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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public By law, the IRS generally cannot redact the information on the form

▶ Information about Form 990 and its instructions is at www.IRS.gov/form990

OMB No 1545-0047

2013

Open to Public Inspection

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

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

C Name of organization
St John Health System Inc

Doing Business As

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

City or town, state or province, country, and ZIP or foreign postal code
Tulsa, OK 741046502

D Employer identification number
73-1215174

E Telephone number
(918) 744-2180

G Gross receipts $ 232,614,512

F Name and address of principal officer
David Pynn
1923 South Utica Avenue
Tulsa, OK 741046502

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

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

H(c) Group exemption number ▶ 0928

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

J Website: ▶ www stjohnhealthsystem com

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

L Year of formation 1982

M State of legal domicile OK

Part I Summary

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

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

Activities & Governance

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	15
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	14
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	**5**	725
6	Total number of volunteers (estimate if necessary)	**6**	14
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	0
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	0

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	0	0
9	Program service revenue (Part VIII, line 2g)	39,772,626	52,358,091
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	13,870,890	35,662,122
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	110,498,516	143,866,394
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	164,142,032	231,886,607
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	2,305,694	216,293
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	8,923,024	48,596,442
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	110,231,599	149,659,733
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	121,460,317	198,472,468
19	Revenue less expenses Subtract line 18 from line 12	42,681,715	33,414,139

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	1,337,532,018	1,379,257,016
21	Total liabilities (Part X, line 26)	612,525,050	594,995,761
22	Net assets or fund balances Subtract line 21 from line 20	725,006,968	784,261,255

Part II Signature Block

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

Sign Here

Signature of officer — Date: 2015-05-13

Lex Anderson SVP/CFO SJHS
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Alicia Janisch				P00741382

Firm's name ▶ Deloitte Tax LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 250 East Fifth Street Suite 1900, Cincinnati, OH 45202 — Phone no (513) 784-7100

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

Part III **Statement of Program Service Accomplishments**

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

1 Briefly describe the organization's mission

To continue the healing ministry of Jesus Christ by providing medical excellence and compassionate care to all who need it with a special emphasis for the poor and powerless

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☑ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses $ 127,395,507 including grants of $ 216,293) (Revenue $ 51,795,348)

St John Health System, Inc ("St John"), and affiliates, own and operate a comprehensive tertiary health care delivery system which provides a full spectrum of health-related services throughout Northeastern Oklahoma St John, headquartered in Tulsa, Oklahoma, is a wholly-owned subsidiary of Ascension Health St John conducts its operations through several wholly-owned or wholly-controlled subsidiaries, including St John Medical Center, Inc (the "Medical Center"), St John Sapulpa, Inc ("St John Sapulpa"), Jane Phillips Memorial Medical Center ("Jane Phillips"), Utica Services, Inc ("Utica"), St John Villas, Inc ("St John Villas"), Owasso Medical Facility, Inc ("St John Owasso"), St John Health System Foundation, Inc ("St John Foundation"), St John Building Corporation ("SJBC"),

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

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

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

4e **Total program service expenses** ▶ 127,395,507

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**	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**	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	0		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c		
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	725		
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		
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			
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		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O		13a		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		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**	15		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b	Enter the number of voting members included in line 1a, above, who are independent	**1b**	14		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?			**2** Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .			**3**	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?			**4**	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				
a	The governing body?			**8a** Yes	
b	Each committee with authority to act on behalf of the governing body?			**8b** Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*			**9**	No

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

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

Section C. Disclosure

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

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

☐ 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

▶Lex Anderson 1923 South Utica Avenue
Tulsa, OK 741046502 (918) 744-2740

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
1b **Sub-Total** . . . . . ▶										
c **Total from continuation sheets to Part VII, Section A** . . . . ▶										
d **Total (add lines 1b and 1c)** . . . . . ▶								7,069,582	543,220	842,432

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 ▶ 46

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

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 ▶ 0

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . 1a				
	b	Membership dues 1b				
	c	Fundraising events 1c				
	d	Related organizations . . . 1d				
	e	Government grants (contributions) 1e				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f				
	g	Noncash contributions included in lines 1a-1f $				
	h	**Total.** Add lines 1a-1f . . . . . ▶				
Program Service Revenue		Business Code				
	2a	Affiliate Service Rev	900099	51,749,132	51,749,132	
	b	IT Voice Services	900099	461,104		461,104
	c	Clinical Research	900099	70,573		70,573
	d	Net Patient Revenue	900099	46,216	46,216	
	e					
	f	All other program service revenue		31,066		31,066
	g	**Total.** Add lines 2a–2f . . . . . ▶		52,358,091		
	3	Investment income (including dividends, interest, and other similar amounts) . . . . . ▶		36,389,617		36,389,617
	4	Income from investment of tax-exempt bond proceeds . . ▶				
	5	Royalties . . . . . ▶				
		(i) Real / (ii) Personal				
	6a	Gross rents				
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss) . . . . . ▶				
		(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory	410			
	b	Less cost or other basis and sales expenses	723,405 / 4,500			
	c	Gain or (loss)	-723,405 / -4,090			
	d	Net gain or (loss) . . . . . ▶		-727,495		-727,495
	8a	Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 . . a				
	b	Less direct expenses . . . b				
	c	Net income or (loss) from fundraising events . . ▶				
	9a	Gross income from gaming activities See Part IV, line 19 . . . a				
	b	Less direct expenses . . . b				
	c	Net income or (loss) from gaming activities . . ▶				
	10a	Gross sales of inventory, less returns and allowances . a				
	b	Less cost of goods sold . . b				
	c	Net income or (loss) from sales of inventory . . ▶				
Other Revenue		Miscellaneous Revenue / Business Code				
	11a	Premium Revenue	900099	88,061,383		88,061,383
	b	Equity in Affiliates	900099	55,758,165		55,758,165
	c	Misc Income	900099	46,846		46,846
	d	All other revenue				
	e	**Total.** Add lines 11a–11d . . . . . ▶		143,866,394		
	12	**Total revenue.** See Instructions . . . . . ▶		231,886,607	51,795,348	0 180,091,259

