3)	3	BRYAN HEALTH	Yes	
(2) CRETE AREA MEDICAL CENTER 2910 BETTEN DRIVE CRETE, NE 68333	HEALTHCARE	NE	501(C)(3)	3	BRYAN HEALTH	Yes	
(3) BRYAN FOUNDATION 1600 SOUTH 48TH STREET LINCOLN, NE 68506	FUNDRAISING	NE	501(C)(3)	7	BRYAN HEALTH	Yes	
(4) BRYAN PHYSICIAN NETWORK 1600 SOUTH 48TH STREET LINCOLN, NE 68506	HEALTHCARE	NE	501(C)(3)	9	BRYAN HEALTH	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
(1) BRYAN ENTERPRISES INC 1600 SOUTH 48TH STREET LINCOLN, NE 68506 47-0701037	MEDICAL SERVICES	NE	BRYAN HEALTH	C CORPORATION	3,344,895	21,526,383	100 %	Yes	
(2) INTEGRATED CARDIOLOGY GROUP LLC 1600 SOUTH 48TH STREET LINCOLN, NE 68506 47-0844961	CARDIOLOGY	NE	BRYAN HEALTH	C CORPORATION	16,062,838	2,503,959	100 %	Yes	

Part V

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

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

1

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

a

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

b

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

c

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

d

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

e

Loans or loan guarantees by related organization(s)

f

Dividends from related organization(s)

g

Sale of assets to related organization(s)

h

Purchase of assets from related organization(s)

i

Exchange of assets with related organization(s)

j

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

k

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

l

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

m

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

n

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

o

Sharing of paid employees with related organization(s)

p

Reimbursement paid to related organization(s) for expenses

q

Reimbursement paid by related organization(s) for expenses

r

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

s

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

	Yes	No
1a		No
1b		No
1c	Yes	
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l	Yes	
1m	Yes	
1n	Yes	
1o	Yes	
1p	Yes	
1q	Yes	
1r	Yes	
1s	Yes	

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

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

Schedule R (Form 990) 2012

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

[illegible]

Software ID: 12000266
Software Version: v2012.1.0
EIN: 36-3414823
Name: BRYAN HEALTH

Part VII

Supplemental Information

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

Identifier	Return Reference	Explanation	
--> 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
BRYAN FOUNDATION	C	25,817	FMV
BRYAN ENTERPRISES INC	L	1,096,612	FMV
BRYAN FOUNDATION	L	87,378	FMV
BRYAN MEDICAL CENTER	L	24,153,742	FMV
BRYAN PHYSICIAN NETWORK	L	82,719	FMV
CRETE AREA MEDICAL CENTER	L	531,666	FMV
INTEGRATED CARDIOLOGY GROUP LLC	L	108,178	FMV
BRYAN MEDICAL CENTER	M	99,100	FMV
CRETE AREA MEDICAL CENTER	O	59,792	FMV
BRYAN MEDICAL CENTER	P	2,650,027	FMV
BRYAN MEDICAL CENTER	Q	400,983	FMV
CRETE AREA MEDICAL CENTER	Q	151,487	FMV
BRYAN PHYSICIAN NETWORK	R	3,324,259	FMV
INTEGRATED CARDIOLOGY GROUP LLC	R	5,976,000	FMV
BRYAN MEDICAL CENTER	S	10,714,258	FMV
CRETE AREA MEDICAL CENTER	S	485,596	FMV