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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

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 07-01-2013 , 2013, and ending 06-30-2014

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

C Name of organization
BENEDICTINE HEALTH SYSTEM

Doing Business As

Number and street (or P O box if mail is not delivered to street address) Room/suite
1995 E RUM RIVER DRIVE

City or town, state or province, country, and ZIP or foreign postal code
CAMBRIDGE, MN 55008

D Employer identification number
41-1531892

E Telephone number
(763)689-1162

G Gross receipts $ 45,649,505

F Name and address of principal officer
ROCKLON CHAPIN
1995 E RUM RIVER DRIVE S
CAMBRIDGE,MN 55008

H(a) Is this a group return for subordinates? ☐ Yes ☑ No

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

H(c) Group exemption number ▶ 0928

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

J Website: ▶ www bhshealth org

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1985

M State of legal domicile MN

Part I Summary

1 Briefly describe the organization's mission or most significant activities
Our mission is to witness to God's love by providing compassionate, quality care with special concern for the underserved and those in need

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

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	13
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	12
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	**5**	153
6	Total number of volunteers (estimate if necessary)	**6**	6
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	39,000
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	

		Prior Year	Current Year
Revenue	**8** Contributions and grants (Part VIII, line 1h)	4,387,788	2,776,959
	9 Program service revenue (Part VIII, line 2g)	44,431,143	42,634,972
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	287,491	237,574
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		0
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	49,106,422	45,649,505
Expenses	**13** Grants and similar amounts paid (Part IX, column (A), lines 1–3)	1,690,252	4,676,089
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	16,730,853	15,793,218
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶0		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	23,022,856	24,952,656
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	41,443,961	45,421,963
	19 Revenue less expenses Subtract line 18 from line 12	7,662,461	227,542

		Beginning of Current Year	End of Year
Net Assets or Fund Balances	**20** Total assets (Part X, line 16)	48,496,705	50,563,833
	21 Total liabilities (Part X, line 26)	13,100,191	16,694,224
	22 Net assets or fund balances Subtract line 21 from line 20	35,396,514	33,869,609

Part II Signature Block

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

Sign Here

****** 2015-05-14
Signature of officer Date

KEVIN RYMANOWSKI CFO / Sr VP
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☐ No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III . . . . . ☐

1 Briefly describe the organization's mission

The Benedictine Health System is a Catholic organization entrusted with advancing the health care ministry of the Benedictine Sisters of Duluth, Minnesota Our mission is to witness to God's love by providing compassionate, quality care with special concern for the underserved and those in need

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 $ 45,421,963 including grants of $ 4,676,089) (Revenue $ 42,595,972)

The Benedictine Health System is a Catholic, Mission-directed and values-based health care system entrusted with furthering the health care ministry of the Benedictine Sisters of St Scholastica Monastery, Duluth, MN BHS owns, collaborates with others and/or manages 64 Participating Organizations with 3,183 skilled nursing beds and 2,332 assisted living and independent senior living units across the upper Midwest, offering services such as transitional care, rehabilitation, memory care, home health care, adult and child day care

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** ▶ 45,421,963

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	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? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a*	**24a**	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		No
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	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? *If so, complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	**34**	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	**35a**	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	1a	89		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	153		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b		Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year? . . .	3a		Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No" to line 3b, provide an explanation in Schedule O* . . .	3b			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		Yes	
b	If "Yes," enter the name of the foreign country ▶ CJ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .	5a			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .	6a			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a			No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	0		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	7f			No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			No
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			No
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			No
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			No
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			No
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			No
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O	13a			No
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .	14b			

Part VI **Governance, Management, and Disclosure** *For each "Yes" response to lines 2 through 7b below, and for a "No" response to 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 . . . . . ☑

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	**1a**	13		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b	Enter the number of voting members included in line 1a, above, who are independent	**1b**	12		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	**2**			No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .	**3**			No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	**4**			No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .	**5**			No
6	Did the organization have members or stockholders?	**6**			No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	**7a**		Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	**7b**		Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?	**8a**		Yes	
b	Each committee with authority to act on behalf of the governing body?	**8b**		Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	**9**			No

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

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

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶

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

☐ Own website ☐ Another's website ☑ Upon request ☐ Other (explain in Schedule O)

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

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

▶KEVIN RYMANOWSKI CFO 1995 E RUM RIVER DRIVE S
CAMBRIDGE,MN 55008 (763)689-1162

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) ROCKLON CHAPIN President & CEO	5 00 35 00	X		X				178,129	0	48,964
(2) SR JOAN MARIE STELMAN Director	1 00 0 00	X						0	0	0
(3) SR DONNA SCHROEDER Director	1 00 0 00	X						0	0	0
(4) SR BEVERLY RAWAY Director	1 00 0 00	X						0	0	0
(5) SR DANILE LYNCH Secretary	1 00 0 00	X		X				0	0	0
(6) SR LOIS ECKES Director	1 00 0 00	X						0	0	0
(7) MIKE BEARD Director	1 00 0 00	X						2,868	0	0
(8) ROXANN DAGGETT Director	1 00 0 00	X						1,800	0	0
(9) TIM SCANLON Director	1 00 0 00	X						5,695	0	0
(10) BRIAN LASSITER CHAIR	1 00 0 00	X		X				5,300	0	0
(11) KATHLEEN LATOUR Director	1 00 0 00	X						4,700	0	0
(12) CHANDRA MEHROTRA Director	1 00 0 00	X						1,200	0	0
(13) DEAN FOX VICE CHAIR	1 00 0 00	X		X				5,368	0	0
(14) TERRY SCOTT PART YR DIR	1 00 0 00	X						3,650	0	0
(15) MARY CHRISTA KROENING PART YR DIR	1 00 0 00	X						0	0	0
(16) KEVIN RYMANOWSKI CFO / Sr VP	5 00 35 00			X				309,776	0	69,707
(17) DALE THOMPSON PRIOR CEO	5 00 35 00			X				756,460	0	127,563