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	197,700	197,700		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	18,593	18,593		
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	6,682,736	4,530,500	2,152,236	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	35,907,964	18,251,038	17,656,926	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	350,550	187,409	163,141	
9 Other employee benefits	3,408,620	2,171,538	1,237,082	
10 Payroll taxes	2,246,572	1,300,932	945,640	
11 Fees for services (non-employees)				
a Management	3,963	3,963		
b Legal	2,445,597	35,024	2,410,573	
c Accounting	1,923,678	2,317	1,921,361	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	6,832,941	1,117,485	5,715,456	
12 Advertising and promotion	1,014,549	843,112	171,437	
13 Office expenses				
14 Information technology	11,254,826	9,465,322	1,789,504	
15 Royalties . .				
16 Occupancy	3,095,979	1,285,325	1,810,654	
17 Travel	291,108	143,558	147,550	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	20,272,163	-435,709	20,707,872	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	9,905,424	6,700,637	3,204,787	
23 Insurance	-1,192,708	112,263	-1,304,971	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a Hospital Claims Expense	80,245,678	80,245,678	0	0
b Service Fee	4,365,520	0	4,365,520	
c Collection Expense	4,123,262	0	4,123,262	0
d Supplies	-323,167	364,756	-687,923	0
e All other expenses	5,400,920	854,066	4,546,854	
25 **Total functional expenses.** Add lines 1 through 24e	198,472,468	127,395,507	71,076,961	0
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

				(A) Beginning of year		(B) End of year
Assets	1	Cash–non-interest-bearing		2,921,064	1	3,119,699
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		1,000,000	4	0
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use		152,595	8	268,496
	9	Prepaid expenses and deferred charges		2,645,321	9	2,226,934
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 4,484,473			
	b	Less accumulated depreciation	10b 1,255,454	3,778,907	10c	3,229,019
	11	Investments—publicly traded securities			11	
	12	Investments—other securities See Part IV, line 11			12	
	13	Investments—program-related See Part IV, line 11		52,067,216	13	26,278,632
	14	Intangible assets		37,466,768	14	47,711,822
	15	Other assets See Part IV, line 11		1,237,500,147	15	1,296,422,414
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		1,337,532,018	16	1,379,257,016
Liabilities	17	Accounts payable and accrued expenses		23,209,733	17	25,935,897
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities		494,558,580	20	429,154,151
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		94,756,737	25	139,905,713
	26	**Total liabilities.** Add lines 17 through 25		612,525,050	26	594,995,761
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		703,985,114	27	762,353,513
	28	Temporarily restricted net assets		11,021,854	28	11,907,742
	29	Permanently restricted net assets		10,000,000	29	10,000,000
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		725,006,968	33	784,261,255
	34	Total liabilities and net assets/fund balances		1,337,532,018	34	1,379,257,016

Part XI Reconcilliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	231,886,607
2	Total expenses (must equal Part IX, column (A), line 25)	2	198,472,468
3	Revenue less expenses Subtract line 2 from line 1	3	33,414,139
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	725,006,968
5	Net unrealized gains (losses) on investments	5	28,055,857
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	-2,215,709
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	784,261,255

Part XII Financial Statements and Reporting

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

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

Additional Data

Software ID:
Software Version:
EIN: 73-1215174
Name: St John Health System Inc

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Ken Lackey Chairman	2 50 0 00	X						0	0	0
Jonathan D Helmerich Vice Chairman	1 40 0 00	X						0	0	0
Steven R Anderson Director	2 30 0 00	X						0	0	0
Sr Mary Bernard Director	50 0 00	X						0	0	0
CT Dolan MD Director	1 40 0 00	X						0	0	0
Sr M Therese Gottschalk Director	3 70 0 00	X						0	0	0
Sr Loretta Marie Hall Director	50 0 00	X						0	0	0
Steve Heyman Director	1 20 0 00	X						0	0	0
Robert J LaFortune Director	1 40 1 00	X						0	0	0
Rev Msgr Daniel Mueggenborg Director	1 20 0 00	X						0	0	0
Milann Siegfried Director	2 50 1 80	X						0	0	0
David Sigmon Director	70 90	X						0	0	0
RJ Sullivan Jr Director	1 80 0 00	X						0	0	0
WH Thompson Jr Director	2 80 0 00	X						0	0	0
David J Pynn President & CEO	46 00 20	X		X				1,030,811	0	59,115
William E Weeks Executive VP COO	39 90 10			X				686,954	0	39,126
Charles Anderson Sr VP	20 43 60			X				0	543,220	42,282
Lex Anderson Sr VP & CFO/Treasurer	45 20 1 00			X				630,463	0	12,798
John Page Bachman Corporate VP HR	40 00 0 00			X				350,968	0	42,741
Dewey W Davis Vice President	40 00 0 00			X				276,337	0	249,636
Randy H Hamil Corporate VP Revenue Cycle	40 00 0 00			X				302,002	0	6,836
Robert S Kenagy Sr VP St John Health Network	45 00 0 00			X				485,008	0	62,265
Michael B Reeves VP CIO	40 00 0 00			X				358,543	0	15,401
Timothy R Young Sr VP Chief Quality Officer	46 20 0 00			X				523,558	0	13,524
Kevin Steck Corporate Resp Ofcr /Sec	10 54 90				X			303,108	0	46,620

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Robert O Langland Corporate VP Finance Acct Officer	40 00 0 00				X			349,315	0	63,202
Glenda Sisson Exec Dir Invest /Treas	40 00 0 00				X			152,653	0	7,474
Elizabeth Medina VP Quality and Safety	40 00 0 00				X			192,267	0	15,388
Jennifer D Workman Dir Human Services	40 00 0 00					X		158,811	0	23,283
Diane Hayes Dir Bus Systems	40 00 0 00					X		153,690	0	34,607
Tian A Harris Physician	40 00 0 00					X		354,137	0	28,015
Penny Schaefer Dir Meaningful Use	40 00 0 00					X		241,925	0	30,870
Jan M Slater CEO OSUMC	40 00 0 00					X		519,032	0	49,249

