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CHANGE OF ACCOUNTING PERIOD

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning OCT 1, 2012 **and ending** JUN 30, 2013

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

C Name of organization
St. John Health System, Inc.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address) | Room/suite
1923 South Utica Avenue

City, town, or post office, state, and ZIP code
Tulsa, OK 74104-6502

F Name and address of principal officer: David Pynn
same as C above

D Employer identification number
73-1215174

E Telephone number
918-744-2180

G Gross receipts $ 164,142,032.

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶ 0928

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ www.sjmc.org

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 1982

M State of legal domicile: OK

Part I Summary

1 Briefly describe the organization's mission or most significant activities: To provide medical excellence and compassionate care to all who need it.

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

3	Number of voting members of the governing body (Part VI, line 1a)	3	15
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	14
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	729
6	Total number of volunteers (estimate if necessary)	6	14
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	0.	0.
9	Program service revenue (Part VIII, line 2g)	31,842,224.	39,772,626.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	26,321,865.	13,870,890.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	130,430.	110,498,516.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	58,294,519.	164,142,032.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	183,099.	2,305,694.
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)	30,865,630.	8,923,024.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	43,968,314.	110,231,599.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	75,017,043.	121,460,317.
19	Revenue less expenses. Subtract line 18 from line 12	-16,722,524.	42,681,715.

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	1,301,894,176.	1,337,532,018.
21	Total liabilities (Part X, line 26)	553,494,930.	612,525,050.
22	Net assets or fund balances. Subtract line 21 from line 20	748,399,246.	725,006,968.

SCANNED JUN 18 2014

RECEIVED MAY 22 2014 OGDEN UT

Part II Signature Block

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

Sign Here

▶ Signature of officer — Date 5/14/14

▶ Lex Anderson, SVP/CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: Alicia Janisch	Preparer's signature: Alicia Janisch	Date: 5/13/14	Check ☐ if self-employed	PTIN: P00741382
Firm's name ▶ Deloitte Tax LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 250 East Fifth, Suite 1900 Cincinnati, OH 45202			Phone no. (513)784-7100	

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 [X]

1 Briefly describe the organization's mission:
To continue the healing ministry of Jesus Christ by providing medical excellence and compassionate care to all who need it with a special emphasis for the poor and powerless.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No
If "Yes," describe these changes on Schedule O.

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

4a (Code _____) (Expenses $ 95,773,194. including grants of $ 2,305,694.) (Revenue $ 39,310,586.)
St. John Health System, Inc. ("St. John"), and affiliates, own and operate a comprehensive tertiary health care delivery system which provides a full spectrum of health-related services throughout Northeastern Oklahoma. St. John, headquartered in Tulsa, Oklahoma, conducts its operations through ten principal wholly-owned or wholly-controlled subsidiaries: St. John Medical Center, Inc. (the "Medical Center"), St. John Sapulpa, Inc. ("St. John Sapulpa"), Jane Phillips Health Corporation ("Jane Phillips"), Utica services, Inc. ("Utica"), St. John Villas, Inc. ("St. John Villas"), St. John Management Services, Inc., ("SJMS"), Owasso Medical Facility, Inc. ("St. John Owasso"), St. John Health System Foundation, Inc. (formerly St. John Medical Center Foundation, Inc.), ("St. John Foundation"), St.

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** ▶ 95,773,194.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	X	
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? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25*	24a	X	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		X
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b	X	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	42		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	729		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b	If "Yes," enter the name of the foreign country: ▶ _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		4b		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O.		13a		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*		14b		

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

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

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ None

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

[ ] Own website [ ] Another's website [X] Upon request [ ] Other *(explain in Schedule O)*

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

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

Lex Anderson - 918-744-2740

1923 South Utica Avenue, Tulsa, OK 74104-6502

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below 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) R.J. Sullivan, Jr.	0.50									
Chairman	3.00	X		X				0.	0.	0.
(2) Robert J. LaFortune	0.80									
Vice Chairman	6.40	X		X				0.	0.	0.
(3) Sr. M. Bernard	1.00									
Secretary	0.00	X		X				0.	0.	0.
(4) Milann Siegfried	1.50									
Treasurer	1.50	X		X				0.	0.	0.
(5) Steven R. Anderson	1.30									
Director	0.00	X						0.	0.	0.
(6) Sharon J. Bell	1.30									
Director	0.00	X						0.	0.	0.
(7) C.T. Dolan, M.D.	1.30									
Director	0.00	X						0.	0.	0.
(8) Donald Doty	2.00									
Director	4.00	X						0.	0.	0.
(9) Sr. M. Therese Gottschalk	5.30									
Director	31.50	X						0.	0.	0.
(10) Sr. Loretta Marie Hall	0.80									
Director	0.00	X						0.	0.	0.
(11) Jonathan D. Helmerich	1.30									
Director	0.00	X						0.	0.	0.
(12) Ken Lackey	1.50									
Director	0.00	X						0.	0.	0.
(13) MSGR. Daniel Mueggenborg	1.30									
Director	0.00	X						0.	0.	0.
(14) W.H. Thompson, Jr.	2.30									
Director	0.00	X						0.	0.	0.
(15) David J. Pynn	40.00									
President & CEO	9.90	X		X				1,100,329.	0.	83,815.
(16) Kevin Steck	40.00									
Assistant Secretary	0.00			X				362,237.	0.	27,122.
(17) William E. Weeks	40.00									
Executive VP COO	3.00			X				679,302.	0.	59,390.

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 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) Lex Anderson	40.00									
Sr. VP CFO	4.30			X				651,487.	0.	55,181.
(19) Timothy R. Young	40.00									
Sr. VP Chief Quality Officer	0.00			X				603,151.	0.	52,016.
(20) Michael B. Reeves	40.00									
VP CIO	0.00			X				375,234.	0.	38,299.
(21) Robert O. Langland	40.00									
Corp. VP Finance Acct. Officer	0.00			X				362,387.	0.	46,067.
(22) John Page Bachman	40.00									
Corporate VP HR	0.00			X				359,847.	0.	48,684.
(23) Randy H. Hamil	40.00									
Corporate VP Revenue Cycle	0.00			X				337,890.	0.	28,015.
(24) Dewey W. Davis	40.00									
Vice President	0.00			X				304,473.	0.	12,610.
(25) Robert S. Kenagy	40.00									
Sr. VP St. John Health Network	0.00			X				131,609.	0.	1,277.
(26) Michael R. Nevins	40.00									
Director CFO	40.00			X				90,677.	39,741.	13,395.
1b Sub-total						▶		5,358,623.	39,741.	465,871.
c Total from continuation sheets to Part VII, Section A						▶		879,964.	326,851.	68,406.
d Total (add lines 1b and 1c)						▶		6,238,587.	366,592.	534,277.

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 ▶ 39

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
Preceptor Consulting Corp., LLC 12242 Country Day Cir., Ft. Myers, FL 33913	Consulting Services	3,554,958.
McKesson Specialty Dist. Services P.O. Box 841838, Dallas, TX 75284-1838	Software	2,123,560.
Glass Law Firm 1515 S. Utica Ave., Tulsa, OK 74104	Legal Services	1,486,292.
Healthcare Performance Group, Inc. P.O. Box 588, Spring Hill, KS 66083	Professional Services	1,062,265.
TBJ Properties LLC 4802 S 109th E Ave., Tulsa, OK 74146	Management Services	873,233.

