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2013

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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

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

B Check if applicable	C Name of organization MADONNA TOWERS OF ROCHESTER INC		D Employer identification number 41-1809914
<input type="checkbox"/> Address change	Doing Business As		
<input type="checkbox"/> Name change			
<input type="checkbox"/> Initial return	Number and street (or P O box if mail is not delivered to street address) 1995 E RUM RIVER DRIVE S		E Telephone number (763) 689-1162
<input type="checkbox"/> Terminated			
<input type="checkbox"/> Amended return	City or town, state or province, country, and ZIP or foreign postal code CAMBRIDGE, MN 55008		
<input type="checkbox"/> Application pending			G Gross receipts \$ 12,663,692
F Name and address of principal officer MARK NOBLE 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
		H(b) Are all subordinates included? If "No," attach a list (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
		H(c) Group exemption number ►	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		L Year of formation 1995	M State of legal domicile MN
J Website: ► www.bhshealth.org			
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►			

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	16
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	15
5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	245
6 Total number of volunteers (estimate if necessary)	6	175
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	

8 Contributions and grants (Part VIII, line 1h)	43,542	623,370
9 Program service revenue (Part VIII, line 2g)	11,931,032	11,751,427
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	254,917	253,262
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	41,751	35,633
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12,271,242	12,663,692

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	364,767	198,377
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)	7,052,719	6,840,607
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)	4,613,134	4,851,509
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	12,030,620	11,890,493
19 Revenue less expenses Subtract line 18 from line 12	240,622	773,199

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	22,456,654	23,355,361
21 Total liabilities (Part X, line 26)	13,284,468	13,503,612
22 Net assets or fund balances Subtract line 21 from line 20	9,172,186	9,851,749

Part II Signature Block

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

Sign Here	***** Signature of officer KEVIN RYMANOWSKI CFO Type or print name and title	2015-05-13 Date
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Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> 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

Madonna Towers 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 C

Yes No

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

Yes No

If "Yes," describe these changes on Schedule Q

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 \$ 5,247,236 including grants of \$ 198,377) (Revenue \$ 6,527,518

Operation of Madonna Towers, is a 62 bed long-term care facility in Rochester Minnesota which provides skilled nursing care to the elderly. The facility had a 92% occupancy and served 281 individuals during the fiscal year ending 6/30/14.

4b (Code) (Expenses \$ 4,942,489 including grants of \$) (Revenue \$ 5,223,909

Operation of a 122 unit Assisted Living facility in Rochester, Minnesota, which provides Assisted Living services to the elderly. The facility had an average occupancy of 93% and served 181 individuals during the fiscal year ended 6/30/2014.

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 ► 10,189,725

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?

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

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

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

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

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

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

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

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

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
- 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
- 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
- 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
- e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X
- f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part XI

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

12b 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

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

14b 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

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

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

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)

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

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

20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	Yes	
2	Yes	
3		No
4		No
5		No
6		No
7		No
8		No
9	Yes	
10		No
11a	Yes	
11b	Yes	
11c		No
11d	Yes	
11e	Yes	
11f	Yes	
12a		No
12b	Yes	
13		No
14a		No
14b		No
15		No
16		No
17		No
18		No
19		No
20a		No
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	Yes	
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	No	
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	No	
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	40	
1b 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	245	
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	No	
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	No	
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	No	
b If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .	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	16		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b Enter the number of voting members included in line 1a, above, who are independent	1b	15		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		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	Yes		
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	Yes		
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	8a	Yes		
a The governing body?	8b	Yes		
b Each committee with authority to act on behalf of the governing body?	9		No	
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				

