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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 private foundations)**  
 Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.  
 Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

OMB No 1545-0047  
**2013**  
**Open to Public Inspection**

**A For the 2013 calendar year, or tax year beginning 01-01-2013, 2013, and ending 12-31-2013**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization The Carle Foundation		<b>D</b> Employer identification number 37-0673465
	Doing Business As		<b>E</b> Telephone number (217) 383-3311
	Number and street (or P O box if mail is not delivered to street address) Room/suite 611 W PARK Suite		
	City or town, state or province, country, and ZIP or foreign postal code URBANA, IL 61801		<b>G</b> Gross receipts \$ 477,538,441
<b>F</b> Name and address of principal officer DENNIS HESCH EXEC VP CFO 611 W PARK ST URBANA, IL 61801		<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) <b>H(c)</b> Group exemption number	
<b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J</b> Website: WWW.CARLE.ORG			
<b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		<b>L</b> Year of formation 1946	<b>M</b> State of legal domicile IL

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities THE CARLE FOUNDATION IS ORGANIZED AND EXCLUSIVELY OPERATES AS A NOT-FOR-PROFIT CORPORATION FOR CHARITABLE, SCIENTIFIC AND EDUCATIONAL PURPOSES				
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets				
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	13		
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	4		
	<b>5</b> Total number of individuals employed in calendar year 2013 (Part V, line 2a)	<b>5</b>	1,530		
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	0		
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	3,944,461		
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	314,157			
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	Prior Year	453,019	Current Year	432,981
	<b>9</b> Program service revenue (Part VIII, line 2g)		184,259,128		173,808,011
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)		31,927,895		65,336,025
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		1,809,022		9,756,328
	<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)		218,449,064		249,333,345
	<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3)		278,340	
<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)			0		0
<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)			82,966,695		77,275,345
<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)			0		0
<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) $\rightarrow$ 0					
<b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)			113,693,630		119,613,167
<b>18</b> Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)			196,938,665		197,166,852
<b>19</b> Revenue less expenses Subtract line 18 from line 12		21,510,399		52,166,493	
<b>Net Assets or Fund Balances</b>			<b>Beginning of Current Year</b>	<b>End of Year</b>	
	<b>20</b> Total assets (Part X, line 16)		1,245,997,769		1,388,468,002
	<b>21</b> Total liabilities (Part X, line 26)		667,039,364		647,395,440
<b>22</b> Net assets or fund balances Subtract line 21 from line 20		578,958,405		741,072,562	

**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.

<b>Sign Here</b>	Signature of officer _____		Date 2014-11-13		
	DENNIS P HESCH EXEC VP & CFO Type or print name and title				
<b>Paid Preparer Use Only</b>	Prnt/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name $\rightarrow$ ERNST & YOUNG US LLP			Firm's EIN $\rightarrow$	
	Firm's address $\rightarrow$ 111 MONUMENT CIRCLE SUITE 4000 INDIANAPOLIS, IN 46204			Phone no	
May the IRS discuss this return with the preparer shown above? (see instructions) <input type="checkbox"/> Yes <input type="checkbox"/> No					

**Part III Statement of Program Service Accomplishments**

Check if Schedule O contains a response or note to any line in this Part III  Yes  No

**1** Briefly describe the organization's mission  
THE CARLE FOUNDATION IS ORGANIZED AND EXCLUSIVELY OPERATES AS A NOT-FOR-PROFIT CORPORATION FOR CHARITABLE, SCIENTIFIC AND EDUCATIONAL PURPOSES

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

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

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

**4a** (Code ) (Expenses \$ 102,569,199 including grants of \$ 278,340 ) (Revenue \$ 174,265,383 )  
THE CARLE FOUNDATION (FOUNDATION) ENGAGES IN ACTIVITIES TO DEVELOP AND SUPPORT THE PROVISION OF HEALTH CARE SERVICES, INCLUDING CHARITY CARE, BY THE AFFILIATES RELATED TO THE FOUNDATION INCLUDING THE CARLE FOUNDATION HOSPITAL AND CARLE HEALTH CARE INCORPORATED THE FOUNDATION'S PURPOSE INCLUDES SERVING AS THE PARENT CORPORATION FOR RELATED AFFILIATES THAT TOGETHER FUNCTION AS AN INTEGRATED HEALTH CARE DELIVERY NETWORK IN FURTHERANCE AND SUPPORT OF CHARITABLE, HEALTH CARE EDUCATION AND RESEARCH ACTIVITIES

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

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

















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

**4e Total program service expenses** 102,569,199

**Part IV Checklist of Required Schedules**

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

**Part IV Checklist of Required Schedules** *(continued)*

<b>21</b>	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . . 	<b>21</b>	Yes	
<b>22</b>	Did the organization report more than \$5,000 of grants or 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> . . . . . 	<b>22</b>		No
<b>23</b>	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> . . . . . 	<b>23</b>	Yes	
<b>24a</b>	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 25a</i> . . . . . 	<b>24a</b>	Yes	
<b>b</b>	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .	<b>24b</b>		No
<b>c</b>	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .	<b>24c</b>		No
<b>d</b>	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .	<b>24d</b>		No
<b>25a</b>	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> 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> . . . . . 	<b>25a</b>		No
<b>b</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> . . . . . 	<b>25b</b>		No
<b>26</b>	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i> . . . . . 	<b>26</b>		No
<b>27</b>	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> . . . . . 	<b>27</b>		No
<b>28</b>	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)			
<b>a</b>	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . . 	<b>28a</b>		No
<b>b</b>	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . . 	<b>28b</b>		No
<b>c</b>	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> . . . . . 	<b>28c</b>	Yes	
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . . .	<b>29</b>		No
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .	<b>30</b>		No
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .	<b>31</b>		No
<b>32</b>	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> . . . . .	<b>32</b>		No
<b>33</b>	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> . . . . . 	<b>33</b>		No
<b>34</b>	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> . . . . . 	<b>34</b>	Yes	
<b>35a</b>	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	<b>35a</b>	Yes	
<b>b</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> . . . . . 	<b>35b</b>	Yes	
<b>36</b>	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . . 	<b>36</b>		No
<b>37</b>	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> 	<b>37</b>		No
<b>38</b>	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	<b>38</b>	Yes	

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . . . . . <b>1a</b> 137		
<b>1b</b>	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable <b>1b</b> 0		
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . . <b>1c</b>	Yes	
<b>2a</b>	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 . . . . . <b>2a</b> 1,530		
<b>2b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) <b>2b</b>	Yes	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year? . . . . . <b>3a</b>	Yes	
<b>3b</b>	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O . . . . . <b>3b</b>	Yes	
<b>4a</b>	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)? . . . . . <b>4a</b>	Yes	
<b>b</b>	If "Yes," enter the name of the foreign country <b>CJ</b> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . . <b>5a</b>		No
<b>5b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? <b>5b</b>		No
<b>5c</b>	If "Yes," to line 5a or 5b, did the organization file Form 8886-T? . . . . . <b>5c</b>		
<b>6a</b>	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? . . . . . <b>6a</b>		No
<b>6b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . . <b>6b</b>		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b>	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? . . . . . <b>7a</b>		No
<b>7b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . . <b>7b</b>		
<b>7c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . . <b>7c</b>		No
<b>7d</b>	If "Yes," indicate the number of Forms 8282 filed during the year . . . . . <b>7d</b>		
<b>7e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . <b>7e</b>		No
<b>7f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <b>7f</b>		No
<b>7g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . . . <b>7g</b>		
<b>7h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . . . <b>7h</b>		
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . . <b>8</b>		
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>9a</b>	Did the organization make any taxable distributions under section 4966? . . . . . <b>9a</b>		
<b>9b</b>	Did the organization make a distribution to a donor, donor advisor, or related person? . . . . . <b>9b</b>		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter		
<b>10a</b>	Initiation fees and capital contributions included on Part VIII, line 12 . . . . . <b>10a</b>		
<b>10b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities <b>10b</b>		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter		
<b>11a</b>	Gross income from members or shareholders . . . . . <b>11a</b>		
<b>11b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . . . . <b>11b</b>		
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? <b>12a</b>		
<b>12b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>12b</b>		
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>13a</b>	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O <b>13a</b>		
<b>13b</b>	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans . . . . . <b>13b</b>		
<b>13c</b>	Enter the amount of reserves on hand . . . . . <b>13c</b>		
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year? . . . . . <b>14a</b>		No
<b>14b</b>	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . . . . <b>14b</b>		

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 or note to any line in this Part VI . . . . . [X]

Section A. Governing Body and Management

Table with columns for question number, description, and Yes/No responses. Includes questions 1a-1b, 2, 3, 4, 5, 6, 7a-7b, 8a-8b, and 9.