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 ▶ 20

See Part VII, Section A Continuation sheets

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 line)	(C) Position (check all that apply)						(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			
(27) Elizabeth A. Medina	40.00									
VP Quality and Saftey	40.00			X				6,138.	177,200.	21,686.
(28) John W. Crawford	40.00									
Director CFO	40.00			X				78,688.	32,359.	2,708.
(29) Glenda Sisson	40.00									
Exec. Dir. Invest./Treas.	0.00					X		150,138.	0.	7,261.
(30) Jill M. Lagoso	40.00									
Physician	0.00					X		216,880.	0.	9,928.
(31) Jennifer D. Workman	40.00									
Dir. Human Resources	0.00					X		155,129.	0.	16,198.
(32) Tiari A. Harris	40.00									
Physician	0.00					X		229,136.	0.	5,266.
(33) Patricia A. Johnson	40.00									
Exec. Dir. Supply Chain	40.00					X		43,855.	117,292.	5,359.
Total to Part VII, Section A, line 1c								879,964.	326,851.	68,406.

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f				
	g Noncash contributions included in lines 1a-1f $					
	h **Total.** Add lines 1a-1f	▶				
Program Service Revenue		Business Code				
	2a Affiliate Service Rev.	900099	36,885,881.	36,885,881.		
	b Net Patient Rev.	900099	2,424,705.	2,424,705.		
	c					
	d					
	e					
	f All other program service revenue	900099	462,040.			462,040.
	g **Total.** Add lines 2a-2f	▶	39,772,626.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	▶	12,459,599.			12,459,599.
	4 Income from investment of tax-exempt bond proceeds	▶				
	5 Royalties	▶				
		(i) Real	(ii) Personal			
	6a Gross rents					
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)	▶				
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory	1,411,291.				
	b Less: cost or other basis and sales expenses	0.				
	c Gain or (loss)	1,411,291.				
	d Net gain or (loss)	▶	1,411,291.			1,411,291.
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c). See Part IV, line 18	a				
	b Less: direct expenses	b				
	c Net income or (loss) from fundraising events	▶				
	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	▶				
	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	▶				
	Miscellaneous Revenue	Business Code				
	11a Equity in Affiliates	900099	65,918,571.			65,918,571.
	b Premium Revenue	900099	44,507,254.			44,507,254.
	c Misc. Income	900099	72,691.			72,691.
	d All other revenue					
	e **Total.** Add lines 11a-11d	▶	110,498,516.			
	12 **Total revenue.** See instructions.	▶	164,142,032.	39,310,586.	0.	124,831,446.

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	2,305,694.	2,305,694.		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	4,531,918.	3,573,018.	958,900.	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	23,027,871.	10,258,257.	12,769,614.	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	-22,452,265.	132,765.	-22,585,030.	
9	Other employee benefits	2,166,690.	1,664,767.	501,923.	
10	Payroll taxes	1,648,810.	978,780.	670,030.	
11	Fees for services (non-employees).				
a	Management	172,420.	56,595.	115,825.	
b	Legal	1,389,350.	239.	1,389,111.	
c	Accounting	919,584.		919,584.	
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17				
f	Investment management fees				
g	Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	6,715,277.	1,084,121.	5,631,156.	
12	Advertising and promotion	868,478.	751,023.	117,455.	
13	Office expenses				
14	Information technology	10,770,102.	9,995,555.	774,547.	
15	Royalties				
16	Occupancy	1,742,652.	546,345.	1,196,307.	
17	Travel	208,893.	103,797.	105,096.	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest	16,723,414.		16,723,414.	
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	6,222,786.	5,245,987.	976,799.	
23	Insurance	-92,225.	17,864.	-110,089.	
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	Hospital Claims Expense	58,657,618.	58,657,618.	0.	0.
b	Supplies	1,605,477.	63,269.	1,542,208.	0.
c					
d					
e	All other expenses	4,327,773.	337,500.	3,990,273.	
25	**Total functional expenses.** Add lines 1 through 24e	121,460,317.	95,773,194.	25,687,123.	0.
26	**Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		12,075,144.	1	2,921,064.
	2	Savings and temporary cash investments		2,010,441.	2	
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		4,129,447.	4	1,000,000.
	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	
	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 instr). Complete Part II of Sch L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use		113,911.	8	152,595.
	9	Prepaid expenses and deferred charges		1,800,255.	9	2,645,321.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 29,653,712.			
	b	Less: accumulated depreciation	10b 1,570,537.	35,477,587.	10c	28,083,175.
	11	Investments - publicly traded securities		161,942,455.	11	0.
	12	Investments - other securities See Part IV, line 11			12	
	13	Investments - program-related. See Part IV, line 11		624,989,576.	13	52,067,216.
	14	Intangible assets			14	13,162,500.
	15	Other assets. See Part IV, line 11		459,355,360.	15	1,237,500,147.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		1,301,894,176.	16	1,337,532,018.
Liabilities	17	Accounts payable and accrued expenses		59,042,493.	17	23,209,733.
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities		483,921,606.	20	494,558,580.
	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	
	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		10,530,831.	25	94,756,737.
	26	**Total liabilities.** Add lines 17 through 25		553,494,930.	26	612,525,050.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		727,318,302.	27	725,006,968.
	28	Temporarily restricted net assets		21,080,944.	28	0.
	29	Permanently restricted net assets			29	0.
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building, or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		748,399,246.	33	725,006,968.
	34	Total liabilities and net assets/fund balances		1,301,894,176.	34	1,337,532,018.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	164,142,032.
2	Total expenses (must equal Part IX, column (A), line 25)	2	121,460,317.
3	Revenue less expenses. Subtract line 2 from line 1	3	42,681,715.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	748,399,246.
5	Net unrealized gains (losses) on investments	5	-18,037,036.
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	-48,036,957.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	725,006,968.

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: [ ] Cash [X] Accrual [ ] Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: [ ] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis	2a		X
b	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: [ ] Separate basis [X] Consolidated basis [ ] Both consolidated and separate basis	2b	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization	Employer identification number
St. John Health System, Inc.	73-1215174

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
SSM US/Caribbean Province, Inc.	73-1419335	1	X		X		X		0.
Total 1									0.

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

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

Section A. Public Support

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

Section B. Total Support

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

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

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

Section C. Computation of Public Support Percentage

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

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

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

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

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

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

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

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

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

Section A. Public Support

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

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a **33 1/3% support tests - 2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization	Employer identification number
St. John Health System, Inc.	73-1215174

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

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

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

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

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

b Assets included in Form 990, Part X ▶ $ _____

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		665,811.	35,847.	629,964.
d Equipment		3,228,400.	201,310.	3,027,090.
e Other		25,759,501.	1,333,380.	24,426,121.
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)*			▶	28,083,175.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

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

	(a) Description	(b) Book value
(1)	Investment in Affiliates	402,951,145.
(2)	Deferred Compensation Asset	2,849,696.
(3)	Notes and Other Receivables	453,537,672.
(4)	Interest in Investments Held by Ascension Health Alliance	378,161,634.
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 15)* ▶		1,237,500,147.