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) DENNIS ACREA SR VICE PRES	40 00 0 00				X			111,765	0	9,334
(19) STEVE CHIES SR VICE PRES	30 00 10 00				X			275,742	0	67,023
(20) LOWELL LARSON SR VICE PRES	0 00 40 00				X			244,735	0	44,976
(21) DONNA LOOMIS SR VICE PRES	30 00 10 00				X			287,759	0	57,376
(22) BECKY URBANSKI SR VICE PRES	40 00 0 00				X			156,754	0	31,868
(23) WILLIAM KRANTZ DIR IT	40 00 0 00					X		202,547	0	42,921
(24) CHARLES HEIDBRINK VP OPERATIONS	0 00 40 00					X		165,939	0	39,283
(25) KEVIN GREFF VP OPERATIONS	0 00 40 00					X		187,466	0	42,505
(26) LOLA WESTHOFF CEO / ADMIN	0 00 40 00					X		211,161	0	15,843
(27) CHRIS BOLDT VP OPERATIONS	0 00 40 00					X		155,080	0	37,794

1b	**Sub-Total** . . . . . ▶			
c	**Total from continuation sheets to Part VII, Section A** . . . . ▶			
d	**Total (add lines 1b and 1c)** . . . . . ▶	3,273,894		635,157

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 ▶ 37

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**		No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**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
LOCKTON COMPANIES PO BOX 802707 KANSAS CITY MO 64180	INSURANCE & IT	891,925
POPE ARCHITECTS INC 1295 BANDANIA BLVD N STE 200 ST PAUL MN 55108	ARCHITECT	696,352
PHYSIOLOGIC HUMAN PERFORMANCE SY 503 8TH AVE W OSAKIS MN 56360	HR SERVICES	390,842
CLIFTONLARSONALLEN LLP 220 SOUTH SIXTH STREET SUITE 300 MINNEAPOLIS MN 55402	ACCOUNTING	370,813
CHESTER J YANIK & ASSOCIATES 4400 SHORELINE DRIVE SPRING PARK MN 55384	CONSTRUCTION MGMT	190,250

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 ▶ 9

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
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations . . .	1d	2,776,959			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f $					
	h	**Total.** Add lines 1a-1f . . . . . ▶		2,776,959			
Program Service Revenue			Business Code				
	2a	CONSULTING REVENUE	623000	567,383	567,383		
	b	IT SERVICE FEES	623000	3,744,626	3,744,626		
	c	SALARY / BENEFITS REIMBUR	623000	5,782,535	5,782,535		
	d	SELF FUNDED INSURANCE	623000	19,746,801	19,746,801		
	e	SUPPORT FEES	623000	12,793,627	12,754,627	39,000	
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f . . . . . ▶		42,634,972			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) . . . . . ▶		52,949			52,949
	4	Income from investment of tax-exempt bond proceeds . . ▶		0			
	5	Royalties . . . . . ▶		0			
			(i) Real	(ii) Personal			
	6a	Gross rents					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss) . . . . . ▶		0			
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory	184,625				
	b	Less cost or other basis and sales expenses					
	c	Gain or (loss)	184,625				
	d	Net gain or (loss) . . . . . ▶		184,625			184,625
	8a	Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 . . a					
	b	Less direct expenses . . . b					
	c	Net income or (loss) from fundraising events . . ▶		0			
	9a	Gross income from gaming activities See Part IV, line 19 . . . a					
	b	Less direct expenses . . . b					
	c	Net income or (loss) from gaming activities . . ▶		0			
	10a	Gross sales of inventory, less returns and allowances . a					
	b	Less cost of goods sold . . b					
	c	Net income or (loss) from sales of inventory . . ▶		0			
		Miscellaneous Revenue	Business Code				
	11a						
	b						
	c						
	d	All other revenue					
	e	**Total.** Add lines 11a–11d . . . . . ▶		0			
	12	**Total revenue.** See Instructions . . . . . ▶		45,649,505	42,595,972	39,000	237,574

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
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	4,676,089	4,676,089		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	2,808,512	2,808,512		
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	9,477,282	9,477,282		
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	400,890	400,890		
9 Other employee benefits	2,221,153	2,221,153		
10 Payroll taxes	885,381	885,381		
11 Fees for services (non-employees)				
a Management	0			
b Legal	64,528	64,528		
c Accounting	372,027	372,027		
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	0			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	1,028,436	1,028,436		
12 Advertising and promotion	184,749	184,749		
13 Office expenses	157,352	157,352		
14 Information technology	1,842,861	1,842,861		
15 Royalties . .	0			
16 Occupancy	312,488	312,488		
17 Travel	465,837	465,837		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	396,215	396,215		
20 Interest	84,349	84,349		
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	466,672	466,672		
23 Insurance	40,270	40,270		
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a SELF FUNDED INSURANCE COSTS	17,660,393	17,660,393		
b MINISTRY PARTNERSHIPS	1,374,764	1,374,764		
c Dues	210,838	210,838		
d BANK SERVICE CHARGES	83,634	83,634		
e All other expenses	207,243	207,243		
25 **Total functional expenses.** Add lines 1 through 24e	45,421,963	45,421,963	0	0
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