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

Table with columns for question number, description, and Yes/No responses. Includes questions 10a-10b, 11a-11b, 12a-12c, 13, 14, 15a-15b, 16a, and 16b.

Section C. Disclosure

Table with columns for question number, description, and Yes/No responses. Includes questions 17, 18, 19, and 20.

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

Check if Schedule O contains a response or note to any line in this Part VII

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

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

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

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

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

• List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Donna Greene Chairman of Board	2 0 1 1	X		X				0	0	0
(2) Guy Hall Vice Chairman of Board	2 0 4	X		X				0	0	0
(3) Kenneth Aronson MD Secretary/Treasurer of Board	2 0 38 0	X		X				0	270,347	33,985
(4) Phillip Blankenburg Immediate Past Chair	2 0 2 5	X		X				0	0	0
(5) John Brockenbrough MD Trustee	1 0 39 0	X						0	437,595	41,487
(6) Matthew Gibb MD Trustee	3 5 36 5	X						0	666,017	23,047
(7) Jane Hays Trustee	1 0 0 0	X						0	0	0
(8) J Michael Martin Trustee	4 0 2 0	X						0	30,000	0
(9) Mitch Melfi Trustee	5 0 0	X						0	0	0
(10) Paul Mulhollem Trustee	1 0 0 0	X						0	0	0
(11) Marty Smith Trustee	1 0 1 4	X						0	0	0
(12) Jon Stewart Trustee	2 0 0 0	X						0	0	0
(13) Paul Tender MD Trustee	1 0 39 0	X						0	566,903	32,836
(14) Cora E Musial Phd MD Prev Secretary/Treasurer of BD	2 0 38 0	X		X				0	367,266	24,411
(15) Rick Stephens Prev Trustee	1 0 0 0	X						0	0	0
(16) James C Leonard MD Ex-Officio, President & CEO	26 0 14 0			X				1,674,727	0	375,019
(17) R Bruce Wellman MD Ex-Officio, CEO of CPG	1 0 39 0			X				1,143,945	0	285,224

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) John Snyder Exec VP & COO	9.7 30.3			X				957,297	0	242,479
(19) Dennis Hesch Exec VP & CFO	10.0 30.0			X				686,195	0	183,568
(20) Laurence Fallon SVP-Legal Affairs & HR	10.0 30.0				X			565,126	0	146,298
(21) Richard Rinehart VP-IT & CIO	40.0 0.0			X				361,394	0	98,987
(22) Scott Harding VP-Facilities & Support Svcs	10.0 30.0				X			328,203	0	83,461
(23) Napoleon Knight MD Med Dir Hosp Med	2 39.8					X		919,747	0	71,129
(24) Joseph Barkmeier MD Med Dir, Strat Devel/Diag	1.0 39.0					X		494,117	0	117,808
(25) William Schuh MD Chief Medical Info Officer	24.0 16.0					X		463,066	0	112,194
(26) Pamela Bigler SVP-Nursing & CNO	1.0 39.0					X		406,197	0	89,701
(27) Lynette Barnes VP-Hosp Ops & HVI	2.0 38.0					X		380,138	0	79,655
(28) Philip Kubow SVP-HR-former	0.0 0.0						X	512,487	0	7,509
(29) Kirk Moberg Exec VP & CMO-former	0.0 0.0						X	486,948	0	20,025
<b>1b Sub-Total</b>										
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>								9,379,587	2,338,128	2,068,823

**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
<b>3</b> Did the organization list any <b>former</b> 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	
<b>4</b> 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	
<b>5</b> 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
PHILIPS MEDICAL CAPITAL LLC, PO BOX 92449 CLEVELAND OH 441930003	EQUIPMENT LEASING	3,359,142
MCDERMOTT WILL EMERY LP, PO BOX 6043 CHICAGO IL 606806043	LEGAL SERVICES	1,075,172
DELOITTE CONSULTING LLP, PO BOX 7247-6447 PHILADELPHIA PA 191706447	CONSULTING SERVICES	749,693
NEAL GERBER EISENBERG LLP, 28987 NETWORK PLACE CHICAGO IL 606731289	LEGAL SERVICES	556,555
THE NEW LINCOLN SQUARE LLC, 201 LINCOLN SQUARE URBANA IL 61801	OFFICE SPACE LEASING	529,833

**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 **34**

**Part VIII Statement of Revenue**

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514		
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b>	Federated campaigns . . . . . <b>1a</b> _____ 1						
	<b>b</b>	Membership dues . . . . . <b>1b</b> _____						
	<b>c</b>	Fundraising events . . . . . <b>1c</b> _____ 0						
	<b>d</b>	Related organizations . . . . . <b>1d</b> _____ 9,175						
	<b>e</b>	Government grants (contributions) <b>1e</b> _____ 423,805						
	<b>f</b>	All other contributions, gifts, grants, and similar amounts not included above <b>1f</b> _____						
	<b>g</b>	Noncash contributions included in lines 1a-1f \$ _____ 0						
	<b>h</b>	<b>Total.</b> Add lines 1a-1f . . . . . <b>▶</b> _____ 432,981						
<b>Program Service Revenue</b>			Business Code					
	<b>2a</b>	RENT FROM RELATED ENTITIES _____ 531120	42,354,283	41,610,529	743,754	0		
	<b>b</b>	MANAGEMENT FEES _____ 541610	113,224,890	112,417,008	807,882	0		
	<b>c</b>	INTERNAL SUPPORT SERVICE REVENUE _____ 900099	18,194,866	16,110,248	2,084,618	0		
	<b>d</b>	PARTNERSHIP INC RELATED TO PROGRAM SVCS _____ 541900	31,112	0	31,112	0		
	<b>e</b>	OTHER PATIENT REVENUE _____ 900099	2,860	2,860	0	0		
	<b>f</b>	All other program service revenue _____						
<b>g</b>	<b>Total.</b> Add lines 2a-2f . . . . . <b>▶</b> _____ 173,808,011							
<b>Other Revenue</b>	<b>3</b>	Investment income (including dividends, interest, and other similar amounts) . . . . . <b>▶</b> _____ 24,529,224			205,431	24,323,793		
	<b>4</b>	Income from investment of tax-exempt bond proceeds . . . . . <b>▶</b> _____ -92,000				-92,000		
	<b>5</b>	Royalties . . . . . <b>▶</b> _____ 0						
	<b>6a</b>	(i) Real						
		(ii) Personal						
		Gross rents	639,248					
		Less rental expenses	891,383					
	<b>b</b>							
	<b>c</b>	Rental income or (loss)	-252,135	0				
	<b>d</b>	Net rental income or (loss) . . . . . <b>▶</b>		-252,135			-252,135	
	<b>7a</b>	(i) Securities						
		(ii) Other						
		Gross amount from sales of assets other than inventory	268,202,121					10,393
		Less cost or other basis and sales expenses	227,186,635					127,078
	<b>b</b>							
<b>c</b>	Gain or (loss)	41,015,486	-116,685					
<b>d</b>	Net gain or (loss) . . . . . <b>▶</b>		40,898,801			40,898,801		
<b>8a</b>	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . . <b>a</b> _____							
<b>b</b>	Less direct expenses . . . . . <b>b</b> _____							
<b>c</b>	Net income or (loss) from fundraising events . . . . . <b>▶</b>		0					
<b>9a</b>	Gross income from gaming activities See Part IV, line 19 . . . . . <b>a</b> _____							
<b>b</b>	Less direct expenses . . . . . <b>b</b> _____							
<b>c</b>	Net income or (loss) from gaming activities . . . . . <b>▶</b>		0					
<b>10a</b>	Gross sales of inventory, less returns and allowances . . . . . <b>a</b> _____							
<b>b</b>	Less cost of goods sold . . . . . <b>b</b> _____							
<b>c</b>	Net income or (loss) from sales of inventory . . . . . <b>▶</b>		0					
Miscellaneous Revenue		Business Code						
<b>11a</b>	PROPERTY TAX REFUNDS _____ 900099	6,696,005	0	0	6,696,005			
<b>b</b>	DINING SERVICES REVENUE _____ 722100	1,844,793	0	580	1,844,213			
<b>c</b>	PARKING RAMP REVENUE _____ 812930	857,343	0	0	857,343			
<b>d</b>	All other revenue . . . . . _____	610,322	457,372	71,084	81,866			
<b>e</b>	<b>Total.</b> Add lines 11a-11d . . . . . <b>▶</b> _____ 10,008,463							
<b>12</b>	<b>Total revenue.</b> See Instructions . . . . . <b>▶</b>	249,333,345	170,598,017	3,944,461	74,357,886			