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

1.	(a) Description of liability	(b) Book value
(1)	Federal income taxes	
(2)	Self Insurance Trust Fund	17,884,563.
(3)	IBNR-Capitation Claims	6,093,000.
(4)	General Reserve Liability	1,715,252.
(5)	Pension Plans	53,595,281.
(6)	Misc. Liabilities	12,618,945.
(7)	Deferred Compensation Liability	2,849,696.
(8)		
(9)		
(10)		
(11)		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶		94,756,737.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☐

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

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

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

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

Part XIII Supplemental Information

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

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

▶ **Attach to Form 990.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
St. John Health System, Inc.

Employer identification number
73-1215174

Part I General Information on Grants and Assistance

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

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
OSU Medical Center 744 W 9th St. Tulsa, OK 74127	20-1024330	501(c)(3)	2,300,000.	0.			Donation to support OSUMC

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

3 Enter total number of other organizations listed in the line 1 table ▶ 0.

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

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

Schedule I, Part I, Line 2:

St. John Health System, Inc. provides funds to various organizations to support their operations. St. John Health System, Inc. determines the amount of the funds provided on an annual basis.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization

St. John Health System, Inc.

Employer identification number

73-1215174

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. ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e.g., maid, chauffeur, chef)		
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain **1b**		
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**		
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. ☒ Compensation committee ☐ Written employment contract ☒ Independent compensation consultant ☒ Compensation survey or study ☐ Form 990 of other organizations ☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:		
a	Receive a severance payment or change-of-control payment? **4a**		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b**	X	
c	Participate in, or receive payment from, an equity-based compensation arrangement? **4c**		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.		
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:		
a	The organization? **5a**		X
b	Any related organization? **5b**		X
	If "Yes" to line 5a or 5b, describe in Part III.		
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:		
a	The organization? **6a**		X
b	Any related organization? **6b**		X
	If "Yes" to line 6a or 6b, describe in Part III.		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III **7**	X	
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III **8**		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? **9**		

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) David J. Pynn	(i)	740,400.	262,095.	97,834.	65,250.	18,565.	1,184,144.	61,944.
President & CEO	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) Kevin Steck	(i)	233,398.	90,640.	38,199.	20,394.	6,728.	389,359.	23,463.
Assistant Secretary	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) William E. Weeks	(i)	480,473.	136,695.	62,134.	45,000.	14,390.	738,692.	37,307.
Executive VP COO	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) Lex Anderson	(i)	466,682.	114,686.	70,119.	42,750.	12,431.	706,668.	39,350.
Sr. VP CFO	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) Timothy R. Young	(i)	426,793.	119,556.	56,802.	39,060.	12,956.	655,167.	33,893.
Sr. VP Chief Quality Officer	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) Michael B. Reeves	(i)	258,926.	76,270.	40,038.	23,216.	15,083.	413,533.	23,450.
VP CIO	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) Robert O. Langland	(i)	259,308.	63,681.	39,398.	23,175.	22,892.	408,454.	25,614.
Corp. VP Finance Acct. Officer	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) John Page Bachman	(i)	264,750.	57,025.	38,072.	23,845.	24,839.	408,531.	25,378.
Corporate VP HR	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) Randy H. Hamil	(i)	236,600.	59,150.	42,140.	21,294.	6,721.	365,905.	23,122.
Corporate VP Revenue Cycle	(ii)	0.	0.	0.	0.	0.	0.	0.
(10) Dewey W. Davis	(i)	198,295.	59,080.	47,098.	0.	12,610.	317,083.	19,323.
Vice President	(ii)	0.	0.	0.	0.	0.	0.	0.
(11) Elizabeth A. Medina	(i)	6,138.	0.	0.	0.	622.	6,760.	0.
VP Quality and Saftey	(ii)	144,010.	25,746.	7,444.	6,750.	14,314.	198,264.	0.
(12) Glenda Sisson	(i)	135,945.	11,821.	2,372.	0.	7,261.	157,399.	0.
Exec. Dir. Invest./Treas.	(ii)	0.	0.	0.	0.	0.	0.	0.
(13) Jill M. Lagoso	(i)	199,066.	0.	17,814.	0.	9,928.	226,808.	0.
Physician	(ii)	0.	0.	0.	0.	0.	0.	0.
(14) Jennifer D. Workman	(i)	143,585.	9,400.	2,144.	0.	16,198.	171,327.	0.
Dir. Human Resources	(ii)	0.	0.	0.	0.	0.	0.	0.
(15) Tiari A. Harris	(i)	228,650.	299.	187.	0.	5,266.	234,402.	0.
Physician	(ii)	0.	0.	0.	0.	0.	0.	0.
(16) Patricia A. Johnson	(i)	34,102.	9,753.	0.	0.	1,340.	45,195.	0.
Exec. Dir. Supply Chain	(ii)	117,292.	0.	0.	0.	4,019.	121,311.	0.

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.

Part I, Line 4b: Eligible executives participate in a program that provides for supplemental retirement benefits. The payment of benefits under the program, if any, is entirely dependent upon the facts and circumstances under which the executive terminates employment with the organization. Benefits under the program are unfunded and non-vested. Due to the substantial risk of forfeiture provision, there is no guarantee that these executives will ever receive any benefit under the program. Any amount ultimately paid under the program to the executive is reported as compensation on Form 990, Schedule J, Part II, Column B in the year paid.

The following individuals received current year contributions of:

David J. Pynn	$61,944
Kevin Steck	$23,463
William E. Weeks	$37,307
Lex Anderson	$39,350
Timothy R. Young	$33,893
Michael B. Reeves	$23,450
Robert O. Langland	$25,614

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

John Page Bachman $25,378

Randy H. Hamil $23,122

Dewey W. Davis $19,323

Part I, Line 7: St. John Health System, Inc. Is the controlling member organization of an integrated healthcare system ("System"). The System has established an executive accountability and financial incentive plan that encourages the executives' participation in the significant improvements of the quality, financial, growth, and human resource related operations of the organization. Eligibility is triggered when the System meets certain earnings and community benefits targets; however payments received under the plan are not based on the earnings of the organization. Executives receive points under a plan scoring system for meeting their predetermined goals. The points are then entered into the plan formula to determine the executives' incentive compensation. Maximum payments under the financial incentive plan are twenty percent of base pay for most executives and 25% of base pay for the system CEO. There is a small discretionary element to the plan, generally equal up to 6.0% of base pay (up to 30% of the total plan pay out).

SCHEDULE K (Form 990)
Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

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

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization
St. John Health System, Inc.

