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|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|---------------------|--------------------|
| <div>Form <b>990</b></div> <div></div> <div>Department of the Treasury<br/>Internal Revenue Service</div>                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                         | <div>Return of Organization Exempt From Income Tax</div> <div>Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)<div><div>▶ Do not enter social security numbers on this form as it may be made public</div><div>▶ Information about Form 990 and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a></div></div></div> |  |                                      |                                                                                                                                                  | <div>OMB No 1545-0047</div> <div><b>2014</b></div> <div>Open to Public Inspection</div> |                     |                    |
| <b>A For the 2014 calendar year, or tax year beginning 01-01-2014 , and ending 12-31-2014</b>                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      |                                                                                                                                                  |                                                                                         |                     |                    |
| <b>B</b> Check if applicable<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Name change<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return/terminated<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Application pending           |                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>C</b> Name of organization<br>BENEFIS HEALTH SYSTEM INC<br><br>Doing business as<br><br>Number and street (or P O box if mail is not delivered to street address) Room/suite<br>1101 26TH STREET SOUTH<br><br>City or town, state or province, country, and ZIP or foreign postal code<br>GREAT FALLS, MT 59405                                                                                      |  |                                      | <b>D</b> Employer identification number<br><br>26-3538104                                                                                        |                                                                                         |                     |                    |
|                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | E Telephone number<br><br>(406) 455-2563                                                                                                         |                                                                                         |                     |                    |
|                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>F</b> Name and address of principal officer<br>FORREST EHLINGER<br>1101 26TH STREET SOUTH<br>GREAT FALLS, MT 59405                                                                                                                                                                                                                                                                                   |  |                                      | <b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                         |                                                                                         |                     |                    |
|                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No<br>If "No," attach a list (see instructions) |                                                                                         |                     |                    |
| <b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>J</b> Website: ▶ WWW.BENEFIS.ORG                                                                                                                                                                                                                                                                                                                                                                     |  |                                      | <b>H(c)</b> Group exemption number ▶                                                                                                             |                                                                                         |                     |                    |
| <b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                         |  | <b>L</b> Year of formation 2008      |                                                                                                                                                  | <b>M</b> State of legal domicile MT                                                     |                     |                    |
| <b>Part I</b>                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>Summary</b>                                                                                                                                                                                                                                                                                                                                                                                          |  |                                      |                                                                                                                                                  |                                                                                         |                     |                    |
| Activities & Governance                                                                                                                                                                                                                                                                                             | <b>1</b> Briefly describe the organization's mission or most significant activities<br>PARENT ENTITY OF INTEGRATED HEALTH SYSTEM<br><br><br><br>                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      |                                                                                                                                                  |                                                                                         |                     |                    |
|                                                                                                                                                                                                                                                                                                                     | <b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      |                                                                                                                                                  |                                                                                         |                     |                    |
|                                                                                                                                                                                                                                                                                                                     | <b>3</b> Number of voting members of the governing body (Part VI, line 1a) . . . . .                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | <b>3</b>                                                                                                                                         | 13                                                                                      |                     |                    |
|                                                                                                                                                                                                                                                                                                                     | <b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) . . . . .                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | <b>4</b>                                                                                                                                         | 8                                                                                       |                     |                    |
|                                                                                                                                                                                                                                                                                                                     | <b>5</b> Total number of individuals employed in calendar year 2014 (Part V, line 2a) . . . . .                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | <b>5</b>                                                                                                                                         | 219                                                                                     |                     |                    |
|                                                                                                                                                                                                                                                                                                                     | <b>6</b> Total number of volunteers (estimate if necessary) . . . . .                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | <b>6</b>                                                                                                                                         | 12                                                                                      |                     |                    |
|                                                                                                                                                                                                                                                                                                                     | <b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12 . . . . .                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | <b>7a</b>                                                                                                                                        | 504,739                                                                                 |                     |                    |
| <b>b</b> Net unrelated business taxable income from Form 990-T, line 34 . . . . .                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                         |  | <b>7b</b>                            | 375,623                                                                                                                                          |                                                                                         |                     |                    |
| Revenue                                                                                                                                                                                                                                                                                                             | <b>8</b> Contributions and grants (Part VIII, line 1h) . . . . .<br><b>9</b> Program service revenue (Part VIII, line 2g) . . . . .<br><b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d ) . . . . .<br><b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)<br><b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . . |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | <b>Prior Year</b>                                                                                                                                |                                                                                         | <b>Current Year</b> |                    |
|                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | 2,137,652                                                                                                                                        |                                                                                         | 1,237,808           |                    |
|                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | 56,019,723                                                                                                                                       |                                                                                         | 57,318,291          |                    |
|                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | 2,509,550                                                                                                                                        |                                                                                         | 5,485,333           |                    |
|                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | -9,445,672                                                                                                                                       |                                                                                         | 4,198,897           |                    |
|                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | 51,221,253                                                                                                                                       |                                                                                         | 68,240,329          |                    |
| Expenses                                                                                                                                                                                                                                                                                                            | <b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3 ) . . . . .                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | 1,183,052                                                                                                                                        |                                                                                         | 233,945             |                    |