				(A) Beginning of year		(B) End of year
Assets	1	Cash–non-interest-bearing		770,561	1	203,197
	2	Savings and temporary cash investments			2	0
	3	Pledges and grants receivable, net			3	0
	4	Accounts receivable, net		3,036,061	4	3,795,701
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L			6	0
	7	Notes and loans receivable, net			7	0
	8	Inventories for sale or use		160,383	8	0
	9	Prepaid expenses and deferred charges		1,245,393	9	1,192,488
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 7,740,557			
	b	Less accumulated depreciation	10b 5,528,858	2,164,808	10c	2,211,699
	11	Investments—publicly traded securities			11	0
	12	Investments—other securities See Part IV, line 11		4,050,211	12	42,062
	13	Investments—program-related See Part IV, line 11			13	0
	14	Intangible assets		18,693,438	14	21,527,328
	15	Other assets See Part IV, line 11		18,375,850	15	21,591,358
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		48,496,705	16	50,563,833
Liabilities	17	Accounts payable and accrued expenses		5,371,325	17	2,132,686
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities		1,204,765	20	1,142,207
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties		1,504,549	23	2,527,540
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		5,019,552	25	10,891,791
	26	**Total liabilities.** Add lines 17 through 25		13,100,191	26	16,694,224
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		34,513,965	27	32,975,647
	28	Temporarily restricted net assets		835,997	28	846,936
	29	Permanently restricted net assets		46,552	29	47,026
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		35,396,514	33	33,869,609
	34	Total liabilities and net assets/fund balances		48,496,705	34	50,563,833

Part XI Reconcilliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	45,649,505
2	Total expenses (must equal Part IX, column (A), line 25)	2	45,421,963
3	Revenue less expenses Subtract line 2 from line 1	3	227,542
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	35,396,514
5	Net unrealized gains (losses) on investments	5	234,140
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-1,988,587
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	33,869,609

Part XII Financial Statements and Reporting

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

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

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**
▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? **11g(i)**		No
(ii) A family member of a person described in (i) above? **11g(ii)**		No
(iii) A 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		No

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
See Additional Data Table									
Total									20,751,060

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support** (Add lines 7 through 10)						

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

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) **14**

15 Public support percentage for 2012 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2013.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support test—2012.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

17a **10%-facts-and-circumstances test—2013.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶☐

b **10%-facts-and-circumstances test—2012.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶☐

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

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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	

Additional Data

Software ID: 13000170
Software Version: 2013v4.0
EIN: 41-1531892
Name: BENEDICTINE HEALTH SYSTEM

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

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
(A) BENEDICTINE HEALTH CENTER	411381401	9	Yes		Yes		Yes		968881
(A) BENEDICTINE LIVING COMMUNITES	411639687	9	Yes		Yes		Yes		2419270
(B) BRIDGES CARE COMMUNITY	262620983	9		No	Yes		Yes		303429
(C) MADONNA MEADOWS	470855891	9	Yes		Yes		Yes		170448
(D) MADONNA TOWERS OF ROCHESTER	411809914	9	Yes		Yes		Yes		775358
(E) TEKAKWITHA LIVING CENTER	411809912	9	Yes		Yes		Yes		314634
(F) BENEDICTINE LIVING COMM ST PETER	861113231	9	Yes		Yes		Yes		219287
(G) ST GERTUDES HEALTH & REHAB CENTE	411848720	9	Yes		Yes		Yes		1034347
(H) CITY OF LAKES CARE CENTER	411985663	9		No	Yes		Yes		759499
(I) ST ANNE OF WINONA	410850791	9	Yes		Yes		Yes		796758
(J) VILLA ST VINCENT	411352227	9	Yes		Yes		Yes		506752
(K) BENEDICTINE CARE CENTERS	411907571	9	Yes		Yes		Yes		2039292
(L) ARROWHEAD SENIOR LIVING COMMUNITY	411978619	9	Yes		Yes		Yes		502031
(M) STEEPLE POINTE SEN LIV COMM	411852273	9	Yes		Yes		Yes		101659
(N) LIVING COMMUNITY OF ST JOSEPH	412011661	9	Yes		Yes		Yes		944431

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	
(P) CERENITY SENIOR CARE	363517696	9	Yes		Yes		Yes		1930958
(A) CERENITY CARE CENTER - WBL	411983267	9		No	Yes		Yes		928539
(B) VILLA ST BENEDICT	364343235	9	Yes		Yes		Yes		493791
(C) NAZARETH LIVING CENTER	431450394	9		No	Yes		Yes		1207029
(D) STEELE COUNTY COMM FOR A LIFETIME	270705237	9		No	Yes		Yes		681147
(E) ELLENDALE EVERGREEN PLACE	411796445	9	Yes		Yes		Yes		66104
(F) ROSEWOOD COURT	412011389	9	Yes		Yes		Yes		17147
(G) BLC-BISMARCK	264376543	9		No	Yes		Yes		605576
(H) BLC- MORA	274219119	9		No	Yes		Yes		267138
(I) BLC-NEW LONDON	274218436	9		No	Yes		Yes		194567
(J) BLC-WINSTED	274219293	9		No	Yes		Yes		185522
(K) BLC-SPOONER	450700468	9		No	Yes		Yes		366743
(L) BSLC OF ST PETER	272716531	9		No	Yes		Yes		14661
(M) BLC OF RED WING	454929398	9		No	Yes		Yes		338072
(N) BLC OF WAHPETON	411852273	9		No	Yes		Yes		53966

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	
(AE) CATHOLIC RESIDENTIAL SERVICES	390982340	9		No	Yes		Yes		1196276
(A) REGINA SENIOR LIVING	463700475	9		No	Yes		Yes		347748
(B) BLC OF FRIDLEY	463700475	9		No	Yes		Yes		0

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions. ▶ Information about Schedule D (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VI Land, Buildings, and Equipment. 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
1a Land		156,750		156,750
b Buildings		2,139,236	1,079,455	1,059,781
c Leasehold improvements		133,250	53,751	79,499
d Equipment		5,311,321	4,395,652	915,669
e Other				
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				2,211,699

Part VII **Investments—Other Securities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII **Investments—Program Related.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) must equal Form 990, Part X, col (B) line 13)* ▶		