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

		Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a		No
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13 Did the organization have a written whistleblower policy?	13	Yes	
14 Did the organization have a written document retention and destruction policy?	14	Yes	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?	15a	No	
a The organization's CEO, Executive Director, or top management official	15b	No	
b Other officers or key employees of the organization			
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 ContractorsCheck 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	Office	Key employee	Highest compensated	Former			
(1) GERALD MAHON Director	1 00 0 00	X						0	0	0
(2) BETSY SINGER Director	1 00 0 00	X						0	0	0
(3) TOM WENTE Treasurer	1 00 0 00	X		X				0	0	0
(4) CHRIS BOLDT VP OF BHS	1 00 39 00	X						0	155,080	37,794
(5) TIMOTHY GEISLER VICE CHAIR	1 00 0 00	X		X				0	0	0
(6) GENEROSE GERVAIS Director	1 00 0 00	X						0	0	0
(7) BRUCE SNYDER Director	1 00 0 00	X						0	0	0
(8) MICHAEL TROSKA CHAIR	1 00 0 00	X		X				0	0	0
(9) MICHAEL O'BRIEN Director	1 00 0 00	X						0	0	0
(10) DIANE EUSTICE Director	1 00 0 00	X						0	0	0
(11) DIANE SCHWINGHAMMER Director	1 00 0 00	X						0	0	0
(12) LISA MAURER Secretary	1 00 0 00	X		X				0	0	0
(13) BILL RYAN Director	1 00 0 00	X						0	0	0
(14) JUSTIN ANDERSON ASSISTANT SEC	1 00 0 00	X		X				0	0	0
(15) MARK WILLARD Director	1 00 0 00	X						0	0	0
(16) SUE SCHUETT Director	1 00 0 00	X						0	0	0
(17) MARK NOBLE CEO / ADMIN	30 00 10 00			X				0	110,887	19,307

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

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 **0**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
BENEDICTINE HEALTH SYSTEM 1995 E RUM RIVER DRIVE S CAMBRIDGE MN 55008	MANAGING COMPANY	629,462

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 **►1**

Part VIII Statement of RevenueCheck 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	604,395		
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	18,975		
	g Noncash contributions included in lines 1a-1f \$				
	h Total. Add lines 1a-1f		623,370		
Program Service Revenue	2a ASSISTED LIVING	Business Code 623000	5,223,909	5,223,909	
	b RESIDENT SERVICES	623000	6,527,518	6,527,518	
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f		11,751,427		
	3 Investment income (including dividends, interest, and other similar amounts)		182,059		182,059
4 Income from investment of tax-exempt bond proceeds		0			
5 Royalties		0			
6a Gross rents	(I) Real				
b Less rental expenses	(II) Personal				
c Rental income or (loss)					
d Net rental income or (loss)		0			
7a Gross amount from sales of assets other than inventory	(I) Securities				
b Less cost or other basis and sales expenses	(II) Other				
c Gain or (loss)	71,203				
d Net gain or (loss)		71,203		71,203	
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 ROOF / CELL PHONE TOWER	221000	35,633		35,633	
b					
c					
d All other revenue					
e Total. Add lines 11a-11d		35,633			
12 Total revenue. See Instructions		12,663,692	11,751,427	288,895	

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	153,756	153,756		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	44,621	44,621		
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	0			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	5,393,384	4,781,286	612,098	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	83,447	73,433	10,014	
9 Other employee benefits	964,658	848,899	115,759	
10 Payroll taxes	399,118	351,224	47,894	
11 Fees for services (non-employees)				
a Management	629,462		629,462	
b Legal	12,694		12,694	
c Accounting	7,713		7,713	
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)	325,242	325,242		
12 Advertising and promotion	36,600	36,600		
13 Office expenses	84,190		84,190	
14 Information technology	145,896		145,896	
15 Royalties	0			
16 Occupancy	1,105,661	1,105,661		
17 Travel	86,189	75,044	11,145	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	5,022	3,533	1,489	
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	952,845	952,845		
23 Insurance	94,764	94,764		
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 Medical Supply Expense	485,389	485,389		
b FOOD	462,920	462,920		
c SURCHARGE	174,530	174,530		
d Bad Debts	69,822	69,822		
e All other expenses	172,570	150,156	22,414	
25 Total functional expenses. Add lines 1 through 24e	11,890,493	10,189,725	1,700,768	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 SheetCheck 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	1,424,781	1 1,773,491
	2 Savings and temporary cash investments	2	0
	3 Pledges and grants receivable, net	3	0
	4 Accounts receivable, net	730,883	4 682,633
	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	8	0
	9 Prepaid expenses and deferred charges	11,297	9 11,871
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	26,846,680
	b Less accumulated depreciation	10b	10,408,738
		14,029,894	10c 16,437,942
	11 Investments—publicly traded securities	11	0
	12 Investments—other securities See Part IV, line 11	4,002,571	12 2,024,095
	13 Investments—program-related See Part IV, line 11	13	0
	14 Intangible assets	266,218	14 261,038
	15 Other assets See Part IV, line 11	1,991,010	15 2,164,291
	16 Total assets. Add lines 1 through 15 (must equal line 34)	22,456,654	16 23,355,361
Liabilities	17 Accounts payable and accrued expenses	882,475	17 786,102
	18 Grants payable	18	0
	19 Deferred revenue	2,818,449	19 3,053,139
	20 Tax-exempt bond liabilities	8,825,000	20 8,490,000
	21 Escrow or custodial account liability Complete Part IV of Schedule D	810	21 1,136
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	22	0
	23 Secured mortgages and notes payable to unrelated third parties	600,000	23 983,158
	24 Unsecured notes and loans payable to unrelated third parties	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	157,734	25 190,077
	26 Total liabilities. Add lines 17 through 25	13,284,468	26 13,503,612
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	8,329,264	27 9,408,867
	28 Temporarily restricted net assets	842,922	28 442,882
	29 Permanently restricted net assets	29	0
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds	30	0
	31 Paid-in or capital surplus, or land, building or equipment fund	31	0
	32 Retained earnings, endowment, accumulated income, or other funds	32	0
	33 Total net assets or fund balances	9,172,186	33 9,851,749
	34 Total liabilities and net assets/fund balances	22,456,654	34 23,355,361