**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 or note to any line 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
<b>1</b>	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	278,340	278,340		
<b>2</b>	Grants and other assistance to individuals in the United States. See Part IV, line 22	0	0		
<b>3</b>	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0	0		
<b>4</b>	Benefits paid to or for members	0	0		
<b>5</b>	Compensation of current officers, directors, trustees, and key employees	6,469,954	3,234,977	3,234,977	0
<b>6</b>	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0	0	0	0
<b>7</b>	Other salaries and wages	57,777,042	26,817,275	30,959,767	0
<b>8</b>	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	2,464,491	1,115,219	1,349,272	0
<b>9</b>	Other employee benefits	6,245,695	4,756,578	1,489,117	0
<b>10</b>	Payroll taxes	4,318,163	1,866,292	2,451,871	0
<b>11</b>	Fees for services (non-employees)				
<b>a</b>	Management	0	0	0	0
<b>b</b>	Legal	2,857,556	0	2,857,556	0
<b>c</b>	Accounting	356,605	0	356,605	0
<b>d</b>	Lobbying	22,596	0	22,596	0
<b>e</b>	Professional fundraising services. See Part IV, line 17	0			0
<b>f</b>	Investment management fees	1,615,232	0	1,615,232	0
<b>g</b>	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	15,746,558	7,423,353	8,323,205	0
<b>12</b>	Advertising and promotion	2,753,469	45,305	2,708,164	0
<b>13</b>	Office expenses	11,904,972	5,387,388	6,517,584	0
<b>14</b>	Information technology	8,194,335	3,532,272	4,662,063	0
<b>15</b>	Royalties	0	0	0	0
<b>16</b>	Occupancy	7,401,109	2,988,491	4,412,618	0
<b>17</b>	Travel	459,981	82,794	377,187	0
<b>18</b>	Payments of travel or entertainment expenses for any federal, state, or local public officials	0	0	0	0
<b>19</b>	Conferences, conventions, and meetings	366,126	146,489	219,637	0
<b>20</b>	Interest	18,207,314	18,207,007	307	0
<b>21</b>	Payments to affiliates	0	0	0	0
<b>22</b>	Depreciation, depletion, and amortization	27,455,756	17,920,206	9,535,550	0
<b>23</b>	Insurance	864,591	-32,764	897,355	0
<b>24</b>	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)				
<b>a</b>	INTERNAL SUPPORT SVCS FEES	16,896,237	6,940,608	9,955,629	0
<b>b</b>	REAL ESTATE TAXES	217,269	140,175	77,094	0
<b>c</b>	PATIENT CARE SUPPLIES	1,806,875	1,644,314	162,561	0
<b>d</b>	FEDERAL & STATE TAXES	195,634	0	195,634	0
<b>e</b>	All other expenses	2,290,952	74,880	2,216,072	0
<b>25</b>	<b>Total functional expenses.</b> Add lines 1 through 24e	197,166,852	102,569,199	94,597,653	0
<b>26</b>	<b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

**Part X Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part X

		(A)		(B)
		Beginning of year		End of year
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	0	<b>1</b>	0
	<b>2</b> Savings and temporary cash investments . . . . .	58,413,873	<b>2</b>	85,684,932
	<b>3</b> Pledges and grants receivable, net . . . . .	0	<b>3</b>	0
	<b>4</b> Accounts receivable, net . . . . .	226,194	<b>4</b>	0
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .	0	<b>5</b>	0
	<b>6</b> 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	<b>6</b>	0
	<b>7</b> Notes and loans receivable, net . . . . .	0	<b>7</b>	0
	<b>8</b> Inventories for sale or use . . . . .	0	<b>8</b>	0
	<b>9</b> Prepaid expenses and deferred charges . . . . .	3,265,261	<b>9</b>	3,991,612
	<b>10a</b> Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D . . . . .	<b>10a</b> 782,429,047		
	<b>b</b> Less accumulated depreciation . . . . .	<b>10b</b> 340,020,942	399,196,198	<b>10c</b> 442,408,105
	<b>11</b> Investments—publicly traded securities . . . . .	715,901,486	<b>11</b>	778,424,297
	<b>12</b> Investments—other securities. See Part IV, line 11 . . . . .	36,281,761	<b>12</b>	47,117,307
	<b>13</b> Investments—program-related. See Part IV, line 11 . . . . .	5,739,639	<b>13</b>	2,884,346
	<b>14</b> Intangible assets . . . . .	0	<b>14</b>	0
	<b>15</b> Other assets. See Part IV, line 11 . . . . .	26,973,357	<b>15</b>	27,957,403
<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	1,245,997,769	<b>16</b>	1,388,468,002	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	30,169,895	<b>17</b>	28,214,489
	<b>18</b> Grants payable . . . . .	0	<b>18</b>	0
	<b>19</b> Deferred revenue . . . . .	0	<b>19</b>	0
	<b>20</b> Tax-exempt bond liabilities . . . . .	568,159,793	<b>20</b>	561,350,081
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .	0	<b>21</b>	0
	<b>22</b> 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	<b>22</b>	0
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .	0	<b>23</b>	0
	<b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .	0	<b>24</b>	0
	<b>25</b> 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 . . . . .	68,709,676	<b>25</b>	57,830,870
	<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25 . . . . .	667,039,364	<b>26</b>	647,395,440
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets . . . . .	578,958,405	<b>27</b>	741,072,562
	<b>28</b> Temporarily restricted net assets . . . . .	0	<b>28</b>	0
	<b>29</b> Permanently restricted net assets . . . . .	0	<b>29</b>	0
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds . . . . .		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building or equipment fund . . . . .		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .		<b>32</b>	
<b>33</b> Total net assets or fund balances . . . . .	578,958,405	<b>33</b>	741,072,562	
<b>34</b> Total liabilities and net assets/fund balances . . . . .	1,245,997,769	<b>34</b>	1,388,468,002	

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	249,333,345
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	197,166,852
<b>3</b>	Revenue less expenses Subtract line 2 from line 1	<b>3</b>	52,166,493
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	578,958,405
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	33,633,022
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	76,314,642
<b>10</b>	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	741,072,562

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
<b>1</b>	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		
<b>2a</b>	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
<b>2b</b>	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
<b>2c</b>	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	
<b>3a</b>	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
<b>3b</b>	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

**SCHEDULE A**  
(Form 990 or 990EZ)

**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.  
▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**2013**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
The Carle Foundation

Employer identification number  
37-0673465

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

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

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E )
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II )
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II )
- 8  A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II )
- 9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III )
- 10  An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
  - a  Type I b  Type II c  Type III - Functionally integrated d  Type III - Non-functionally integrated
  - e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
  - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
  - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
    - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
    - (ii) A family member of a person described in (i) above?
    - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
  - h Provide the following information about the supported organization(s)