Employer identification number
73-1215174

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
A	The Oklahoma Development Finance Authority	73-1083741	678908E75	05/10/07	254,582,328.	See Part VI		X		X		X
B	The Oklahoma Development Finance Authority	73-1083741	678908N59	06/01/12	192,912,992.	See Part VI		X		X		X
C												
D												

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	11,685,000.	3,465,000.		
2	Amount of bonds legally defeased				
3	Total proceeds of issue	255,774,455.	192,918,115.		
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows	18,105,319.			
7	Issuance costs from proceeds	2,054,093.	2,962,871.		
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	51,890,106.	156,158,296.		
11	Other spent proceeds	183,724,938.	33,796,948.		
12	Other unspent proceeds				
13	Year of substantial completion	2008	2012		

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

Part III Private Business Use

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

Part III Private Business Use *(Continued)*

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X		X					
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X		X					
c Are there any research agreements that may result in private business use of bond-financed property?		X		X				
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶	.00 %		.00 %		%		%	
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶	.00 %		.00 %		%		%	
6 Total of lines 4 and 5	.00 %		.00 %		%		%	
7 Does the bond issue meet the private security or payment test?		X		X				
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X		X				
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of	%		%		%		%	
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X		X					

Part IV Arbitrage

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

Part IV Arbitrage *(Continued)*

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

Part V Procedures To Undertake Corrective Action

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

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

Schedule K, Part I: Bond Issues - All Debt listed below is secured by the revenue of the members of the Obligated Group consisting of St. John Health System, Inc., St. John Medical Center, Inc., Jane Phillips Memorial Medical Center, St. John Broken Arrow, Inc., Owasso Medical Facility, Inc. and St. John Sapulpa, Inc. and the members of the Obligated Group are jointly and severally liable for the entire debt.

A) The Oklahoma Development Finance Authoirty St. John Health System Revenue & Refunding Bonds, Series 2007 CUSIP #678908E75. Purpose: The bonds are being issued to fund a loan to St. John Health System, Inc. and St. John Medical Center, Inc. to finance capital improvements to and equipment for Health Care facilities owned and operated by St. John Health System, Inc., and St. John Medical Center, Inc. and other subsidiaries of St. John Health System, Inc. The bonds are also being issued to refund portions of three previous tax-exempt bond issues that were issued 3/20/1996, 10/20/1999, and 7/27/2004.

B) The Oklahoma Development Finance Authority St. John Health System Revenue & Refunding Bonds, Series 2012 CUSIP #678908N59. Purpose: The bonds are being issued to fund a loan to St. John Health System, Inc. to finance capital improvements to and equipment for Health Care facilities owned and operated by St. John Health System, Inc. and St. John Medical Center, Inc. and other subsidiaries of St. John Health System, inc. The Bonds are also being issued to refund

See Part VI Supplemental Information Sheet

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

portions of a previous tax-exempt bond issued 9/29/1999.

Differences between the issue price (Part I) and total proceeds (Part II, Line 3) are due to investment earnings.

Part IV, Line 6, Column A:

This question is being answered without regard to a yield-restricted advance refunding escrow financed with proceeds of the bonds.

Part IV, Line 2b, Column A:

The new money and current refunding portions of this multipurpose issue qualified for spending exceptions to rebate. The advance refunding portion did not so qualify, but the investments made with such portion were held in a lower-yielding refunding escrow.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

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Open to Public Inspection

Name of the organization: St. John Health System, Inc.

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Form 990, Part III, Line 4a, Program Service Accomplishments:

John Building Corporation ("SJBA"), and St. John Broken Arrow, Inc. ("St. John Broken Arrow"). St. John, these subsidiaries, and all other subsidiaries under St. John's direct or indirect control or ownership are referred to herein as "The St. John System".

The St. John System changed its fiscal year end to June 30, beginning with the nine month period ended June 30, 2013 ("fiscal year 2013").

The St. John System became a wholly-owned subsidiary of Ascension Health, effective April 1, 2013. Before that, the St. John System was one of three regional health care delivery systems sponsored or co-sponsored by Marian Health System, Inc. ("Marian"), which, in turn, was ultimately sponsored by Sisters of the Sorrowful Mother, a religious community of the Roman Catholic Church ("SSM").

The St. John System supports the purpose and activities of Ascension Health (and before April 1, 2013 Marian and SSM) and its powers must be exercised in accordance with the teachings, traditions and canon law of the Roman Catholic Church and the ethical and religious directives for Catholic health facilities promulgated by the National Conference of Catholic Bishops of the United States Catholic Conference.

As the parent company of The St. John System, St. John supports the activities of the entire Health System by providing executive leadership and centralized support and managerial functions.

Parent-level activities in support of The St. John System include strategic planning, capital and operational budgeting, human resources

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administration, centralized cash management and treasury functions, accounting and financial reporting, information technology development and support, business office, decision support, and other support and management functions.

In fiscal year 2013, The St. John System provided acute care services through the Medical Center, Jane Phillips, St. John Sapulpa, St. John Broken Arrow, and St. John Owasso. These services include a broad range of inpatient and outpatient services serving the population of Northeastern Oklahoma at five main hospital campuses as well as three additional critical access hospitals in rural Oklahoma and Kansas that are owned or managed by Jane Phillips, with a combined total of nearly 800 hospital beds in operation.

All hospitals and other facilities or organizations owned or managed by the St. John System are operated in accordance with the mission and values of St. John.

St. John's principal for-profit subsidiary, Utica, engages in a variety of managed care activities, including part ownership of a health insurance plan. Utica also owns, operates or manages a comprehensive clinical and anatomical laboratory, a medical management service organization, several urgent care centers, a pharmacy, and various other medical practice facilities; and employs more than 400 physicians and "mid-level providers". St. John, through Utica and other entities, is also an investor in several joint ventures, including two ambulatory surgery centers.

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St. John's fundraising activities are conducted through St. John Foundation, a charitable foundation which seeks gifts, bequests, and endowments, all of which are used in furtherance of St. John's charitable activities.

St. John conducts a variety of senior and low-income long-term care activities in Northeastern Oklahoma through St. John Villas. St. John Villas provides comprehensive nursing-care and long-term residential facilities that are designed for seniors in need of long-term nursing care or who are recovering from illness or injury. The facility provides seniors with a safe and secure environment to help them live happy and fulfilled lives. St. John Villas also operates "HUD" low-income housing projects, including housing for physically-challenged low-income individuals.

The Medical Center, located in Tulsa, Oklahoma, is a full-service tertiary hospital which provides a broad range of in-patient and out-patient health care services. The Medical Center is a tertiary referral center and serves as one of two primary trauma referral centers for Tulsa and Northeastern Oklahoma. It serves as a primary Tulsa teaching hospital for the University of Oklahoma's School of Community Medicine residency programs for internal medicine and surgery. It also the primary teaching hospital for the "In His Image" family medicine residency program. It is also Northeastern Oklahoma's only "magnet" accredited hospital, signifying excellence in nursing care. St. John Medical Center is Tulsa's and Northeastern Oklahoma's only ACS level II trauma center and only joint commission-accredited stroke center. The Medical Center offers advanced services in trauma,

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neurological and neurosurgical (including stroke) care, cardiology and cardiothoracic surgery, kidney transplant, adult, pediatric and neonatal intensive care, cancer treatment, joint replacement, and many other areas.

Mission and Values:

As a Catholic healthcare organization, St. John carries on the mission of its sponsors through Ascension Health of continuing the healing ministry of Jesus Christ. It operates in conformance with "the ethical and religious directives for Catholic health facilities". Faithful to the sponsorship mission, philosophy and values, St. John's mission is to provide healthcare and related ministries for the people served, especially the sick, the poor and the powerless. The catch phrase to capture this mission of service is "medical excellence - compassionate care". This is also our promise to those who seek our services. The board of directors, management and employees of St. John are guided in their day-to-day actions and interactions with those who serve and who are served by the core values of service, human dignity, presence and wisdom.