Part XI Reconciliation of Net AssetsCheck 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	12,663,692
2	Total expenses (must equal Part IX, column (A), line 25)	2	11,890,493
3	Revenue less expenses Subtract line 2 from line 1	3	773,199
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	9,172,186
5	Net unrealized gains (losses) on investments	5	276,961
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	-370,597
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	9,851,749

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

SCHEDULE A
(Form 990 or 990EZ)**Public Charity Status and Public Support**

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

2013**Open to Public
Inspection**Department of the
Treasury
Internal Revenue Service

► 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.**Name of the organization**

MADONNA TOWERS OF ROCHESTER INC

Employer identification number

41-1809914

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

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

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

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

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

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

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

(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	
Total									

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")	90,965	5,762	15,037	43,542	182,059	337,365
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	10,525,033	11,770,887	11,816,411	11,931,032	11,751,427	57,794,790
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	10,615,998	11,776,649	11,831,448	11,974,574	11,933,486	58,132,155
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
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						0
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						58,132,155

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	10,615,998	11,776,649	11,831,448	11,974,574	11,933,486	58,132,155
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	284,218	268,249	82,213	198,185	253,262	1,086,127
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	284,218	268,249	82,213	198,185	253,262	1,086,127
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)			49,057	41,751	35,633	126,441
13 Total support. (Add lines 9, 10c, 11, and 12)	10,900,216	12,044,898	11,962,718	12,214,510	12,222,381	59,344,723

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	97 960 %
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	99 260 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	1 830 %
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	0 580 %
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

2013

Open to Public
Inspection**SCHEDULE D**
(Form 990)**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.Department of the Treasury
Internal Revenue Service**Name of the organization**

MADONNA TOWERS OF ROCHESTER INC

Employer identification number

41-1809914

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
2a	
2b	
2c	
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 <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other
c <input type="checkbox"/> Preservation for future generations	

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

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

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

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

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

a Board designated or quasi-endowment ►

b Permanent endowment ►

c Temporarily restricted endowment ►

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

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

(i) unrelated organizations

(ii) related organizations

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

Yes	No
3a(i)	
3a(ii)	
3b	

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

Part VI Land, Buildings, and Equipment. 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		591,151			591,151
b Buildings		22,392,784	7,920,742		14,472,042
c Leasehold improvements		816,709	524,412		292,297
d Equipment		2,958,250	1,963,584		994,666
e Other		87,786			87,786
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					16,437,942

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.) **2,024,095**

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

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.

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 IV, Line 2b Explanation of escrow account liability	CARETAKER OF RESIDENT TRUST FUNDS IN A SEPARATE ACCOUNT
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

Schedule I (Form 990)

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

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

► **Attach to Form 990**

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

Open to Public Inspection

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

MADONNA TOWERS OF ROCHESTER INC

Employer identification number

41-1809914

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.