	Yes	No
<b>11g(i)</b>		No
<b>11g(ii)</b>		No
<b>11g(iii)</b>		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									
<b>Total</b>									1,539,469

**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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add lines 1 through 3						
<b>5</b> 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)						
<b>6 Public support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
<b>7</b> Amounts from line 4						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						
<b>10</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )						
<b>11 Total support</b> (Add lines 7 through 10)						
<b>12</b> Gross receipts from related activities, etc (see instructions)					<b>12</b>	
<b>13 First five years.</b> 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 <b>stop here</b> . . . . . <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	
<b>15</b> Public support percentage for 2012 Schedule A, Part II, line 14	<b>15</b>	
<b>16a 33 1/3% support test—2013.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>b 33 1/3% support test—2012.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>17a 10%-facts-and-circumstances test—2013.</b> 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 <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>b 10%-facts-and-circumstances test—2012.</b> 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 <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
<b>2</b> 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						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</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						
<b>c</b> Add lines 7a and 7b						
<b>8 Public support</b> (Subtract line 7c from line 6 )						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
<b>9</b> Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						
<b>14 First five years.</b> 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 <b>stop here</b> <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	<b>15</b>	
<b>16</b> Public support percentage from 2012 Schedule A, Part III, line 15	<b>16</b>	

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for <b>2013</b> (line 10c, column (f) divided by line 13, column (f))	<b>17</b>	
<b>18</b> Investment income percentage from <b>2012</b> Schedule A, Part III, line 17	<b>18</b>	

- 19a 33 1/3% support tests—2013.** 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—2012.** 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.** 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**

Return Reference

Explanation

SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2013

Open to Public Inspection

For Organizations Exempt From Income Tax Under section 501(c) and section 527
Complete if the organization is described below. Attach to Form 990 or Form 990-EZ.
See separate instructions. Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Department of the Treasury Internal Revenue Service

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

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

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

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

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

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

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

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

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

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

- 1 Enter the amount of any excise tax incurred by the organization under section 4955
2 Enter the amount of any excise tax incurred by organization managers under section 4955
3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?
4a Was a correction made?
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?
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments

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

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

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

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

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

**Lobbying Expenditures During 4-Year Averaging Period**

Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
<b>2a</b> Lobbying nontaxable amount					
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					
<b>c</b> Total lobbying expenditures					
<b>d</b> Grassroots nontaxable amount					
<b>e</b> Grassroots ceiling amount (150% of line 2d, column(e))					
<b>f</b> Grassroots lobbying expenditures					

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

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
<b>1</b> 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			
<b>a</b> Volunteers?		No	
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	Yes		
<b>c</b> Media advertisements?		No	0
<b>d</b> Mailings to members, legislators, or the public?	Yes		50
<b>e</b> Publications, or published or broadcast statements?		No	0
<b>f</b> Grants to other organizations for lobbying purposes?		No	0
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		22,546
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	0
<b>i</b> Other activities?		No	0
<b>j</b> Total Add lines 1c through 1i			22,596
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
<b>d</b> 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
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members?	<b>1</b>	
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?	<b>2</b>	
<b>3</b> Did the organization agree to carry over lobbying and political expenditures from the prior year?	<b>3</b>	

**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."**

<b>1</b> Dues, assessments and similar amounts from members	<b>1</b>	
<b>2</b> Section 162(e) nondeductible lobbying and political expenditures <b>(do not include amounts of political expenses for which the section 527(f) tax was paid).</b>		
<b>a</b> Current year	<b>2a</b>	
<b>b</b> Carryover from last year	<b>2b</b>	
<b>c</b> Total	<b>2c</b>	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	<b>3</b>	
<b>4</b> 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?	<b>4</b>	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions)	<b>5</b>	

**Part IV Supplemental Information**

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.

Return Reference	Explanation
SCHEDULE C SUPPLEMENTAL INFORMATION	SCHEDULE C, PART II-B, LINES 1D AND 1G During 2013, The Carle Foundation employed a person whose primary duties included Government Relations. Approximately 20% of this person's time is estimated to be spent on direct lobbying activities. Direct lobbying efforts include discussions with members of the Illinois General Assembly, Congress, and their respective staffs. In-person and telephonic conversations primarily revolve around health care policy making, the appropriations process, and the impact of proposed legislation on the operations of The Carle Foundation and its related organizations. Occasional correspondence with the elected officials and their staff members occurs via standard mail and e-mail.



SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2013

Open to Public Inspection

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

Attach to Form 990. See separate instructions. Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury Internal Revenue Service

Name of the organization The Carle Foundation

Employer identification number

37-0673465

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), Aggregate value at end of year.

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

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

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

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

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

Table with 2 columns: Description, Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

b Assets included in Form 990, Part X \$

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

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

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

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

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

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

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

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

	Amount
<b>1c</b> Beginning balance	
<b>1d</b> Additions during the year	
<b>1e</b> Distributions during the year	
<b>1f</b> Ending balance	

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

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

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

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

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

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

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

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

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

**Part VI Land, Buildings, and Equipment.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. 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
<b>1a</b> Land	0	26,764,477		26,764,477
<b>b</b> Buildings	0	545,563,272	190,544,214	355,019,058
<b>c</b> Leasehold improvements	0	7,631,801	6,248,636	1,383,165
<b>d</b> Equipment	0	172,510,074	131,468,511	41,041,563
<b>e</b> Other		29,959,423	11,759,581	18,199,842
<b>Total.</b> Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				442,408,105



**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return** Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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

**Part XIII Supplemental Information**

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

Return Reference	Explanation
SCHEDULE D FIN48 FOOTNOTE	sCHEDULE D, PART X, LINE 2 The guidance on accounting FOR uncertainty in income taxes prescribes a more-likely-than-not recognition threshold and measurement attribute for financial statement recognition of a tax position taken or expected to be taken There were no uncertain tax benefits identified or recorded as a liability as of December 31, 2013 and December 31, 2012



## Additional Data

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

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

<sup>1</sup> (a) Description of Liability	(b) Book Value
CURRENT PORTION OF LT DEBT	340,835
INTEREST PAYABLE 2009	1,161,530
INTEREST PAYABLE 2011A	5,139,285
ACCRUED HEALTH INSURANCE	11,301,257
INTEREST RATE SWAP	11,874,979
ASSET RETIREMENT OBLIGATION	6,520,286
LIABILITY FOR UNASSERTED CLAIM	11,802,018
457(F) PLAN PAYABLE	9,690,680

**SCHEDULE F  
(Form 990)**

**Statement of Activities Outside the United States**

OMB No 1545-0047

**2013**

**Open to Public  
Inspection**

▶ Complete if the organization answered "Yes" to Form 990,  
Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule F (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Department of the Treasury  
Internal Revenue Service

Name of the organization  
The Carle Foundation

**Employer identification number**

37-0673465

**Part I General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

**1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . .  **Yes**  **No**

**2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

**3** Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) Central America and the Caribbean			Program Services	SELF INSURANCE-INVEST	147,477,807
(2) Central America and the Caribbean			Program Services	SELF INSURANCE-EXPENSE	21,444,850
(3) North America			Investments, program-relate		188,940
(4)					
(5)					
<b>3a</b> Sub-total					169,111,597
<b>b</b> Total from continuation sheets to Part I					
<b>c Totals</b> (add lines 3a and 3b)					169,111,597

**Part II** **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

<b>1</b> <b>(a)</b> Name of organization	<b>(b)</b> IRS code section and EIN (if applicable)	<b>(c)</b> Region	<b>(d)</b> Purpose of grant	<b>(e)</b> Amount of cash grant	<b>(f)</b> Manner of cash disbursement	<b>(g)</b> Amount of non-cash assistance	<b>(h)</b> Description of non-cash assistance	<b>(i)</b> Method of valuation (book, FMV, appraisal, other)
(1)								
(2)								
(3)								
(4)								

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . ▶ \_\_\_\_\_

3 Enter total number of other organizations or entities . . . . . ▶ \_\_\_\_\_

**Part III** **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.  
Part III can be duplicated if additional space is needed.

