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Form 990



Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 10-01-2012 , 2012, and ending 09-30-2013

☐ Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization
CARE NEW ENGLAND HEALTH SYSTEM

Doing Business As

Number and street (or P O box if mail is not delivered to street address)
45 WILLARD AVENUE Suite

Room/suite

City or town, state or country, and ZIP + 4
PROVIDENCE, RI 02905

F Name and address of principal officer
JOHN M SUTHERLAND III
45 WILLARD AVENUE - 3RD FLOOR
PROVIDENCE, RI 02905

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 ▶

I Tax-exempt status

☒ 501(c)(3)☐ 501(c) () ◀(Insert no)☐ 4947(a)(1) or☐ 527

J Website: ▶ WWW.CARENEWENGLAND.ORG

K Form of organization

☒ Corporation☐ Trust☐ Association☐ Other ▶

L Year of formation 1996

M State of legal domicile RI

Part I

Summary

Activities & Governance

1

Briefly describe the organization's mission or most significant activities
THE ORGANIZATION IS DEVOTED TO CONTINUALLY IMPROVING THE HEALTH AND WELL-BEING OF THE PEOPLE AND COMMUNITIES THEY SERVE

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 | 20 |
| 4 | Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 15 |
| 5 | Total number of individuals employed in calendar year 2012 (Part V, line 2a) | 5 | 707 |
| 6 | Total number of volunteers (estimate if necessary) | 6 | 0 |
| 7a | Total unrelated business revenue from Part VIII, column (C), line 12 | 7a | 0 |
| b | Net unrelated business taxable income from Form 990-T, line 34 | 7b | |

Revenue

| | Prior Year | Current Year |
|---|------------|--------------|
| 8 Contributions and grants (Part VIII, line 1h) | 0 | 3,465 |
| 9 Program service revenue (Part VIII, line 2g) | 86,804,762 | 94,244,713 |
| 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 266,613 | 273,987 |
| 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 0 | 73,576 |
| 12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 87,071,375 | 94,595,741 |

Expenses

| | | |
|--|------------|------------|
| 13 Grants and similar amounts paid (Part IX, column (A), lines 1–3) | 250,000 | 327,350 |
| 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) | 58,838,037 | 58,739,768 |
| 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) | 28,187,010 | 33,564,128 |
| 18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25) | 87,275,047 | 92,631,246 |
| 19 Revenue less expenses Subtract line 18 from line 12 | -203,672 | 1,964,495 |

Net Assets or Fund Balances

| | Beginning of Current Year | End of Year |
|--|---------------------------|-------------|
| 20 Total assets (Part X, line 16) | 152,766,952 | 139,665,881 |
| 21 Total liabilities (Part X, line 26) | 172,111,925 | 150,129,780 |
| 22 Net assets or fund balances Subtract line 21 from line 20 | -19,344,973 | -10,463,899 |

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

JOHN M SUTHERLAND III CFO

Date

2014-08-13

Paid Preparer Use Only

Prnt/Type preparer's name
Scott Manani

Firm's name ▶ WithumSmithBrown PC

Firm's address ▶ 465 South St Ste 200
Mornstown, NJ 079606497

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's EIN ▶

Phone no (973) 898-9494

May the IRS discuss this return with the preparer shown above? (see instructions)

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2012)

Part IIIStatement of Program Service Accomplishments

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

1

Briefly describe the organization’s mission

CARE NEW ENGLAND IS DEVOTED TO CONTINUALLY IMPROVING THE HEALTH AND WELL-BEING OF THE PEOPLE AND COMMUNITIES WE SERVE PLEASE REFER TO SCHEDULE O FOR THE ORGANIZATION'S COMMUNITY BENEFIT STATEMENT

2

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

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

3

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

If “Yes,” describe these changes on Schedule O

4

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

4a

(Code) (Expenses \$ 85,453,645 including grants of \$ 327,350) (Revenue \$ 94,038,676)

CARE NEW ENGLAND HEALTH SYSTEM IS THE HOLDING COMPANY OF A TAX-EXEMPT INTEGRATED HEALTHCARE DELIVERY SYSTEM WHICH CONSISTS OF BUTLER HOSPITAL, KENT COUNTY MEMORIAL HOSPITAL, WOMEN AND INFANTS HOSPITAL OF RHODE ISLAND, WOMEN AND INFANTS CORPORATION, KENT COUNTY VISITING NURSE ASSOCIATION D/B/A VNA OF CARE NEW ENGLAND, AND THEIR SUBSIDIARIES AND AFFILIATES CARE NEW ENGLAND HEALTH SYSTEM PROVIDES MANAGEMENT SERVICES WHICH INCLUDES STRATEGIC PLANNING, INVESTMENT MANAGMENT, CAPITAL FINANCING FOR THE GROUP, LEGAL, PURCHASING, INFORMATION TECHNOLOGY, REVENUE CYCLE, SFP, ACCOUNTING, COMPLIANCE/INTERNAL AUDIT, CONTRACTING, RISK MANAGEMENT, MARKETING, PBO, WELLNESS, PRINTING AND CREDENTIALLING PLEASE REFER TO SCHEDULE O FOR THE ORGANIZATION'S COMMUNITY BENEFIT STATEMENT

4b

(Code) (Expenses \$ 386,095 including grants of \$ 0) (Revenue \$ 206,037)

CARE NEW ENGLAND WELLNESS CENTER PROGRAMS AND CLINICAL SERVICES ARE BASED ON A MODEL OF MEDICAL INTEGRATION WITH A TEAM APPROACH, INCORPORATING NUTRICIAN COUNSELING, FITNESS, HEALTH EDUCATION AND STRESS MANAGEMENT AS A COMPLIMENT TO CONVENTIONAL MEDICAL TREATMENT, INTEGRATIVE THERAPIES ARE OFFERED PLEASE REFER TO SCHEDULE O FOR THE ORGANIZATION'S COMMUNITY BENEFIT STATEMENT

4c

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

4d

Other program services (Describe in Schedule O)


















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

4e

Total program service expenses 85,839,740

Part IV

Checklist of Required Schedules

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

Part IV

Checklist of Required Schedules (continued)

| | | | | |
|-----|--|-----|-----|----|
| 21 | Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> | 21 | Yes | |
| 22 | Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> | 22 | | No |
| 23 | Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> | 23 | Yes | |
| 24a | Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> | 24a | Yes | |
| b | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | 24b | | No |
| c | Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | 24c | | No |
| d | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | 24d | | No |
| 25a | Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> | 25a | | No |
| b | Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> | 25b | | No |
| 26 | Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> | 26 | | No |
| 27 | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> | 27 | | No |
| 28 | Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions) | | | |
| a | A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | 28a | | No |
| b | A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | 28b | | No |
| c | An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> | 28c | Yes | |
| 29 | Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> | 29 | | No |
| 30 | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> | 30 | | No |
| 31 | Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> | 31 | | No |
| 32 | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> | 32 | | No |
| 33 | Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> | 33 | | No |
| 34 | Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> | 34 | Yes | |
| 35a | Did the organization have a controlled entity within the meaning of section 512(b)(13)? | 35a | Yes | |
| b | If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> | 35b | Yes | |
| 36 | Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> | 36 | | No |
| 37 | Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> | 37 | | No |
| 38 | Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O | 38 | Yes | |

Part V

Statements Regarding Other IRS Filings and Tax Compliance

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

☐

| | | | |
|---|--|-----|----|
| | | Yes | No |
| 1a | Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. | 227 | |
| 1b | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. | 0 | |
| 1c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | | Yes | |
| 2a | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. | 707 | |
| 2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions). | | Yes | |
| 3a Did the organization have unrelated business gross income of \$1,000 or more during the year? | | | No |
| 3b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O. | | | |
| 4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | | | No |
| 4b If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. | | | |
| 5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | | | No |
| 5b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | | | No |
| 5c If "Yes," to line 5a or 5b, did the organization file Form 8886-T? | | | |
| 6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? | | | No |
| 6b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | | | |
| 7 Organizations that may receive deductible contributions under section 170(c). | | | |
| 7a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? | | | No |
| 7b If "Yes," did the organization notify the donor of the value of the goods or services provided? | | | |
| 7c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | | | No |
| 7d If "Yes," indicate the number of Forms 8282 filed during the year. | | | |
| 7e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | | | No |
| 7f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | | No |
| 7g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? | | | |
| 7h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? | | | |
| 8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | | | No |
| 9 Sponsoring organizations maintaining donor advised funds. | | | |
| 9a Did the organization make any taxable distributions under section 4966? | | | |
| 9b Did the organization make a distribution to a donor, donor advisor, or related person? | | | |
| 10 Section 501(c)(7) organizations. Enter | | | |
| 10a Initiation fees and capital contributions included on Part VIII, line 12. | | | |
| 10b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. | | | |
| 11 Section 501(c)(12) organizations. Enter | | | |
| 11a Gross income from members or shareholders. | | | |
| 11b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them). | | | |
| 12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | | | |
| 12b If "Yes," enter the amount of tax-exempt interest received or accrued during the year. | | | |
| 13 Section 501(c)(29) qualified nonprofit health insurance issuers. | | | |
| 13a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O. | | | |
| 13b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans. | | | |
| 13c Enter the amount of reserves on hand. | | | |
| 14a Did the organization receive any payments for indoor tanning services during the tax year? | | | No |
| 14b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O. | | | |

Part VI

Governance, Management, and Disclosure

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

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

Section A. Governing Body and Management

| | | | |
|--|---|-----|-----|
| | | Yes | No |
| 1a | Enter the number of voting members of the governing body at the end of the tax year | | |
| 1a | 20 | | |
| 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 | 15 | | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | 2 | Yes |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? | 3 | No |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | 4 | Yes |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? | 5 | No |
| 6 | Did the organization have members or stockholders? | 6 | No |
| 7a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | 7a | Yes |
| 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 | No |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following | | |
| a | The governing body? | 8a | Yes |
| b | Each committee with authority to act on behalf of the governing body? | 8b | Yes |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | 9 | No |

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

| | | | |
|--|--|-----|-----|
| | | Yes | No |
| 10a | Did the organization have local chapters, branches, or affiliates? | 10a | No |
| 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 | Yes |
| 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 | Yes |
| b | Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | 12b | Yes |
| 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 | Yes |
| 13 | Did the organization have a written whistleblower policy? | 13 | Yes |
| 14 | Did the organization have a written document retention and destruction policy? | 14 | Yes |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | |
| a | The organization's CEO, Executive Director, or top management official | 15a | Yes |
| b | Other officers or key employees of the organization | 15b | Yes |
| If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions) | | | |
| 16a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? | 16a | No |
| 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 |
| 18 | Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O) |
| 19 | Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year |
| 20 | State the name, physical address, and telephone number of the person who possesses the books and records of the organization KATHY TOPOR C/O CNE ACCTING DEPT 345 BLACKSTONE PROVIDENCE, RI (401) 921-7602 |

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

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

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

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

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

[illegible]

Part VII

| | | | | |
|-----------|--|-----------|-----------|-----------|
| 1b | Sub-Total | | | |
| c | Total from continuation sheets to Part VII, Section A | | | |
| d | Total (add lines 1b and 1c) | 6,491,974 | 2,497,085 | 1,158,957 |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶69

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

Section B. Independent Contractors

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

| (A) Name and business address | (B) Description of services | (C) Compensation |
|---|--------------------------------|---------------------|
| CERNER CORPORATION , PO BOX 412702 KANSAS CITY MO 64141 | INFO TECHNOLOGY | 5,617,706 |
| MICROSOFT LICENSING GP , 6100 NEIL ROAD RENO NV 89511 | INFO TECHNOLOGY | 1,681,015 |
| NTT DATA INC , 100 CITY SQUARE BOSTON MA 02129 | INFO TECHNOLOGY | 960,331 |
| KAUFMAN HALL , 5202 OLD ORCHARD ROAD SUITE N700 SKOKIE IL 60077 | FINANCIAL PLANNING | 846,322 |
| MCKESSON TECHNOLOGIES INC , PO BOX 98347 CHICAGO IL 606938347 | INFO TECHNOLOGY | 483,796 |

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 ▶36

Part VIII

Statement of Revenue

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

| | | | (A) | (B) | (C) | (D) | |
|---|---|---|---------------|---|----------------------------------|--|--|
| | | | Total revenue | Related or exempt function revenue | Unrelated business revenue | 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 | 3,465 | | | |
| | g | Noncash contributions included in lines 1a-1f \$ | | | | | |
| | h | Total. Add lines 1a-1f | | 3,465 | | | |
| Program Service Revenue | | | Business Code | | | | |
| | 2a | NET PATIENT SERVICE REVENUE | 541900 | 1,406,037 | 1,406,037 | | |
| | b | MANAGEMENT REVENUE | 561000 | 92,631,243 | 92,631,243 | | |
| | c | OTHER HEALTHCARE RELATED REVENUE | 900099 | 207,433 | 207,433 | | |
| | d | | | | | | |
| | e | | | | | | |
| | f | All other program service revenue | | | | | |
| | g | Total. Add lines 2a-2f | | 94,244,713 | | | |
| Other Revenue | 3 | Investment income (including dividends, interest, and other similar amounts) | | 138,793 | | 138,793 | |
| | 4 | Income from investment of tax-exempt bond proceeds | | 0 | | | |
| | 5 | Royalties | | 0 | | | |
| | 6a | (i) Real | | (ii) Personal | | | |
| | | Gross rents | 73,576 | | | | |
| | | b Less rental expenses | | | | | |
| | | c Rental income or (loss) | 73,576 | 0 | | | |
| | d | Net rental income or (loss) | | 73,576 | | 73,576 | |
| | 7a | (i) Securities | | (ii) Other | | | |
| | | Gross amount from sales of assets other than inventory | 135,194 | | | | |
| | | b Less cost or other basis and sales expenses | | | | | |
| | | c Gain or (loss) | 135,194 | | | | |
| | d | Net gain or (loss) | | 135,194 | | | |
| | 8a | Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 | a | | | | |
| | b | Less direct expenses | b | | | | |
| | c | Net income or (loss) from fundraising events | | 0 | | | |
| | 9a | Gross income from gaming activities See Part IV, line 19 | a | | | | |
| | b | Less direct expenses | b | | | | |
| | c | Net income or (loss) from gaming activities | | 0 | | | |
| | 10a | Gross sales of inventory, less returns and allowances | a | | | | |
| | b | Less cost of goods sold | b | | | | |
| | c | Net income or (loss) from sales of inventory | | 0 | | | |
| | Miscellaneous Revenue | | Business Code | | | | |
| 11a | | | | | | | |
| b | | | | | | | |
| c | | | | | | | |
| d | All other revenue | | | | | | |
| e | Total. Add lines 11a-11d | | 0 | | | | |
| 12 | Total revenue. See Instructions | | 94,595,741 | 94,244,713 | | 212,369 | |