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
(1) SCHOLARSHIPS	8	44,621			

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
Grantmaker's Description of How Grants are Used	Madonna Towers offers employees tuition payment through an educational assistance plan that complies with Section 127 of the Internal Revenue Code and the Minnesota Nursing Facility Employee Scholarship Fund (Bulletin #01-62-05) To provide payment for expenses incurred by eligible Senior Care employees for the successful completion of approved courses that lead to career advancement TRANSFERS BETWEEN RELATED ORGANIZATIONS ARE ACCOUNTED FOR IN INTERNAL FINANCIAL STATEMENTS, OF WHICH ALL ARE UNDER COMMON CONTROL

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

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.**2013****Open to Public Inspection**Department of the Treasury
Internal Revenue ServiceName of the organization
MADONNA TOWERS OF ROCHESTER INC

Employer identification number

41-1809914

Part I Questions Regarding Compensation**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization**a** Receive a severance payment or change-of-control payment?**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?**c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of**a** The organization?**b** Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of**a** The organization?**b** Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

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

	Yes	No
1b		
2		
4a		No
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
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				
(1) CHRIS BOLDT VP OF BHS	(i) 146,085 (ii)	8,995		19,758	18,036	192,874	19,758
(2) DALE THOMPSON PRIOR CEO BHS	(i) 477,602 (ii)	56,221	222,637	113,098	14,465	884,023	113,098
(3) KEVIN RYMANOWSKI CFO OF BHS	(i) 242,852 (ii)	22,123	44,801	47,455	22,252	379,483	47,455
(4) ROCKLON CHAPIN CURRENT CEO BHS	(i) 178,129 (ii)			38,959	10,005	227,093	38,959

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
Part III, Additional Information	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 RELATED ORGANIZATIONS THE CEO IS COMPENSATED BY BENEDICTINE HEALTH SYSTEM, A RELATED ORGANIZATION THIS ORGANIZATION USES THE FOLLOWING TO SET CEO / ADMINISTRATIVE COMPENSATIONS 1 COMPENSATION COMMITTEE2 INDEPENDENT COMPENSATION CONSULTANTS3 WRITTEN EMPLOYMENT CONTRACT4 COMPENSATION SURVEY OR STUDY5 APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE

**Schedule K
(Form 990)****Supplemental Information on Tax Exempt Bonds****2013****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

► 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.

Name of the organization

MADONNA TOWERS OF ROCHESTER INC

Employer identification number

41-1809914

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 City of Rochester MN	41-6005494	77159YAC6	11-09-2007	8,660,000	SEE PART V		X		X		X

Part II Proceeds

1	Amount of bonds retired	A		B		C		D	
		2,545,000							
2	Amount of bonds legally defeased								
3	Total proceeds of issue		8,660,000						
4	Gross proceeds in reserve funds		501,537						
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrows		5,284,471						
7	Issuance costs from proceeds		170,000						
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds		2,703,992						
11	Other spent proceeds								
12	Other unspent proceeds								
13	Year of substantial completion		2007						
14	Were the bonds issued as part of a current refunding issue?	Yes	No	Yes	No	Yes	No	Yes	No
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

1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?	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?								
c No rebate due?	X							
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?								
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	To refund and redeem all of the Olmsted County Housing and Redevelopment Authority Revenue Loan Participation Notes (Madonna Towers or Rochester, Inc Project) Series 2004A and Olmsted County Housing and Redevelopment Authority Taxable Revenue Loan Participation Notes (Madonna Towers or Rochester, Inc Project) Series 2004B, pay outstanding principal due on note payable to Benedictine Health System, pay costs of constructing and equipping a 14-unit memory care addition, fund a debt service reserve fund, and pay certain costs of issuing the 2007 bonds. The last rebate computation was performed on 6/30/2012.

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.****2013****Open to Public
Inspection**Name of the organization
MADONNA TOWERS OF ROCHESTER INC**Employer identification number**

41-1809914

Return Reference	Explanation
Form 990, Part VI, Line 3 Description of Delegated Duties to Management Company	The Corporation contracts with Benedictine Health System, a related organization, for Management Services. Benedictine Health System employed the Administrator/CEO of the Corporation

Return Reference	Explanation
Form 990, Part VI, Line 6 Explanation of Classes of Members or Shareholder	Benedictine Health System, a Minnesota nonprofit corporation, is the sole member of the Corporation

Return Reference	Explanation
Form 990, Part VI, Line 7a How Members or Shareholders Elect Governing Body	Each Director of the Corporation is appointed by Benedictine Health System