<b>(a)</b> Type of grant or assistance	<b>(b)</b> Region	<b>(c)</b> Number of recipients	<b>(d)</b> Amount of cash grant	<b>(e)</b> Manner of cash disbursement	<b>(f)</b> Amount of non-cash assistance	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Method of valuation (book, FMV, appraisal, other)
( 1 )							
( 2 )							
( 3 )							
( 4 )							
( 5 )							
( 6 )							
( 7 )							
( 8 )							
( 9 )							
( 10 )							
( 11 )							
( 12 )							
( 13 )							
( 14 )							
( 15 )							
( 16 )							
( 17 )							
( 18 )							

**Part IV Foreign Forms**

- 1 Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*  Yes  No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)*  Yes  No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)*  Yes  No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)*  Yes  No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships. (see Instructions for Form 8865)*  Yes  No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).*  Yes  No

**Part V Supplemental Information**

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

**990 Schedule F, Supplemental Information**

Return Reference	Explanation
SCHEDULE F, SUPPLEMENTAL INFORMATION	PART I, LINE 3 CENTRAL AMERICA / CARIBBEAN HEALTH SYSTEMS INSURANCE, LIMITED INVESTMENT \$147,477,807

Schedule I (Form 990)

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
Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047
2013
Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization
The Carle Foundation

Employer identification number
37-0673465

- Part I 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?
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.

Table with 8 columns: (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. Includes entries for THE CARLE FOUNDATION HOSPITAL and THE CARLE DEVELOPMENT FOUNDATION.

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

**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.

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

**Part IV Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

<b>Return Reference</b>	<b>Explanation</b>
Form 990, Schedule I	DESCRIPTION OF ORGANIZATION'S PROCEDURES FOR MONITORING THE USE OF GRANTS The grants were made to a related affiliate, The Carle Foundation Hospital The grants were made to support the organization's mission for meeting the needs of the community we serve

**Schedule J**  
(Form 990)

**Compensation Information**

OMB No 1545-0047

**2013**

**Open to Public Inspection**

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

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

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

▶ **Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
The Carle Foundation

Employer identification number

37-0673465

**Part I Questions Regarding Compensation**

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

- b** If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.
- 2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?

- 3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.
- |   |   |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee              | <input checked="" type="checkbox"/> Written employment contract                     |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input type="checkbox"/> Form 990 of other organizations                | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

- 4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:
- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

- 5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:
- a** The organization?
- b** Any related organization?
- If "Yes," to line 5a or 5b, describe in Part III.
- 6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:
- a** The organization?
- b** Any related organization?
- If "Yes," to line 6a or 6b, describe in Part III.

- 7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.
- 8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.
- 9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

**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**

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

Return Reference	Explanation
SUPPLEMENTAL COMPENSATION INFORMATION	<p>FORM 990, SCHEDULE J, PART 1, QUESTION 3 THE BOARD OF TRUSTEES OF THE CARLE FOUNDATION, THROUGH ITS COMPENSATION COMMITTEE COMPRISED OF INDEPENDENT MEMBERS FREE OF CONFLICT, ANNUALLY REVIEWS EXECUTIVE COMPENSATION LEVELS AND ESTABLISHES APPROPRIATE SALARY RANGES AND OTHER FEATURES OF THE COMPENSATION PLAN IN ACCORDANCE WITH THE ORGANIZATION'S APPROVED COMPENSATION PHILOSOPHY AND STRATEGY *THE COMMITTEE IS COMPRISED OF MEMBERS OF THE BOARD OF TRUSTEES, WHO ARE INDEPENDENT OF THE CARLE FOUNDATION MANAGEMENT, HAVE NO PERSONAL INTEREST IN THE COMPENSATION ARRANGEMENTS, ARE NOT RELATED TO, OR UNDER THE CONTROL OF ANY INDIVIDUAL WHOSE COMPENSATION ARRANGEMENT IS BEING REVIEWED, AND HAVE NO MATERIAL BUSINESS RELATIONSHIP WITH THE CARLE FOUNDATION *THE CHIEF EXECUTIVE OFFICER'S COMPENSATION IS DETERMINED BY THE COMPENSATION COMMITTEE IN RELATION TO APPROPRIATE COMPARABILITY DATA COMPENSATION FOR OTHER MEMBERS OF THE EXECUTIVE STAFF IS DEVELOPED BY THE CEO, EVALUATED AGAINST MARKET DATA, AND REVIEWED AND APPROVED BY THE COMMITTEE *THE COMMITTEE APPROVES ALL COMPENSATION DECISIONS IN ADVANCE OF THEIR IMPLEMENTATION AND DOCUMENTS ITS DETERMINATIONS AND DISCUSSIONS *THE COMPENSATION COMMITTEE USES A NUMBER OF EXTERNAL RESOURCES AND COMPARISONS, AND ITS ANALYSIS INCLUDES TOTAL COMPENSATION (CASH COMPENSATION PLUS BENEFITS PROVIDED BY THE CARLE FOUNDATION) IN RELATION TO ORGANIZATIONAL PERFORMANCE AND PREVAILING INDUSTRY PRACTICES FOR LIKE RESPONSIBILITIES AT COMPARABLY-SIZED ORGANIZATIONS THE COMMITTEE HAS ENGAGED THE SERVICES OF A COMPENSATION CONSULTING FIRM SPECIALIZING IN THE NOT-FOR-PROFIT SECTOR WHICH HAS WORKED WITH THE CARLE FOUNDATION AND REPORTS DIRECTLY TO THE COMPENSATION COMMITTEE FORM 990, SCHEDULE J, PART 1, QUESTION 4A KIRK MOBERG AND PHILIP KUBOW RECEIVED SEVERANCE PAYMENTS IN THE AMOUNT OF \$497,797 AND \$293,132, RESPECTIVELY FORM 990, SCHEDULE J, PART I, QUESTION 4B THE 2013 PARTICIPANTS IN THE 457(F) PLAN OFFERED BY THE CARLE FOUNDATION, THAT ARE LISTED IN THE 990 PART VII INCLUDE JAMES LEONARD, MD, R BRUCE WELLMAN, MD, JOHN SNYDER, DENNIS HESCH, LAURENCE FALLON, RICHARD REINHART, SCOTT HARDING, NAPOLEAN KNIGHT, JOSEPH BARKMEIER, WILLIAM SCHUH, PAMELA BIGLER, AND LYNETTE BARNES THE 2013 PAYMENTS FROM THE 457(F) PLAN WERE MADE TO JAMES LEONARD, MD (\$381,241), R BRUCE WELLMAN, MD (\$131,758), JOHN SNYDER (\$152,776), DENNIS HESCH (\$70,558), LAURENCE FALLON (\$82,833), RICHARD REINHART (\$33,238), SCOTT HARDING (\$35,850), NAPOLEAN KNIGHT (\$93,028), WILLIAM SCHUH (\$74,582), PAMELA BIGLER (\$54,409), LYNETTE BARNES (\$45,573), AND PHILIP KUBOW (\$179,731) FORM 990, SCHEDULE J, PART 1, QUESTION 7 PART OF THE OVERALL EMPLOYEES' COMPENSATION PROGRAM INCLUDES AN INCENTIVE COMPONENT THAT COVERS MOST EMPLOYEES AND IS DESIGNED TO ENCOURAGE AND PROMOTE THE ACHIEVEMENT OF CERTAIN QUALITY, OPERATIONAL, AND EFFICIENCY IMPROVEMENTS ALTHOUGH THIS INCENTIVE COMPONENT IS BASED ON THE ORGANIZATION MEETING CERTAIN MINIMUM FINANCIAL THRESHOLDS, ALL PAYMENTS MUST BE APPROVED BY THE BOARD OF DIRECTORS PRIOR TO ANY INCENTIVE PAYOUT</p>