Part IX **Other Assets.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) AMOUNT DUE FROM AFFILIATES	4,068,376
(2) BOARD DISIGNATED FUNDS INSURANCE RES	9,989,745
(3) CONSTRUCTION FUNDS	
(4) DEFERRED COMP FUNDS	3,910,833
(5) INVESTMENT IN AFFILIATED FOUNDATION	893,962
(6) STRATEGIC CAPITAL FUND	2,728,442
Total. *(Column (b) must equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	21,591,358

Part X **Other Liabilities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
Federal income taxes	
ACCRUED PROFESSIONAL LIAB	891,174
AMOUNTS DUE TO AFFILATES	3,483,806
DEFERRED COMPENSATION LIABL	3,910,833
INSURANCE FUND CURRENT LIAB	2,605,978
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	10,891,791

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

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

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

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

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

Part XIII Supplemental Information

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
Part X FIN48 Footnote	Tax Exempt StatusBHS has been determined to qualify as a tax-exempt charitable, educational, and scientific organization under Section 501 (c)(3) of the Internal Revenue Code and also has been determined to be exempt from state income tax The Organization follows the accounting standard for contingencies in evaluating the accounting for uncertainty in income taxes recognized in an entity's financial statements The standard prescribes recognition and measurement of tax provisions taken or expected to be taken on a tax return that are not certain to be realized The Organization's income tax returns are subject to review and examination by federal, state, and local authorities The Organization is not aware of any activities that would jeopardize its tax-exempt status The Organization is not aware of any activities that are subject to tax on unrelated business income or excise or other taxes The tax returns for the fiscal years 2011 to 2013 are open to examination by federal, local, and state authorities

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

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SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ 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*.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

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 Activites 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) CAYMAN ISLANDS	0	0	INVESTMENTS		7,072,185
(2) CAYMAN ISLANDS	0	0	PROGRAM SERVICES	SELF-INDEMNITY	968,768
(3)					
(4)					
(5)					
3a Sub-total					8,040,953
b Total from continuation sheets to Part I					
c **Totals** (add lines 3a and 3b)					8,040,953

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.

1 **(a)** Name of organization	**(b)** IRS code section and EIN (if applicable)	**(c)** Region	**(d)** Purpose of grant	**(e)** Amount of cash grant	**(f)** Manner of cash disbursement	**(g)** Amount of non-cash assistance	**(h)** Description of non-cash assistance	**(i)** 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.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) 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

Additional Data

Software ID: 13000170
Software Version: 2013v4.0
EIN: 41-1531892
Name: BENEDICTINE HEALTH SYSTEM

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).

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

▶ **Attach to Form 990**

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) BHS - FOUNDATION 503 E THIRD ST SUITE 400 DULUTH, MN 55805	41-1513014	501 (C) 3	1,141,286	0			FOUNDATION EXPENSES
(2) BLC OF FRIDLEY 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008	46-2904490	501 (C) 3	760,000	0			EQUITY
(3) CATHOLIC RESIDENTIAL SERVICES 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008	39-0982340	501 (C) 3	1,795,773	0			EQUITY
(4) REGINA SENIOR LIVING 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008	46-3700475	501 (C) 3	325,000	0			EQUITY
(5) SAINT ANNE OF WINONA 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008	41-0850791	501 (C) 3	15,000	0			EQUITY
(6) STEEPLE POINTE SEN LIV COMM 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008	41-1852273	501 (C) 3	23,700	0			CAPITAL
(7) TEKAKWITHA NURSING CENTER 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008	41-1809912	501 (C) 3	519,026	0			DEBT
(8) UNITED WAY OF GREATER DULUTH 424 WEST SUPERIOR ST STE 402 DULUTH, MN 55802	41-0857077	501 (C) 3	20,280	0			DONATION

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ 8

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

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

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

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

Return Reference	Explanation
Additional Supplemental Information	TRANSFERS BETWEEN RELATED ORGANIZATIONS ARE ACCOUNTED FOR IN INTERNAL FINANCIAL STATEMENTS, OF WHICH ALL ARE UNDER COMMON CONTROL

Additional Data

Software ID: 13000170
Software Version: 2013v4.0
EIN: 41-1531892
Name: BENEDICTINE HEALTH SYSTEM

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(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
BHS - FOUNDATION 503 E THIRD ST SUITE 400 DULUTH,MN 55805	41-1513014	501 (C) 3	1,141,286	0			FOUNDATION EXPENSES

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(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
BLC OF FRIDLEY 1995 E RUM RIVER DRIVE S CAMBRIDGE,MN 55008	46-2904490	501 (C) 3	760,000	0			EQUITY

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(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
CATHOLIC RESIDENTIAL SERVICES 1995 E RUM RIVER DRIVE S CAMBRIDGE,MN 55008	39-0982340	501 (C) 3	1,795,773	0			EQUITY

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(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
REGINA SENIOR LIVING 1995 E RUM RIVER DRIVE S CAMBRIDGE,MN 55008	46-3700475	501 (C) 3	325,000	0			EQUITY

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(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
SAINT ANNE OF WINONA 1995 E RUM RIVER DRIVE S CAMBRIDGE,MN 55008	41-0850791	501 (C) 3	15,000	0			EQUITY

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(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
STEEPLE POINTE SEN LIV COMM 1995 E RUM RIVER DRIVE S CAMBRIDGE,MN 55008	41-1852273	501 (C) 3	23,700	0			CAPITAL

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(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
TEKAKWITHA NURSING CENTER 1995 E RUM RIVER DRIVE S CAMBRIDGE,MN 55008	41-1809912	501 (C) 3	519,026	0			DEBT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(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
UNITED WAY OF GREATER DULUTH 424 WEST SUPERIOR ST STE 402 DULUTH,MN 55802	41-0857077	501 (C) 3	20,280	0			DONATION

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 23.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**
▶ **Information about Schedule J (Form 990) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