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
St John Health System Inc

Employer identification number
73-1215174

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) Ascension Health	311662309	11a	Yes		Yes		Yes		4,365,520
Total									4,365,520

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

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

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

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

Section C. Computation of Public Support Percentage

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

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

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

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

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

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

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

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

Section A. Public Support

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

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a **33 1/3% support tests—2013.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support tests—2012.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

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

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

Facts And Circumstances Test		
Return Reference	Explanation	

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
St John Health System Inc

Employer identification number
73-1215174

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		21,451	179	21,272
c Leasehold improvements		858,782	187,646	671,136
d Equipment		3,548,263	1,067,629	2,480,634
e Other		55,977		55,977
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				3,229,019

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

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

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

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

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

(a) Description	(b) Book value
(1) Deferred Compensation Asset	1,797,438
(2) Notes and Other Receivables	413,641,709
(3) Other Receivables	26,847,976
(4) Other Miscellaneous Assets	436,254,558
(5) Interest in Investment Held by Ascension Health Alliance	417,880,733
Total. *(Column (b) must equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	1,296,422,414

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

1 (a) Description of liability	(b) Book value
Federal income taxes	
Centralized Debt Management System	49,384,710
Long Term Debt	7,305,000
Self Insurance Trust Fund	2,947,695
Misc Liabilities	31,286,343
Pension Plans	47,056,268
Intercompany Liabilities	1,925,697
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	139,905,713

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

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

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

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

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

Part XIII Supplemental Information

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

Return Reference	Explanation
Part X, Line 2	From the consolidated audited financial statements of St John Health System, Inc The Health Ministry accounts for uncertainty in income tax positions by applying a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

▶ **Attach to Form 990**

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
St John Health System Inc

Employer identification number
73-1215174

Part I General Information on Grants and Assistance

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

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

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

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) Tulsa's Future Inc Two West Second St Suite 150 Tulsa,OK 741033105	23-7033283	501(c)(3)	65,000	0			Donation to Support Tulsa Future, Inc
(2) Regional Medical Laboratories Inc 1923 South Utica Avenue Tulsa,OK 74104	73-1131608	N/A	15,365	0			Support Medical Services
(3) St John Anesthesia Services Inc 1923 South Utica Avenue Tulsa,OK 74104	20-3690446	N/A	7,961	0			Support Medical Services
(4) St John Medical Center Inc 1923 South Utica Avenue Tulsa,OK 741046520	73-0579286	501(c)(3)	26,000	0			Support Medical Services
(5) Surgery Inc 1725 E 19th St 800 Tulsa,OK 741530307	73-0768966	N/A	29,286	0			Support Medical Services
(6) Tulsa Radiology Associates PO Box 4939 Tulsa,OK 741590939	73-6017987	501(c)(3)	22,586	0			Support Medical Services
(7) University of Oklahoma PO Box 268838 Oklahoma City,OK 731268838	87-0734567	Gov't Entity	6,659	0			Support Medical Services
(8) Urologic Specialists of Oklahoma Inc 10901 E 48th St Tulsa,OK 741465830	73-0729369	N/A	17,343	0			Support Medical Services

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . ▶ 4

3 Enter total number of other organizations listed in the line 1 table . . . ▶ 4

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) Medical Services	1	18,593			

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
Part I, Line 2	St John Health System, Inc provides funds to various organizations to support their operations St John Health System, Inc determines the amount of the funds provided on an annual basis

Additional Data

Software ID:
Software Version:
EIN: 73-1215174
Name: St John Health System Inc

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Tulsa's Future Inc Two West Second St Suite 150 Tulsa,OK 741033105	23-7033283	501(c)(3)	65,000	0			Donation to Support Tulsa Future, Inc

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Regional Medical Laboratories Inc 1923 South Utica Avenue Tulsa,OK 74104	73-1131608	N/A	15,365	0			Support Medical Services

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
St John Anesthesia Services Inc 1923 South Utica Avenue Tulsa,OK 74104	20-3690446	N/A	7,961	0			Support Medical Services

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
St John Medical Center Inc 1923 South Utica Avenue Tulsa,OK 741046520	73-0579286	501(c)(3)	26,000	0			Support Medical Services

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Surgery Inc 1725 E 19th St 800 Tulsa,OK 741530307	73-0768966	N/A	29,286	0			Support Medical Services

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Tulsa Radiology Associates PO Box 4939 Tulsa,OK 741590939	73-6017987	501(c)(3)	22,586	0			Support Medical Services

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
University of Oklahoma PO Box 268838 Oklahoma City, OK 731268838	87-0734567	Gov't Entity	6,659	0			Support Medical Services

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Urologic Specialists of Oklahoma Inc 10901 E 48th St Tulsa,OK 741465830	73-0729369	N/A	17,343	0			Support Medical Services

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
St John Health System Inc

Employer identification number
73-1215174

Part I Questions Regarding Compensation

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

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

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

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

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

Part III Supplemental Information

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

Return Reference	Explanation
Part I, Line 4a	The following individuals received severance payments for the calendar year 2013 of Jan Slater $177,397 Penny Schaefer $62,258 Tiari Harris $109,217
Part I, Line 4b	Eligible executives participate in a program that provides for supplemental retirement benefits The payment of benefits under the program, if any, is entirely dependent upon the facts and circumstances under which the executive terminates employment with the Organization Benefits under the program are unfunded and non-vested Due to the substantial risk of forfeiture provision, there is no guarantee that these executives will ever receive any benefit under the program Any amount ultimately paid under the program to the executive is reported as compensation on Form 990, Schedule J, Part II, Column B in the year paid The following individuals received current year distributions of David J Pynn $73,064 Charles Anderson $31,269 William E Weeks $38,728 Lex Anderson $39,712 Timothy R Young $33,208 Michael B Reeves $25,996 John Page Bachman $29,111 Randy H Hamil $23,586 Dewey W Davis $33,902 Robert O Langland $27,154 Kevin Steck $24,863 Elizabeth Medina $6,745
Part I, Line 7	St John Health System, Inc is the controlling member organization of an integrated healthcare system ("System") The System has established an executive accountability and financial incentive plan that encourages the executives' participation in the significant improvements of the quality, financial, growth, and human resource related operations of the Organization Eligibility is triggered when the System meets certain earnings and community benefits targets, however payments received under the plan are not based on the earnings of the Organization Executives receive points under a plan scoring system for meeting their predetermined goals The points are then entered into the plan formula to determine the executives' incentive compensation Maximum payments under the financial incentive plan are twenty percent of base pay for most executives and 25% of base pay for the System CEO There is a small discretionary element to the plan, generally equal up to 6 0% of base pay (up to 30% of the total plan pay out)