**Additional Data**

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & Incentive compensation	(iii) Other compensation				
Kenneth Aronson MD Secretary/Treasurer of Board	(i)	0	0	0	0	0	0	0
	(ii)	248,234	0	22,113	20,676	13,309	304,332	0
John Brockenbrough MD Trustee	(i)	0	0	0	0	0	0	0
	(ii)	434,987	0	2,608	20,676	20,811	479,082	0
Matthew Gibb MD Trustee	(i)	0	0	0	0	0	0	0
	(ii)	629,527	29,913	6,577	20,676	2,371	689,064	0
Paul Tender MD Trustee	(i)	0	0	0	0	0	0	0
	(ii)	545,917	16,879	4,107	20,676	12,160	599,739	0
Cora E Musial Phd MD Prev Secretary/Treasurer of BD	(i)	0	0	0	0	0	0	0
	(ii)	350,184	0	17,082	20,676	3,735	391,677	0
James C Leonard MD Ex-Officio, President & CEO	(i)	936,771	315,346	422,610	362,949	12,070	2,049,746	381,241
	(ii)	0	0	0	0	0	0	0
R Bruce Wellman MD Ex-Officio, CEO of CPG	(i)	756,787	222,014	165,144	281,794	3,430	1,429,169	131,758
	(ii)	0	0	0	0	0	0	0
John Snyder Exec VP & COO	(i)	614,041	150,065	193,191	223,675	18,804	1,199,776	152,776
	(ii)	0	0	0	0	0	0	0
Dennis Hesch Exec VP & CFO	(i)	468,947	116,351	100,897	161,988	21,580	869,763	70,558
	(ii)	0	0	0	0	0	0	0
Laurence Fallon SVP- Legal Affairs & HR	(i)	399,625	71,040	94,461	125,343	20,955	711,424	82,833
	(ii)	0	0	0	0	0	0	0
Richard Rinehart VP-IT & CIO	(i)	285,349	39,545	36,500	77,343	21,644	460,381	33,238
	(ii)	0	0	0	0	0	0	0
Scott Harding VP- Facilities & Support Svcs	(i)	231,096	53,826	43,281	62,106	21,355	411,664	35,850
	(ii)	0	0	0	0	0	0	0
Napoleon Knight MD Med Dir Hosp Med	(i)	747,111	52,968	119,668	45,447	25,682	990,876	93,028
	(ii)	0	0	0	0	0	0	0
Joseph Barkmeier MD Med Dir, Strat Devel/Diag	(i)	441,547	43,515	9,055	108,200	9,608	611,925	0
	(ii)	0	0	0	0	0	0	0
William Schuh MD Chief Medical Info Officer	(i)	330,118	47,408	85,540	93,261	18,933	575,260	74,582
	(ii)	0	0	0	0	0	0	0
Pamela Bigler SVP- Nursing & CNO	(i)	271,982	55,737	78,478	86,262	3,439	495,898	54,409
	(ii)	0	0	0	0	0	0	0
Lynette Barnes VP- Hosp Ops & HVI	(i)	288,232	39,775	52,131	79,648	7	459,793	45,573
	(ii)	0	0	0	0	0	0	0
Kirk Moberg Exec VP & CMO-former	(i)	0	0	486,948	0	20,025	506,973	486,948
	(ii)	0	0	0	0	0	0	0
Philip Kubow SVP-HR- former	(i)	0	41,067	471,420	0	7,509	519,996	472,863
	(ii)	0	0	0	0	0	0	0

**Schedule K  
(Form 990)**

**Supplemental Information on Tax Exempt Bonds**

OMB No 1545-0047

**2013**

**Open to Public  
Inspection**

▶ **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.**

▶ **Information about Schedule K (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
The Carle Foundation

Employer identification number

37-0673465

**Part I Bond Issues**

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
<b>A</b>	ILLINOIS FINACE AUTHORITY	86-1091967	45200FVH9	03-18-2009	240,717,712	CONSTR OF FACILITY & REF PRIOR ISS		X		X		X
<b>B</b>	ILLINOIS FINANCE AUTHORITY	86-1091967	45203HBT8	05-19-2011	233,719,141	CONSTR FACILITY & REF PRIOR ISSUE		X		X		X
<b>C</b>	ILLINOIS FINANCE AUTHORITY	86-1091967		06-16-2011	100,000,000	CONSTR FACILITY & REF PRIOR ISSUES		X		X		X

**Part II Proceeds**

		A	B	C	D				
<b>1</b>	Amount of bonds retired	23,960,000	0	0					
<b>2</b>	Amount of bonds legally defeased	0	0	0					
<b>3</b>	Total proceeds of issue	240,723,013	234,444,580	100,343,380					
<b>4</b>	Gross proceeds in reserve funds	0	0	0					
<b>5</b>	Capitalized interest from proceeds	0	20,657,977	2,249,088					
<b>6</b>	Proceeds in refunding escrows	0	0	0					
<b>7</b>	Issuance costs from proceeds	2,482,257	0	0					
<b>8</b>	Credit enhancement from proceeds	543,040	860,364	0					
<b>9</b>	Working capital expenditures from proceeds	0	2,900,349	1,243,007					
<b>10</b>	Capital expenditures from proceeds	19,958,620	166,836,522	71,364,126					
<b>11</b>	Other spent proceeds	217,739,096	24,612,281	10,484,515					
<b>12</b>	Other unspent proceeds	0	18,577,087	15,002,644					
<b>13</b>	Year of substantial completion	2010							
		Yes	No	Yes	No	Yes	No	Yes	No
<b>14</b>	Were the bonds issued as part of a current refunding issue?	X		X		X			
<b>15</b>	Were the bonds issued as part of an advance refunding issue?		X		X		X		
<b>16</b>	Has the final allocation of proceeds been made?	X			X		X		
<b>17</b>	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X			

**Part III Private Business Use**

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

**Part III Private Business Use (Continued)**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>3a</b> Are there any management or service contracts that may result in private business use of bond-financed property?		X		X		X		
<b>b</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?								
<b>c</b> Are there any research agreements that may result in private business use of bond-financed property?	X		X		X			
<b>d</b> If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?	X		X		X			
<b>4</b> 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	0.001 %		0 %		0 %			
<b>5</b> Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	0 %		0 %		0 %			
<b>6</b> Total of lines 4 and 5	0.001 %		0 %		0 %			
<b>7</b> Does the bond issue meet the private security or payment test?		X		X		X		
<b>8a</b> Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		
<b>b</b> If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of	0 %		0 %		0 %			
<b>c</b> If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?		X		X		X		
<b>9</b> Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X		X		X			

**Part IV Arbitrage**

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

**Part IV Arbitrage (Continued)**

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

**Part V Procedures To Undertake Corrective Action**

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

**Part VI Supplemental Information.** Provide additional information for responses to questions on Schedule K (see instructions).

Return Reference	Explanation
SUPPLEMENTAL INFORMATION	Part I, Line A, Column (f) - Construct Facility & refund prior issues (6/9/98, 7/1/98, 11/10/04) Part I, Line B, Column (f) - Construct Facility & refund prior issues (7/15/05, 11/7/08, 3/10/10) Part I, Line C, Column (f) - Construct Facility & refund prior issues (7/15/05, 11/7/08, 3/10/10) PART II, LINE 3 THE TOTAL PROCEEDS DO NOT AGREE TO THE ISSUE PRICE IN PART I, COLUMN (E) DUE TO INTEREST EARNINGS PART IV, ARBITRAGE, LINE 2C (A) ISSUER NAME ILLINOIS FINANCE AUTHORITY DATE THE REBATE COMPUTATION WAS PERFORMED 09/18/2010 NOTE REGARDING THE REBATE COMPUTATION SINCE THE BOND PROCEEDS HAVE BEEN SPENT, A SPENDING EXCEPTION WAS MET, AND THE DEBT SERVICE FUND WAS OPERATED ON A BONA FIDE BASIS SO NO FURTHER REBATE CALCULATIONS ARE NECESSARY

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2013

Open to Public Inspection

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.

Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Department of the Treasury Internal Revenue Service

Name of the organization The Carle Foundation

Employer identification number

37-0673465

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

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

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

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

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

Part II Loans to and/or From Interested Persons.