Part I Questions Regarding Compensation

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

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

Additional Data

Software ID: 13000170
Software Version: 2013v4.0
EIN: 41-1531892
Name: BENEDICTINE HEALTH SYSTEM

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
BECKY URBANSKI SR VICE PRES	(I) (II)	143,764	12,990		16,682	15,186	188,622	16,682
CHARLES HEIDBRINK VP OPERATIONS	(I) (II)	156,453	9,486		21,628	17,655	205,222	21,628
CHRIS BOLDT VP OPERATIONS	(I) (II)	146,085	8,995		19,758	18,036	192,874	19,758
DALE THOMPSON PRIOR CEO	(I) (II)	477,602	56,221	222,637	113,098	14,465	884,023	113,098
DONNA LOOMIS SR VICE PRES	(I) (II)	218,987	19,837	48,935	39,614	17,762	345,135	39,614
KEVIN GREFF VP OPERATIONS	(I) (II)	148,684	8,995	29,787	40,167	2,338	229,971	40,167
KEVIN RYMANOWSKI CFO / Sr VP	(I) (II)	242,852	22,123	44,801	47,455	22,252	379,483	47,455
LOLA WESTHOFF CEO / ADMIN	(I) (II)	196,122	15,039		6,136	9,707	227,004	6,136
LOWELL LARSON SR VICE PRES	(I) (II)	172,980	17,636	54,119	31,327	13,649	289,711	31,327
ROCKLON CHAPIN President & CEO	(I) (II)	178,129			38,959	10,005	227,093	38,959
STEVE CHIES SR VICE PRES	(I) (II)	253,048	22,694		55,598	11,425	342,765	55,598
WILLIAM KRANTZ DIR IT	(I) (II)	162,566	9,662	30,319	32,871	10,050	245,468	32,871

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	Healthcare Facilities Revenue Note Series 2006	41-6005029		05-24-2006	1,530,000	SEE PART V		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	387,792			
2	Amount of bonds legally defeased				
3	Total proceeds of issue	1,530,000			
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows				
7	Issuance costs from proceeds	30,600			
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	1,499,400			
11	Other spent proceeds				
12	Other unspent proceeds				
13	Year of substantial completion	2007			

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

Part III Private Business Use

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

Part III Private Business Use *(Continued)*

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

Part IV Arbitrage

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

Part IV Arbitrage *(Continued)*

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

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

Return Reference	Explanation
Part VI	PROCEEDS WERE USED TO FINANCE ACQUISITION OF A TWO LEVEL 10,632 SQ FT OFFICE BUILDING LOCATED AT 1995 E RUM RIVER DRIVE S, CAMBRIDGE MN AND CONSTRUCTION AND EQUIPPING OF A 4,000 SQ FT ADDITION AND TO PAY NECESSARY EXPENSES OF ISSUANCE

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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.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

Return Reference	Explanation
Form 990, Part VI, Line 1a Explanation of Delegated Broad Authority to Committee	The Executive Committee (comprised of the Chair, Vice-Chair, Prioress, Board Secretary, and the Chairs of the standing committees) is authorized to act on behalf of the board in the interval between meetings of the board, provided, however, that it may not determine matters of policy without prior specific authorization of the board

Return Reference	Explanation
Form 990, Part VI, Line 7a How Members or Shareholders Elect Governing Body	BENEDICTINE SISTERS BENEVOLENT ASSOCIATION (BSBA) - A CIVIL LAW CORPORATION FOR THE SISTERS OF ST BENEDICT OF ST SCHOLASTICA MONASTERY, DULUTH MN - APPOINTS UP TO 30% OF THE BOARD MEMBERS ESSENTIA HEALTH, - A MN NON-PROFIT ORGANIZATION - HAS THE AUTHORITY TO APPOINT AT LEAST 20% OF THE BOARD MEMBERS

Return Reference	Explanation
Form 990, Part VI, Line 7b Describe Decisions of Governing Body Approval by Members or Shareholders	BSBA HAS CERTAIN "RESERVED POWERS" OVER BHS TO ENSURE ALL ACTIVITIES ARE CARRIED OUT IN ACCORDANCE WITH THE CHARISMS OF THE BSBA AND THE ETHICAL AND RELIGIOUS DIRECTIVES FOR CATHOLIC HEALTH CARE SERVICES

Return Reference	Explanation
Form 990, Part VI, Line 11b Form 990 Review Process	AN ELECTRONIC COPY OF THE FORM 990 WAS DISTRIBUTED PRIOR TO FILING

Return Reference	Explanation
Form 990, Part VI, Line 12c Explanation of Monitoring and Enforcement of Conflicts	This Corporation shall not enter into any contract or transaction with (a) its Director or officer or a member of the family of a Director or an officer, (b) a director or officer of a related organization (within the meaning of Minnesota Statutes, section 317A 011, Subd 18) or a member of the family of a director or officer of a related organization, or (c) an organization in or of which this Corporation's Director or officer is a director, officer or legal representative or has a material financial interest, unless the material facts as to the contract or transaction and as to the director's or officer's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote (without counting any interested Director) of a majority of the entire Board of Directors, at a meeting at which there is a quorum without counting any interested Director For purposes of these Bylaws, "member of the family" of a director or officer shall mean a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister, of the director or officer Failure to comply with the provisions of this section shall not invalidate any contract or transaction to which this Corporation is a party The provisions of this section shall not apply to any contracts or transaction between or among BHS and its Subsidiaries

Return Reference	Explanation
Form 990, Part VI, Line 15b Compensation Review and Approval Process for Officers and Key Employees	Compensation for the organization's CEO and other key employees of the organization is determined by the Compensation Committee of the Board of Directors This Committee is comprised entirely of independent directors The Compensation Committee reviews data on compensation provided to individuals holding comparable positions in comparable organizations in order to establish a reasonable compensation range The data is collected and reviewed with the Compensation Committee by an independent consultant Based on the market data and in light of any specific individual qualifications, the Compensation Committee determines compensation The deliberations and determinations of the Compensation Committee are recorded contemporaneously and provided to the governing body for review