|                                                                                                                                                                                                                                                                                                                     | <b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) . . . . .                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | 0                                                                                                                                                |                                                                                         | 0                   |                    |
|                                                                                                                                                                                                                                                                                                                     | <b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | 14,861,166                                                                                                                                       |                                                                                         | 16,787,418          |                    |
|                                                                                                                                                                                                                                                                                                                     | <b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) . . . . .                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | 0                                                                                                                                                |                                                                                         | 0                   |                    |
|                                                                                                                                                                                                                                                                                                                     | <b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <sup>0</sup> _____                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      |                                                                                                                                                  |                                                                                         |                     |                    |
|                                                                                                                                                                                                                                                                                                                     | <b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) . . . . .                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | 29,847,617                                                                                                                                       |                                                                                         | 43,337,259          |                    |
|                                                                                                                                                                                                                                                                                                                     | <b>18</b> Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | 45,891,835                                                                                                                                       |                                                                                         | 60,358,622          |                    |
|                                                                                                                                                                                                                                                                                                                     | <b>19</b> Revenue less expenses Subtract line 18 from line 12 . . . . .                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      | 5,329,418                                                                                                                                        |                                                                                         | 7,881,707           |                    |
|                                                                                                                                                                                                                                                                                                                     | Net Assets or Fund Balances                                                                                                                                                                                                                                                                                                                                                                                             | <b>20</b> Total assets (Part X, line 16) . . . . .<br><b>21</b> Total liabilities (Part X, line 26) . . . . .<br><b>22</b> Net assets or fund balances Subtract line 21 from line 20 . . . . .                                                                                                                                                                                                          |  |                                      |                                                                                                                                                  | <b>Beginning of Current Year</b>                                                        |                     | <b>End of Year</b> |
| 504,626,030                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      |                                                                                                                                                  | 500,922,920                                                                             |                     |                    |
| 231,410,663                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      |                                                                                                                                                  | 224,100,004                                                                             |                     |                    |
| 273,215,367                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      |                                                                                                                                                  | 276,822,916                                                                             |                     |                    |
| <b>Part II</b>                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>Signature Block</b>                                                                                                                                                                                                                                                                                                                                                                                  |  |                                      |                                                                                                                                                  |                                                                                         |                     |                    |
| Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge |                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      |                                                                                                                                                  |                                                                                         |                     |                    |
| Sign Here                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                      | *****                                                                                                                                                                                                                                                                                                                                                                                                   |  |                                      |                                                                                                                                                  | 2015-10-30                                                                              |                     |                    |
|                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                         | Signature of officer                                                                                                                                                                                                                                                                                                                                                                                    |  |                                      |                                                                                                                                                  | Date                                                                                    |                     |                    |
|                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                         | FORREST EHLINGER CHIEF FINANCIAL OFFICER<br>Type or print name and title                                                                                                                                                                                                                                                                                                                                |  |                                      |                                                                                                                                                  |                                                                                         |                     |                    |
| Paid Preparer Use Only                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                         | Print/Type preparer's name<br>WENDY CAMPOS                                                                                                                                                                                                                                                                                                                                                              |  | Preparer's signature<br>WENDY CAMPOS |                                                                                                                                                  | Date                                                                                    |                     |                    |
|                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                         | Firm's name ▶ MOSS ADAMS LLP                                                                                                                                                                                                                                                                                                                                                                            |  |                                      |                                                                                                                                                  | Check <input type="checkbox"/> if self-employed PTIN P00448102                          |                     |                    |
|                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                         | Firm's address ▶ 805 SW BROADWAY SUITE 1200<br>PORTLAND, OR 97205                                                                                                                                                                                                                                                                                                                                       |  |                                      |                                                                                                                                                  | Firm's EIN ▶ 91-0189318<br><br>Phone no (503) 242-1447                                  |                     |                    |
| May the IRS discuss this return with the preparer shown above? (see instructions) . . . . .                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      |                                                                                                                                                  | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                     |                     |                    |
| For Paperwork Reduction Act Notice, see the separate instructions.                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                      |                                                                                                                                                  | Cat No 11282Y Form 990 (2014)                                                           |                     |                    |