St. John collaborates with other individuals and institutions in the various communities it serves to ascertain community needs and provides a broad range of services along the healthcare continuum to help meet those needs. Programs and services include preventive, diagnostic, therapeutic and rehabilitative programs, including emphasis on health promotion and disease prevention. St. John also advocates for public policies which advance a healthy and just society. St. John works with local, state and national leaders and organizations to bring about a

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healthcare delivery system that provides dignified access to and affordable, high quality healthcare for all persons.

Community Needs Assessment:

Each owned hospital in The St. John System has completed a community needs assessment, and those assessments have been posted to each hospital's website and also the Health System website.

Governance:

The administrative powers of St. John are vested in its Board of Directors, which controls and manages the properties, affairs and funds of St. John, subject to reservation of certain powers by Ascension Health. Ascension Health has reserved the right to set overall strategic direction, change the bylaws of St. John, appoint its principal executive officers, approve certain borrowings, annual budgets and acquisitions and divestitures of certain property, approve St. John's independent accounting firm and elect or appoint its Board of Directors.

The Board generally meets on a monthly basis and reviews recommendations of its committees, which include an executive committee, an audit committee, a finance committee, an executive compensation committee, a physician transaction review committee, a corporate responsibility committee, and a nominating committee. The executive committee consists of the President and Chief Executive Officer of St. John as well as certain other Board members and may exercise the authority of the Board in the absence of a regular or special meeting of the Board. With the exception of the executive,

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audit, executive compensation, corporate responsibility, and nominating committees, which are comprised solely of Board members, Board committees are generally comprised of Board members, St. John Medical and administrative staff and community representatives.

Community Benefit:

In measuring and reporting quantifiable community benefit, St. John follows guidelines promulgated by the Catholic Health Association of the United States and endorsed by other organizations. Uncompensated care and other elements of community benefit are measured at the unreimbursed estimated cost of services or resources provided.

The St. John System serves as an important safety net provider of a broad continuum of health care services to the citizens of Northeastern Oklahoma and the surrounding region. Each of its five main hospitals operates a full-service, 24-hour, 365-day emergency room providing both urgent and emergency care to all individuals, regardless of their ability to pay. The Medical Center serves as one of only three advanced trauma referral centers for the entire state of Oklahoma and Tulsa's only accredited comprehensive stroke center. It also serves as a host hospital for the medical residency programs for internal medicine and general surgery for the University of Oklahoma's Tulsa School of Community Medicine. It also serves as the primary teaching hospital for the "In His Image" family medicine residency program.

The St. John System is working collaboratively with other interested parties to expand and improve access to medical care for Tulsa and Northeastern Oklahoma's neediest individuals. Through a program now

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called the "Medical Access Program" or "MAP" (established with donated dollars from the Chapman trusts), St. John has provided direct financial support to University of Oklahoma's Bedlam Clinics and to the Good Samaritan and other clinics to expand the operations and reach of their free primary care clinics. The Medical Center also provides free imaging services to uninsured individuals who are referred by St. John's partners in the MAP initiative. MAP also has created a network of specialist physicians willing to accept referrals of uninsured patients. These physicians generally receive payments from MAP equivalent to what they would have received from Medicare for treating these uninsured patients. More information on the MAP is presented below.

In its fiscal year ended June 30, 2013 (a nine month period), St. John was able to identify and quantify an initial estimate of more than $62 million of total net consolidated quantifiable community benefit, provided to thousands of individuals directly served. In addition to the quantifiable community benefit described above, The St. John System charged millions of dollars to the consolidated provision for bad debts in 2013 which were not included in the total quantifiable community benefit for the year. Also, unlike many other non-profit Health Systems based in states other than Oklahoma, The St. John System is not exempt from state and local sales taxes and, in fact, pays sales tax on many equipment, supplies and other purchases.

The St. John System considers "Care for the Poor" to be an essential part of its mission of service to the community. The total cost of "Care for the Poor" includes the cost of charity care, the unreimbursed

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cost of services to Medicaid beneficiaries (together referred to as "uncompensated Care for the Poor") and the cost of special programs or other activities specifically targeted to increase access to care or provide other services to the poor.

"Care for the Poor" includes the estimated cost of care classified as charity care plus the estimated excess of the cost of services provided to Medicaid beneficiaries over the payments received from Medicaid. "Care for the Poor" does not include the cost of services classified and written off as bad debts or the excess of the cost of services provided to Medicare beneficiaries over the payments received from Medicare.

Charity and Uncompensated Care:

The St. John System's hospitals, senior-care and other facilities provide services without regard to a patient's ability to pay. In 2013, The St. John System hospitals provided a discount of at least 30% of billed charges to all uninsured patients. Uninsured patients also could qualify for an additional 15% prompt pay discount. In addition to these automatic discounts, patients can apply for financial assistance up to and including free care. The determination of the patient's qualification for financial assistance is based on an objective determination of the patient's financial resources and ability to pay. In general, all uninsured patients with household incomes of less than 300% of the federal poverty guidelines qualify for free or substantially discounted care. Other entities in The St. John System also provide charity care based on individual determinations of need.

Management for St. John believes that all of its billing and collection

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policies and procedures comply with IRS guidelines and directives.

The "Medical Access Program" ("MAP"):

During 2013, the Medical Center also continued work on an outreach project to improve access to medical care to the poor that is referred to as the "Medical Access Program" ("MAP"). Supported in part by funding from the Chapman trusts (a collection of private trusts of which the Medical Center is one of the beneficiaries), the program is a comprehensive effort to provide increased access to medical services across a broad continuum of care to the poor and disadvantaged in the Tulsa metropolitan area. The program is a collaborative effort led by the Medical Center that includes financial support for new and existing community outreach activities. Key elements of the program include:

-Expanded free primary care clinic visits provided primarily through direct funding provided to the University of Oklahoma's Bedlam clinics, Good Samaritan mobile clinics and other free clinics. These clinics have been able to significantly expand the number of primary and urgent care patient encounters each year with the additional funding provided through MAP.

-Provision of free diagnostic imaging for eligible patients to receive free diagnostic imaging services, including basic X-ray, CT, ultrasound and MRI.

-Expansion of access to free specialty medical services by reopening or expanding specialty clinics in collaboration with University of Oklahoma and other parties and by direct referrals from the primary care clinics to private physicians. Examples would be treatment of patients with cancer diagnoses, and other life threatening illnesses or

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injuries. Expansion of this referral program continues.

-Expansion of access to free prescription and other medications in collaboration with the primary care clinics and other partners.

-In January 2012, St. John opened a "medical home" clinic for uninsured patients as part of the MAP initiative.

The MAP grew again in 2013 and it is hoped that the MAP can continue to grow and serve as a model for collaboration and outreach that can not only be used to provide more effective health care in Tulsa to its most needy citizens, but also serve as a model for other communities.

Medical Education:

As described above, the Medical Center participates in a city-wide resident training program administered by the University of Oklahoma Tulsa School of Community Medicine and the Tulsa Medical Education Foundation. The Medical Center is an entity which hosts the internal medicine and surgical residency programs. It also hosts and provides financial support for the "In His Image" family medicine residency program. The Medical Center provides annual financial support to the Tulsa Medical Education Foundation to further its educational activities.