Return Reference	Explanation
Form 990, Part VI, Line 19 Other Organization Documents Publicly Available	NOT AVAILABLE TO PUBLIC

Return Reference	Explanation
Other Changes In Net Assets Or Fund Balances - Other Increases	Change in Interest in Perm NA of Affiliated Foundation = $474

Return Reference	Explanation
Other Changes In Net Assets Or Fund Balances - Other Increases	Change in Interest in Temp AN of Affiliated Foundation = $10939

Return Reference	Explanation
Other Changes In Net Assets Or Fund Balances - Other Decreases	Intercompany transfer from Health Insurance fund = -$2000000

Return Reference	Explanation
Form 990, Part XII, Line 2 Change of Oversight or Selection Process	The Benedictine Health System Audit / Finance Committee oversees the selection of the independent auditor and oversees the annual Consolidated Audit of Benedictine Health System and Affiliates which includes the Organization

Return Reference	Explanation
OFFICER COMPENSATION	DALE THOMPSON PART YEAR CEO, ROCKLON CHAPIN CURRENT CEO AND KEVIN RYMANOWSKI CFO OF BENEDICTINE HEALTH SYSTEM 41-1531892 SHARE THEIR TIME BETWEEN THE REPORTING ORGANIZATION AND THE FOLLOWING RELATED ORGANIZATIONS ARROWHEAD SENIOR LIVING COMMUNITY 41-1978619BENEDICTINE CARE CENTERS41-1907571BENEDICTINE HEALTH CENTER41-1381401BENEDICTINE HEALTH SYSTEM 41-1531892BENEDICTINE HEALTH SYSTEM FOUNDATION41-1513014BENEDICTINE LIVING COMMUNITIES41-1639687BENEDICTINE LIVING COMMUNITIES - BISMARCK INC 26-4376543BENEDICTINE LIVING COMMUNITY OF MORA27-4219119BENEDICTINE LIVING COMMUNITY OF NEW LONDON27-4218436BENEDICTINE LIVING COMMUNITY OF SPOONER45-0700468BENEDICTINE LIVING COMMUNITY OF ST PETER86-1113231BENEDICTINE LIVING COMMUNITY OF WINSTED27-4219293BENEDICTINE SENIOR LIVING COMMUNITY OF ST PETER27-2716531BRIDGES CARE COMMUNITY 26-2620983CERENITY SENIOR CARE36-3517696CERENITY CARE CENTER - WHITE BEAR LAKE41-1983267CITY OF LAKES CARE CENTER41-1985663ELLENDALE EVERGREEN PLACE, INC41-1796445LIVING COMMUNITY OF ST JOSEPH41-2011661MADONNA MEADOWS OF ROCHESTER47-0855891MADONNA TOWERS OF ROCHESTER, INC41-1809914NAZARETH LIVING CENTER43-1450394ROSEWOOD COURT41-2011389SAINT ANNE OF WINONA41-0850791ST GERTRUDE'S HEALTH CENTER41-1848720STEELE COUNTY COMMUNITIES FOR A LIFETIME INC27-0705237STEEPLE POINTE SENIOR LIVING COMMUNITY 41-1852273TEKAKWITHA NURSING CENTER, INC41-1809912VILLA ST BENEDICT36-4343235VILLA ST VINCENT 41-1352227BLC OF RED WING 45-4929398BLC OF WAHPETON 45-4274091CRS OF WISCONSIN 39-0982340BENEDICTINE LIVING CENTER OF FRIDLEY 46-2904490REGINA SENIOR LIVING 46-3700475

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ 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.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

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	(g) No
See Additional Data Table							

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) Disproprtionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** Complete if the organization answered "Yes" 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

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

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

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

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

Part VI **Unrelated Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate 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		Yes	No	

Part VII Supplemental Information

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

Return Reference	Explanation

Additional Data

Software ID: 13000170
Software Version: 2013v4.0
EIN: 41-1531892
Name: BENEDICTINE HEALTH SYSTEM

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) BENEDICTINE HEALTH CENTER 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1381401	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	
(1) CITY OF LAKES CARE CENTER 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1985663	NURSING HOME	MN	503 (C) 3	9	BHS	Yes	
(2) BENEDICTINE LIVING COMMUNITIES 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1639687	NURSING HOMES	MN	501 (C) 3	9	BHS	Yes	
(3) BENEDICTINE CARE CENTERS 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1907571	NURSING HOMES	MN	501 (C) 3	9	BHS	Yes	
(4) BLC OF ST PETER 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 86-1113231	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	
(5) STEEPLE POINTE SEN LIV COMM 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1852273	ASSISTED LIVING	MN	501 (C) 3	9	BHS	Yes	
(6) BRIDGES CARE CENTER 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 26-2620983	ASSISTED LIVING	MN	501 (C) 3	9	BHS	Yes	
(7) Cerenity Senior Care 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 36-3517696	NURSING HOMES	MN	501 (C) 3	9	NA	Yes	
(8) CERENITY CARE CENTER - WHITE BEAR LAKE 1900 WEBER ST WHITE BEAR LAKE, MN 55110 41-1983267	NURSING HOME	MN	501 (C) 3	9	NA	Yes	
(9) ELLENDALE EVERGREEN PLACE 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1796445	ASSISTED LIVING	MN	501 (C) 3	9	BHS	Yes	
(10) Living Community of St Joseph 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-2011661	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	
(11) Madonna Meadows of Rochester 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 47-0855891	ASSISTED LIVING	MN	501 (C) 3	9	BHS	Yes	
(12) Madonna Towers of Rochester 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1809914	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	
(13) Rosewood Court 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-2011389	ASSISTED LIVING	MN	501 (C) 3	9	BHS	Yes	
(14) Saint Anne of Winona 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-0850791	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	
(15) ST GERTRUDES HEALTH CENTER 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1848720	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	
(16) ARROWHEAD SENIOR LIVING COMMUNITIES 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1978619	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	
(17) TEKAKWITHA NURSING CENTER 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1809912	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	
(18) VILLA ST VINCENT 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1352227	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	
(19) VILLA ST BENEDICT 1920 MAPLE AVENUE LISLE, IL 60532 36-4343235	CCRC	MN	501 (C) 3	9	BHS	Yes	