Return Reference	Explanation
Form 990, Part VI, Line 7b Describe Decisions of Governing Body Approval by Members or Shareholders	Benedictine Health System has certain Reserved Powers relating to the activities of the Corporation as set out in the Corporation's By-Laws. In addition, in keeping with the Corporation's mission "to assist and coordinate activities of facilities for health care, education, and care for the aged and social services in accordance with the charitable works tradition of the Roman Catholic Church", all activities of the Corporation are required to be carried out in accordance with the charisms of the Benedictine Sisters Benevolent Association ("BSBA"), a civil law corporation for the Sisters of St Benedict of St Scholastica Monastery located in Duluth, Minnesota

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	<p>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.</p>

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 Decreases	Change in Temp NA of affiliated foundation = -\$400040

Return Reference	Explanation
Other Changes In Net Assets Or Fund Balances - Other Increases	WORKERS COMP DISTRIBUTION = \$29443

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	<p>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</p> <p>ARROWHEAD SENIOR LIVING COMMUNITY 41-1978619</p> <p>BENEDICTINE CARE CENTERS 41-1907571</p> <p>BENEDICTINE HEALTH CENTER 41-1381401</p> <p>BENEDICTINE HEALTH SYSTEM 41-1531892</p> <p>BENEDICTINE HEALTH SYSTEM FOUNDATION 41-1513014</p> <p>BENEDICTINE LIVING COMMUNITIES 41-1639687</p> <p>BENEDICTINE LIVING COMMUNITIES - BISMARCK INC 26-4376543</p> <p>BENEDICTINE LIVING COMMUNITY OF MORA 27-4219119</p> <p>BENEDICTINE LIVING COMMUNITY OF NEW LONDON 27-4218436</p> <p>BENEDICTINE LIVING COMMUNITY OF SPOONER 45-0700468</p> <p>BENEDICTINE LIVING COMMUNITY OF ST PETER 86-1113231</p> <p>BENEDICTINE LIVING COMMUNITY OF WINSTED 27-4219293</p> <p>BENEDICTINE SENIOR LIVING COMMUNITY OF ST PETER 27-2716531</p> <p>BRIDGES CARE COMMUNITY 26-2620983</p> <p>CERENITY SENIOR CARE 36-3517696</p> <p>CERENITY CARE CENTER - WHITE BEAR LAKE 41-1983267</p> <p>CITY OF LAKES CARE CENTER 41-1985663</p> <p>ELLENDALE EVERGREEN PLACE, INC 41-1796445</p> <p>LIVING COMMUNITY OF ST JOSEPH 41-2011661</p> <p>MADONNA MEADOWS OF ROCHESTER 47-0855891</p> <p>MADONNA TOWERS OF ROCHESTER, INC 41-1809914</p> <p>NAZARETH LIVING CENTER 43-1450394</p> <p>ROSEWOOD COURT 41-2011389</p> <p>SAIN T ANNE OF WINONA 41-0850791</p> <p>ST GERTRUDES HEALTH CENTER 41-1848720</p> <p>STEELE COUNTY COMMUNITIES FOR A LIFETIME INC 27-0705237</p> <p>STEEPLE POINTE SENIOR LIVING COMMUNITY 41-1852273</p> <p>TEKAKWITHA NURSING CENTER, INC 41-1809912</p> <p>VILLA ST BENEDICT 36-4343235</p> <p>VILLA ST VINCENT 41-1352227</p> <p>BLC OF RED WING 45-4929398</p> <p>BLC OF WAHPETON 45-4274091</p> <p>CRS OF WISCONSIN 39-0982340</p> <p>BENEDICTINE LIVING CENTER OF FRIDLEY 46-2904490</p> <p>REGINA SENIOR LIVING 46-3700475</p>

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
MADONNA TOWERS OF ROCHESTER INC

Employer identification number

41-1809914

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.

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.

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.

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

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

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

- a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)
- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)
- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses
- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

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

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

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

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.