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. | 327,350 | 327,350 | | |
| 2 | Grants and other assistance to individuals in the United States. See Part IV, line 22. | 0 | | | |
| 3 | Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16. | 0 | | | |
| 4 | Benefits paid to or for members. | 0 | | | |
| 5 | Compensation of current officers, directors, trustees, and key employees. | 5,189,721 | 5,189,721 | 0 | 0 |
| 6 | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). | 0 | | | |
| 7 | Other salaries and wages. | 38,912,994 | 38,912,994 | | |
| 8 | Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions). | 517,736 | 517,736 | | |
| 9 | Other employee benefits. | 11,262,906 | 11,262,906 | | |
| 10 | Payroll taxes. | 2,856,411 | 2,856,411 | | |
| 11 | Fees for services (non-employees): | | | | |
| a | Management. | 0 | | | |
| b | Legal. | 3,278,304 | | 3,278,304 | |
| c | Accounting. | 442,000 | | 442,000 | |
| d | Lobbying. | 149,119 | | 149,119 | |
| e | Professional fundraising services. See Part IV, line 17. | 0 | | | |
| f | Investment management fees. | 0 | | | |
| g | Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O). | 2,138,137 | 2,138,137 | | |
| 12 | Advertising and promotion. | 635,013 | | 635,013 | |
| 13 | Office expenses. | 2,578,559 | 464,141 | 2,114,418 | |
| 14 | Information technology. | 8,525,007 | 8,525,007 | | |
| 15 | Royalties. | 0 | | | |
| 16 | Occupancy. | 1,556,476 | 1,556,476 | | |
| 17 | Travel. | 134,085 | 134,085 | | |
| 18 | Payments of travel or entertainment expenses for any federal, state, or local public officials. | 0 | | | |
| 19 | Conferences, conventions, and meetings. | 0 | | | |
| 20 | Interest. | 172,652 | | 172,652 | |
| 21 | Payments to affiliates. | 0 | | | |
| 22 | Depreciation, depletion, and amortization. | 592,331 | 592,331 | | |
| 23 | Insurance. | 63,076 | 63,076 | | |
| 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 | PURCHASED SERVICES | 8,424,626 | 8,424,626 | 0 | 0 |
| b | CONTRACTED SERVICES | 2,358,049 | 2,358,049 | 0 | 0 |
| c | DUES AND SUBSCRIPTIONS | 562,229 | 562,229 | 0 | 0 |
| d | BOND FEES | 428,238 | 428,238 | 0 | 0 |
| e | All other expenses | 1,526,227 | 1,526,227 | | |
| 25 | Total functional expenses. Add lines 1 through 24e. | 92,631,246 | 85,839,740 | 6,791,506 | 0 |
| 26 | Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). | | | | |

Part X

Balance Sheet

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

☒

| | | | | | (A) | | (B) |
|-----------------------------|---|---|-----|-------------|-------------------|-------------|-------------|
| | | | | | Beginning of year | | End of year |
| Assets | 1 | Cash—non-interest-bearing | | | 887 | 1 | 275 |
| | 2 | Savings and temporary cash investments | | | -1,894,679 | 2 | -19,507,279 |
| | 3 | Pledges and grants receivable, net | | | 0 | 3 | 0 |
| | 4 | Accounts receivable, net | | | 164,484 | 4 | 345,775 |
| | 5 | Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | | | 0 | 5 | 0 |
| | 6 | Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L | | | 0 | 6 | 0 |
| | 7 | Notes and loans receivable, net | | | 111,927,004 | 7 | 110,045,817 |
| | 8 | Inventories for sale or use | | | 0 | 8 | 0 |
| | 9 | Prepaid expenses and deferred charges | | | 2,623,393 | 9 | 3,152,932 |
| | 10a | Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a | 16,801,567 | 3,489,261 | 10c | 10,981,019 |
| | b | Less: accumulated depreciation | 10b | 5,820,548 | | | |
| | 11 | Investments—publicly traded securities | | | 1,590,017 | 11 | 0 |
| | 12 | Investments—other securities. See Part IV, line 11 | | | 0 | 12 | 0 |
| | 13 | Investments—program-related. See Part IV, line 11 | | | 34,533,978 | 13 | 33,541,796 |
| | 14 | Intangible assets | | | 0 | 14 | 0 |
| | 15 | Other assets. See Part IV, line 11 | | | 332,607 | 15 | 1,105,546 |
| 16 | Total assets. Add lines 1 through 15 (must equal line 34) | | | 152,766,952 | 16 | 139,665,881 | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | 13,744,415 | 17 | 17,878,096 |
| | 18 | Grants payable | | | 0 | 18 | 0 |
| | 19 | Deferred revenue | | | 1,500,004 | 19 | 300,004 |
| | 20 | Tax-exempt bond liabilities | | | 95,607,415 | 20 | 92,465,582 |
| | 21 | Escrow or custodial account liability. Complete Part IV of Schedule D | | | 0 | 21 | 0 |
| | 22 | Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | | | 0 | 22 | 0 |
| | 23 | Secured mortgages and notes payable to unrelated third parties | | | 10,000,000 | 23 | 8,633,840 |
| | 24 | Unsecured notes and loans payable to unrelated third parties | | | 0 | 24 | 0 |
| | 25 | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D | | | 51,260,091 | 25 | 30,852,258 |
| | 26 | Total liabilities. Add lines 17 through 25 | | | 172,111,925 | 26 | 150,129,780 |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | | | | |
| | 27 | Unrestricted net assets | | | -19,344,973 | 27 | -10,463,899 |
| | 28 | Temporarily restricted net assets | | | 0 | 28 | 0 |
| | 29 | Permanently restricted net assets | | | 0 | 29 | 0 |
| | Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. | | | | | | |
| | 30 | Capital stock or trust principal, or current funds | | | | 30 | |
| | 31 | Paid-in or capital surplus, or land, building or equipment fund | | | | 31 | |
| | 32 | Retained earnings, endowment, accumulated income, or other funds | | | | 32 | |
| | 33 | Total net assets or fund balances | | | -19,344,973 | 33 | -10,463,899 |
| | 34 | Total liabilities and net assets/fund balances | | | 152,766,952 | 34 | 139,665,881 |

Part XI Reconciliation of Net Assets

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

| | | | |
|----|---|----|-------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 94,595,741 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 92,631,246 |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | 1,964,495 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | -19,344,973 |
| 5 | Net unrealized gains (losses) on investments | 5 | -226,196 |
| 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 | 7,142,775 |
| 10 | Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | -10,463,899 |

Part XII Financial Statements and Reporting

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

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

Additional Data

Software ID:

Software Version:

EIN: 05-0490997

Name: CARE NEW ENGLAND HEALTH SYSTEM

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

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| GEORGE W SHUSTER CHAIRMAN - DIRECTOR | 1 0 | X | | X | | | | 0 | 2,234 | 0 |
| CHARLES R REPPUCCI ESQ VICE CHAIRMAN - DIRECTOR | 1 0 | X | | X | | | | 0 | 0 | 0 |
| CYNTHIA B PATTERSON SECRETARY - DIRECTOR | 1 0 | X | | X | | | | 0 | 0 | 0 |
| DOUGLAS JACOBS TREASURER - DIRECTOR | 1 0 | X | | X | | | | 0 | 0 | 0 |
| HERBERT BRENNAN MD DIRECTOR | 1 0 | X | | | | | | 0 | 0 | 0 |
| DAVID A CARCIERI MD DIRECTOR | 1 0 | X | | | | | | 0 | 42,867 | 0 |
| ALLEN H CICCHITELLI DIRECTOR | 1 0 | X | | | | | | 0 | 0 | 0 |
| ESTHER EMARD DIRECTOR | 1 0 | X | | | | | | 0 | 0 | 0 |
| ROBERT G FLANDERS JR ESQ DIRECTOR | 1 0 | X | | | | | | 0 | 0 | 0 |
| GARY E FURTADO DIRECTOR | 1 0 | X | | | | | | 0 | 0 | 0 |
| JOHN R GALVIN DIRECTOR | 1 0 | X | | | | | | 0 | 0 | 0 |
| KENT W GLADDING DIRECTOR | 1 0 | X | | | | | | 0 | 0 | 0 |
| WILLIAM M KAPOS DIRECTOR | 1 0 | X | | | | | | 0 | 0 | 0 |
| DENNIS D KEEFE DIRECTOR - PRESIDENT/CEO/CNE | 55 0 | X | | X | | | | 945,227 | 0 | 104,199 |
| DIANE LIPSCOMBE PHD DIRECTOR | 1 0 | X | | | | | | 0 | 0 | 0 |
| SUSANNA MAGEE MD DIRECTOR | 1 0 | X | | | | | | 0 | 0 | 0 |
| JOSEPH J MCGAIR ESQ DIRECTOR | 1 0 | X | | | | | | 0 | 0 | 0 |
| PATRICK J MURRAY JR DIRECTOR | 1 0 | X | | | | | | 0 | 0 | 0 |
| ROBERT G PADULA DIRECTOR | 1 0 | X | | | | | | 0 | 0 | 0 |
| MARIBETH WILLIAMSON DIRECTOR | 1 0 | X | | | | | | 0 | 0 | 0 |
| LISA B SHEA MD DIRECTOR - (TERM 9/13) | 55 0 | X | | | | | | 0 | 281,806 | 20,807 |
| SANTINA L SIENA MD DIRECTOR - (TERM 12/12) | 55 0 | X | | | | | | 0 | 179,289 | 26,687 |
| ALYSSA BOSS ESQ ASST SEC/SVP & GENERAL COUNSEL | 55 0 | | | X | | | | 322,841 | 0 | 93,072 |
| JOHN M SUTHERLAND III ASST TREASURER/SVP/CFO/CNE | 55 0 | | | X | | | | 522,331 | 0 | 50,773 |
| SANDRA L COLETTA PRESIDENT AND CEO/KCMH | 55 0 | | | X | | | | 0 | 705,476 | 24,479 |

| Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors | | | | | | | | | | |
|---|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| PATRICIA R RECUPERO JD MD PRESIDENT/CEO/BH | 55 0 | | | X | | | | 0 | 648,806 | 205,318 |
| CONSTANCE A HOWES JD FACHE PRESIDENT/CEO/WIH | 55 0 | | | X | | | | 0 | 636,607 | 28,492 |
| MARILYN WALSH SR VP HUMAN RESOURCES | 55 0 | | | X | | | | 387,950 | 0 | 41,991 |
| DOMENIC DELMONICO SR VP CONTRACTING | 55 0 | | | X | | | | 382,378 | 0 | 102,443 |
| GAIL COSTA SR VP PLANNING | 55 0 | | | X | | | | 300,996 | 0 | 41,217 |
| HELEN M REED VP REVENUE CYCLE | 55 0 | | | X | | | | 288,809 | 0 | 45,168 |
| MAYBELLE KERNAN VP PR MARKETING | 55 0 | | | X | | | | 254,634 | 0 | 47,399 |
| JAMES M BURKE VP ACCOUNTING | 55 0 | | | X | | | | 211,770 | 0 | 35,211 |
| SUSAN MARTIN VP STRATEGIC FINANCIAL PLN | 55 0 | | | X | | | | 205,062 | 0 | 35,084 |
| PATRICIA DEVANEY VP HUMAN RESOURCES | 55 0 | | | X | | | | 195,987 | 0 | 27,625 |
| CEDRIC PRIEBE III MD CHIEF MEDICAL OFFICER | 55 0 | | | X | | | | 508,108 | 0 | 39,445 |
| BONNIE BAKER CPA FHFMA SENIOR VP/CFO/BH | 55 0 | | | | | X | | 380,790 | 0 | 50,110 |
| PAUL BEAUDOIN SENIOR VP/CFO/KH | 55 0 | | | | | X | | 348,876 | 0 | 38,787 |
| DAVID B CAMPBELL SR VP - HUMAN RESOURCES | 55 0 | | | | | X | | 242,677 | 0 | 44,242 |
| RICHARD J RENEHAN EXECUTIVE DIR CNE PHYS ORG | 55 0 | | | | | X | | 231,074 | 0 | 18,865 |
| PAUL F HEFFERNAN VP HUMAN RESOURCES | 55 0 | | | | | X | | 227,321 | 0 | 37,543 |
| DEBRA M PAUL FORMER SR VP/CFO/W&I | 0 0 | | | | | | X | 535,143 | 0 | 0 |

SCHEDULE A

(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2012

Open to Public
Inspection

| | |
|--|--|
| Name of the organization CARE NEW ENGLAND HEALTH SYSTEM | Employer identification number 05-0490997 |
|--|--|

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 | <input type="checkbox"/> | A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i). |
| 2 | <input type="checkbox"/> | A school described in section 170(b)(1)(A)(ii). (Attach Schedule E) |
| 3 | <input type="checkbox"/> | A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii). |
| 4 | <input type="checkbox"/> | 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 | <input type="checkbox"/> | 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 | <input type="checkbox"/> | A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v). |
| 7 | <input type="checkbox"/> | 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 | <input type="checkbox"/> | A community trust described in section 170(b)(1)(A)(vi) (Complete Part II) |
| 9 | <input type="checkbox"/> | 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 | <input type="checkbox"/> | An organization organized and operated exclusively to test for public safety See section 509(a)(4). |
| 11 | <input checked="" type="checkbox"/> | 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 <div>a <input type="checkbox"/> Type I b <input type="checkbox"/> Type II c <input checked="" type="checkbox"/> Type III - Functionally integrated d <input type="checkbox"/> Type III - Non-functionally integrated</div> |
| e | <input checked="" type="checkbox"/> | 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 <input checked="" type="checkbox"/> |
| g | | Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons? <div>(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? (ii) A family member of a person described in (i) above? (iii) A 35% controlled entity of a person described in (i) or (ii) above?</div> |
| h | | Provide the following information about the supported organization(s) |

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

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions)) | (iv) Is the organization in col (i) listed in your governing document? | | (v) Did you notify the organization in col (i) of your support? | | (vi) Is the organization in col (i) organized in the U S ? | | (vii) Amount of monetary support |
|------------------------------------|----------|--|--|----|---|----|--|----|----------------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| See Additional Data Table | | | | | | | | | |
| | | | | | | | | | |
| Total | | | | | | | | | 0 |

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

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

| Section B. Total Support | | | | | | |
|--|----------|----------|----------|----------|----------|-----------|
| Calendar year (or fiscal year beginning in) ▶ | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
| 7 Amounts from line 4 | | | | | | |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | |
| 10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) | | | | | | |
| 11 Total support (Add lines 7 through 10) | | | | | | |
| 12 Gross receipts from related activities, etc (see instructions) | | | | | 12 | |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶ | | | | | | |

| Section C. Computation of Public Support Percentage | | | | | | |
|---|--|----|--|--|--|---|
| 14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) | | 14 | | | | |
| 15 Public support percentage for 2011 Schedule A, Part II, line 14 | | 15 | | | | |
| 16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | | | | | ▶ |
| b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | | | | | ▶ |
| 17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization | | | | | | ▶ |
| b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization | | | | | | ▶ |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions | | | | | | ▶ |

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

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

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

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

| Section C. Computation of Public Support Percentage | | | |
|---|----|--|--|
| 15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) | 15 | | |
| 16 Public support percentage from 2011 Schedule A, Part III, line 15 | 16 | | |

| Section D. Computation of Investment Income Percentage | | | |
|--|----|--|--|
| 17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) | 17 | | |
| 18 Investment income percentage from 2011 Schedule A, Part III, line 17 | 18 | | |
| 19a 33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶ | | | |
| b 33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶ | | | |
| 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ | | | |