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

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

Part III Grants or Assistance Benefitting Interested Persons.

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

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

**Part IV Business Transactions Involving Interested Persons.**

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) FIRST BUSEY CORPORATION	SEE PART V	434,925	SEE PART V		No
(2) THE NEWS-GAZETTE INC	SEE PART V	106,027	SEE PART V		No
(3) TSI COMMERCIAL FLOOR COVERING	SEE PART V	113,339	SEE PART V		No
(4) TUSCANY POINTE LLC	SEE PART V	4,502,820	SEE PART V		No

**Part V Supplemental Information**

Provide additional information for responses to questions on Schedule L (see instructions)

Return Reference	Explanation
RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION	FORM 990, SCHEDULE L, PART IV, COLUMN B DONNA GREENE, BOARD MEMBER, IS A BOARD MEMBER OF BUSEY WEALTH MANAGEMENT, INC AND ITS WHOLLY-OWNED SUBSIDIARIES, BUSEY TRUST COMPANY AND BUSEY CAPITAL MANAGEMENT, INC (BUSEY WEALTH MANAGEMENT, INC IS A WHOLLY-OWNED SUBSIDIARY OF FIRST BUSEY CORPORATION ) JON STEWART, TRUSTEE IS A DIRECTOR OF BUSEY BANK, A WHOLLY-OWNED SUBSIDIARY OF FIRST BUSEY CORPORATION IN ADDITION, THE SPOUSE OF JANE HAYS, BOARD MEMBER, IS A BOARD MEMBER OF FIRST BUSEY CORPORATION THE CARLE FOUNDATION HAD TRANSACTIONS WITH THE FOLLOWING ORGANIZATIONS IN THE AMOUNTS NOTED \$23,892 BUSEY BANK, \$93,759 BUSEY CAPITAL MANAGEMENT, and \$317,274 BUSEY TRUST COMPANY J MICHAEL MARTIN, TRUSTEE, IS A BOARD MEMBER OF THE NEWS-GAZETTE, INC IN ADDITION, THE SPOUSE OF JANE HAYS, BOARD MEMBER, IS A BOARD MEMBER OF THE NEWS-GAZETTE, INC IMMEDIATE PAST CHAIR, MARTY SMITH, HAD MORE THAN A 35% OWNERSHIP IN TSI Commercial Floor Covering and Tuscany Pointe, LLC FORM 990, SCHEDULE L, PART IV, COLUMN D -FIRST BUSEY CORPORATION CAPITAL MANAGEMENT SERVICES, EMPLOYEE RETIREMENT PLAN SERVICES, AND OTHER VARIOUS FINANCIAL SERVICES -THE NEWS-GAZETTE INC - ADVERTISING AND SUBSCRIPTIONS -TSI Commercial Floor Covering VARIOUS COMMERCIAL FLOORING INSTALLATION AND REPAIRS -TUSCANY POINTE, LLC - PURCHASE OF REAL PROPERTY

**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.**

**▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at  
[www.irs.gov/form990](http://www.irs.gov/form990).**

**2013**

**Open to Public  
Inspection**

Name of the organization  
The Carle Foundation

**Employer identification number**

37-0673465

**990 Schedule O, Supplemental Information**

Return Reference	Explanation
Form 990, SUPPLEMENTAL INFORMATION	

**SCHEDULE R  
(Form 990)**

**Related Organizations and Unrelated Partnerships**

OMB No 1545-0047

**2013**

**Open to Public Inspection**

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.**  
 ▶ **Attach to Form 990.** ▶ **See separate instructions.**  
 ▶ **Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
The Carle Foundation

**Employer identification number**

37-0673465

**Part I Identification of Disregarded Entities** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

**Part II Identification of Related Tax-Exempt Organizations** Complete if the organization answered "Yes" on 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
<b>(1)</b> THE CARLE FOUNDATION HOSPITAL 611 W PARK ST URBANA, IL 618012595 37-1119538	HOSPITAL SVCS	IL	501(c)(3)	3	TCF	Yes	
<b>(2)</b> THE CARLE DEVELOPMENT FOUNDATION 611 W PARK ST URBANA, IL 618012595 37-1159978	FUNDRAISING	IL	501(c)(3)	7	TCF	Yes	
<b>(3)</b> CARLE HEALTH CARE INCORPORATED 611 W PARK ST URBANA, IL 618012595 37-1140016	VAR SVCS	IL	501(c)(3)	9	TCF	Yes	
<b>(4)</b> CARLE RETIREMENT CENTERS INC 611 W PARK ST URBANA, IL 618012595 37-1160033	RTRMT LIVING	IL	501(c)(3)	9	TCF	Yes	
<b>(5)</b> CARLE COMMUNITY HEALTH CORPORATION 611 W PARK ST URBANA, IL 618012595 36-4458371	FDN MISSION	IL	501(c)(3)	11a, Type I	TCDF	Yes	
<b>(6)</b> HOOPESTON COMMUNITY MEMORIAL HOSPITAL 701 E ORANGE ST HOOPESTON, IL 609421801 36-3637465	HOSPITAL SVCS	IL	501(c)(3)	3	TCF	Yes	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) CHAMPAIGN SURGICENTER LLC  611 W PARK ST URBANA, IL 618012595 20-1915925	SURGICAL CENTER	IL										

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
See Additional Data Table									

**Part V Transactions With Related Organizations** Complete if the organization answered "Yes" on 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
<b>1a</b>	Yes	
<b>1b</b>	Yes	
<b>1c</b>	Yes	
<b>1d</b>		No
<b>1e</b>		No
<b>1f</b>		No
<b>1g</b>		No
<b>1h</b>		No
<b>1i</b>		No
<b>1j</b>		No
<b>1k</b>	Yes	
<b>1l</b>	Yes	
<b>1m</b>	Yes	
<b>1n</b>		No
<b>1o</b>		No
<b>1p</b>	Yes	
<b>1q</b>	Yes	
<b>1r</b>		No
<b>1s</b>		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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
See Additional Data Table			



**Part VII Supplemental Information**

Provide additional information for responses to questions on Schedule R (see instructions)

<b>Return Reference</b>	<b>Explanation</b>
SCHEDULE R, SUPPLEMENTAL INFORMATION	PART II, LINE 3 CARLE HEALTH CARE INCORPORATED Carle Health Care Incorporated's primary activities include Emergency Transport, Day Care, and Physician Services