Additional Data

Software ID:
Software Version:
EIN: 73-1215174
Name: St John Health System Inc

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
David J Pynn President & CEO	(I)	806,709	121,006	103,096	40,500	18,615	1,089,926	73,064
	(II)	0	0	0	0	0	0	0
William E Weeks Executive VP COO	(I)	564,200	62,988	59,766	23,000	16,126	726,080	38,728
	(II)	0	0	0	0	0	0	0
Charles Anderson Sr VP	(I)	0	0	0	0	0	0	0
	(II)	460,609	34,282	48,329	23,000	19,282	585,502	31,269
Lex Anderson Sr VP & CFO/Treasurer	(I)	490,729	73,048	66,686	0	12,798	643,261	39,712
	(II)	0	0	0	0	0	0	0
John Page Bachman Corporate VP HR	(I)	280,534	31,319	39,115	17,500	25,241	393,709	29,111
	(II)	0	0	0	0	0	0	0
Dewey W Davis Vice President	(I)	204,372	30,422	41,543	236,838	12,798	525,973	33,902
	(II)	0	0	0	0	0	0	0
Randy H Hamil Corporate VP Revenue Cycle	(I)	242,515	26,618	32,869	0	6,836	308,838	23,586
	(II)	0	0	0	0	0	0	0
Robert S Kenagy Sr VP St John Health Network	(I)	423,407	47,270	14,331	35,000	27,265	547,273	0
	(II)	0	0	0	0	0	0	0
Michael B Reeves VP CIO	(I)	276,399	41,143	41,001	0	15,401	373,944	25,996
	(II)	0	0	0	0	0	0	0
Timothy R Young Sr VP Chief Quality Officer	(I)	441,826	32,329	49,403	0	13,524	537,082	33,208
	(II)	0	0	0	0	0	0	0
Kevin Steck Corporate Resp Ofcr /Sec	(I)	231,739	33,913	37,456	38,731	7,889	349,728	24,863
	(II)	0	0	0	0	0	0	0
Robert O Langland Corporate VP Finance Acct Officer	(I)	276,350	30,852	42,113	40,016	23,186	412,517	27,154
	(II)	0	0	0	0	0	0	0
Glenda Sisson Exec Dir Invest /Treas	(I)	140,830	8,697	3,126	0	7,474	160,127	0
	(II)	0	0	0	0	0	0	0
Elizabeth Medina VP Quality and Safety	(I)	161,523	18,033	12,711	0	15,388	207,655	6,745
	(II)	0	0	0	0	0	0	0
Jennifer D Workman Dir Human Services	(I)	148,802	7,358	2,651	8,100	15,183	182,094	0
	(II)	0	0	0	0	0	0	0
Diane Hayes Dir Bus Systems	(I)	132,301	18,690	2,699	23,000	11,607	188,297	0
	(II)	0	0	0	0	0	0	0
Tiari A Harris Physician	(I)	135,830	0	218,307	22,500	5,515	382,152	0
	(II)	0	0	0	0	0	0	0
Penny Schaefer Dir Meaningful Use	(I)	63,792	5,709	172,424	23,000	7,870	272,795	0
	(II)	0	0	0	0	0	0	0
Jan M Slater CEO OSUMC	(I)	0	0	519,032	46,004	3,245	568,281	0
	(II)	0	0	0	0	0	0	0

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
St John Health System Inc

Employer identification number
73-1215174

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	The Oklahoma Development Finance Authority	73-1083741	678908E75	05-10-2007	254,582,328	See Part VI		X		X		X
B	The Oklahoma Development Finance Authority	73-1083741	678908N59	06-01-2012	192,912,992	See Part VI		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	14,965,000	7,135,000		
2	Amount of bonds legally defeased				
3	Total proceeds of issue	255,774,455	192,918,115		
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows				
7	Issuance costs from proceeds	2,054,093	2,962,871		
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	51,890,106	156,158,296		
11	Other spent proceeds	201,830,256	33,793,948		
12	Other unspent proceeds				
13	Year of substantial completion	2008	2012		

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

Part III Private Business Use

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

Part III Private Business Use *(Continued)*

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

Part IV Arbitrage

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

Part IV Arbitrage *(Continued)*

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

Part V Procedures To Undertake Corrective Action

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

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

Return Reference	Explanation
Schedule K, Part I	Bond Issues - All debt listed below is secured by the revenue of the members of the Obligated Group consisting of St John Health System, Inc St John Medical Center, Inc , Jane Phillips Memorial Medical Center, St John Broken Arrow, Inc , Owasso Medical Facility, Inc and St John Sapulpa, Inc and the members of the Obligated Group are jointly and severally liable for the entire debt A) The Oklahoma Development Finance Authority St John Health System, Inc Revenue & Refunding Bonds, Series 2007 CUSIP #678908E75 Purpose The bonds are being issued to fund a loan to St John Health System, Inc and St John Medical Center, Inc to finance capital improvements to and equipment for health care facilities owned and operated by St John Health System, Inc and St John Medical Center, Inc and other subsidiaries of St John Health System, Inc The bonds are also being issued to refund portions of three previous tax-exempt bond issues that were issued 3/20/1996, 10/20/1999, and 7/27/2004 B) The Oklahoma Development Finance Authority St John Health System, Inc Revenue & Refunding Bonds, Series 2012 CUSIP #678908N59 Purpose The bonds are being issued to fund a loan to St John Health System, Inc to finance capital improvements to and equipment for health care facilities owned and operated by St John Health System, Inc and St John Medical Center, Inc and other subsidiaries of St John Health System, Inc The bonds are also being issued to refund portions of a previous tax-exempt bond issued 9/29/1999 Differences between the issue price (Part I) and total proceeds (Part II, Line 3) are due to investment earnings