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

| |
|------------------------------|
| Facts And Circumstances Test |
| |

| |
|-------------|
| Explanation |
| |
| |
| |
| |

Additional Data

Software ID:
Software Version:
EIN: 05-0490997
Name: CARE NEW ENGLAND HEALTH SYSTEM

Form 990, Sch A, Part I, Line 11h - Provide the following information about the supported organization(s).

| (i) Name of Supported Organization | (ii) EIN | (iii) Type of organization (described on lines 1- 9 above or IRC section) | (iv) Is the organization in (i) listed in your governing document? | | (v) Did you notify the organization in (i) of your support? | | (vi) Is the organization in (i) organized in the U S ? | | (vii) Amount of support? |
|--|-------------|---|---|----|---|----|--|----|-----------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| WOMEN & INFANTS CORPORATION | 050258937 | 03 | Yes | | Yes | | Yes | | 0 |
| BUTLER HOSPITAL | 050258812 | 03 | Yes | | Yes | | Yes | | 0 |
| KENT COUNTY MEMORIAL HOSPITAL | 050258896 | 03 | Yes | | Yes | | Yes | | 0 |
| KENT COUNTY VISITING NURSE ASSOCIATION | 050242659 | 03 | Yes | | Yes | | Yes | | 0 |
| SOUTHEASTERN HEALTHCARE SYSTEM INC | 061476858 | 0 | Yes | | Yes | | Yes | | 0 |

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

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

OMB No 1545-0047

2012

Open to Public Inspection

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

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

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

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

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

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

| | |
|--|--|
| Name of the organization CARE NEW ENGLAND HEALTH SYSTEM | Employer identification number 05-0490997 |
|--|--|

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

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

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

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

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

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

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

Part II-A

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

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

| Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.) | | (a) Filing organization's totals | (b) Affiliated group totals | | | | | | | | | | | | |
|--|---|---|------------------------------------|--------------------|------------------------------|---|---|---|---|--|--|-------------------|-------------|--|--|
| 1a Total lobbying expenditures to influence public opinion (grass roots lobbying) | | | | | | | | | | | | | | | |
| b Total lobbying expenditures to influence a legislative body (direct lobbying) | | 149,119 | 149,119 | | | | | | | | | | | | |
| c Total lobbying expenditures (add lines 1a and 1b) | | 149,119 | 149,119 | | | | | | | | | | | | |
| d Other exempt purpose expenditures | | 92,482,127 | 875,405,039 | | | | | | | | | | | | |
| e Total exempt purpose expenditures (add lines 1c and 1d) | | 92,631,246 | 875,554,158 | | | | | | | | | | | | |
| f Lobbying nontaxable amount Enter the amount from the following table in both columns | | 1,000,000 | 1,000,000 | | | | | | | | | | | | |
| <table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table> | | If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e | Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000 | Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000 | Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000 | Over \$17,000,000 | \$1,000,000 | | |
| If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | | | | | | | | | | | | | | |
| Not over \$500,000 | 20% of the amount on line 1e | | | | | | | | | | | | | | |
| Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000 | | | | | | | | | | | | | | |
| Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000 | | | | | | | | | | | | | | |
| Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000 | | | | | | | | | | | | | | |
| Over \$17,000,000 | \$1,000,000 | | | | | | | | | | | | | | |
| g Grassroots nontaxable amount (enter 25% of line 1f) | | 250,000 | 250,000 | | | | | | | | | | | | |
| h Subtract line 1g from line 1a If zero or less, enter -0- | | | | | | | | | | | | | | | |
| i Subtract line 1f from line 1c If zero or less, enter -0- | | | | | | | | | | | | | | | |
| j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | | | | | | | | | | | |

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

| Lobbying Expenditures During 4-Year Averaging Period | | | | | |
|---|-----------|-----------|-----------|-----------|-----------|
| Calendar year (or fiscal year beginning in) | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) Total |
| 2a Lobbying nontaxable amount | 1,000,000 | 1,000,000 | 1,000,000 | 1,000,000 | 4,000,000 |
| b Lobbying ceiling amount (150% of line 2a, column(e)) | | | | | 6,000,000 |
| c Total lobbying expenditures | 211,970 | 234,300 | 230,625 | 149,119 | 826,014 |
| d Grassroots nontaxable amount | 211,970 | 234,300 | 230,625 | 149,119 | 826,014 |
| e Grassroots ceiling amount (150% of line 2d, column (e)) | | | | | 1,239,021 |
| f Grassroots lobbying expenditures | 250,000 | 250,000 | 250,000 | 250,000 | 1,000,000 |

Part II-B

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

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

Part III-A

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

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

Part III-B

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

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

Part IV

Supplemental Information

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

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------|
|------------|------------------|-------------|

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
CARE NEW ENGLAND HEALTH SYSTEM

Employer identification number
05-0490997

Part I

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

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

Part II

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

1

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

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

2

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

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

3

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

4

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

5

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

☐ Yes☐ No

6

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

7

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

8

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

☐ Yes☐ No

9

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

Part III

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

1a

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

b

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

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

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2

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

a

Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b

Assets included in Form 990, Part X

▶ \$ _____

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

Cat No 52283D

Schedule D (Form 990) 2012

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

| | |
|----|--------|
| | Amount |
| 1c | |
| 1d | |
| 1e | |
| 1f | |

2a

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

☐ Yes

☐ No

b

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

☐

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

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

2

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

a

Board designated or quasi-endowment

b

Permanent endowment

c

Temporarily restricted endowment

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

3a

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

(i)

unrelated organizations

(ii)

related organizations

b

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

| | | |
|--------|-----|----|
| | Yes | No |
| 3a(i) | | |
| 3a(ii) | | |
| 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 | | 1,500,000 | | 1,500,000 |
| b Buildings | | 3,028,195 | 75,705 | 2,952,490 |
| c Leasehold improvements | | 516,454 | 506,203 | 10,251 |
| d Equipment | | 8,551,903 | 5,238,640 | 3,313,263 |
| e Other | | 3,205,015 | | 3,205,015 |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 10,981,019 |

| | | | |
|---|--|-----------|--|
| Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return | | | |
| 1 | Total revenue, gains, and other support per audited financial statements | 1 | |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12 | | |
| a | Net unrealized gains on investments | 2a | |
| b | Donated services and use of facilities | 2b | |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIII) | 2d | |
| e | Add lines 2a through 2d | 2e | |
| 3 | Subtract line 2e from line 1 | 3 | |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1 | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII) | 4b | |
| c | Add lines 4a and 4b | 4c | |
| 5 | Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12) | 5 | |
| Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return | | | |
| 1 | Total expenses and losses per audited financial statements | 1 | |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25 | | |
| a | Donated services and use of facilities | 2a | |
| b | Prior year adjustments | 2b | |
| c | Other losses | 2c | |
| d | Other (Describe in Part XIII) | 2d | |
| e | Add lines 2a through 2d | 2e | |
| 3 | Subtract line 2e from line 1 | 3 | |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1 : | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII) | 4b | |
| c | Add lines 4a and 4b | 4c | |
| 5 | Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18) | 5 | |

Part XIII Supplemental Information

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

| Identifier | Return Reference | Explanation |
|---|--------------------|--|
| TEXT OF FIN 48 AUDITED FINANCIAL STATEMENT FOOTNOTE | SCHEDULE D, PART X | THE ORGANIZATION IS THE PARENT ENTITY OF CARE NEW ENGLAND HEALTH SYSTEM AND AFFILIATES, A TAX-EXEMPT, INTEGRATED HEALTHCARE DELIVERY SYSTEM ("SYSTEM"). AN INDEPENDENT CPA FIRM AUDITED THE CONSOLIDATED FINANCIAL STATEMENTS OF CARE NEW ENGLAND HEALTH SYSTEM AND ALL ENTITIES WITHIN THE SYSTEM FOR THE YEARS ENDED SEPTEMBER 30, 2013 AND SEPTEMBER 30, 2012, RESPECTIVELY AND ISSUED A CONSOLIDATED FINANCIAL STATEMENT WITH CERTAIN CONSOLIDATING SCHEDULES. THE AUDITED FINANCIAL STATEMENTS DO NOT CONTAIN FOOTNOTE DISCLOSURE RELATED TO THE ORGANIZATION'S LIABILITY FOR UNCERTAIN TAX POSITIONS UNDER FIN 48. THE ORGANIZATION COMPLETED AN ASSESSMENT OF THE ESTIMATED LIABILITY FOR UNCERTAIN TAX POSITIONS AT SEPTEMBER 30, 2013 AND CONCLUDED THAT THE ESTIMATED LIABILITY WAS NOT MATERIAL TO THE ORGANIZATION'S FINANCIAL STATEMENTS. |

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - |

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

DLN: 93493226034254

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization
CARE NEW ENGLAND HEALTH SYSTEM

Employer identification number
05-0490997

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?

☒ 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.

| (a) Name and address of organization or government | (b) EIN | (c) IRC Code section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|---|------------|------------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| (1) CITY OF PROVIDENCE 25 DORRACE STREET PROVIDENCE, RI 02903 | | 501(C)(3) | 250,000 | | | | GENERAL SUPPORT |
| (2) AMERICAN HEART ASSOCIATION INC 7272 GREENVILLE AVENUE DALLAS, TX 75231 | 13-5613797 | 501(C)(3) | 10,000 | | | | GENERAL SUPPORT |
| (3) RHODE ISLAND MEDICAL SOCIETY 235 PROMENADE STREET PROVIDENCE, RI 02908 | 05-0250010 | 501(C)(3) | 12,000 | | | | GENERAL SUPPORT |
| (4) RHODE ISLAND INSITUTE FOR NURSING INC 1800D MINERAL SPRING AVE NORTH PROVIDENCE, RI 02904 | 30-0390935 | 501(C)(3) | 10,000 | | | | GENERAL SUPPORT |
| (5) NARRAGANSETT COUNCIL BOY SCOUTS OF AMERICA 175 BROAD STREET PROVIDENCE, RI 02903 | | 501(C)(3) | 10,000 | | | | GENERAL SUPPORT |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

2

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

5

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 | | |
| Identifier | Return Reference | Explanation |
| GRANT FUND MONITORING | SCHEDULE D, PART I, QUESTION 2 | GRANTS ARE MONITORED BY THE ORGANIZATION'S FINANCE PERSONNEL THROUGH THE UTILIZATION OF COST CENTERS AND OTHER INFORMATION, INCLUDING WRITTEN DOCUMENTATION AND RECEIPTS |

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
CARE NEW ENGLAND HEALTH SYSTEM

Employer identification number
05-0490997

Part I

Questions Regarding Compensation

| | Yes | No |
|--|-----|-----|
| <div>1a</div> <div>Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items</div> <div><div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div> | | |
| <div>b</div> <div>If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</div> | 1b | |
| <div>2</div> <div>Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</div> | 2 | |
| <div>3</div> <div>Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III</div> <div><div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div></div><div><div><input type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div></div> | | |
| <div>4</div> <div>During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization</div> | | |
| <div>a</div> <div>Receive a severance payment or change-of-control payment?</div> | 4a | Yes |
| <div>b</div> <div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div> | 4b | Yes |
| <div>c</div> <div>Participate in, or receive payment from, an equity-based compensation arrangement?</div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</div> | 4c | No |
| <div></div> <div>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</div> | | |
| <div>5</div> <div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of</div> | | |
| <div>a</div> <div>The organization?</div> | 5a | No |
| <div>b</div> <div>Any related organization?</div> <div>If "Yes," to line 5a or 5b, describe in Part III</div> | 5b | No |
| <div>6</div> <div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of</div> | | |
| <div>a</div> <div>The organization?</div> | 6a | Yes |
| <div>b</div> <div>Any related organization?</div> <div>If "Yes," to line 6a or 6b, describe in Part III</div> | 6b | Yes |
| <div>7</div> <div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</div> | 7 | Yes |
| <div>8</div> <div>Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III</div> | 8 | No |
| <div>9</div> <div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</div> | 9 | |

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

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

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

| (A) Name and Title | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported as deferred in prior Form 990 |
|---------------------------|--|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| See Additional Data Table | | | | | | | | |