# Additional Data

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

## Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c) (3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
(1) THE CARLE FOUNDATION HOSPITAL  611 W PARK ST URBANA, IL 618012595 37-1119538	HOSPITAL SVCS	IL	501(c)(3)	3	TCF	Yes	
(1) THE CARLE DEVELOPMENT FOUNDATION  611 W PARK ST URBANA, IL 618012595 37-1159978	FUNDRAISING	IL	501(c)(3)	7	TCF	Yes	
(2) CARLE HEALTH CARE INCORPORATED  611 W PARK ST URBANA, IL 618012595 37-1140016	VAR SVCS	IL	501(c)(3)	9	TCF	Yes	
(3) CARLE RETIREMENT CENTERS INC  611 W PARK ST URBANA, IL 618012595 37-1160033	RTRMT LIVING	IL	501(c)(3)	9	TCF	Yes	
(4) CARLE COMMUNITY HEALTH CORPORATION  611 W PARK ST URBANA, IL 618012595 36-4458371	FDN MISSION	IL	501(c)(3)	11a, Type I	TCDF	Yes	
(5) HOOPESTON COMMUNITY MEMORIAL HOSPITAL  701 E ORANGE ST HOOPESTON, IL 609421801 36-3637465	HOSPITAL SVCS	IL	501(c)(3)	3	TCF	Yes	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
HEALTH SYSTEMS INSURANCE LIMITED GOVERNORS SQ 2ND FL BLDG 3 KY1-11 GRAND CAYMAN, GRAND CAYMAN KY1-1102 CJ	INSURANCE	CJ	TCF	C Corp	20,819,738	147,477,807	100 000 %		
CARLE HOLDING COMPANY INC 611 W PARK ST URBANA, IL 618012595 37-1188284	HOLDING COMPANY	IL	TCF	C Corp	0	338,712,051	100 000 %		
HEALTH ALLIANCE MEDICAL PLANS INC 301 S VINE ST URBANA, IL 61801 37-1260731	HEALTH COVERAGE	IL	CHCI	C Corp	1,140,138,813	654,094,613	100 000 %		
HEALTH ALLIANCE MIDWEST INC 301 S VINE ST URBANA, IL 61801 37-1354502	HEALTH COVERAGE	IL	HAMP	C Corp	0	0	100 000 %		
HEALTH ALLIANCE NORTHWEST HOLDING INC 820 N CHELAN AVE WENATCHEE, WA 98801 46-1717578	HOLDING CO	WA	HAMP	C Corp	0	0	60 000 %		
HEALTH ALLIANCE NORTHWEST HEALTH PLAN IN 820 CHELAN AVE WENATCHEE, WA 98801 46-1966323	HEALTH COVERAGE	WA	HAMP	C Corp	0	0	60 000 %		
HEALTH CARE HORIZONS OF ILLINOIS INC 209 WRB GARRETT DR PEORIA, IL 61605 37-1394924	INSURANCE TPA	IL	HAMP	C Corp	0	0	100 000 %		
HCH ADMINISTRATION INC 209 WRB GARRETT DR PEORIA, IL 61605 37-1119685	INSURANCE ADMIN	IL	HCHII	C Corp	0	0	100 000 %		
HCH ADMINISTRATION INC 111 LOMAS BLVD SUITE 122 ALBUQUERQUE, NM 87102 85-0391732	INSURANCE ADMIN	NM	HCHAI	C Corp	0	0	100 000 %		
CARLE RISK MANAGEMENT COMPANY 611 W PARK ST URBANA, IL 618012595 37-1217973	RISK MANAGEMENT	IL	TCF	C Corp	1,278,837	71,995	100 000 %		
EVALIDATA INC 611 W PARK ST URBANA, IL 618012595 46-2022658	PHYS CREDENTIALNG	IL	TCF	C Corp	151,032	36,337	100 000 %		
HEALTH ALLIANCE CONNECT INC 301 S VINE ST URBANA, IL 61801 46-4796891	HEALTH CARE COORD	IL	TCF	C Corp	0	0	100 000 %		

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

<b>(a)</b> Name of other organization	<b>(b)</b> Transaction type(a-s)	<b>(c)</b> Amount Involved	<b>(d)</b> Method of determining amount involved
THE CARLE FOUNDATION HOSPITAL	a	23,528,263	BOOK
CARLE RISK MANAGEMENT COMPANY	a	73,404	BOOK
THE CARLE DEVELOPMENT FOUNDATION	a	66,311	BOOK
HEALTH ALLIANCE MEDICAL PLANS INC	a	351,643	BOOK
CARLE HEALTH CARE INCORPORATED	a	8,060,496	BOOK
HOOPESTON COMMUNITY MEMORIAL HOSPITAL	a	240,816	BOOK
CHAMPAIGN SURGICENTER LLC	a	545,871	BOOK
EVALIDATA INC	a	16,812	BOOK
THE CARLE FOUNDATION HOSPITAL	b	278,340	BOOK
THE CARLE DEVELOPMENT FOUNDATION	b	1,261,129	BOOK
THE CARLE FOUNDATION HOSPITAL	l	406,253	BOOK
HEALTH ALLIANCE MEDICAL PLANS INC	m	2,221,432	BOOK
CARLE HEALTH CARE INCORPORATED	m	287,524	BOOK
HEALTH SYSTEMS INSURANCE LIMITED	m	1,441,640	BOOK
CARLE RISK MANAGEMENT COMPANY	p	1,278,837	BOOK
THE CARLE FOUNDATION HOSPITAL	q	75,531,792	BOOK
CARLE RISK MANAGEMENT COMPANY	q	74,969	BOOK
HEALTH ALLIANCE MEDICAL PLANS INC	q	1,952,496	BOOK
CARLE HEALTH CARE INCORPORATED	q	42,122,513	BOOK
HOOPESTON COMMUNITY MEMORIAL HOSPITAL	q	3,795,519	BOOK
HEALTH SYSTEMS INSURANCE LIMITED	q	53,227	BOOK
CHAMPAIGN SURGICENTER LLC	q	1,672,279	BOOK
CARLE RETIREMENT CENTERS INC	q	384,326	BOOK

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**TY 2013 ShareholdersStockOwnershipStmt**

**Name:** The Carle Foundation

**EIN:** 37-0673465

Class of Stock Owned by the Shareholder at the Beginning of its Tax Year	Number of Shares Owned by the Shareholder at the Beginning of its Tax Year	Change to the Number of Shares Owned	Date of Changes	Number of Shares at End of Year
COMMON				

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**TY 2013 ShareholdersStockOwnershipStmt**

**Name:** The Carle Foundation

**EIN:** 37-0673465

Class of Stock Owned by the Shareholder at the Beginning of its Tax Year	Number of Shares Owned by the Shareholder at the Beginning of its Tax Year	Change to the Number of Shares Owned	Date of Changes	Number of Shares at End of Year
COMMON			03-14-2008	

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**TY 2013 ShareholdersStockOwnershipStmt**

**Name:** The Carle Foundation

**EIN:** 37-0673465

Class of Stock Owned by the Shareholder at the Beginning of its Tax Year	Number of Shares Owned by the Shareholder at the Beginning of its Tax Year	Change to the Number of Shares Owned	Date of Changes	Number of Shares at End of Year
COMMON			06-15-2008	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**TY 2013 ShareholdersStockOwnershipStmt**

**Name:** The Carle Foundation

**EIN:** 37-0673465

Class of Stock Owned by the Shareholder at the Beginning of its Tax Year	Number of Shares Owned by the Shareholder at the Beginning of its Tax Year	Change to the Number of Shares Owned	Date of Changes	Number of Shares at End of Year
PREFERRED				3464

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**TY 2013 ShareholdersStockOwnershipStmt**

**Name:** The Carle Foundation

**EIN:** 37-0673465

Class of Stock Owned by the Shareholder at the Beginning of its Tax Year	Number of Shares Owned by the Shareholder at the Beginning of its Tax Year	Change to the Number of Shares Owned	Date of Changes	Number of Shares at End of Year
PREFERRED				646

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**TY 2013 ShareholdersStockOwnershipStmt**

**Name:** The Carle Foundation

**EIN:** 37-0673465

Class of Stock Owned by the Shareholder at the Beginning of its Tax Year	Number of Shares Owned by the Shareholder at the Beginning of its Tax Year	Change to the Number of Shares Owned	Date of Changes	Number of Shares at End of Year
PREFERRED				82

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**TY 2013 ShareholdersStockOwnershipStmt**

**Name:** The Carle Foundation

**EIN:** 37-0673465

Class of Stock Owned by the Shareholder at the Beginning of its Tax Year	Number of Shares Owned by the Shareholder at the Beginning of its Tax Year	Change to the Number of Shares Owned	Date of Changes	Number of Shares at End of Year
PREFERRED				359

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**TY 2013 ShareholdersStockOwnershipStmt**

**Name:** The Carle Foundation

**EIN:** 37-0673465

Class of Stock Owned by the Shareholder at the Beginning of its Tax Year	Number of Shares Owned by the Shareholder at the Beginning of its Tax Year	Change to the Number of Shares Owned	Date of Changes	Number of Shares at End of Year
COMMON				

**Additional Data**

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

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

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section )	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
(A) THE CARLE FOUNDATION HOSPITAL	371119538	03	Yes						278340
(A) CARLE HEALTH CARE INCORPORATED	371140016	09	Yes						0
(B) THE CARLE DEVELOPMENT FOUNDATION	371159978	07	Yes						1261129
(C) CARLE RETIREMENT CENTERS INC	371160033	09	Yes						0
(D) HOOPESTON COMMUNITY MEMORIAL HOSPITAL	363637465	03	Yes						0