Return Reference	Explanation
Part IV, Line 6, Column A	This question is being answered without regard to a yield-restricted advance refunding escrow financed with proceeds of the bonds

Return Reference	Explanation
Part IV, Line 2b, Column A	The new money and current refunding portions of this multipurpose issue qualified for spending exceptions to rebate The advance refunding portion did not so qualify, but the investments made with such portion were held in a lower-yielding refunding escrow

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

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

Return Reference	Explanation	
	Form 990, Part III, Line 4a	and St John Broken Arrow, Inc ("St John Broken Arrow") St John, these subsidiaries, a nd all other subsidiaries under St John's direct or indirect control or ownership are ref erred to herein as "the St John System" The St John System supports the purpose and act ivities of Ascension Health and its powers must be exercised in accordance with the teachi ngs, traditions and canon law of the Roman Catholic Church and the ethical and religious d irectives for Catholic health facilities promulgated by the National Conference of Catholi c Bishops of the United States Catholic Conference As the parent company of the St John System, St John supports the activities of the entire health system by providing executiv e leadership, centralized support, and managerial functions Parent-level activities in su pport of the St John System include strategic planning, capital and operational budgeting , human resources administration, centralized cash management and treasury functions, acco unting and financial reporting, information technology development and support, business o ffice, decision support, and other support and management functions In fiscal year 2014, the St John System provided hospital-based services through the Medical Center, Jane Phil lips (including Jane Phillips Nowata Hospital, Inc), St John Sapulpa, St John Broken Ar row, and St John Owasso These services include a broad range of inpatient and outpatient services serving the population of Northeastern Oklahoma at six owned hospital campuses a s well as two additional critical access hospitals in rural Oklahoma and Kansas that are m anaged by Jane Phillips, with a combined total of nearly 800 hospital beds in operation S t John's principal for-profit subsidiary, Utica, engages in a variety of health care acti vities, including part ownership of a health insurance plan Utica owns, operates or mana ges a comprehensive clinical and anatomical laboratory, a medical management service organ ization, several urgent care centers, a pharmacy, and various other medical practice facil ities, and employs more than 450 physicians and mid-level providers St John, through Uti ca and other entities, is also an investor in several joint ventures, including two ambula tory surgery centers St John's fundraising activities are conducted through St John Fou ndation, a charitable foundation which seeks gifts, bequests, and endowments, all of which are used in furtherance of St John's charitable activities St John conducts a variety of senior and low-income, long-term care activities in Northeastern Oklahoma through St J ohn Villas St John Villas provides a comprehensive nursing-care and long-term residentia l facility that is designed for seniors in need of long-term nursing care or who are recov ering from illness or injury The facility provides seniors with a safe and secure environ ment to help them live happy and fulfilled lives St John Villas also sponsors "HUD" low income housing projects, including housing for physically-challenged low-income individual s Mission and Values As a Catholic healthcare organization, St John carries on the miss ion of its sponsors, through Ascension Health, of continuing the healing ministry of Jesus Christ It aspires to provide health care that works, health care that is safe, and healt h care that leaves no one behind, with a promise to our patients and the communities we se rve of providing medical excellence and compassionate care It operates in conformance wit h "the ethical and religious directives for Catholic health facilities " Faithful to the s ponsorship mission, philosophy and values, St John's mission is to provide healthcare and related ministries for the people served, especially the sick, the poor and the powerless The Board of Directors, management and employees of St John are guided in their day-to- day actions and interactions with those who serve and who are served by the values of serv ice to the poor, wisdom, reverence, creativity, dedication and integrity St John collabo rates with other individuals and institutions in the various communities it serves to asce rtain community needs and provides a broad range of services along the healthcare continuu m to help meet those needs Programs and services include preventive, diagnostic, therapeu tic and rehabilitative programs, including emphasis on health promotion and disease preven tion St John also advocates for public policies which advance a healthy and just society St John works with local, state and national leaders and organizations to bring about a healthcare delivery system that provides dignified access to and affordable, high quality healthcare for all persons Community Needs Assessment Each owned hospital in the St Jo hn System has completed a Community Health Needs Assessment and plan of response and those have been posted to each Hospital's website and also the Health System website St John continues to look for ways to meet unmet community