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

WE PROVIDE EXCELLENT CARE FOR ALL, HEALING BODY, MIND AND SPIRIT BENEFIS HEALTH SYSTEM, INC IS ORGANIZED TO OVERSEE, COORDINATE AND DIRECT THE ASSETS AND OPERATIONS OF BENEFITS HOSPITALS, INC , BENEFIS SPECTRUM MEDICAL, INC , BENEFIS MEDICAL GROUP, INC , BENEFIS HEALTH SYSTEM FOUNDATION, INC , BENEFIS SLETTEN HI-LINE CANCER CENTER, BENEFIS SENIOR SERVICES, INC , AND OTHER RELATED ENTITIES AS PART OF AN INTEGRATED HEALTHCARE DELIVERY SYSTEM SERVING THE RESIDENTS OF NORTH CENTRAL MONTANA

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 \$ 60,358,622 including grants of \$ 233,945 ) (Revenue \$ 60,056,879 )

PROVIDE MANAGEMENT AND ADMINISTRATIVE SERVICES FOR MULTIPLE RELATED HEALTH CARE ENTITIES

4b

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

N/A

4c

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

N/A

4d

Other program services (Describe in Schedule O )

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

4e

Total program service expenses ▶ 60,358,622

Part IV Checklist of Required Schedules

|                                                                                                                                                                                                                                                                                                                                                                                   | Yes     | No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A                                                                                                                                                              | 1 Yes   |    |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?                                                                                                                                                                                            | 2 Yes   |    |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I                                                                                                           | 3       | No |
| 4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II                                                                                            | 4 Yes   |    |
| 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III                                                                    | 5       | No |
| 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I                                         | 6       | No |
| 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II                                                                               | 7       | No |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III                                                                                                                                              | 8       | No |
| 9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV  | 9       | No |
| 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V                                                                                        | 10 Yes  |    |
| 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 Yes |    |
| 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     | No |
| e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X                                                                                                                                                                      | 11e     | No |
| 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 domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .                                                                                             | 21  | Yes |    |
| 22  | Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> . . . . .                                                                                                                 | 22  |     | No |
| 23  | Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> . . . . .                                                      | 23  | Yes |    |
| 24a | Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> . . . . .                            | 24a | Yes |    |
| b   | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . .                                                                                                                                                                                                                  | 24b |     | No |
| c   | Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .                                                                                                                                                                       | 24c |     | No |
| d   | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . .                                                                                                                                                                                                            | 24d |     | No |
| 25a | <b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> . . . . .                                                                                         | 25a |     | No |
| b   | Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> . . . . .                                       | 25b |     | No |
| 26  | Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i> . . . . .                                 | 26  |     | No |
| 27  | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> . . . . . | 27  |     | No |
| 28  | Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)                                                                                                                               |     |     |    |
| a   | A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                                                                                                                                                                   | 28a |     | No |
| b   | A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                                                                                                                                                | 28b |     | No |
| c   | An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                                                    | 28c |     | No |
| 29  | Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . .                                                                                                                                                                                                    | 29  |     | No |
| 30  | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .                                                                                                                                  | 30  |     | No |
| 31  | Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .                                                                                                                                                                                        | 31  |     | No |
| 32  | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> . . . . .                                                                                                                                                                      | 32  |     | No |
| 33  | Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> . . . . .                                                                                                                      | 33  | Yes |    |
| 34  | Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> . . . . .                                                                                                                                                                  | 34  | Yes |    |
| 35a | Did the organization have a controlled entity within the meaning of section 512(b)(13)?                                                                                                                                                                                                                                    | 35a | Yes |    |
| b   | If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .                                                                                         | 35b | Yes |    |
| 36  | <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .                                                                                                                           | 36  | Yes |    |
| 37  | Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> . . . . .                                                                             | 37  |     | No |
| 38  | Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> 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.                                                                                                                                                              | 132 |    |
| 1b  | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.                                                                                                                                                           | 0   |    |
| c   | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?                                                                                   | Yes |    |
| 2a  | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.                                                             | 219 |    |
| b   | If at least one is reported on line 2a, did the organization file all required federal employment tax returns?<br><b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).        | Yes |    |
| 3a  | Did the organization have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                              | Yes |    |
| b   | If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.                                                                                                                               | Yes |    |
| 4a  | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? |     | No |
| b   | If "Yes," enter the name of the foreign country:<br>See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).                                                                    |     |    |
| 5a  | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?                                                                                                                                      |     | No |
| b   | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?                                                                                                                           |     | No |
| c   | If "Yes," to line 5a or 5b, did the organization file Form 8886-T?                                                                                                                                                                         |     |    |
| 6a  | Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?                                    |     | No |
| b   | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?                                                                                              |     |    |
| 7   | Organizations that may receive deductible contributions under section 170(c).                                                                                                                                                              |     |    |
| 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?                                                                                            |     | No |
| b   | If "Yes," did the organization notify the donor of the value of the goods or services provided?                                                                                                                                            |     |    |
| c   | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?                                                                                                       |     | No |
| d   | If "Yes," indicate the number of Forms 8282 filed during the year.                                                                                                                                                                         |     |    |
| e   | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?                                                                                                                            |     | No |
| f   | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?                                                                                                                               |     | No |
| g   | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?                                                                                                           |     |    |
| h   | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?                                                                                                         |     |    |
| 8   | Sponsoring organizations maintaining donor advised funds.<br>Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?                                                 |     |    |
| 9a  | Did the sponsoring organization make any taxable distributions under section 4966?                                                                                                                                                         |     |    |
| b   | Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?                                                                                                                                          |     |    |
| 10  | Section 501(c)(7) organizations. Enter                                                                                                                                                                                                     |     |    |
| a   | Initiation fees and capital contributions included on Part VIII, line 12.                                                                                                                                                                  |     |    |
| b   | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.                                                                                                                                               |     |    |
| 11  | Section 501(c)(12) organizations. Enter                                                                                                                                                                                                    |     |    |
| a   | Gross income from members or shareholders.                                                                                                                                                                                                 |     |    |
| b   | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).                                                                                                               |     |    |
| 12a | Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?                                                                                                                                 |     |    |
| b   | If "Yes," enter the amount of tax-exempt interest received or accrued during the year.                                                                                                                                                     |     |    |
| 13  | Section 501(c)(29) qualified nonprofit health insurance issuers.                                                                                                                                                                           |     |    |
| a   | Is the organization licensed to issue qualified health plans in more than one state?<br><b>Note.</b> See the instructions for additional information the organization must report on Schedule O.                                           |     |    |
| 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.                                                                                 |     |    |
| c   | Enter the amount of reserves on hand.                                                                                                                                                                                                      |     |    |
| 14a | Did the organization receive any payments for indoor tanning services during the tax year?                                                                                                                                                 |     | No |
| b   | If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.                                                                                                                                 |     |    |