Part VII Supplemental Information

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

Return Reference	Explanation
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Schedule R (Form 990) 2013

Additional Data

Software ID: 13000170
Software Version: 2013v4.0
EIN: 41-1809914
Name: MADONNA TOWERS OF ROCHESTER INC

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 SYSTEM 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1531892	SUPPORTING ORG	MN	501 (C) 3	11 TYPE III	N/A		No
(1) BHS FOUNDATION 503 E THIRD ST SUITE400 DULUTH, MN 55805 41-1513014	FUND DEVELOPMENT	MN	501 (C) 3	9	BHS		No
(2) BENEDICTINE HEALTH CENTER 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1381401	NURSING HOME	MN	501 (C) 3	9	BHS		No
(3) Benedictine Health Center of Minneapolis 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1985663	NURSING HOME	MN	501 (C) 3	9	BHS		No
(4) BENEDICTINE CARE CENTERS 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1907571	NURSING HOME	MN	501 (C) 3	9	BHS		No
(5) Benedictine Living Communities 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1639687	NURSING HOME	MN	501 (C) 3	9	BHS		No
(6) Benedictine Living Com of St Peter 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 86-1113231	NURSING HOME	MN	501 (C) 3	9	BHS		No
(7) STEEPLE POINTE SENIOR LIVING COMM 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1852273	ASSISTED LIVING	MN	501 (C) 3	9	BHS		No
(8) Cerenity Senior Care 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 36-3517696	NURSING HOME	MN	501 (C) 3	9	NA		No
(9) Cerenity Care Cen- White Bear Lake 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1983267	NURSING HOME	MN	501 (C) 3	9	NA		No
(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		No
(11) Saint Anne of Winona 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-0850791	NURSING HOME	MN	501 (C) 3	9	BHS		No
(12) ST GERTRUDES HEALTH CENTER 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1848720	NURSING HOME	MN	501 (C) 3	9	BHS		No
(13) ARROWHEAD SENIOR LIV COM 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1978619	NURSING HOME	MN	501 (C) 3	9	BHS		No
(14) Tekakwitha Living Center 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1809912	NURSING HOME	MN	501 (C) 3	9	BHS		No
(15) Villa St Vincent 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1352227	NURSING HOME	MN	501 (C) 3	9	BHS		No
(16) Madonna Meadows of Rochester 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 47-0855891	ASSISTED LIVING	MN	501 (C) 3	9	BHS		No
(17) BLC OF MORA 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 27-4219119	NURSING HOME	MN	501 (C) 3	9	BHS		No
(18) BLC OF NEW LONDON 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 27-4218436	NURSING HOME	MN	501 (C) 3	9	BHS		No
(19) BLC OF WAHPETON 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 45-4274091	ASSISTED LIVING	MN	501 (C) 3	9	BHS		No

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) BLC OF WINSTED 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 27-4219293	NURSING HOME	MN	501 (C) 3	9	BHS		No
(1) BLC OF RED WING 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 45-4929398	NURSING HOME	MN	501 (C) 3	9	BHS		No
(2) BLC OF SPOONER 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 45-0700468	NURSING HOME	MN	501 (C) 3	9	BHS		No
(3) BRIDGES CARE COMMUNITY 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 26-2620983	NURSING HOME	MN	501 (C) 3	9	BHS		No
(4) BSLC OF ST PETER 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 27-2716531	ASSISTED LIVING	MN	501 (C) 3	9	BHS		No
(5) CATHOLIC RESIDENTIAL SERVICES 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 39-0982340	NURSING HOME	WI	501 (C) 3	9	BHS		No
(6) ELLENDALE EVERGREEN PLACE 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-1796445	ASSISTED LIVING	MN	501 (C) 3	9	BHS		No
(7) NAZARETH LIVING CENTER 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 43-1450394	NURSING HOME	MO	501 (C) 3	9	NA		No
(8) ROSEWOOD COURT 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 41-2011389	ASSISTED LIVING	MN	501 (C) 3	9	BHS		No
(9) STEELE COUNT COMMUNITIES 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 27-0705237	NURSING HOME	MN	501 (C) 3	9	BHS		No
(10) VILLA ST BENEDICT 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 36-4343235	NURSING HOME	MN	501 (C) 3	9	BHS		No
(11) BLC OF FRIDLEY 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 46-2904490	NURSING HOME	MN	501 (C) 3	9	BHS		No
(12) REGINA SENIOR LIVING 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 46-3700475	NURSING HOME	MN	501 (C) 3	9	BHS		No
(13) BLC OF BISMARCK 1995 E RUM RIVER DRIVE S CAMBRIDGE, MN 55008 26-4376543	NURSING HOME	MN	501 (C) 3	9	BHS		No