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

| Identifier | Return Reference | Explanation |
|--------------------------|--------------------------------------|---|
| COMPENSATION INFORMATION | PART VII AND SCHEDULE J | TAXABLE COMPENSATION REPORTED HEREIN IS DERIVED FROM 2012 FORMS W-2 AND 1099 (IF APPLICABLE) |
| COMPENSATION INFORMATION | SCHEDULE J, PART I, QUESTION 4A | DEBRA M PAUL, SENIOR VP/CFO/W&I, RECEIVED A SEVERANCE PAYMENT IN THE AMOUNT OF \$271,666, WHICH WAS INCLUDED ON HER 2012 FORM W-2, BOX 5, AS TAXABLE MEDICARE WAGES |
| COMPENSATION INFORMATION | SCHEDULE J, PART I, QUESTION 4B | THE AMOUNT REFLECTED IN COLUMN B(III) FOR THE FOLLOWING INDIVIDUALS INCLUDES VESTED BENEFITS IN A LONG-TERM INCENTIVE PLAN WHICH ARE NO LONGER SUBJECT TO A SUBSTANTIAL RISK OF COMPLETE FORFEITURE. THE AMOUNTS OUTLINED HEREIN WERE INCLUDED IN EACH INDIVIDUAL'S 2012 FORM W-2, BOX 5, AS TAXABLE MEDICARE WAGES: PATRICIA R RECUPERO, JD, M D, \$134,415, MARILYN WALSH, \$70,671, BONNIE BAKER, CPA, FHFMA, \$54,927, DAVID B CAMPBELL, \$36,149 AND DEBRA M PAUL, \$144,817. THE DEFERRED COMPENSATION AMOUNT IN COLUMN C FOR THE FOLLOWING INDIVIDUAL INCLUDES UNVESTED BENEFITS IN A SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN ("SERP") WHICH ARE SUBJECT TO A SUBSTANTIAL RISK OF COMPLETE FORFEITURE. ACCORDINGLY, THE INDIVIDUAL MAY NEVER ACTUALLY RECEIVE THIS UNVESTED BENEFIT AMOUNT. THE AMOUNT OUTLINED HEREIN WAS NOT INCLUDED IN THE INDIVIDUAL'S 2012 FORM W-2, AS TAXABLE WAGES: PATRICIA R RECUPERO, JD, M D, \$155,343. THE DEFERRED COMPENSATION AMOUNT IN COLUMN C FOR THE FOLLOWING INDIVIDUALS INCLUDES UNVESTED BENEFITS IN AN INTERNAL REVENUE CODE SECTION 457(F) PLAN (NON-QUALIFIED DEFERRED COMPENSATION PLAN) WHICH ARE SUBJECT TO A SUBSTANTIAL RISK OF COMPLETE FORFEITURE. ACCORDINGLY, THE INDIVIDUALS MAY NEVER ACTUALLY RECEIVE THE UNVESTED BENEFIT AMOUNT. THE AMOUNTS OUTLINED HEREIN WERE NOT INCLUDED IN EACH INDIVIDUAL'S 2012 FORM W-2, AS TAXABLE WAGES: DENNIS D KEEFE, \$62,263, ALYSSA BOSS, ESQ, \$63,819 AND DOMENIC DELMONICO, \$59,376. |
| COMPENSATION INFORMATION | SCHEDULE J, PART I, QUESTION 6A & 6B | THE EXECUTIVE COMPENSATION PACKAGE FOR VARIOUS INDIVIDUALS REPORTED ON THIS FORM 990 CONSISTS OF BOTH A FIXED SALARY AND ADDITIONAL AT-RISK COMPENSATION THAT IS BASED ON SEVERAL QUALITATIVE AND QUANTITATIVE COMPONENTS. THE AT-RISK COMPENSATION IS COMPRISED OF BOTH SHORT-TERM AND LONG-TERM FACTORS AS FOLLOWS: THE SHORT-TERM INCENTIVE PROGRAM PROVIDES AN OPPORTUNITY FOR PROGRAM PARTICIPANTS TO EARN AN INCENTIVE AWARD BASED ON THE ACHIEVEMENT OF CRITICAL STRETCH GOALS THAT RECOGNIZE PERFORMANCE ABOVE EXPECTATIONS. THESE GOALS ARE MEASURED FOR EACH FISCAL PERIOD IN THE FOLLOWING CRITICAL AREAS: QUALITY, FINANCIAL AND PATIENT SATISFACTION. THE LONG-TERM INCENTIVE PROGRAM PROVIDES AN OPPORTUNITY FOR PROGRAM PARTICIPANTS TO EARN AN INCENTIVE AWARD BASED ON THE ACCOMPLISHMENT OF CRITICAL MULTI-YEAR SYSTEM PERFORMANCE OBJECTIVES. AWARDS ARE EARNED BY MEASURING SYSTEM PERFORMANCE OVER THREE-YEAR OVERLAPPING PERFORMANCE PERIODS AND ARE MEASURED IN REFERENCE TO GOALS IN THE FOLLOWING CRITICAL AREAS: NET INCOME FROM OPERATIONS, MARKET SHARE, PATIENT SATISFACTION AND STRATEGIC OBJECTIVE. |
| COMPENSATION INFORMATION | SCHEDULE J, PART I, QUESTION 7 | CERTAIN INDIVIDUALS INCLUDED IN SCHEDULE J PART II RECEIVED A BONUS DURING CALENDAR YEAR 2012 WHICH AMOUNTS WERE INCLUDED IN COLUMN B(II) HEREIN AND IN EACH INDIVIDUAL'S 2012 FORM W-2, BOX 5, AS TAXABLE MEDICARE WAGES. PLEASE REFER TO THIS SECTION OF THE FORM 990, SCHEDULE J FOR THIS INFORMATION BY PERSON BY AMOUNT. |
| COMPENSATION INFORMATION | SCHEDULE J, PART II, COLUMN F | THE AMOUNT REPORTED IN SCHEDULE J, PART II, COLUMN F FOR THE FOLLOWING INDIVIDUALS INCLUDES VESTED BENEFITS IN A LONG-TERM INCENTIVE PLAN BECAUSE THE AMOUNT WAS NO LONGER SUBJECT TO A SUBSTANTIAL RISK OF COMPLETE FORFEITURE. THIS AMOUNT WAS TREATED AS TAXABLE INCOME AND REPORTED ON EACH INDIVIDUAL'S 2012 FORM W-2, BOX 5, AS TAXABLE MEDICARE WAGES: PATRICIA R RECUPERO, JD, M D, \$134,415, MARILYN WALSH, \$70,671, BONNIE BAKER, CPA, FHFMA, \$54,927, DAVID B CAMPBELL, \$36,149 AND DEBRA M PAUL, \$144,817. THESE AMOUNTS WERE REPORTED ON PRIOR YEAR FORMS 990 AS AT-RISK NON-TAXABLE DEFERRED COMPENSATION IN SCHEDULE J, PART II, COLUMN C. |

Software ID:
Software Version:
EIN: 05-0490997
Name: CARE NEW ENGLAND HEALTH SYSTEM

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

| (A) Name | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported in prior Form 990 or Form 990-EZ |
|----------------------------|-------------|--|-------------------------------------|--------------------------|---------------------------|-------------------------|---------------------------------|--|
| | | (i) Base Compensation | (ii) Bonus & incentive compensation | (iii) Other compensation | | | | |
| DENNIS D KEEFE | (i) (ii) | 790,730 0 | 103,800 0 | 50,697 0 | 81,013 0 | 23,186 0 | 1,049,426 0 | 0 0 |
| LISA B SHEA MD | (i) (ii) | 0 275,888 | 0 5,563 | 0 355 | 0 18,750 | 0 2,057 | 0 302,613 | 0 0 |
| SANTINA L SIENA MD | (i) (ii) | 0 178,709 | 0 0 | 0 580 | 0 13,603 | 0 13,084 | 0 205,976 | 0 0 |
| ALYSSA BOSS ESQ | (i) (ii) | 278,525 0 | 22,979 0 | 21,337 0 | 79,570 0 | 13,502 0 | 415,913 0 | 0 0 |
| JOHN M SUTHERLAND III | (i) (ii) | 434,901 0 | 33,201 0 | 54,229 0 | 27,500 0 | 23,273 0 | 573,104 0 | 0 0 |
| SANDRA L COLETTA | (i) (ii) | 0 531,360 | 0 48,877 | 0 125,239 | 0 17,500 | 0 6,979 | 0 729,955 | 0 0 |
| PATRICIA R RECUPERO JD MD | (i) (ii) | 0 435,057 | 0 41,960 | 0 171,789 | 0 182,843 | 0 22,475 | 0 854,124 | 0 134,415 |
| CONSTANCE A HOWES JD FACHE | (i) (ii) | 0 548,054 | 0 45,696 | 0 42,857 | 0 25,000 | 0 3,492 | 0 665,099 | 0 0 |
| MARILYN WALSH | (i) (ii) | 260,510 0 | 21,826 0 | 105,614 0 | 27,500 0 | 14,491 0 | 429,941 0 | 70,671 0 |
| DOMENIC DELMONICO | (i) (ii) | 333,620 0 | 23,256 0 | 25,502 0 | 79,376 0 | 23,067 0 | 484,821 0 | 0 0 |
| GAIL COSTA | (i) (ii) | 243,306 0 | 21,624 0 | 36,066 0 | 27,500 0 | 13,717 0 | 342,213 0 | 0 0 |
| HELEN M REED | (i) (ii) | 248,257 0 | 19,633 0 | 20,919 0 | 22,500 0 | 22,668 0 | 333,977 0 | 0 0 |
| MAYBELLE KERNAN | (i) (ii) | 212,018 0 | 18,152 0 | 24,464 0 | 27,500 0 | 19,899 0 | 302,033 0 | 0 0 |
| JAMES M BURKE | (i) (ii) | 175,146 0 | 13,901 0 | 22,723 0 | 14,373 0 | 20,838 0 | 246,981 0 | 0 0 |
| SUSAN MARTIN | (i) (ii) | 178,806 0 | 14,026 0 | 12,230 0 | 14,880 0 | 20,204 0 | 240,146 0 | 0 0 |
| PATRICIA DEVANEY | (i) (ii) | 179,691 0 | 13,742 0 | 2,554 0 | 15,824 0 | 11,801 0 | 223,612 0 | 0 0 |
| CEDRIC PRIEBE III MD | (i) (ii) | 315,199 0 | 185,169 0 | 7,740 0 | 17,500 0 | 21,945 0 | 547,553 0 | 0 0 |
| BONNIE BAKER CPA FHFMA | (i) (ii) | 286,197 0 | 22,545 0 | 72,048 0 | 27,500 0 | 22,610 0 | 430,900 0 | 54,927 0 |
| PAUL BEAUDOIN | (i) (ii) | 305,912 0 | 23,733 0 | 19,231 0 | 20,000 0 | 18,787 0 | 387,663 0 | 0 0 |
| DAVID B CAMPBELL | (i) (ii) | 170,103 0 | 14,909 0 | 57,665 0 | 22,397 0 | 21,845 0 | 286,919 0 | 36,149 0 |

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

| (A) Name | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported in prior Form 990 or Form 990-EZ |
|-------------------|-------------|--|-------------------------------------|--------------------------|---------------------------|-------------------------|---------------------------------|--|
| | | (i) Base Compensation | (ii) Bonus & incentive compensation | (iii) Other compensation | | | | |
| RICHARD J RENEHAN | (i) (ii) | 202,737 0 | 15,962 0 | 12,375 0 | 15,929 0 | 2,936 0 | 249,939 0 | 0 0 |
| PAUL F HEFFERNAN | (i) (ii) | 204,894 0 | 16,139 0 | 6,288 0 | 17,267 0 | 20,276 0 | 264,864 0 | 0 0 |
| DEBRA M PAUL | (i) (ii) | 0 0 | 74,980 0 | 460,163 0 | 0 0 | 0 0 | 535,143 0 | 144,817 0 |

Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
CARE NEW ENGLAND HEALTH SYSTEM

Employer identification number
05-0490997

Part I

Bond Issues

| | (a) Issuer name | (b) Issuer EIN | (c) CUSIP # | (d) Date issued | (e) Issue price | (f) Description of purpose | (g) Defeased | | (h) On behalf of issuer | | (i) Pool financing | |
|---|--|----------------|-------------|-----------------|-----------------|----------------------------------|--------------|----|-------------------------|----|--------------------|----|
| | | | | | | | Yes | No | Yes | No | Yes | No |
| A | RI HEALTH AND EDUCATIONAL BUILDING CORPORATION | 52-1300173 | 7622430B3 | 02-01-2008 | 46,730,000 | REFUND CNE 2002 SERIES A BONDS | | X | | X | | X |
| B | RI HEALTH AND EDUCATIONAL BUILDING CORPORATION | 52-1300173 | 7622430B4 | 02-01-2008 | 38,210,000 | CONSTRUCTION, EQUIP, FURNISHING | | X | | X | | X |
| C | RI HEALTH AND EDUCATIONAL BUILDING CORPORATON | 52-1300173 | | 12-31-2010 | 12,000,000 | RENOVATION, EQUIP, CONSTRUCTION | | X | | X | | X |
| D | RI HEALTH AND EDUCATIONAL BUILDING CORPORATION | 52-1300173 | | 08-12-2011 | 16,000,000 | CONSTRUCTION, EQUIP, REFINANCING | | X | | X | | X |

Part II

Proceeds

| | | A | | B | | C | | D | |
|----|--|------------|----|------------|----|------------|----|------------|----|
| 1 | Amount of bonds retired | 0 | | 0 | | 0 | | 0 | |
| 2 | Amount of bonds legally defeased | 0 | | 0 | | 0 | | 0 | |
| 3 | Total proceeds of issue | 46,958,454 | | 38,210,000 | | 12,000,000 | | 16,000,000 | |
| 4 | Gross proceeds in reserve funds | 0 | | 0 | | 0 | | 0 | |
| 5 | Capitalized interest from proceeds | 0 | | 0 | | 641,245 | | 380,121 | |
| 6 | Proceeds in refunding escrows | 46,610,000 | | 6,780,419 | | 8,443,459 | | 7,681,706 | |
| 7 | Issuance costs from proceeds | 90,915 | | 198,920 | | 106,000 | | 91,697 | |
| 8 | Credit enhancement from proceeds | 0 | | 0 | | 0 | | 0 | |
| 9 | Working capital expenditures from proceeds | 29,085 | | 24,782 | | 0 | | 0 | |
| 10 | Capital expenditures from proceeds | 0 | | 31,205,879 | | 2,809,296 | | 7,846,476 | |
| 11 | Other spent proceeds | 0 | | 0 | | 0 | | 0 | |
| 12 | Other unspent proceeds | 0 | | 0 | | 0 | | 0 | |
| 13 | Year of substantial completion | 2008 | | 2009 | | 2013 | | 2013 | |
| 14 | Were the bonds issued as part of a current refunding issue? | Yes | No | Yes | No | Yes | No | Yes | No |
| | | X | | | X | | X | | X |
| 15 | Were the bonds issued as part of an advance refunding issue? | | X | X | | | X | | X |
| 16 | Has the final allocation of proceeds been made? | X | | X | | | X | | X |
| 17 | Does the organization maintain adequate books and records to support the final allocation of proceeds? | X | | X | | X | | X | |

Part III

Private Business Use

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

Part III

Private Business Use (Continued)

| | | A | | B | | C | | D | |
|----|--|----------|----|----------|----|----------|----|----------|----|
| | | Yes | No | Yes | No | Yes | No | Yes | No |
| 3a | Are there any management or service contracts that may result in private business use of bond-financed property? | | X | | X | | X | | X |
| b | If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property? | | | | | | | | |
| c | Are there any research agreements that may result in private business use of bond-financed property? | | X | | X | | X | | X |
| d | If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property? | | | | | | | | |
| 4 | Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government | 0 00000% | | 0 00000% | | 0 00000% | | 0 00000% | |
| 5 | Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government | 0 00000% | | 0 00000% | | 0 00000% | | 0 00000% | |
| 6 | Total of lines 4 and 5 | 0 00000% | | 0 00000% | | 0 00000% | | 0 00000% | |
| 7 | Does the bond issue meet the private security or payment test? | X | | X | | X | | X | |
| 8a | Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued? | | X | | X | | X | | X |
| b | If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of | | | | | | | | |
| c | If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2? | | X | | X | | X | | X |
| 9 | Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2? | X | | X | | X | | X | |

Part IV

Arbitrage

| | | A | | B | | C | | D | |
|----|--|---------------------|----|----------------|----|-----|----|-----|----|
| | | Yes | No | Yes | No | Yes | No | Yes | No |
| 1 | Has the issuer filed Form 8038-T? | | X | | X | | X | | X |
| 2 | If "No" to line 1, did the following apply? | | | | | | | | |
| a | Rebate not due yet? | | | | | | | | |
| b | Exception to rebate? | | X | | X | | X | | X |
| c | No rebate due? | | | | | | | | |
| | If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed | | | | | | | | |
| 3 | Is the bond issue a variable rate issue? | X | | X | | | X | | X |
| 4a | Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue? | X | | X | | | X | | X |
| b | Name of provider | BOA & DEUTSCHE BANK | | MORGAN STANLEY | | 0 | | | |
| c | Term of hedge | 24 4 | | 29 5 | | | | | |
| d | Was the hedge superintegrated? | | X | | X | | | | |
| e | Was a hedge terminated? | | X | | X | | | | |

Part IV

Arbitrage (Continued)

| | | A | | B | | C | | D | |
|----|---|-----|----|-----|----|-----|----|-----|----|
| | | Yes | No | Yes | No | Yes | No | Yes | No |
| 5a | Were gross proceeds invested in a guaranteed investment contract (GIC)? | | X | | X | | X | | X |
| b | Name of provider | 0 | | 0 | | 0 | | 0 | |
| c | Term of GIC | | | | | | | | |
| d | Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied? | | | | | | | | |
| 6 | Were any gross proceeds invested beyond an available temporary period? | | X | | X | | X | | X |
| 7 | Has the organization established written procedures to monitor the requirements of section 148? | X | | X | | X | | X | |