Return Reference	Explanation	
	Form 990, Part III, Line 4a	needs in a sustainable and collaborative way with other organizations to build healthier communities Governance The administrative powers of St John are vested in its Board of Directors, which controls and manages the properties, affairs and funds of St John, subject to reservation of certain powers by Ascension Health Ascension Health has reserved the right to set overall strategic direction, change the bylaws of St John, appoint its principal executive officers, approve certain borrowings, annual budgets and acquisitions and divestitures of certain property, approve St John's independent accounting firm and elect or appoint its Board of Directors The Board generally meets on a bi-monthly basis and reviews recommendations of its committees, which include an Executive Committee, an Audit Committee, a Finance Committee, an Executive Compensation Committee, a Physician Transaction Review Committee, a Corporate Responsibility Committee, and a Nominating Committee The Executive Committee consists of the President and Chief Executive Officer of St John as well as certain other Board Members and may exercise the authority of the Board in the absence of a regular or special meeting of the Board With the exception of the Executive, Audit, Executive Compensation, Corporate Responsibility, and Nominating Committees, which are comprised solely of Board Members, Board Committees are generally comprised of Board Members, St John Medical Center, Inc and administrative staff and community representatives Community Benefit In measuring and reporting quantifiable community benefit, St John follows guidelines promulgated by the Catholic Health Association of the United States and endorsed by other organizations Uncompensated care and other elements of community benefit are measured at the unreimbursed estimated cost of services or resources provided The St John System serves as an important safety net provider of a broad continuum of health care services to the citizens of Northeastern Oklahoma and the surrounding region Each of its six main hospitals operates a full-service, 24-hour, 365-day emergency room providing both urgent and emergency care to all individuals, regardless of their ability to pay The Medical Center, located in Tulsa, Oklahoma, is a full-service tertiary hospital which provides a broad range of inpatient and outpatient health care services The Medical Center is a tertiary referral center and serves as one of two primary trauma referral centers for Tulsa and Northeastern Oklahoma It serves as a primary Tulsa teaching hospital for The University of Oklahoma's School of Community Medicine residency programs for internal medicine and surgery It is also the primary teaching hospital for the In His Image Family Medicine residency program It is also Northeastern Oklahoma's only "magnet" accredited hospital, signifying excellence in nursing care St John Medical Center, Inc is Tulsa's and North eastern Oklahoma's only ACS Level II Trauma Center and only Joint Commission-accredited comprehensive stroke center The Medical Center offers advanced services in trauma, neurological and neurosurgical (including stroke) care, cardiology and cardiothoracic surgery, kidney transplant, adult, pediatric and neonatal intensive care, cancer treatment, joint replacement, and many other areas Patients seen in the St John System for the fiscal year ended June 30, 2014 Beds in Service (including 37 newborn bassinets) 782 Total Discharges (excluding normal newborns) - 38,704 Total Observation Days - 19,086 Combined Discharges and Observation Days - 57,790 Total Patient Days (excl normal newborn and observations) 176 ,450 Average Length of Stay in Days (excl normal newborn and obs) - 4 56 Births - 3,248 Emergency Room Visits - 140,150 Outpatient Visits (excl emergency room & one day surgeries) 394,526 Inpatient Surgical Cases - 9,855 Outpatient Surgical Cases - 15,545 Physician Office Patient Visits - 617,023 Urgent Ca

Return Reference	Explanation
assignments for certain residents and by providing financial support	to area schools to support nursing education Other Community Benefit and Outreach Activities The senior care facility operated by the St John System operates at or near a loss, as do the critical access hospitals The St John System considers these subsidized activities to be essential components of its mission of service The St John System provides other forms of community benefit in the form of free, or reduced-charge educational seminars for the general public on wide ranging topics from prenatal care to chronic disease management It participates in community-wide health screening events, blood donation drives, and a number of other outreach activities to improve the health status of the residents of Northeastern Oklahoma and the surrounding area Other Program Service Accomplishments As previously discussed, the St John System is organized and operated to provide medical excellence and compassionate care to the citizens of Northeastern Oklahoma, with a special preference for the poor and disadvantaged Summary The St John System's role as one of the significant safety-net health care providers for the region continues to grow in prominence St John reinvests 100% of any profits derived into new and expanded services to the community The St John System is very proud of its history of service to the community and views its responsibility to continue to provide medical services to everyone, especially the poor and disadvantaged, very seriously As the St John System continues to face growing financial challenges, it becomes increasingly difficult to sustain our mission of service Nevertheless, we believe that the quantifiable community benefit as well as the many other areas of service provided by the St John System and identified in 2014, continue a sound record of stewardship and a significant contribution to the well-being of both the collective communities and individuals within those communities we serve

Return Reference	Explanation
Part V, Question 2a	Statements Regarding Other IRS Filings and Tax Compliance The salaries reflected on Form 990 were all reported on the Form 941 Employer's Quarterly Federal Tax Return of St John Medical Center, Inc (SJMC) These salaries were reimbursed to SJMC by the filing organization and were included in the number of employees on SJMC's calendar year 2013 Form W-3 The number of employees reported on Part V, Line 2a of Form 990 by the filing organization represents the number of employees providing services to the filing organization during calendar year 2013

Return Reference	Explanation
Form 990, Part VI, Section A, line 2	Many of the persons listed on Part VII have a "business relationship" with each other by virtue of employment by St John Health System, Inc related entities

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

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

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

Return Reference	Explanation
Form 990, Part VI, Section B, line 11	St John Health System, Inc ("SJHS") has hired a third party preparer experienced in the preparation of Form 990 to assist in the preparation of the return The Senior Vice President/Chief Financial Officer and other personnel of SJHS will work closely with the paid preparer in gathering the information for the return and will perform the initial detailed review of the return The return will then be reviewed by the SJHS Audit Committee (as delegated by the Board of the filing Organization) A copy of the return will be provided to all voting Board Members of the filing organization prior to filing

Return Reference	Explanation
Form 990, Part VI, Section B, line 12c	At every fiscal year end, St John Health System, Inc (SJHS) distributes a copy of the current Conflict of Interest Policy and Procedure Bulletin, together with an explanation and questionnaire to the members of the Board of Directors, administrative officers and key employees of SJHS, its subsidiaries and affiliates, including Jane Phillips Nowata Hospital, Inc The Board Members, administrative officers and key employees of SJHS, its subsidiaries and affiliates must complete the questionnaire and return it to the designated SJHS official within two weeks of receipt Completed questionnaires are reviewed and summarized by the Vice President, Corporate Compliance and Integrity, or his/her designee That individual then presents the questionnaire results to the heads of each hospital for further provision to the various boards' Audit and Compliance Committees The Audit and Compliance Committees, as appropriate, submit a confidential report to their Board Chairman summarizing the questionnaire results The Board Chairman, as appropriate, may review with the Executive Committee the responses to the questionnaire results Members of a committee with governing board delegated powers annually sign a statement which affirms such person has received a copy of the Conflict of Interest Policy, has read and understands the Policy, has agreed to comply with the Policy, and understands that the Organization is charitable and, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish its tax-exempt purpose

Return Reference	Explanation
Form 990, Part VI, Section B, line 15	Compensation for all executives in St John Health System, Inc ("SJHS"), is analyzed by an independent health care consulting firm The analysis includes a fair market value assessment and establishment of a range for each position based on research of comparable health care systems of similar size The report and recommended compensation levels for each executive management position is reviewed and approved by the Executive Compensation Committee of the SJHS Board of Directors During the review and approval of the compensation, documentation of the decision was recored in the board minutes