The Medical Center also supports the initiatives of the Tulsa Hospital Council to provide financial support to expand enrollments in area allied health and nursing educational programs. The Medical Center maintains affiliations with a number of area medical education facilities and organizations to promote the offering and enhancement of basic and continuing medical, nursing and allied health education.

Educational affiliations for training of non-physician medical

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personnel include the following institutions: University of Oklahoma, Langston University, University of Tulsa, Rogers State College, Oklahoma State University, and several other institutions. The Medical Center maintains a continuing education program which is accredited to award category I education credits to participating physicians. Jane Phillips, through Jane Phillips Memorial Medical Center, also participates in medical education activities by providing financial support to Tulsa Medical Education Foundation and accepting rotational assignments for certain residents and by providing financial support to area schools to support nursing education.

Other Community Benefit and Outreach Activities:

The senior care facilities operated by The St. John System operate at a loss, as do the critical access hospitals. St. John System considers these subsidized activities to be essential components of its mission of service. The St. John System provides other forms of community benefit in the form of free, or reduced-charge educational seminars for the general public on wide ranging topics from prenatal care to chronic disease management. It participates in community-wide health screening events, blood donation drives, and a number of other outreach activities to improve the health status of the residents of Northeastern Oklahoma and the surrounding area.

Other Program Service Accomplishments:

As previously discussed, The St. John System is organized and operated to provide medical excellence and compassionate care to the citizens of Northeastern Oklahoma, with a special preference for the poor and disadvantaged. To that end, the entities in The St. John System

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provided a broad continuum of services in the year ended June 30, 2013 (a nine month period), including:

Total combined hospital admissions and observation patients - more than 41,000

Total combined births - more than 2,300

Total combined hospital emergency room visits - more than 120,000

Total combined outpatient and diagnostic registrations - more than 400,000

Total laboratory procedures (outreach and hospital) - more than 5,400,000

Total patient visits in employed physician offices and urgent care clinics - more than 500,000

Summary:

The St. John System's role as one fo the significant safety-net health care providers for the region continues to grow in prominence. St. John reinvests 100% of any profits derived into new and expanded services to the community. The St. John System is very proud of its history of service to the community and views its responsibility to continue to provide medical services to everyone, especially the poor and disadvantaged, very seriously. As The St. John System continues to face growing financial challenges, it becomes increasingly difficult to sustain our mission of service. Nevertheless, we believe that the quantifiable community benefit, as well as the many other areas of service provided by The St. John System and identified in 2013, continue a sound record of stewardship and a significant contribution to the well-being of both the collective communities and individuals

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within those communities we serve.

Part V Line 1a and 2a:

Statements Regarding Other IRS Filings and Tax Compliance

The number of independent contractors during the tax year for the filing organization is reflected in Part V, Line 1a of the filing organization. Compensation for independent contractors is reported on the Form 1096, Annual Summary and Transmittal of U.S. Information Returns, of St. John Medical Center, Inc. ("SJMC"), EIN 73-0579286. Expenses are allocated to and reimbursed by the filing organization to SJMC and are reported on Form 990, Part VII, Section B and Part IX by the respective filing organization that incurred the expense. The salaries reflected on Form 990 were all reported on the Form 941 Employer's Quarterly Federal Tax Return of St. John Medical Center, Inc. These salaries were reimbursed to SJMC by the filing organization and were included in the number of employees on SJMC's calendar year 2012 Form W-3. The number of employees reported on Part V, Line 2a of Form 990 by the filing organization represents the number of employees providing services to the filing organization during calendar year 2012.

Form 990, Part VI, Section A, line 2: Many of the persons listed on Part VII have a "business relationship" with each other by virtue of sitting on related St. John Health System entity boards.

Form 990, Part VI, Section A, line 4: As a result of the transition by St. John Health System, Inc. ("SJHS") to 100% membership by Ascension Health and sponsorship by Ascension Health Ministries, the bylaws of SJHS

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and its wholly owned corporate subsidiaries were revised in accordance with the Ascension Health Model Bylaws for its health ministries.

Form 990, Part VI, Section A, line 6: St. John Health System, Inc. has a single corporate member, Ascension Health.

Form 990, Part VI, Section A, line 7a: St. John Health System Inc. has a single corporate member, Ascension Health, who has the ability to elect members to the governing body of St. John Health System, Inc.

Form 990, Part VI, Section A, line 7b: All decisions that have a material impact to St. John Health System, Inc.'s financial information or corporation as a whole are subject to approval by its sole corporate member, Ascension Health. Ascension Health, the sole corporate member of St. John Health System, Inc., has designated a system authority matrix which assigns authority for key decisions that are necessary in the operation of the System. Specific areas that are identified in the authority matrix are: new organizations & major transactions; governing documents; appointments/removals; evaluation; debt limits; strategic & financial plans; assets; system policies & procedures. These areas are subject to certain levels of approval by Ascension per the system authority matrix.

Form 990, Part VI, Section B, line 11: St. John Health System ("SJHS") has hired a third party preparer experienced in the preparation of Form 990 to assist in the preparation of the return. The Senior Vice President/Chief Financial Officer and other personnel of SJHS will work closely with the paid preparer in gathering the information for the return and will perform

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the initial detailed review of the return. The return will then be reviewed by the SJHS system audit committee (as delegated by the board of the filing organization). A copy of the return will be provided to all voting board members of the filing organization prior to filing.

Form 990, Part VI, Section B, Line 12c: At every fiscal year end, St. John Health System (SJHS) distributes a copy of the current conflict of interest policy and procedure bulletin, together with an explanation and questionnaire to the members of the Board of Directors, administrative officers and key employees of SJHS, its subsidiaries and affiliates, including Jane Phillips Nowata Hospital, Inc. The Board members, administrative officers and key employees of SJHS, its subsidiaries and affiliates must complete the questionnaire and return it to the designated SJHS official within two weeks of receipt. Completed questionnaires are reviewed and summarized by the vice president, corporate compliance and integrity, or his/her designee. That individual then presents the questionnaire results to the heads of each hospital for further provision to the various Boards' audit and compliance committees. The audit and compliance committees, as appropriate, submit a confidential report to their Board chairman summarizing the questionnaire results. The Board chairman, as appropriate, may review with the executive committee the responses to the questionnaire results.

Form 990, Part VI, Section B, Line 15: Compensation for all executives in St. John Health System ("SJHS"), of which St. John Health System Foundation, Inc. is a part, is analyzed by an independent health care consulting firm. The analysis includes a fair market value assessment and establishment of a range for each position based on research of comparable

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health care systems of similar size. The report and recommended compensation levels for each executive management position is reviewed and approved by the executive compensation committee of the SJHS Board of Directors. During the review and approval of the compensation, documentation of the decision was recored in the board minutes.

Form 990, Part VI, Section C, Line 19: The organization will provide any documents open to public inspection upon request.

Form 990, Part XI, line 9, Changes in Net Assets:

Distribution to Parent - Marian	-27,275,184.
Pension adjustment	-94,777,159.
Purchase price adjustment (equity in affiliates)	61,900,643.
Purchase price adjustments	7,435,812.
Intercompany write downs and transfers	6,284,433.
General reserve	-1,715,252.
Other changes in net assets	109,750.
Total to Form 990, Part XI, Line 9	-48,036,957.