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
(21) BHS FOUNDATION 503 E 3RD ST DULUTH, MN 55805 41-1513014	SUPPORT ORG HEALTH CARE	MN	501 (C) 3	9	BHS	Yes	
(1) BENEDICTINE LIVING COMM BISMARCK INC 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 26-4376543	ASSISTED LIVING	MN	501(C) 3	9	BHS	Yes	
(2) STEELE COUNTY COMM FOR A LIFETIME INC 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 27-0705237	NURSING FACILITY	MN	501(C) 3	11 TYPE I	BHS	Yes	
(3) NAZARETH LIVING CENTER 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 43-1450394	NURSING FACILITIY	MO	501(C) 3	11 TYPE I	NA	Yes	
(4) BENEDICTINE LIVING COMM- MORA 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 27-4219119	NURSING HOME	MN	501(C) 3	9	BHS	Yes	
(5) BENEDICTINE LIVING COMM- NEW LONDON 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 27-4218436	NURSING HOME	MN	501(C) 3	9	BHS	Yes	
(6) BENEDICTINE LIVING COMM- WINSTED 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 27-4219293	NURSING HOME	MN	501(C) 3	9	BHS	Yes	
(7) BENEDICTINE LIVING COMM- SPOONER 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 45-0700468	NURSING HOME	MN	501(C) 3	9	BHS	Yes	
(8) BENED SEN LIV COMM OF ST PETER 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 27-2716531	NURSING HOME	MN	501(C) 3	9	BHS	Yes	
(9) BLC OF RED WING 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 45-4929398	NURSING HOME	MN	501(C) 3	9	BHS	Yes	
(10) BLC OF WAHPETON 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 45-4274091	ASSISTED LIVING	MN	501(C) 3	9	BHS	Yes	
(11) CATHOLIC RESIDENTIAL SERVICES 3710 EAST AVE S LA CROSSE, WI 54601 39-0982340	NURSING HOME	WI	501(C) 3	9	BHS	Yes	
(12) REGINA SENIOR LIVING 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 46-3700475	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	
(13) BENEDICTINE LIVING CENTER OF FRIDLEYLLC 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 46-2904490	NURSING HOME	MN	501 (C) 3	9	BHS	Yes	

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
BENEDICTINE HEALTH CENTER	c	195,060	
BENEDICTINE HEALTH CENTER	l	806,736	
BENEDICTINE HEALTH CENTER	o	162,145	
CITY OF LAKES CARE CENTER	b	755,280	
CITY OF LAKES CARE CENTER	l	583,248	
CITY OF LAKES CARE CENTER	o	176,251	
BENEDICTINE LIVING COMMUNITIES	c	317,553	
BENEDICTINE LIVING COMMUNITIES	l	1,813,109	
BENEDICTINE LIVING COMMUNITIES	o	606,161	
BENEDICTINE CARE CENTERS	c	154,590	
BENEDICTINE CARE CENTERS	d	2,222,000	
BENEDICTINE CARE CENTERS	l	1,596,258	
BENEDICTINE CARE CENTERS	o	443,033	
BLC OF ST PETER	c	28,836	
BLC OF ST PETER	d	1,078,408	
BLC OF ST PETER	l	116,732	
BLC OF ST PETER	o	102,555	
STEEPLE POINTE SEN LIV COMM	b	23,700	
STEEPLE POINTE SEN LIV COMM	c	17,200	
STEEPLE POINTE SEN LIV COMM	l	91,472	
STEEPLE POINTE SEN LIV COMM	o	10,187	
BRIDGES CARE CENTER	c	254,388	
BRIDGES CARE CENTER	l	222,791	
BRIDGES CARE CENTER	o	80,638	
Cerenity Senior Care	l	1,694,194	

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
Cerenity Senior Care	o	236,763	
CERENITY CARE CENTER - WHITE BEAR LAKE	I	800,072	
CERENITY CARE CENTER - WHITE BEAR LAKE	o	928,539	
ELLENDALE EVERGREEN PLACE	c	1,845	
ELLENDALE EVERGREEN PLACE	I	66,104	
Living Community of St Joseph	c	48,420	
Living Community of St Joseph	d	2,780,000	
Living Community of St Joseph	I	749,314	
Living Community of St Joseph	o	195,117	
Madonna Meadows of Rochester	c	21,840	
Madonna Meadows of Rochester	I	170,448	
Madonna Towers of Rochester	c	153,756	
Madonna Towers of Rochester	I	632,232	
Madonna Towers of Rochester	o	143,126	
Rosewood Court	m	17,147	
Saint Anne of Winona	b	15,000	
Saint Anne of Winona	c	88,392	
Saint Anne of Winona	I	665,736	
Saint Anne of Winona	o	131,022	
ST GERTRUDES HEALTH CENTER	c	203,424	
ST GERTRUDES HEALTH CENTER	I	879,660	
ST GERTRUDES HEALTH CENTER	o	154,687	
ARROWHEAD SENIOR LIVING COMMUNITIES	c	121,236	
ARROWHEAD SENIOR LIVING COMMUNITIES	d	635,000	
ARROWHEAD SENIOR LIVING COMMUNITIES	I	277,076	