Return Reference	Explanation
Form 990, Part VI, Section C, line 19	The Organization will provide any documents open to public inspection upon request

Return Reference	Explanation
Form 990, Part VII, Section B	Independent Contractor Reporting Compensation of independent contractors is paid by and reported on the Form 1096, Annual Summary and Transmittal of U S Information Returns, of St John Medical Center, Inc EIN 73-0579286 Expenses are allocated to and reimbursed by the filing organization to St John Medical Center, Inc As such, the organization has not reported independent contractors paid on Form 990, Part VII, Section B

Return Reference	Explanation
Form 990, Part XI, line 9	Transfer to Affiliates -8,075,079 Pension and Other Post-Retire Costs 5,131,533 Restricted Contibutions for Purchase of PE 1,317,169 Restricted Fund Balance CY Additions 4,872,176 Released from Restrictions -1,317,169 Other Net Asset Activity -4,144,339

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
St John Health System Inc

Employer identification number
73-1215174

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

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

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
See Additional Data Table							

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1) Platnum Fitness & Rehab Center LLC 4804 South 109th East Avenue Tulsa, OK 74146 20-1879493	Health Club	OK	Utica Services Inc	N/A	-105,596	586,060		No		Yes		40 000 %
(2) Memorial Surgery Center LLC 8131 South Memorial Avenue Tulsa, OK 74133 20-1167151	Operate ASC	OK	Utica Services Inc	N/A				No			No	50 100 %
(3) Broken Arrow Development LLC 1924 South Utica Avenue Tulsa, OK 74104 26-0748994	Medical Services	OK	Utica Services Inc	N/A	-4,097	2,838		No		Yes		50 000 %
(4) UticaUSP Tulsa LLC 15305 Dallas Pkwy Ste 1600 LB 28 Addison, TX 75001 27-0408231	Medical Services	TX	Utica Services Inc	N/A	129,506	2,105,486		No			No	50 100 %
(5) JPHC LLC 3500 SE Frank Phillips Blvd Bartlesville, OK 74006 61-1498699	Medical Services	OK	Jane Phillips Support Services	N/A	62,875	803,428		No		Yes		25 000 %

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

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

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

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

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

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

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

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

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

Part VII Supplemental Information

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

Return Reference	Explanation

Additional Data

Software ID:
Software Version:
EIN: 73-1215174
Name: St John Health System 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) Ascension Health Alliance PO Box 45998 St Louis, MO 631455998 45-3358926	National Health System	MO	501(c)(3)	Schedule A, Line 11a	N/A		No
(1) Ascension Health PO Box 45998 St Louis, MO 63134 31-1662309	National Health System	MO	501(c)(3)	Schedule A, Line 11a	Ascension Health Alliance		No
(2) Craig County Medical Services Corp 1923 South Utica Avenue Tulsa, OK 74104 73-1487478	Health Care	OK	501(c)(3)	Schedule A, Line 9	St John Health System Inc	Yes	
(3) St John Sapulpa Inc 1923 South Utica Avenue Tulsa, OK 74104 73-0662663	Health Care	OK	501(c)(3)	Schedule A, Line 3	St John Health System Inc	Yes	
(4) Jane Phillips Nowata Hospital Inc 237 South Locust Nowata, OK 74048 73-1440267	Health Care	OK	501(c)(3)	Schedule A, Line 3	Jane Phillips Memorial Medical Center	Yes	
(5) Jane Phillips Memorial Medical Center 3500 E Frank Phillips Blvd Bartlesville, OK 74006 73-0606129	Health Care	OK	501(c)(3)	Schedule A, Line 3	St John Health System Inc	Yes	
(6) Jane Phillips Health Care Foundation 3500 E Frank Phillips Blvd Bartlesville, OK 74006 73-1250611	Rural Health Clinics	OK	501(c)(3)	Schedule A, Line 3	Jane Phillips Memorial Medical Center	Yes	
(7) Bartlett Homes Inc 1008 E Cleveland Sapulpa, OK 74066 73-1301822	HUD Housing	OK	501(c)(3)	Schedule A, Line 7	St John Sapulpa Inc	Yes	
(8) Bethel Manor Inc 619 S Division Sapulpa, OK 74066 73-1216617	HUD Housing	OK	501(c)(3)	Schedule A, Line 7	St John Sapulpa Inc	Yes	
(9) St John Building Corporation 1923 South Utica Avenue Tulsa, OK 74104 61-1659782	Real Estate	OK	501(c)(2)	N/A	St John Health System Inc	Yes	
(10) St John Health System Foundation Inc 1923 South Utica Avenue Tulsa, OK 74104 73-1133139	Health Care	OK	501(c)(3)	Schedule A, Line 7	St John Health System Inc	Yes	
(11) St John Medical Center Inc 1923 South Utica Avenue Tulsa, OK 74104 73-0579286	Health Care	OK	501(c)(3)	Schedule A, Line 3	St John Health System Inc	Yes	
(12) St John Management Services Inc 1923 South Utica Avenue Tulsa, OK 74104 20-3742040	Health Care	OK	501(c)(3)	Schedule A, Line 7	St John Health System Inc	Yes	
(13) St John Villas Inc 1923 South Utica Avenue Tulsa, OK 74104 73-1077367	Nursing Home	OK	501(c)(3)	Schedule A, Line 9	St John Health System Inc	Yes	
(14) Owasso Medical Facility Inc 1923 South Utica Avenue Tulsa, OK 74104 20-3700131	Health Care	OK	501(c)(3)	Schedule A, Line 3	St John Health System Inc	Yes	
(15) St John Broken Arrow Inc 1923 South Utica Avenue Tulsa, OK 74104 38-3833117	Health Care	OK	501(c)(3)	Schedule A, Line 3	St John Health System Inc	Yes	
(16) St John Auxiliary 1923 South Utica Avenue Tulsa, OK 74104 73-0999759	Health Care	OK	501(c)(3)	Schedule A, Line 9	St John Health System Inc	Yes	
(17) St Teresa of Avila Villas Inc 6859 South Canton Avenue Tulsa, OK 74136 20-4791422	HUD Housing	OK	501(c)(3)	Schedule A, Line 7	St John Villas Inc	Yes	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
Utica Services Inc 1923 South Utica Avenue Tulsa, OK 74104 73-1057650	Medical Services	OK	St John Health System Inc	C	-2,767,468	101,610,062	100 000 %		No
Regional Medical Laboratories Inc 1923 South Utica Avenue Tulsa, OK 74104 73-1131608	Medical Services	OK	Utica Services Inc	C	20,065,938	21,491,091	100 000 %		No
Physician Support Services Inc 1923 South Utica Avenue Tulsa, OK 74104 73-1437252	Medical Services	OK	Utica Services Inc	C	-24,102,471	18,469,863	100 000 %		No
OMNI Medical Group Inc 1923 South Utica Avenue Tulsa, OK 74104 73-1335536	Medical Services	OK	Physician Support Services Inc	C	-2,389,857	24,968,237	100 000 %		No
Outbound Medical Network Inc 1923 South Utica Avenue Tulsa, OK 74104 73-1255463	Medical Services	OK	Utica Services Inc	C			100 000 %		No
St John Urgent Care Clinic Inc 1923 South Utica Avenue Tulsa, OK 74104 20-4990275	Medical Services	OK	Physician Support Services Inc	C	-1,272,625	969,224	100 000 %		No
St John Anesthesia Services Inc 1923 South Utica Avenue Tulsa, OK 74104 20-3690446	Medical Services	OK	St John Physicians Inc	C	-352,486	1,829,626	100 000 %		No
St John Physicians Inc 1923 South Utica Avenue Tulsa, OK 74104 73-1321032	Medical Services	OK	Physician Support Services Inc	C	-31,790,112	16,954,390	100 000 %		No
Ceres Medical Practice Inc 3400 E Frank Phillips Blvd Bartlesville, OK 74006 73-1522656	Medical Services	OK	Jane Phillips Support Services Inc	C	-3,147,649	4,270,482	100 000 %		No
Doctors Building of Bartlesville 3500 State Street Bartlesville, OK 74006 73-0759185	Building Rental	OK	Jane Phillips Enterprises Inc	C	-6,506		100 000 %		No
Gemini Medical Group Inc 3400 E Frank Phillips Blvd Bartlesville, OK 74006 73-1503529	Medical Services	OK	Jane Phillips Support Services Inc	C			100 000 %		No
Gemini After Hours Clinic Inc 3400 E Frank Phillips Blvd Bartlesville, OK 74006 30-0375407	Medical Services	OK	Jane Phillips Support Services Inc	C			100 000 %		No
Jane Phillips Specialty Physicians Inc 3400 E Frank Phillips Blvd Bartlesville, OK 74006 01-0879962	Medical Services	OK	Jane Phillips Support Services Inc	C	-6,026,486	1,253,238	100 000 %		No
Professional Credit Recovery 4100 SE Adams Blvd Bartlesville, OK 74006 73-1057187	Collections Services	OK	Jane Phillips Enterprises Inc	C	104,469	171,788	100 000 %		No
Synergy Hospitalist Grp Inc 3400 E Frank Phillips Blvd Bartlesville, OK 74006 30-0375404	Medical Services	OK	Jane Phillips Support Services Inc	C	-578,350	411,301	100 000 %		No