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.

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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	(g) Section 512(b)(13) controlled entity? No
Ascension Health - 31-1662309 P.O. Box 45998 St. Louis, MO 63134	National Health System	Missouri	501(c)(3)	Schedule A, Line 11a	Ascension Health Alliance		X
Marian Health System, Inc. - 36-3659989 1923 South Utica Avenue Tulsa, OK 74104	Health System Parent	Oklahoma	501(c)(3)	Schedule A, Line 11a	N/A		X
Craig County Medical Services Corp. - 73-1487478, 1923 South Utica Avenue, Tulsa, OK 74104	Health Care	Oklahoma	501(c)(3)	Schedule A, Line 9	St. John Health System, Inc.	X	
St. John Sapulpa, Inc. - 73-0662663 1923 South Utica Avenue Tulsa, OK 74104	Health Care	Oklahoma	501(c)(3)	Schedule A, Line 3	St. John Health System, Inc.	X	

Part II **Continuation of Identification of Related Tax-Exempt Organizations**

(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 organization?	
						Yes	No
Jane Phillips Nowata Hospital, Inc. - 73-1440267, 237 South Locust, Nowata, OK 74048	Health Care	Oklahoma	501(c)(3)	Schedule A, Line 3	Jane Phillips Memorial Medical Center	X	
Jane Phillips Memorial Medical Center - 73-0606129, 3500 E. Frank Phillips Blvd., Bartlesville, OK 74006	Health Care	Oklahoma	501(c)(3)	Schedule A, Line 3	St. John Health System, Inc.	X	
Jane Phillips Health Care Foundation - 73-1250611, 3500 E. Frank Phillips Blvd., Bartlesville, OK 74006	Health Care	Oklahoma	501(c)(3)	Schedule A, Line 3	Jane Phillips Memorial Medical Center	X	
Bartlett Homes, Inc. - 73-1301822 1008 E. Cleveland Sapulpa, OK 74066	HUD Housing	Oklahoma	501(c)(3)	Schedule A, Line 7	St. John Sapulpa, Inc.	X	
Bethel Manor, Inc. - 73-1216617 619 S. Division Sapulpa, OK 74066	HUD Housing	Oklahoma	501(c)(3)	Schedule A, Line 7	St. John Sapulpa, Inc.	X	
St. John Building Corporation - 61-1659782 1923 South Utica Avenue Tulsa, OK 74104	Real Estate	Oklahoma	501(c)(2)		St. John Health System, Inc.	X	
St. John Health System Foundation, Inc. - 73-1133139, 1923 South Utica Avenue, Tulsa, OK 74104	Health Care	Oklahoma	501(c)(3)	Schedule A, Line 7	St. John Health System, Inc.	X	
St. John Medical Center, Inc. - 73-0579286 1923 South Utica Avenue Tulsa, OK 74104	Health Care	Oklahoma	501(c)(3)	Schedule A, Line 3	St. John Health System, Inc.	X	
St. John Management Services, Inc. - 20-3742040, 1923 South Utica Avenue, Tulsa, OK 74104	Health Care	Oklahoma	501(c)(3)	Schedule A, Line 7	St. John Health System, Inc.	X	
St. John Sapulpa Foundation, Inc. - 20-1626586, 1923 South Utica Avenue, Tulsa, OK 74104	Fundraising	Oklahoma	501(c)(3)	Schedule A, Line 7	St. John Health System Foundation, Inc.	X	
St. John Villas, Inc. - 73-1077367 1923 South Utica Avenue Tulsa, OK 74104	Nursing Home	Oklahoma	501(c)(3)	Schedule A, Line 9	St. John Health System, Inc.	X	
Jane Phillips Health Corporation - 73-1492078, 3500 E. Frank Phillips Blvd., Bartlesville, OK 74006	Health Care	Oklahoma	501(c)(3)	Schedule A, Line 11b	St. John Health System, Inc.	X	

Part II **Continuation of Identification of Related Tax-Exempt Organizations**

(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 organization? Yes	(g) No
Owasso Medical Facility, Inc. - 20-3700131 1923 South Utica Avenue Tulsa, OK 74104	Health Care	Oklahoma	501(c)(3)	Schedule A, Line 3	St. John Health System, Inc.	X	
St. John Broken Arrow, Inc. - 38-3833117 1923 South Utica Avenue Tulsa, OK 74104	Health Care	Oklahoma	501(c)(3)	Schedule A, Line 3	St. John Health System, Inc.	X	
St. John Auxiliary - 73-0999759 1923 South Utica Avenue Tulsa, OK 74104	Health Care	Oklahoma	501(c)(3)	Schedule A, Line 9	St. John Health System, Inc.	X	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
Platinum Fitness & Rehab Center LLC - 20-1879493, 4808 South 109th East Avenue, Tulsa, OK 74146	Health Club	OK	Utica Services, Inc.		-95,905.	684,035.		X	N/A	X		40.00%
Memorial Surgery Center, LLC - 20-1167151, Tulsa, OK 74104	Operate ASC	OK	Utica Services, Inc.		0.	0.		X	N/A		X	50.10%

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
Utica Services, Inc. - 73-1057650 1923 South Utica Tulsa, OK 74104	Medical Services	OK	St. John Health System, Inc.	C CORP	-13,437,759.	105,038,933.	100.00%	X	
Regional Medical Laboratories, Inc. - 73-1131608, 1923 South Utica, Tulsa, OK 74104	Medical Services	OK	Utica Services, Inc.	C CORP	99,166,742.	18,483,140.	100.00%	X	
Physician Support Services, Inc. - 73-1437252, 1923 South Utica, Tulsa, OK 74104	Medical Services	OK	Utica Services, Inc.	C CORP	-25,615,109.	18,047,909.	100.00%	X	
OMNI Medical Group, Inc. - 73-1335536 1923 South Utica Tulsa, OK 74104	Medical Services	OK	Physician Support Services, Inc.	C CORP	38,095,631.	20,487,077.	100.00%	X	
Bluestream Medical Clinic, Inc. - 73-1481016 1923 South Utica Tulsa, OK 74104	Holding Company	OK	Physician Support Services, Inc.	C CORP	0.	0.	100.00%	X	