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
ARROWHEAD SENIOR LIVING COMMUNITIES	o	224,955	
TEKAKWITHA NURSING CENTER	b	519,026	
TEKAKWITHA NURSING CENTER	c	23,352	
TEKAKWITHA NURSING CENTER	d	251,726	
TEKAKWITHA NURSING CENTER	l	196,646	
TEKAKWITHA NURSING CENTER	o	117,978	
VILLA ST VINCENT	c	28,020	
VILLA ST VINCENT	l	378,945	
VILLA ST VINCENT	o	127,807	
VILLA ST BENEDICT	d	150,000	
VILLA ST BENEDICT	l	308,967	
VILLA ST BENEDICT	o	184,824	
BHS FOUNDATION	b	1,141,286	
BENEDICTINE LIVING COMM BISMARCK INC	c	38,592	
BENEDICTINE LIVING COMM BISMARCK INC	d	1,239,336	
BENEDICTINE LIVING COMM BISMARCK INC	l	460,908	
BENEDICTINE LIVING COMM BISMARCK INC	o	144,668	
STEELE COUNTY COMM FOR A LIFETIME INC	c	25,652	
STEELE COUNTY COMM FOR A LIFETIME INC	d	1,493,000	
STEELE COUNTY COMM FOR A LIFETIME INC	l	507,921	
STEELE COUNTY COMM FOR A LIFETIME INC	o	173,226	
NAZARETH LIVING CENTER	c	47,452	
BENEDICTINE LIVING COMM- MORA	c	31,704	
BENEDICTINE LIVING COMM- MORA	d	471,546	
BENEDICTINE LIVING COMM- MORA	l	149,951	

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
BENEDICTINE LIVING COMM- MORA	o	117,186	
BENEDICTINE LIVING COMM- NEW LONDON	c	27,852	
BENEDICTINE LIVING COMM- NEW LONDON	d	718,500	
BENEDICTINE LIVING COMM- NEW LONDON	l	63,420	
BENEDICTINE LIVING COMM- NEW LONDON	o	131,149	
BENEDICTINE LIVING COMM- WINSTED	c	35,736	
BENEDICTINE LIVING COMM- WINSTED	d	349,244	
BENEDICTINE LIVING COMM- WINSTED	l	109,494	
BENEDICTINE LIVING COMM- WINSTED	o	76,028	
BENEDICTINE LIVING COMM- SPOONER	c	26,904	
BENEDICTINE LIVING COMM- SPOONER	d	271,000	
BENEDICTINE LIVING COMM- SPOONER	l	258,432	
BENEDICTINE LIVING COMM- SPOONER	o	108,311	
BENED SEN LIV COMM OF ST PETER	d	1,538,242	
BENED SEN LIV COMM OF ST PETER	o	14,651	
BLC OF RED WING	d	694,000	
BLC OF RED WING	l	270,612	
BLC OF RED WING	o	67,460	
BLC OF WAHPETON	l	53,965	
CATHOLIC RESIDENTIAL SERVICES	b	1,795,773	
CATHOLIC RESIDENTIAL SERVICES	c	5,024	
CATHOLIC RESIDENTIAL SERVICES	d	127,000	
CATHOLIC RESIDENTIAL SERVICES	l	877,843	
CATHOLIC RESIDENTIAL SERVICES	o	318,434	
REGINA SENIOR LIVING	b	325,000	

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
REGINA SENIOR LIVING	c	15,750	
REGINA SENIOR LIVING	d	309,000	
REGINA SENIOR LIVING	l	273,000	
REGINA SENIOR LIVING	o	74,748	
BENEDICTINE LIVING CENTER OF FRIDLEYLLC	b	760,000	
BENEDICTINE LIVING CENTER OF FRIDLEYLLC	l	273,000	
BENEDICTINE LIVING CENTER OF FRIDLEYLLC	o	74,748	

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TY 2013 Earnings and Profits Other Adjustments Statement

Name: BENEDICTINE HEALTH SYSTEM
EIN: 41-1531892
Software ID: 13000170
Software Version: 2013v4.0

Description	Amount
INSURANCE PREMIUMS	-1,883,561
INSURANCE PREMIUMS	1,091,066

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TY 2013 Itemized Other Current Assets Schedule

Name: BENEDICTINE HEALTH SYSTEM
EIN: 41-1531892
Software ID: 13000170
Software Version: 2013v4.0

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
		PREPAID EXPENSES	8,608	10,571

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TY 2013 Other Deductions Schedule

Name: BENEDICTINE HEALTH SYSTEM
EIN: 41-1531892
Software ID: 13000170
Software Version: 2013v4.0

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
ADMINISTRATIVE EXPENESES	217,540	
Foreign Currency Total	217,540	
Total in Dollars		217,540

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TY 2013 Itemized Other Investments Schedule

Name: BENEDICTINE HEALTH SYSTEM
EIN: 41-1531892
Software ID: 13000170
Software Version: 2013v4.0

Corporation Name	Corporation EIN	Other Investments Description	Beginning Amount	Ending Amount
		INVESTMENTS	986,851	3,929,398

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TY 2013 Itemized Other Liabilities Schedule

Name: BENEDICTINE HEALTH SYSTEM
EIN: 41-1531892
Software ID: 13000170
Software Version: 2013v4.0

Corporation Name	Corporation EIN	Other Liabilities Description	Beginning Amount	Ending Amount
		PROVISION FOR OUTSTANDING LOSSES	1,656,489	2,229,974

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TY 2013 Paid-In or Capital Surplus Reconciliation Statement

Name: BENEDICTINE HEALTH SYSTEM
EIN: 41-1531892
Software ID: 13000170
Software Version: 2013v4.0

Description	Beginning Amount	Ending Amount
ADDITIONAL PAID-IN CAPITAL	1,938,509	1,938,509