Part V

Procedures To Undertake Corrective Action

| | | A | | B | | C | | D | |
|---|--|-----|----|-----|----|-----|----|-----|----|
| | | Yes | No | Yes | No | Yes | No | Yes | No |
| 1 | Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations? | X | | X | | X | | X | |

Part VI

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

| Identifier | Return Reference | Explanation |
|---------------------------|------------------|-------------|
| See Additional Data Table | | |
| | | |
| | | |
| | | |
| | | |

Software ID:

Software Version:

EIN: 05-0490997

Name: CARE NEW ENGLAND HEALTH SYSTEM

Form 990 Schedule K, Part VI - Supplemental Information

| Identifier | Return Reference | Explanation |
|------------------------|------------------|--|
| TAX-EXEMPT BOND ISSUES | SCHEDULE K | CARE NEW ENGLAND HEALTH SYSTEM HAS ISSUED TAX-EXEMPT BONDS ON BEHALF OF ITSELF AND THE OBLIGATED GROUP THE OBLIGATED GROUP INCLUDES BUTLER HOSPITAL, KENT COUNTY MEMORIAL HOSPITAL, WOMEN & INFANTS CORPORATION AND WOMEN & INFANTS HOSPITAL OF RHODE ISLAND PLEASE NOTE THAT THE MEMORIAL HOSPITAL IS NOT A MEMBER OF THE OBLIGATED GROUP FOR THE YEAR ENDED SEPTEMBER 30, 2013 |

Form 990 Schedule K, Part VI - Supplemental Information

| Identifier | Return Reference | Explanation |
|------------------------|-----------------------------------|--|
| TAX-EXEMPT BOND ISSUES | SCHEDULE K PART IV, LINES 3B & 3C | COLUMN A COLUMN B LINE 3B-NAME OF PROVIDER (1) BANK OF AMERICA MORGAN STANLEY (2) DEUTSCHE BANK LINE 3C-TERM OF HEDGE (1) 3 5 29 5 (IN YEARS) (2) 20 9 ----- 24 4 29 5 |

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

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

OMB No 1545-0047

2012

Open to Public Inspection

| | |
|--|--|
| Name of the organization CARE NEW ENGLAND HEALTH SYSTEM | Employer identification number 05-0490997 |
|--|--|

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

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

| 1 | (a) Name of disqualified person | (b) Relationship between disqualified person and organization | (c) Description of transaction | (d) Corrected? | |
|---|---------------------------------|---|--------------------------------|----------------|----|
| | | | | Yes | No |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

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

Part II Loans to and/or From Interested Persons.

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

| (a) Name of interested person | (b) Relationship with organization | (c) Purpose of loan | (d) Loan to or from the organization? | | (e) Original principal amount | (f) Balance due | (g) In default? | | (h) Approved by board or committee? | (i) Written agreement? | |
|-------------------------------|------------------------------------|---------------------|---------------------------------------|------|-------------------------------|-----------------|-----------------|----|-------------------------------------|------------------------|----|
| | | | To | From | | | Yes | No | | Yes | No |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| Total ▶ \$ | | | | | | | | | | | |

Part III Grants or Assistance Benefitting Interested Persons.

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

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of assistance | (d) Type of assistance | (e) Purpose of assistance |
|-------------------------------|---|--------------------------|------------------------|---------------------------|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Part IV Business Transactions Involving Interested Persons.

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

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction | (e) Sharing of organization's revenues? | |
|-------------------------------|---|---------------------------|--------------------------------|---|----|
| | | | | Yes | No |
| (1) HINCKLEY ALLEN SNYDER LLP | PLEASE REFER TO PART V | 1,261,439 | PROFESSIONAL SERVICES | | No |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Part V Supplemental Information

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

| Identifier | Return Reference | Explanation |
|--|---------------------|---|
| BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS | SCHEDULE L, PART IV | CHARLES R REPUCCI, ESQ AND ROBERT G FLANDERS, JR , ESQ , DIRECTORS OF THIS ORGANIZATION ARE AN EXECUTIVE AND PARTNER IN THE LAW FIRM OF HINCKLEY, ALLEN & SNYDER, L L P , RESPECTIVELY THIS ORGANIZATION UTILIZED THE SERVICES OF THIS FIRM DURING ITS FISCAL YEAR ENDED SEPTEMBER 30, 2013 TOTAL FEES PAID BY THE ORGANIZATION TO THIS FIRM TOTALED \$1,261,439 SERVICES WERE RENDERED AT FAIR MARKET VALUE RATES PURSUANT TO ARMS-LENGTH NEGOTIATIONS |

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on

Form 990 or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public

Inspection

Name of the organization

CARE NEW ENGLAND HEALTH SYSTEM

Employer identification number

05-0490997

| Identifier | Return Reference | Explanation |
|-----------------------------|---|--|
| COMMUNITY BENEFIT STATEMENT | CORE FORM, PART III, STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS | <p>CARE NEW ENGLAND HEALTH SYSTEM ===== CARE NEW ENGLAND HEALTH SYST EM ("CARE NEW ENGLAND") IS A NOT-FOR-PROFIT TAX-EXEMPT ORGANIZATION WITH ITS CENTRAL OFFIC E IN PROVIDENCE, RHODE ISLAND CARE NEW ENGLAND IS THE SOLE CORPORATE MEMBER OF VARIOUS HE ALTHCARE RELATED ORGANIZATIONS, THE MAJORITY OF WHICH ARE TAX-EXEMPT ENTITIES THE INTERNA L REVENUE SERVICE HAS RECOGNIZED CARE NEW ENGLAND HEALTH SYSTEM AS BEING A TAX-EXEMPT ORGA NIZATION UNDER INTERNAL REVENUE CODE ("IRC") SECTION 501(C)(3) AS THE PARENT ORGANIZATION OF A TAX-EXEMPT INTEGRATED HEALTHCARE DELIVERY SYSTEM BASED IN PROVIDENCE, RHODE ISLAND, CARE NEW ENGLAND AND ITS AFFILIATES STRIVE TO CONTINUALLY DEVELOP AND OPERATE A MULTI-HOSP ITAL HEALTHCARE SYSTEM WHICH PROVIDES SUBSTANTIAL COMMUNITY BENEFIT THROUGH THE PROVISION OF A COMPREHENSIVE SPECTRUM OF MEDICALLY NECESSARY HEALTHCARE SERVICES TO THE RESIDENTS OF THE SOUTHEASTERN NEW ENGLAND COMMUNITY CARE NEW ENGLAND ENSURES THAT ITS SYSTEM PROVIDES MEDICALLY NECESSARY HEALTHCARE SERVICES TO ALL INDIVIDUALS IN A NON-DISCRIMINATORY MANNER REGARDLESS OF RACE, COLOR, CREED, SEX, NATIONAL ORIGIN, RELIGION OR ABILITY TO PAY NO IN DIVIDUALS ARE DENIED NECESSARY MEDICAL CARE, TREATMENT OR SERVICE CARE NEW ENGLAND PROVID ES TREATMENT AND SERVICES TO APPROXIMATELY 212,000 INPATIENTS, OUTPATIENTS AND SAME DAY SU RGERY PATIENTS, 97,000 EMERGENCY DEPARTMENT PATIENTS, AND DELIVERS APPROXIMATELY 9,500 BAB IES ANNUALLY CARE NEW ENGLAND EMPLOYS APPROXIMATELY 8,300 EMPLOYEES AND HAS MORE THAN 500 VOLUNTEERS HISTORY ===== CARE NEW ENGLAND HEALTH SYSTEM WAS FORMED IN FEBRUARY 1996 BY FOUNDING MEMBERS BUTLER HOSPITAL, KENT HOSPITAL AND WOMEN & INFANTS HOSPITAL OF RHODE ISL AND THESE THREE HOSPITALS ARE ALL INTERNAL REVENUE CODE SECTION 501(C)(3) TAX-EXEMPT ORGA NIZATIONS IN JUNE 1999, KENT COUNTY VISITING NURSE ASSOCIATION BECAME A MEMBER OF THE CAR E NEW ENGLAND FAMILY, AND LATER THAT YEAR ANNOUNCED ITS NAME CHANGE TO VNA OF CARE NEW ENG LAND IN 2000, HEALTHTOUCH, INC , A PRIVATE DUTY NURSING SERVICE, JOINED THE DIVISION IN SEPTEMBER 2013, MEMORIAL HOSPITAL OF RHODE ISLAND BECAME THE FOURTH HOSPITAL IN THE CARE N EW ENGLAND SYSTEM, ADDING ACADEMIC AND CLINICAL EXCELLENCE IN THE AREA OF FAMILY MEDICINE AND PRIMARY CARE IN ADDITION TO A FULL CONSTELLATION OF ACUTE CARE SERVICES THE CARE NEW ENGLAND HEALTH SYSTEM WAS FOUNDED ON THE VISION THAT WE CAN BUILD A BETTER SYSTEM OF HEALT HCARE FOR THE PEOPLE AND COMMUNITIES OF SOUTHEASTERN NEW ENGLAND THE SYSTEM OFFERS THE LA TEST ADVANCES IN MEDICINE, SPECIALTY -TRAINED DOCTORS, AND RESPECTED SERVICES AND CARE AN INTEGRATED HEALTH SYSTEM THAT OFFERS A CONTINUUM OF QUALITY CARE, CARE NEW ENGLAND IS MOVI NG HEALTHCARE FORWARD AND REINVENTING THE WAY HEALTHCARE IS DELIVERED THIS APPROACH PUTS A BROAD SPECTRUM OF CARE - ADDRESSING PRIMARY CARE, MEDICAL CARE, SURGERY, WOMEN'S HEALTH, CARDIOLOGY AND BEHAVIORAL HEALTH AND AN ARRAY OF SPECIALTY AND SUBSPECIALTY PROGRAMS - AL L UNDER ONE UMBRELLA SO THEY ARE EASILY ACCESSIBLE TO PATIENTS AND FAMILIES CARE NEW ENGL AND IS COMPRISED OF SIX MEMBERS BUTLER HOSPITAL, RHODE ISLAND'S ONLY PRIVATE, NONPROFIT P SYCHIATRIC AND SUBSTANCE ABUSE HOSPITAL FOR ADULTS, ADOLESCENTS, CHILDREN AND SENIORS, KEN T HOSPITAL, THE SECOND LARGEST COMMUNITY HOSPITAL IN THE STATE, PROVIDING A FULL SPECTRUM OF PRIMARY AND SECONDARY ACUTE CARE SERVICES, WOMEN & INFANTS HOSPITAL OF RHODE ISLAND, ON E OF THE NATION'S BUSIEST OBSTETRICAL FACILITIES WITH ONE OF THE NATION'S LARGEST SINGLE-F AMILY ROOM NEONATAL INTENSIVE CARE UNITS, THE AREA'S ONLY TERTIARY LEVEL NEONATAL FACILITY , AND VARIOUS SPECIALTY SERVICES, MEMORIAL HOSPITAL, A COMMUNITY HOSPITAL BASED IN PAWTUCK ET, RI, LENDING PRIMARY CARE EXPERTISE TO THE SYSTEM AND THE SYSTEM'S ONLY PATIENT CENTERE D MEDICAL HOME MODEL OF CARE, THE VNA OF CARE NEW ENGLAND, WHICH PROVIDES A BROAD SPECTRUM OF HOME HEALTH, HOSPICE AND PRIVATE DUTY NURSING SERVICES FOR PATIENTS AND THEIR FAMILIES , AND THE CARE NEW ENGLAND WELLNESS CENTER, WHICH OFFERS AN ARRAY OF REHABILITATION, WELLN ESS, FITNESS AND EDUCATIONAL PROGRAMS THE SYSTEM INCLUDES A SOLID, DIVERSE COMBINATION OF PHY SICIAN SPECIALISTS AND GENERALISTS AND A STRONG COMMITMENT TO EDUCATION BUTLER, MEMOR IAL AND WOMEN & INFANTS HOSPITALS ARE MAJOR TEACHING AFFILIATES OF THE WARREN ALPERT MEDIC AL SCHOOL OF BROWN UNIVERSITY, WHILE KENT IS A TEACHING SITE FOR THE UNIVERSITY OF NEW ENG LAND COLLEGE OF OSTEOPATHIC MEDICINE IN ADDITION, CARE NEW ENGLAND IS COMMITTED TO ADVANC E THE FIELD OF KNOWLEDGE IN MEDICINE THROUGH NATIONAL AND INTERNATIONALLY-FUNDED AND RECOG NIZED RESEARCH PROJECTS CARE NEW ENGLAND PROVIDES MEDICALLY NECESSARY HEALTHCARE TO PATIE NTS WHO MEET CERTAIN CRITERIA UNDER ITS CHARITY CARE POLICY WITHOUT CHARGE OR AT AMOUNTS L ESS THAN THE ESTABLISHED RATES BECAUSE CARE NEW ENGLAND DOES NOT PURSUE COLLECTION OF AMO UNTS DETERMINED TO QUALIFY AS CHARITY CARE, THEY ARE NOT REPORTED AS REVENUE CHARITY CARE INCLUDES SERVICES TO UNINSURED PATIENTS WHO CARE</p> |