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	**No**
Professional Medical Insurance Risk Retention Group Inc 201 Merchant Street Suite 2400 Honolulu, HI 96813 73-1525831	Insurance	HI	St John Health System Inc	C			100 000 %		No
Jane Phillips Support Services Inc 3400 E Frank Phillips Blvd Bartlesville, OK 74006 75-1530296	Holding Company	OK	Utica Services Inc	C	-9,654,523	6,106,810	100 000 %		No

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
St John Medical Center Inc	O	164,146,024	FMV
St John Medical Center Inc	Q	129,835,951	FMV
St John Medical Center Inc	M	102,758,668	FMV
St John Medical Center Inc	R	51,558,890	FMV
Ascension Health	R	27,020,770	FMV
Utica Services Inc	S	23,951,860	FMV
St John Medical Center Inc	D	17,217,829	FMV
Utica Services Inc	L	13,176,679	FMV
St John Broken Arrow Inc	S	12,373,296	FMV
St John Building Corporation	L	12,302,822	FMV
Utica Services Inc	P	10,785,191	FMV
St John Broken Arrow Inc	D	9,453,098	FMV
Jane Phillips Memorial Medical Center	M	7,410,517	FMV
Jane Phillips Memorial Medical Center	R	6,973,931	FMV
St John Building Corporation	S	6,380,073	FMV
Owasso Medical Facility Inc	S	5,939,901	FMV
Ascension Health	S	5,169,662	FMV
Owasso Medical Facility Inc	D	3,889,077	FMV
Ascension Health	M	3,355,775	FMV
St John Sapulpa Inc	S	3,280,752	FMV
St John Building Corporation	Q	3,020,551	FMV
St John Broken Arrow Inc	L	2,922,955	FMV
St John Building Corporation	K	2,902,198	FMV
St John Health System Foundation Inc	Q	2,745,873	FMV
St John Health System Foundation Inc	R	2,646,927	FMV

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
Owasso Medical Facility Inc	L	2,048,165	FMV
St John Sapulpa Inc	D	1,749,379	FMV
St John Sapulpa Inc	L	1,549,569	FMV
St John Villas Inc	S	532,963	FMV
St John Villas Inc	L	527,350	FMV
Ascension Health	Q	416,500	FMV
St John Medical Center Inc	K	328,123	FMV
Jane Phillips Memorial Medical Center	O	326,861	FMV
Professional Medical Insurance Risk Retention Group Inc	R	300,754	FMV
Professional Medical Insurance Risk Retention Group Inc	Q	267,880	FMV
Craig County Medical Services Corp	P	166,443	FMV
Craig County Medical Services Corp	S	124,501	FMV
Jane Phillips Memorial Medical Center	D	109,989	FMV
St John Health System Foundation Inc	L	98,947	FMV