Part IV Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) Section 512(b)(13) controlled entity? No
Outbound Medical Network, Inc. - 73-1255463 1923 South Utica Tulsa, OK 74104	Medical Services	OK	Utica Services, Inc.	C CORP	0.	0.	100.00%	X	
St. John Urgent Care Clinic, Inc. - 20-4990275, 1923 South Utica, Tulsa, OK 74104	Medical Services	OK	Physician Support Services, Inc.	C CORP	5,330,815.	750,850.	100.00%	X	
St. John Anesthesia Services, Inc. - 20-3690446, 1923 South Utica, Tulsa, OK 74104	Medical Services	OK	Physician Support Services, Inc.	C CORP	20,956,922.	2,156,060.	100.00%	X	
St. John Physicians, Inc. - 73-1321032 1923 South Utica Tulsa, OK 74104	Medical Services	OK	Physician Support Services, Inc.	C CORP	87,073,784.	14,695,825.	100.00%	X	
Jane Phillips Enterprises, Inc. - 73-1530246 3500 S.E. Frank Phillips Blvd. Bartlesville, OK 74006	Holding Company	OK	St. John Health System, Inc.	C CORP	0.	331,591.	100.00%	X	
Ceres Medical Practice, Inc. - 73-1522656 3400 E. Frank Phillips Blvd. Bartlesville, OK 74006	Medical Services	OK	Jane Phillips Enterprises, Inc.	C CORP	2,470,056.	1,835,817.	100.00%	X	
Doctors Building of Bartlesville - 73-0759185, 3500 State Street, Bartlesville, OK 74006	Building Rental	OK	Jane Phillips Enterprises, Inc.	C CORP	65,984.	195,216.	100.00%	X	
Gemini Medical Group, Inc. - 73-1503529 3400 E. Frank Phillips Blvd. Bartlesville, OK 74006	Medical Services	OK	Jane Phillips Enterprises, Inc.	C CORP	5,719,203.	3,204,787.	100.00%	X	
Gemini After Hours Clinic, Inc. - 30-0375407 3400 E. Frank Phillips Blvd. Bartlesville, OK 74006	Medical Services	OK	Jane Phillips Enterprises, Inc.	C CORP	521,373.	596,212.	100.00%	X	
Jane Phillips Specialty Physicians, Inc. - 01-0879962, 3400 E. Frank Phillips Blvd., Bartlesville, OK 74006	Medical Services	OK	Jane Phillips Enterprises, Inc.	C CORP	7,346,253.	2,529,525.	100.00%	X	
Medical Management Services, Inc. - 73-1531974, 3500 E. Frank Phillips Blvd., Bartlesville, OK 74006	Holding Company	OK	Jane Phillips Enterprises, Inc.	C CORP	824,586.	10,379,223.	100.00%	X	
Professional Credit Recovery - 73-1057187 4100 S.E. Adams Blvd. Bartlesville, OK 74006	Collection Services	OK	Jane Phillips Enterprises, Inc.	C CORP	497,747.	123,485.	100.00%	X	

Part IV Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) Section 512(b)(13) controlled entity? No
Synergy Hospitalist Grp., Inc. - 30-0375404 3400 E. Frank Phillips Blvd. Bartlesville, OK 74006	Medical Services	OK	Jane Phillips Enterprises, Inc.	C CORP	734,362.	255,809.	100.00%	X	
Professional Medical Insurance Risk Retention Group, Inc. - 73-1525831, 201 Merchant Street, Suite 2400, Honolulu, HI	Insurance	HI	St. John Health System, Inc.	C CORP	-107,857.	332,850.	100.00%	X	

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

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

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) St. John Health System Foundation, Inc.	K	294,874.	FMV
(2) St. John Health System Foundation, Inc.	P	55,845.	FMV
(3) St. John Medical Center, Inc.	C	66,794,317.	FMV
(4) St. John Medical Center, Inc.	D	12,979,196.	FMV
(5) St. John Medical Center, Inc.	N	135,490,713.	FMV
(6) St. John Medical Center, Inc.	L	44,241,527.	FMV

Part V **Continuation of Transactions With Related Organizations** (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7) St. John Medical Center, Inc.	P	128,353,650.	FMV
(8) St. John Management Services, Inc.	C	139,689.	FMV
(9) St. John Management Services, Inc.	L	139,689.	FMV
(10) St. John Sapulpa, Inc.	B	766,328.	FMV
(11) St. John Sapulpa, Inc.	D	883,786.	FMV
(12) St. John Sapulpa, Inc.	L	90,141.	FMV
(13) St. John Villas, Inc.	C	266,179.	FMV
(14) St. John Villas, Inc.	K	62,240.	FMV
(15) St. John Villas, Inc.	P	328,419.	FMV
(16) St. John Villas, Inc.	E	2,375,000.	FMV
(17) Craig County Medical Services Corp.	E	3,375,000.	FMV
(18) Craig County Medical Services Corp.	C	69,350.	FMV
(19) Craig County Medical Services Corp.	L	78,310.	FMV
(20) Jane Phillips Memorial Medical Center	C	129,432.	FMV
(21) Jane Phillips Memorial Medical Center	K	56,593.	FMV
(22) Jane Phillips Memorial Medical Center	P	186,025.	FMV
(23) Owasso Medical Facility, Inc.	C	2,690,239.	FMV
(24) Owasso Medical Facility, Inc.	D	5,187,418.	FMV

Part V **Continuation of Transactions With Related Organizations** (Schedule R (Form 990), Part V, line 2)

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7)	Owasso Medical Facility, Inc.	K	4,208,611.	FMV
(8)	Owasso Medical Facility, Inc.	P	12,405,845.	FMV
(9)	St. John Broken Arrow, Inc.	C	1,864,303.	FMV
(10)	St. John Broken Arrow, Inc.	D	7,210,995.	FMV
(11)	St. John Broken Arrow, Inc.	K	2,110,182.	FMV
(12)	St. John Broken Arrow, Inc.	P	12,151,454.	FMV
(13)	St. John Building Corporation	B	1,971,980.	FMV
(14)	St. John Building Corporation	K	783,164.	FMV
(15)	St. John Building Corporation	J	1,500,937.	FMV
(16)	Marian Health System	R	27,275,184.	FMV
(17)	Professional Medical Insurance Risk Retention Group, Inc.	L	87,817.	FMV
(18)	Professional Medical Insurance Risk Retention Group, Inc.	O	78,216.	FMV
(19)	Utica Services, Inc.	B	3,116,008.	FMV
(20)	Utica Services, Inc.	K	5,467,413.	FMV
(21)	Utica Services, Inc.	P	2,484,739.	FMV
(22)				
(23)				
(24)				

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

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

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

Part VII Supplemental Information

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

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

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

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

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. St. John Health System, Inc.	Employer identification number (EIN) or 73-1215174
	Number, street, and room or suite no. If a P.O. box, see instructions. 1923 South Utica Avenue	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Tulsa, OK 74104	

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

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

- The books are in the care of ▶ Lex Anderson 1923 South Utica Avenue - Tulsa, OK 74104
  Telephone No ▶ (918) 744-2740 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until February 17, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year _____ or
▶ [X] tax year beginning OCT 1, 2012, and ending JUN 30, 2013.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$	0.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$	0.

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	St. John Health System, Inc.	73-1215174
	Number, street, and room or suite no. If a P.O. box, see instructions. 1923 South Utica Avenue	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. Tulsa, OK 74104	

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

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

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

- The books are in the care of ▶ Lex Anderson 1923 South Utica Avenue - Tulsa, OK 74104
  Telephone No. ▶ (918) 744-2740 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until May 15, 2014.

5 For calendar year _____, or other tax year beginning OCT 1, 2012, and ending JUN 30, 2013.

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

7 State in detail why you need the extension
Additional time is requested to gather information to file a complete and accurate return.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$	0.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$	0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Meghann Ackley Title ▶ Preparer Date ▶ 1/15/14

Form **8868** (Rev. 1-2013)

223842
01-21-13

16191210 099907 STHS5174CIN1 2012.05010 St. John Health System, Inc STHS5171