| Identifier | Return Reference | Explanation |
|-----------------------------------|--|--|
| COMMUNITY BENEFIT STATEMENT | CORE FORM, PART III, STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS | <p>NEW ENGLAND HAS DETERMINED QUALIFY FOR CHARITY CARE UNDER CARE NEW ENGLAND POLICIES. SERVICES TO UNINSURED PATIENTS WHO ARE NOT ELIGIBLE FOR CHARITY CARE OR FOR WHOM CARE NEW ENGLAND WAS NOT ABLE TO DETERMINE THEIR ELIGIBILITY ARE NOT REPORTED AS CHARITY CARE, BUT REPORTED IN THE PROVISION FOR BAD DEBTS. ADDITIONALLY, CARE NEW ENGLAND SPONSORS CERTAIN OTHER PROGRAMS WHICH PROVIDE SUBSTANTIAL BENEFIT TO THE BROADER COMMUNITY. SUCH PROGRAMS INCLUDE SERVICES TO NEEDY POPULATIONS, INCLUDING COMMUNITY SERVICE PROGRAMS AND SERVICES FOR SCHOOL-AGED CHILDREN AND THE ELDERLY. CARE NEW ENGLAND ALSO ACTIVELY SPONSORS PROGRAMS ON HEALTH EDUCATION AND WELLNESS. CARE NEW ENGLAND MAINTAINS RECORDS TO IDENTIFY AND MONITOR THE LEVEL OF CHARITY CARE AND COMMUNITY SERVICE IT PROVIDES. THESE RECORDS INCLUDE THE AMOUNT OF CHARGES FORGONE BASED ON ESTABLISHED RATES FOR SERVICES AND SUPPLIES FURNISHED UNDER ITS CHARITY AND COMMUNITY SERVICE POLICIES. CARE NEW ENGLAND HOSPITALS AND MEDICAL CENTERS = ===== CARE NEW ENGLAND PROVIDES SUBSTANTIAL COMMUNITY BENEFIT. CARE NEW ENGLAND INCLUDES THE FOLLOWING INTERNAL REVENUE CODE SECTION 501(C)(3) TAX-EXEMPT HOSPITALS: 1 BUTLER HOSPITAL ("BUTLER") 2 KENT HOSPITAL ("KENT") 3 MEMORIAL HOSPITAL OF RHODE ISLAND ("MEMORIAL") 4 WOMEN & INFANTS HOSPITAL ("WOMEN & INFANTS"). PURSUANT TO ITS CHARITABLE PURPOSES, EACH CARE NEW ENGLAND HOSPITAL PROVIDES MEDICALLY NECESSARY HEALTHCARE SERVICES TO ALL INDIVIDUALS IN A NON-DISCRIMINATORY MANNER REGARDLESS OF RACE, COLOR, CREED, SEX, NATIONAL ORIGIN, RELIGION OR ABILITY TO PAY. NO PATIENTS ARE DENIED NECESSARY MEDICAL CARE, TREATMENT OR SERVICE BY ANY CARE NEW ENGLAND INSTITUTION. IN ADDITION, EACH HOSPITAL OPERATES CONSISTENTLY WITH THE FOLLOWING CRITERIA OUTLINED IN IRS REVENUE RULING 69-545: 1 PROVIDES MEDICALLY NECESSARY HEALTHCARE SERVICES TO ALL INDIVIDUALS REGARDLESS OF ABILITY TO PAY, INCLUDING CHARITY CARE, SELF-PAY, MEDICARE AND MEDICAID PATIENTS, 2 OPERATES AN ACTIVE EMERGENCY ROOM FOR ALL PERSONS, WHICH IS OPEN 24 HOURS A DAY, 7 DAYS A WEEK, 365 DAYS PER YEAR, 3 MAINTAINS AN OPEN MEDICAL STAFF, WITH PRIVILEGES AVAILABLE TO ALL QUALIFIED PHYSICIANS, AND 4 CONTROL OF EACH RESTS WITH THE COMMON BOARD OF DIRECTORS OF CARE NEW ENGLAND. THE BOARD IS COMPRISED OF INDEPENDENT CIVIC LEADERS AND OTHER PROMINENT MEMBERS OF THE COMMUNITY. 5 SURPLUS FUNDS ARE USED TO IMPROVE THE QUALITY OF PATIENT CARE, EXPAND AND RENOVATE FACILITIES, AND ADVANCE MEDICAL CARE PROGRAMS AND ACTIVITIES. THE OPERATIONS OF EACH HOSPITAL, AS SHOWN THROUGH THE FACTORS OUTLINED ABOVE AND OTHER INFORMATION CONTAINED HEREIN, CLEARLY DEMONSTRATE THAT THE USE AND CONTROL OF EACH HOSPITAL IS FOR THE BENEFIT OF THE PUBLIC AND THAT NO PART OF THE INCOME OR NET EARNINGS OF THE ORGANIZATION INURES TO THE BENEFIT OF ANY PRIVATE INDIVIDUAL NOR IS ANY PRIVATE INTEREST BEING SERVED OTHER THAN INCIDENTALLY. MISSION ===== CARE NEW ENGLAND IS DEVOTED TO CONTINUALLY IMPROVING THE HEALTH AND WELL-BEING OF THE PEOPLE AND COMMUNITIES WE SERVE. VISION ===== CARE NEW ENGLAND WILL BUILD A BETTER SYSTEM OF HEALTHCARE FOR OUR COMMUNITY. CARE NEW ENGLAND WILL - ATTAIN THE HIGHEST STANDARDS OF QUALITY - PROVIDE ACCESS TO ESSENTIAL HEALTH SERVICES REGARDLESS OF ABILITY TO PAY - DELIVER AN EXCEPTIONAL PATIENT EXPERIENCE - ADVANCE MEDICAL KNOWLEDGE THROUGH RESEARCH AND TEACHING - ADVOCATE FOR THOSE WE SERVE - ENHANCE WELLNESS AND PREVENTION - OPERATE IN A COST EFFECTIVE AND FINANCIALLY VIABLE MANNER. VALUES ===== CARE NEW ENGLAND PUTS THE PATIENTS AND THEIR FAMILIES AT THE CENTER OF ALL WE DO. IN OUR DAY-TO-DAY INTERACTIONS WITH PATIENTS AND EACH OTHER, OUR ACTIONS AND DECISIONS ARE GUIDED BY THE FOLLOWING CORE VALUES - ACCOUNTABILITY - CARING - TEAMWORK</p> |

| Identifier | Return Reference | Explanation |
|--|--|---|
| COMMUNITY BENEFIT STATEMENT CONTINUED | CORE FORM, PART III, STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS | <p>BUTLER HOSPITAL ===== BUTLER IS A LICENSED 117-BED NOT-FOR-PROFIT PSYCHIATRIC TR EATMENT, TEACHING AND RESEARCH HOSPITAL BUTLER WAS FOUNDED IN 1844 AND SERVES RHODE ISLAN D AND SOUTHEASTERN NEW ENGLAND BUTLER - PROVIDES SPECIALIZED ASSESSMENTS AND INNOVATIVE TREATMENTS FOR ALL MAJOR PSYCHIATRIC ILLNESSES AND SUBSTANCE ABUSE - FOCUSES ON THE SPECI AL NEEDS OF SENIORS BY OFFERING A STATE-OF-THE-ART PSYCHIATRIC SENIOR TREATMENT CENTER SPE CIALIZING IN ALZHEIMER'S AND OTHER MEMORY DISORDERS - OFFERS A PARTIAL HOSPITAL DAY PROGR AM THAT ENABLES PATIENTS TO RECEIVE PSYCHIATRIC AND SUBSTANCE ABUSE TREATMENT DURING THE D AY AND RETURN TO THE COMFORT OF THEIR OWN HOMES AT NIGHT - CONDUCTS CUTTING-EDGE RESEARCH HELPING TO UNLOCK THE SECRETS OF BRAIN-BASED DISEASES BUTLER SECURED APPROXIMATELY \$11 M ILLION IN GRANT FUNDING IN FISCAL YEAR 2013, SUPPORTING RESEARCH IN SUCH AREAS AS MOOD DIS ORDERS, OBSESSIVE COMPULSIVE DISORDER, ANXIETY DISORDERS, MEMORY DISORDERS, ADDICTIONS, PA RKINSON'S DISEASE, AND PSYCHOSOCIAL INTERVENTIONS FOR FAMILIES - WORKS TO INCREASE UNDERS TANDING OF MENTAL ILLNESS AND REDUCE STIGMA BY PROVIDING ONGOING</p> <p>KENT HOSPITAL ===== === KENT IS A LICENSED 359-BED NOT-FOR-PROFIT ACUTE CARE HOSPITAL KENT WAS ESTABLISHED IN 1951 AND IS RHODE ISLAND'S SECOND LARGEST COMMUNITY HOSPITAL WITH THE SECOND BUSIEST EMER GENCY DEPARTMENT, KENT - OFFERS A FULL SPECTRUM OF IN- AND OUTPATIENT HEALTH SERVICES FOR ALL AGES - KENT'S EMERGENCY SERVICES DEPARTMENT SERVES SOME 70,000 ANNUAL VISITS THIS V OLUME RANKS KENT'S EMERGENCY DEPARTMENT AMONG THE TOP 10-PERCENT NATIONALLY - OFFERS ADVA NCED TECHNOLOGY, INSTALLING SUCH ADVANCES AS HIGH-SPEED, MULTI-SLICE CT SCANNERS AND DIGIT AL RADIOLOGY EQUIPMENT - OFFERS SUCH SPECIALTY SERVICES AS A MULTIDISCIPLINARY WOUND RECO VERY CENTER AND A CANCER PROGRAM ACCREDITED BY THE AMERICAN COLLEGE OF SURGEONS - COLLABO RATES WITH WOMEN & INFANTS HOSPITAL TO OPERATE THE STATE'S ONLY LEVEL II SPECIAL CARE NURS ERY AND TO OFFER EXPERT BREAST CANCER DIAGNOSES AND TREATMENT AT THE BREAST HEALTH CENTER AT KENT - TRAINS PHYSICIANS THROUGH ITS EMERGENCY MEDICINE AND FAMILY PRACTICE RESIDENCY PROGRAMS AFFILIATED WITH THE UNIVERSITY OF NEW ENGLAND COLLEGE OF OSTEOPATHIC MEDICINE, ON E OF THE COUNTRY'S LEADING OSTEOPATHIC MEDICAL SCHOOLS - HELPS STROKE PATIENTS IN ITS STR OKE CENTER, WHICH EARNED THE GOLD SEAL OF APPROVAL FROM THE JOINT COMMISSION FOR PRIMARY S TROKE CENTERS - PURSUES EXCELLENCE THE WOMEN'S DIAGNOSTIC IMAGING CENTER HAS BEEN DESIGN ATED AS A BREAST IMAGING CENTER OF EXCELLENCE BY THE AMERICAN COLLEGE OF RADIOLOGY - EMPL OYS INNOVATIVE APPROACHES TO RECRUITING AND RETAINING NURSES, INCLUDING A UNIQUE COLLABORA TION WITH SALVE REGINA UNIVERSITY TO BRING BACCALAUREATE CLASSES ON-SITE FOR KENT NURSES</p> <p>MEMORIAL HOSPITAL OF RHODE ISLAND ===== MEMORIAL'S MAIN CAMPUS IS IN PAWTUCKET, RI, AND IT OFFERS PRIMARY CARE SERVICES IN PAWTUCKET AND CENTRAL FALLS, RI, AND IN PLAINVILLE, MASSACHUSETTS MEMORIAL ALSO HAS STATE-OF-THE-ART CANCER, ENDOSCOPY , REHABILITATION, AND CARDIOVASCULAR TREATMENT FACILITIES IN PAWTUCKET - AFFILIATED WITH THE WARREN ALPERT MEDICAL SCHOOL, MEMORIAL HAS GROWN INTO THE SECOND LARGEST TEACHING HOSP ITAL IN THE STATE, WITH THE MAJORITY OF THE FULL-TIME MEDICAL STAFF AFFILIATED WITH THE ME DICAL SCHOOL, AND DOZENS OF RESIDENTS IN VARIOUS SPECIALTIES WORKING AT THE HOSPITAL - HO ME TO BROWN'S FAMILY MEDICINE AND INTERNAL MEDICINE RESIDENCY PROGRAMS, WHICH HAS SPEARHEA DED MEMORIAL'S MEDICAL RESEARCH ENDEAVORS AND MORE THAN 50 RESEARCH PROJECTS SUPPORTED BY MORE THAN \$2 5 MILLION IN FEDERAL FUNDS - MEMORIAL IS ALSO ON THE FOREFRONT IN THE RELATI VELY NEW SPECIALTY FIELD OF FAMILY MEDICINE, WHICH EMPHASIZES THE ROLE OF THE PRIMARY CARE PHYSICIAN AS ORCHESTRATOR OF CARE AND TREATMENT FOR THE ENTIRE FAMILY - OFFERS COMPREHEN SIVE SERVICES IN ACUTE CARE AND EMERGENCY MEDICINE, CANCER CARE, CARDIOVASCULAR CENTER, DI AGNOSTIC IMAGING, FAMILY MEDICINE, GASTROENTEROLOGY, GERIATRIC SERVICES, INFECTIOUS DISEAS ES, INTERNAL MEDICINE, LABORATORY, NEURODEVELOPMENT CENTER, NEUROLOGY, OBSTETRICS AND GYNE COLOGY, PAIN MANAGEMENT, PEDIATRICS, PODIATRY, PULMONARY CENTER, SLEEP CENTER, STROKE CENT ER, TRAVEL CLINIC, URGENT CARE CENTER - ACTIVE IN THE COMMUNITY, MEMORIAL IS A LEADING, I NNOVATIVE HEALTHCARE RESOURCE WITH A TRADITION OF TREATING PATIENTS REGARDLESS OF THEIR AB ILITY TO PAY AND IS COMMITTED TO PROVIDING MODERN FACILITIES THAT PROVIDE STATE-OF-THE-ART CARE FOR ALL - IN ADDITION TO CHARITY CARE, MEMORIAL HOSPITAL ALSO PROVIDES NUMEROUS SER VICES TO THE COMMUNITY AT NO CHARGE, INCLUDING - LANGUAGE INTERPRETATION - PHYSICIAN REFE RRAL - COMMUNITY HEALTH SCREENINGS - HEALTH AND WELLNESS EDUCATION - SUPPORT GROUPS</p> <p>WOMEN & INFANTS HOSPITAL ===== WOMEN & INFANTS INCLUDES 167-ADULT BEDS, 80-NE ONATAL INTENSIVE CARE UNIT BEDS AND 60-NEWBORN BASSINETS A NATIONAL CENTER OF EXCELLENCE IN WOMEN'S HEALTH, WHERE MORE THAN 73% OF RHODE IS</p> |

| Identifier | Return Reference | Explanation |
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| COMMUNITY BENEFIT STATEMENT CONTINUED | CORE FORM, PART III, STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS | <p>LAND'S BABIES ARE DELIVERED EACH YEAR WOMEN & INFANTS - IS THE PREMIER HEALTH RESOURCE I N THE REGION FOR NEWBORNS AND WOMEN AND THE REGION'S ONLY PERINATAL CENTER - IS ONE OF TH E LEADING SPECIALTY HOSPITALS IN THE NATION AND A U S NEWS BEST HOSPITAL IN GYNECOLOGY - OPENED THE NATION'S LARGEST SINGLE-FAMILY ROOM NEONATAL INTENSIVE CARE UNIT IN 2009 THE UNIT TENDED TO APPROXIMATELY 1,200 BABIES LAST YEAR APPROXIMATELY 14% OF THOSE BABIES WER E BROUGHT TO WOMEN & INFANTS FROM OTHER HOSPITALS - OFFERS THE SERVICES OF A GENERAL AND GYNECOLOGICAL SURGICAL PROGRAM WITH MORE THAN 7,700 PROCEDURES PERFORMED IN FISCAL YEAR 20 13 - CULTIVATES AND EXPANDS COMPREHENSIVE PRIMARY AND SPECIALIZED CARE SERVICES FOR WOMEN THROUGH THE WOMEN'S PRIMARY CARE CENTER TOGETHER WITH THE DIVISION OF AMBULATORY CARE'S URGENT CARE SERVICES, THE CENTER SEES APPROXIMATELY 30,000 WOMEN EACH YEAR - FOCUSES ON T HE NEEDS OF WOMEN AT EVERY STAGE OF LIFE WITH SUCH SPECIALIZED PROGRAMS AS THE CENTER FOR REPRODUCTION AND INFERTILITY, THE PROGRAM IN WOMEN'S ONCOLOGY AND ITS BREAST HEALTH CENTER , THE CENTER FOR WOMEN'S BEHAVIORAL HEALTH, AND THE CENTER FOR WOMEN'S GASTROINTESTINAL DI SORDERS - COMMANDS A REPUTATION AS ONE OF THE LARGEST AND MOST PRESTIGIOUS RESEARCH FACIL ITIES IN HIGH-RISK AND NORMAL OBSTETRICS, GYNECOLOGY AND NEWBORN PEDIATRICS IN THE NATION AND SECURED APPROXIMATELY \$13 MILLION IN RESEARCH DOLLARS IN FISCAL YEAR 2013, SUPPORTING CUTTING-EDGE RESEARCH INTO SUCH AREAS AS PELVIC FLOOR DISORDERS, OVARIAN CANCER BIOMARKERS , ADOLESCENT PREGNANCY, POSTPARTUM DEPRESSION, COLIC, AND PRENATAL EXPOSURE TO DRUGS AND A LCOHOL - PROVIDES UNIQUE SERVICES THROUGH "PROJECT LINK" FOR PREGNANT WOMEN STRUGGLING WI TH SUBSTANCE ABUSE - TAILORS CLINICAL SERVICES AND RESEARCH IN VARIOUS PSYCHOLOGICAL AND SOCIAL ASPECTS OF PEDIATRICS - FROM COLIC TO DRUG EXPOSURE - IN THE BROWN CENTER FOR THE S TUDY OF CHILDREN AT RISK - WOMEN & INFANTS SERVES AS THE LEAD PARTNER WITH BROWN UNIVERSI TY ON THE NATIONAL CHILDREN'S STUDY , A GROUNDBREAKING PROJECT</p> |

| Identifier | Return Reference | Explanation |
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| DISCLOSURE INFORMATION | CORE FORM, PART VI, SECTION A, QUESTION 2 | CHARLES R REPPUCCI, ESQ AND ROBERT G FLANDERS, JR , ESQ - BUSINESS RELATIONSHIP |

| Identifier | Return Reference | Explanation |
|------------------------|---|---|
| DISCLOSURE INFORMATION | CORE FORM, PART VI, SECTION A, QUESTION 4 | AS OF SEPTEMBER 3, 2013, SOUTHEASTERN HEALTHCARE SYSTEM, INC ("SHS"), AN INTERNAL REVENUE CODE SECTION 501(C)(3) TAX-EXEMPT ORGANIZATION LOCATED IN RHODE ISLAND AND SOUTHEASTERN MASSACHUSETTS, BECAME A SUBSIDIARY OF CARE NEW ENGLAND HEALTH SYSTEM ("CNE"), AN INTERNAL REVENUE CODE SECTION 501(C)(3) TAX-EXEMPT ORGANIZATION AND THE PARENT ENTITY OF A RHODE ISLAND BASED TAX-EXEMPT INTEGRATED HEALTHCARE DELIVERY SYSTEM CNE BECAME THE PARENT ORGANIZATION AND SOLE MEMBER OF SHS AS A RESULT OF THIS ACQUISITION CNE AND SHS BELIEVE THAT THE ACQUISITION WILL GREATLY IMPROVE COMPREHENSIVE HEALTHCARE SERVICES |

| Identifier | Return Reference | Explanation |
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| DISCLOSURE INFORMATION | CORE FORM, PART VI, SECTION B, QUESTION 11B | <p>THE ORGANIZATION IS THE PARENT ENTITY OF THE CARE NEW ENGLAND HEALTH SYSTEM AND AFFILIATES ("SYSTEM"), A TAX-EXEMPT INTEGRATED HEALTHCARE DELIVERY SYSTEM. THE ORGANIZATION'S FEDERAL FORM 990 WAS PROVIDED TO EACH VOTING MEMBER OF THE ORGANIZATION'S GOVERNING BODY (ITS BOARD OF DIRECTORS) PRIOR TO THE FILING WITH THE IRS. IN ADDITION, THE CARE NEW ENGLAND HEALTH SYSTEM FINANCE COMMITTEE ALSO PERFORMED A REVIEW OF THE FEDERAL FORM 990 PRIOR TO PROVIDING TO EACH VOTING MEMBER OF ITS BOARD OF DIRECTORS. THE CARE NEW ENGLAND HEALTH SYSTEM BOARD OF DIRECTORS HAS DELEGATED TO THE FINANCE COMMITTEE THE RESPONSIBILITY TO OVERSEE AND COORDINATE THE FEDERAL FORM 990 PREPARATION AND FILING PROCESS FOR THE TAX-EXEMPT AFFILIATES OF THE SYSTEM. AS PART OF THE ORGANIZATION'S FEDERAL FORM 990 TAX RETURN PREPARATION PROCESS, THE ORGANIZATION HIRED A PROFESSIONAL CPA FIRM WITH EXPERIENCE AND EXPERTISE IN BOTH HEALTHCARE AND NOT-FOR-PROFIT TAX RETURN PREPARATION TO PREPARE THE FEDERAL FORM 990. THE CPA FIRM'S TAX PROFESSIONALS WORKED CLOSELY WITH THE ORGANIZATION'S FINANCE DEPARTMENT LEADERSHIP TO OBTAIN THE INFORMATION NEEDED IN ORDER TO PREPARE A COMPLETE AND ACCURATE TAX RETURN. THE CPA FIRM PREPARED A DRAFT FEDERAL FORM 990 AND FURNISHED IT TO THE ORGANIZATION'S INTERNAL WORKING GROUP, INCLUDING, BUT NOT LIMITED TO, THE INDIVIDUALS OUTLINED ABOVE, FOR THEIR REVIEW. THE ORGANIZATION'S INTERNAL WORKING GROUP AND OTHER INDIVIDUALS REVIEWED THE DRAFT FEDERAL FORM 990 AND DISCUSSED QUESTIONS AND COMMENTS WITH THE CPA FIRM. REVISIONS WERE MADE TO THE DRAFT FEDERAL FORM 990 WHERE NECESSARY, AND A FINAL DRAFT WAS FURNISHED BY THE CPA FIRM TO THE ORGANIZATION'S INTERNAL WORKING GROUP AND VARIOUS OTHER INDIVIDUALS FOR FINAL REVIEW AND APPROVAL PRIOR TO PRESENTATION OF THE FEDERAL FORM 990 TO THE MEMBERS OF THE CARE NEW ENGLAND HEALTH SYSTEM FINANCE COMMITTEE. FOLLOWING THE FINANCE COMMITTEE'S REVIEW, THE FINAL FEDERAL FORM 990 WAS PROVIDED TO EACH VOTING MEMBER OF THE ORGANIZATION'S GOVERNING BODY PRIOR TO THE FILING WITH THE IRS.</p> |

| Identifier | Return Reference | Explanation |
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| DISCLOSURE INFORMATION | CORE FORM, PART VI, SECTION B, QUESTION 12 | THE ORGANIZATION HAS A WRITTEN CONFLICT OF INTEREST POLICY AND REGULARLY MONITORS AND ENFORCES COMPLIANCE WITH THAT POLICY. THE POLICY REQUIRES THAT A CONFLICT OF INTEREST DISCLOSURE FORM CONSISTENT WITH BEST GOVERNANCE PRACTICES AND INTERNAL REVENUE SERVICE GUIDELINES BE CIRCULATED TO OFFICERS, DIRECTORS, AND KEY EMPLOYEES ANNUALLY. IF A DIRECTOR DISCLOSES AN INTEREST THAT COULD GIVE RISE TO A CONFLICT, THE DIRECTOR'S POTENTIAL CONFLICT IS REFERRED TO THE BOARD OR THE COMMITTEE, WHICH EVALUATES THE CONFLICT AND ITS POTENTIAL IMPACT ON THE DIRECTOR'S PARTICIPATION ON THE BOARD OR ON CERTAIN ISSUES THAT MAY COME BEFORE THE BOARD. AFTER CONSULTATION WITH COUNSEL, THE COMMITTEE WILL TAKE ACTION, IF APPROPRIATE AND NECESSARY, TO ADDRESS ANY SUCH CONFLICT IN A MANNER CONSISTENT WITH THE ORGANIZATION'S CONFLICT OF INTEREST POLICY. |

| Identifier | Return Reference | Explanation |
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| DISCLOSURE INFORMATION | CORE FORM, PART VI, SECTION B, QUESTION 15 | <p>THE BOARD OF DIRECTORS OF CARE NEW ENGLAND HEALTH SYSTEM ("CNE") HAS A COMMITTEE OF DIRECTORS KNOWN AS THE CNE COMPENSATION COMMITTEE ("THE COMMITTEE") THE COMMITTEE IS RESPONSIBLE FOR DISCHARGING THE BOARD'S RESPONSIBILITIES REGARDING THE TOTAL COMPENSATION PROGRAM FOR CNE'S EXECUTIVES THE COMMITTEE AT ALL TIMES CONDUCTS ITSELF FREE FROM EXECUTIVE MANAGEMENT IN ITS DECISION MAKING PROCESS THE ACTIONS TAKEN BY THE COMMITTEE ENABLE THE ORGANIZATION TO RECEIVE THE REBUTTABLE PRESUMPTION OF REASONABLENESS FOR PURPOSES OF INTERNAL REVENUE CODE SECTION 4958 WITH RESPECT TO THE TOTAL COMPENSATION OF CERTAIN MEMBERS OF THE SENIOR MANAGEMENT TEAM, INCLUDING THE PRESIDENT/CHIEF EXECUTIVE OFFICER THE THREE FACTORS WHICH MUST BE SATISFIED IN ORDER TO RECEIVE THE REBUTTABLE PRESUMPTION OF REASONABLENESS ARE THE FOLLOWING 1 THE COMPENSATION ARRANGEMENT IS APPROVED IN ADVANCE BY AN "AUTHORIZED BODY" OF THE APPLICABLE TAX-EXEMPT ORGANIZATION WHICH IS COMPOSED ENTIRELY OF INDIVIDUALS WHO DO NOT HAVE A "CONFLICT OF INTEREST" WITH RESPECT TO THE COMPENSATION ARRANGEMENT, 2 THE AUTHORIZED BODY OBTAINED AND RELIED UPON "APPROPRIATE DATA AS TO COMPARABILITY" PRIOR TO MAKING ITS DETERMINATION, AND 3 THE AUTHORIZED BODY "ADEQUATELY DOCUMENTED THE BASIS FOR ITS DETERMINATION" CONCURRENTLY WITH MAKING THAT DETERMINATION THE COMMITTEE IS COMPRISED OF 7 DIRECTORS, ALL OF WHOM ARE INDEPENDENT AND WHO MEET FOR ALL COMPENSATION RELATED MATTERS FOR THE CARE NEW ENGLAND HEALTH SYSTEM AND ITS OPERATING UNITS THE CNE PRESIDENT/CHIEF EXECUTIVE OFFICER PARTICIPATES IN COMPENSATION COMMITTEE MEETINGS, EXCEPT AS THE COMMITTEE'S DELIBERATIONS CONCERN THE CNE PRESIDENT/CHIEF EXECUTIVE OFFICER THE COMMITTEE RELIED UPON APPROPRIATE COMPARABLE DATA, SPECIFICALLY THE COMMITTEE OBTAINED A WRITTEN COMPENSATION STUDY FROM AN INDEPENDENT FIRM WHICH SPECIALIZES IN THE REVIEWING OF HOSPITAL AND HEALTHCARE SYSTEM EXECUTIVE COMPENSATION AND BENEFITS THROUGHOUT THE UNITED STATES THIS STUDY USED COMPARABLE GEOGRAPHIC AND DEMOGRAPHIC MARKET DATA INCLUDING BUT NOT LIMITED TO SIMILARLY SIZED HEALTHCARE SYSTEMS AND HOSPITALS, # OF LICENSED BEDS AND NET PATIENT SERVICE REVENUE THE COMMITTEE ADEQUATELY DOCUMENTED ITS BASIS FOR ITS DETERMINATION THROUGH THE TIMELY PREPARATION OF WRITTEN MINUTES OF THE COMPENSATION COMMITTEE MEETINGS DURING WHICH THE EXECUTIVE COMPENSATION AND BENEFITS WAS REVIEWED AND SUBSEQUENTLY APPROVED THE ACTIONS OUTLINED ABOVE WITH RESPECT TO THE COMMITTEE AND THE ESTABLISHMENT OF THE REBUTTABLE PRESUMPTION OF REASONABLENESS APPLIES TO CERTAIN SENIOR MANAGEMENT PERSONNEL, INCLUDING, BUT NOT LIMITED TO, THE PRESIDENT/CHIEF EXECUTIVE OFFICER THE COMPENSATION AND BENEFITS OF CERTAIN OTHER INDIVIDUALS CONTAINED IN THIS FORM 990 ARE REVIEWED ANNUALLY BY THE COMPENSATION COMMITTEE OR BY THE CARE NEW ENGLAND HEALTH SYSTEM PRESIDENT/CHIEF EXECUTIVE OFFICER WITH ASSISTANCE FROM THE ORGANIZATION'S HUMAN RESOURCES DEPARTMENT IN CONJUNCTION WITH THE INDIVIDUAL'S JOB PERFORMANCE DURING THE YEAR AND IS BASED UPON OTHER OBJECTIVE FACTORS DESIGNED TO ENSURE THAT REASONABLE AND FAIR MARKET VALUE COMPENSATION IS PAID BY THE ORGANIZATION OTHER OBJECTIVE FACTORS INCLUDE MARKET SURVEY DATA FOR COMPARABLE POSITIONS, INDIVIDUAL GOALS AND OBJECTIVES, PERSONNEL REVIEWS, EVALUATIONS, SELF-EVALUATIONS AND PERFORMANCE FEEDBACK MEETINGS</p> |

| Identifier | Return Reference | Explanation |
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| DISCLOSURE INFORMATION | CORE FORM, PART VI, SECTION C, QUESTION 19 | THE ORGANIZATION HAS ISSUED TAX-EXEMPT BONDS TO FINANCE VARIOUS CAPITAL IMPROVEMENT PROJECTS, RENOVATIONS AND EQUIPMENT PRIMARILY FOR THE THREE INTERNAL REVENUE CODE SECTION 501(C)(3) TAX-EXEMPT HOSPITALS WITHIN THE SY STEM, BUTLER HOSPITAL, KENT COUNTY MEMORIAL HOSPITAL AND WOMEN & INFANTS HOSPITAL OF RHODE ISLAND IN CONJUNCTION WITH THE ISSUANCE OF THESE TAX-EXEMPT BONDS, THE ORGANIZATION'S FINANCIAL STATEMENTS WERE INCLUDED WITH THE TAX-EXEMPT BOND PROSPECTUS WHICH WAS MADE AVAILABLE TO THE GENERAL PUBLIC FOR REVIEW IN ADDITION, THE ORGANIZATION'S FILED CERTIFICATE OF INCORPORATION AND ANY AMENDMENTS CAN BE OBTAINED AND REVIEWED THROUGH THE STATE OF RHODE ISLAND SECRETARY OF STATE |

| Identifier | Return Reference | Explanation |
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| COMPENSATION INFORMATION DISCLOSURE | CORE FORM, PART VII AND SCHEDULE J | PART VII AND SCHEDULE J REFLECT CERTAIN BOARD MEMBERS AND OFFICERS RECEIVING COMPENSATION AND BENEFITS FROM THIS ORGANIZATION OR A RELATED ORGANIZATION PLEASE NOTE THIS REMUNERATION WAS FOR SERVICES RENDERED AS FULL-TIME OR PART-TIME EMPLOYEES OR INDEPENDENT CONTRACTORS OF THE ORGANIZATION OR A RELATED ORGANIZATION AND NOT FOR SERVICES RENDERED AS A VOTING MEMBER OR OFFICER OF THIS ORGANIZATION'S BOARD OF DIRECTORS |

| Identifier | Return Reference | Explanation |
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| RELATED HOURS DISCLOSURE | CORE FORM, PART VII, SECTION A, COLUMN B | THIS ORGANIZATION IS THE PARENT ENTITY OF CARE NEW ENGLAND HEALTH SYSTEM AND AFFILIATES, A TAX-EXEMPT INTEGRATED HEALTHCARE DELIVERY SYSTEM ("SYSTEM") THE SYSTEM INCLUDES BOTH FOR-PROFIT AND NOT FOR-PROFIT ORGANIZATIONS CERTAIN BOARD OF DIRECTOR MEMBERS, OFFICERS AND/OR DIRECTORS LISTED ON CORE FORM, PART VII AND SCHEDULE J OF THIS FORM 990 MAY HOLD SIMILAR POSITIONS WITH BOTH THIS ORGANIZATION AND OTHER AFFILIATES WITHIN THE SYSTEM THE HOURS SHOWN ON THIS FORM 990 FOR BOARD MEMBERS WHO RECEIVE NO COMPENSATION FOR SERVICES RENDERED IN A NON-BOARD CAPACITY, REPRESENTS THE ESTIMATED HOURS DEVOTED PER WEEK FOR THIS ORGANIZATION TO THE EXTENT THESE INDIVIDUALS SERVE AS A MEMBER OF THE BOARD OF DIRECTORS OF OTHER RELATED ORGANIZATIONS IN THE SYSTEM, THEIR RESPECTIVE HOURS PER WEEK PER ORGANIZATION ARE APPROXIMATELY ONE HOUR THE HOURS REFLECTED ON PART VII OF THIS FORM 990, FOR BOARD MEMBERS WHO RECEIVE COMPENSATION FOR SERVICES RENDERED IN A NON-BOARD CAPACITY, PAID OFFICERS AND KEY EMPLOYEES, REFLECT TOTAL HOURS WORKED PER WEEK ON BEHALF OF THE SYSTEM, NOT SOLELY THIS ORGANIZATION |

| Identifier | Return Reference | Explanation |
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| BALANCE SHEET | CORE FORM, PART X, LINE 20 | <p>During fy 2008, cne and its obligated group members, butler, kent, wih and wic issued a total of \$84,940,000 in rihebc hospital financing bonds (the bonds) These bonds were issued as cne 2008 series a (\$46,730,000) and cne 2008 series b (\$38,210,000) The proceeds from the cne 2008 series a bonds were used to (1) refund the outstanding cne 2002 series a bonds, and (2) pay certain expenses related to the issuance of the cne 2008 series a bonds The proceeds from the cne 2008 series b bonds were used to (1) defease a portion of the outstanding cne 2002 series b bonds, and (2) finance a portion of wih's certificate of need project consisting of the construction, equipping, and furnishing of a five-story addition with a two-story connection to wih's existing hospital building, (3) finance a portion of routine capital improvements, and (4) pay certain expenses related to the issuance of the cne 2008 series b bonds The cne 2002 series b bonds were defeased by depositing a portion of the proceeds of the cne 2008 series b bond proceeds and money contributed by the obligated group members, butler hospital, kent county memorial hospital, women & infants corporation and women & infants hospital of rhode island in an account held by the trustee for the cne 2002 series b bonds to provide funds as and when necessary to pay the principal and interest on the cne 2002 series b bonds The obligated group members are jointly and severally liable for the repayment of the cne series a and cne series b bonds The outstanding balance on the bonds was \$66,755,000 (series a \$38,845,000 and series b \$27,910,000) on September 30, 2013 The bond proceeds received by the hospitals under the 2008 series a & b bonds represent the amount allocated through the cne financing programs and are classified as a "due to cne" on the hospital's individual financial statements The outstanding balance due to cne by hospital as of September 30, 2013 is as follows series a series b total Butler \$ 4,065,842 \$ none \$ 4,065,842 Kent \$14,563,721 \$ none \$14,563,721 Wih \$16,848,441 \$27,910,000 \$44,758,441 ----- ----- Total \$35,478,004 \$27,910,000 \$63,388,004 In 2010, the health system issued rihebc 2010 series fixed rate bonds of \$12,000,000 The bonds have mandatory sinking fund redemptions ranging from \$455,810 in 2014 to \$813,065 in 2030, with a final payment of \$417,695 in 2031 These bonds were issued direct purchase tax exempt bank qualified bonds The bonds bear a fixed interest rate of 3.65% through december, 2017 with 3 year optional tenders through december, 2030 The bonds bear interest on a per annum basis with semi-annual payments based on a 20 year amortization The proceeds from the bonds are being used by kent to finance (i) the renovation, equipping and furnishing of existing hospital space to house a ten (10) bed short stay unit (ii) the construction, equipping and furnishing of a 30,000 square foot ambulatory surgical center with a connection to kent's existing hospital building and (iii) cost of issuance Cne, butler, kent, wic and wih are jointly and severally liable for repayment Unspent bond proceeds of \$660,026 are included in trustee-held funds in the consolidated balance sheet at September 30, 2013 The obligated group members are jointly and severally liable for the repayment of the cne series 2010 bonds The outstanding balance on the bonds was \$10,930,064 on September 30, 2013 The bond proceeds received by kent county memorial hospital under the 2010 bond represents the amount allocated through the cne financing program and are classified as a "due to cne" on kent county memorial hospital's financial statements The outstanding balance due to cne by kent county memorial hospital as of september 30, 2013 is \$10,930,064 In 2011, the health system issued rihebc 2011 series fixed rate bonds of \$16,000,000 The bonds have mandatory sinking fund redemptions ranging from \$630,664 in 2014 to \$1,044,574 in 2031 These bonds were issued as unrated private placement tax exempt bonds The bonds bear a fixed interest rate of 2.99% through july 31, 2018 The bonds bear interest on a per annum basis with semi-annual payments based on a 20 year amortization The proceeds from the bonds are being used to finance (i) the construction, equipping and furnishing of a 32,000 square foot addition of butler's existing hospital facility, (ii) refinancing of the bank of rhode island mortgage held by wic, (iii) refinancing of certain capital leases, (iv) purchase of capital equipment, (v) capitalized interest and (vi) cost of issuance Cne, butler, kent, wic and wih are jointly and severally liable for repayment Unspent bond proceeds of \$443,783 are included in trustee-held funds in the consolidated balance sheet at September 30, 2013 The obligated group members are jointly and severally liable for the repayment of the cne series 2011 bonds The outstanding balance on the bond was \$14,780,517 on September 30, 2013 The bond</p> |

| Identifier | Return Reference | Explanation |
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| BALANCE SHEET | CORE FORM, PART X, LINE 20 | d proceeds received by the hospitals under the 2011 series bonds represent the amount allo cated through the cne financing programs and are classified as a "due to cne" on the hospi tal's individual financial statements The outstanding balance due to cne by hospital as o f September 30, 2013 is as follows series 2011 Butler \$10,438,740 WIH \$ 4,341,777 ----- ----- Total \$14,780,517 In December 2003, the Rhode Island Health and Educational Buildin g Corporation (RIHEBC) issued \$25,000,000 of Series 2003 Hospital Financing Revenue Refund ing Bonds (the Bonds) on behalf of Memorial Hospital RIHEBC loaned the proceeds of the Bo nds to Memorial pursuant to the Loan and Trust Agreement (the Agreement) dated December 1, 2003 The terms of the Agreement stipulate that interest will be paid at fixed rates rang ing from 4 00% to 5 25% per annum (weighted-average rate at September 30, 2013 and 2012 wa s 4 79% and 4 68%, respectively), with principal installments commencing July 1, 2004, and ending July 1, 2019 The outstanding balance as of September 30, 2013 was \$9,518,714 |

| Identifier | Return Reference | Explanation |
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| OTHER CHANGES IN FUND BALANCE | CORE FORM, PART XI, LINE 9 | OTHER CHANGES IN FUND BALANCE INCLUDE - NET CHANGE IN FAIR VALUE OF INTEREST RATE SWAPS, \$5,268,136, AND - PENSION AND POST RETIREMENT ADJUSTMENT, \$1,874,639 |

| Identifier | Return Reference | Explanation |
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| AUDITED FINANCIAL STATEMENTS | CORE FORM, PART XII, QUESTION 2 | THE TAXPAYER IS THE PARENT ENTITY OF CARE NEW ENGLAND HEALTH SYSTEM AND AFFILIATES, A TAX-EXEMPT, INTEGRATED HEALTHCARE DELIVERY SYSTEM ("SYSTEM") AN INDEPENDENT CPA FIRM AUDITED THE CONSOLIDATED FINANCIAL STATEMENTS OF THE TAXPAYER AND ALL AFFILIATES FOR THE YEARS ENDED SEPTEMBER 30, 2013 AND SEPTEMBER 30, 2012, RESPECTIVELY AND ISSUED A CONSOLIDATED FINANCIAL STATEMENT WITH CONSOLIDATING SCHEDULES BY ENTITY AN UNQUALIFIED OPINION WAS ISSUED EACH YEAR BY THE INDEPENDENT CPA FIRM THE TAXPAYER'S AUDIT COMMITTEE ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF THE SYSTEM'S CONSOLIDATED FINANCIAL STATEMENTS AND THE SELECTION OF AN INDEPENDENT AUDITOR |

| Identifier | Return Reference | Explanation |
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| FINANCIAL STATEMENTS AND REPORTING | CORE FORM, PART XII, QUESTION 3 | THE ORGANIZATION IS THE PARENT ENTITY OF THE CARE NEW ENGLAND HEALTH SYSTEM AND AFFILIATES ("SYSTEM") THE SYSTEM ENGAGES AN INDEPENDENT ACCOUNTING FIRM TO PREPARE AND ISSUE A SYSTEM WIDE CONSOLIDATED A-133 AUDIT THIS ORGANIZATION WAS INCLUDED IN THE SYSTEM WIDE A-133 AUDIT |

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
CARE NEW ENGLAND HEALTH SYSTEM

Employer identification number
05-0490997

| 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 |
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| Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.) | | | | | | | |
|---|-------------------------|--|----------------------------|---|----------------------------------|--|----|
| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
| | | | | | | Yes | No |
| See Additional Data Table | | | | | | | |
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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) Dispropportionate allocations? | | (i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|--|-------------------------|--|--|--|---------------------------------|--|--|----|--|---|----|--------------------------------|
| | | | | | | | Yes | No | | Yes | No | |
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Part IV

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

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end- of-year assets | (h) Percentage ownership | (i) Section 512 (b)(13) controlled entity? | |
|---|-------------------------|---|-------------------------------------|--|---------------------------------|---|--------------------------------|--|----|
| | | | | | | | | Yes | No |
| (1) TOLL GATE INDEMNITY LTD 23 LIME TREE BAY AVE PO BOX 1051 GRAND CAYMAN KY1-11 CJ 34-2028514 | FINANCIAL VEHICLE | CJ | | C CORP | | | | | No |
| (2) W & I INDEMNITY LTD 23 LIME TREE BAY AVE PO BOX 1051 GRAND CAYMAN KY1-11 CJ 98-0159342 | FINANCIAL VEHICLE | CJ | | C CORP | | | | | No |
| (3) BOULEVARD MEDICAL CONDO ASSOCIATION 111 BREWSTER STREET PAWTUCKET, RI 02860 05-0497862 | REAL ESTATE | RI | | C CORP | | | | | No |
| (4) PRIMARY CARE CENTER OF NEW ENGLAND INC 111 BREWSTER STREET PAWTUCKET, RI 02860 05-0423957 | HEALTHCARE SVCS | RI | | C CORP | | | | | No |
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Part V

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

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

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

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

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

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

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

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

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

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

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

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

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

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

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

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

Yes

No

1a

No

1b

Yes

1c

No

1d

Yes

1e

Yes

1f

No

1g

No

1h

No

1i

No

1j

No

1k

Yes

1l

Yes

1m

No

1n

Yes

1o

Yes

1p

Yes

1q

Yes

1r

No

1s

No

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

| (a) Name of other organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|-----------------------------------|----------------------------------|------------------------|--|
| See Additional Data Table | | | |
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Schedule R (Form 990) 2012

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

[illegible]

Software ID:

Software Version:

EIN: 05-0490997

Name: CARE NEW ENGLAND HEALTH SYSTEM

Part VII Supplemental Information

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

| Identifier | Return Reference | Explanation |
|---|--------------------|--|
| TRANSACTIONS WITH RELATED ORGANIZATIONS | SCHEDULE R, PART V | AS OUTLINED IN SCHEDULE O, CARE NEW ENGLAND HEALTH SYSTEM IS THE TAX-EXEMPT PARENT OF AN INTEGRATED HEALTHCARE DELIVERY SYSTEM. THIS ORGANIZATION IS RECOGNIZED BY THE INTERNAL REVENUE SERVICE AS AN INTERNAL REVENUE CODE SECTION 501(C)(3) ORGANIZATION. THE SYSTEM ALSO INCLUDES BUTLER HOSPITAL, KENT COUNTY MEMORIAL HOSPITAL, WOMEN & INFANTS HOSPITAL OF RHODE ISLAND AND THE MEMORIAL HOSPITAL, EACH IS ALSO RECOGNIZED BY THE INTERNAL REVENUE SERVICE AS AN INTERNAL REVENUE CODE SECTION 501(C)(3) TAX-EXEMPT HOSPITAL. THIS ORGANIZATION ROUTINELY PAYS EXPENSES FOR VARIOUS AFFILIATES WITHIN THE CARE NEW ENGLAND HEALTH SYSTEM IN THE ORDINARY COURSE OF BUSINESS. THESE RELATED PARTY TRANSACTIONS ARE RECORDED ON THE REVENUE/EXPENSE AND BALANCE SHEET STATEMENTS OF THIS ORGANIZATION AND ITS AFFILIATES. THESE ENTITIES WORK TOGETHER TO DELIVER HIGH QUALITY HEALTHCARE AND WELLNESS SERVICES TO THE COMMUNITIES IN WHICH THEY ARE SITUATED. |

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

| (a) Name of other organization | (b) Transaction type(a-s) | (c) Amount Involved | (d) Method of determining amount involved |
|--|------------------------------|------------------------|--|
| BUTLER HOSPITAL | L | 8,322,739 | COST |
| KENT COUNTY MEMORIAL HOSPITAL | L | 30,925,467 | COST |
| WOMEN & INFANTS HOSPITAL OF RHODE ISLAND | L | 52,353,620 | COST |
| KENT COUNTY VNA DBA VNA OF CNE | L | 1,029,419 | COST |
| BUTLER HOSPITAL | E | 4,065,842 | COST |
| BUTLER HOSPITAL | E | 10,438,740 | COST |
| KENT COUNTY MEMORIAL HOSPITAL | E | 14,563,721 | COST |
| WOMEN & INFANTS HOSPITAL OF RHODE ISLAND | E | 16,848,441 | COST |
| WOMEN & INFANTS HOSPITAL OF RHODE ISLAND | E | 27,910,000 | COST |
| WOMEN & INFANTS HOSPITAL OF RHODE ISLAND | E | 4,341,777 | COST |