Part VI

Governance, Management, and Disclosure

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

Check if Schedule O contains a response 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                                                                                                                                 | 13  |     |
| If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O |                                                                                                                                                                                                                     |     |     |
| 1b                                                                                                                                                                                                               | Enter the number of voting members included in line 1a, above, who are independent                                                                                                                                  | 8   |     |
| 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   | No  |
| 7a                                                                                                                                                                                                               | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?                                                                  | 7a  | No  |
| 7b                                                                                                                                                                                                               | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?                                                           | 7b  | No  |
| 8                                                                                                                                                                                                                | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following                                                                                    |     |     |
| 8a                                                                                                                                                                                                               | The governing body?                                                                                                                                                                                                 | 8a  | Yes |
| 8b                                                                                                                                                                                                               | 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  |
| 10b                                                                                | 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 |
| 11b                                                                                | 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 |
| 12b                                                                                | Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?                                                                                                                                                          | 12b | Yes |
| 12c                                                                                | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done                                                                                                                                           | 12c | Yes |
| 13                                                                                 | Did the organization have a written whistleblower policy?                                                                                                                                                                                                                                    | 13  | Yes |
| 14                                                                                 | Did the organization have a written document retention and destruction policy?                                                                                                                                                                                                               | 14  | Yes |
| 15                                                                                 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?                                                                         |     |     |
| 15a                                                                                | The organization's CEO, Executive Director, or top management official                                                                                                                                                                                                                       | 15a | Yes |
| 15b                                                                                | 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 | Yes |
| 16b                                                                                | 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 | Yes |

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.<br><input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O) |
| 19 | Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year                                                                                                                                                                                                               |
| 20 | State the name, address, and telephone number of the person who possesses the organization's books and records<br>FORREST EHLINGER                                                                                                                                                                                                                                                                             |

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)<br>Name and Title                     | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W- 2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W- 2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|-------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|-----------------------------------------------------------------------|----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                           |                                                                                            | Individual trustee or director                                                                            | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                       |                                                                            |                                                                                               |
| (1) SUSAN HUMBLE<br>CHAIR                 | 4 00<br>2 00                                                                               | X                                                                                                         |                       | X       |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (2) DAVID RICHARDS<br>VICE CHAIR          | 4 00                                                                                       | X                                                                                                         |                       | X       |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (3) BILL BLOEMENDAAL MD<br>DIRECTOR       | 4 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (4) BILL BOURRET<br>DIRECTOR              | 4 00<br>2 00                                                                               | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (5) CHRIS EBELING<br>DIRECTOR             | 4 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (6) GREG HATLEY<br>DIRECTOR               | 4 00<br>2 00                                                                               | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (7) WILLIAM MCGREGOR MD<br>DIRECTOR       | 4 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (8) JOHN KOPPELMAN<br>DIRECTOR            | 4 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (9) MIKE MILBURN<br>DIRECTOR              | 4 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (10) SUSAN RAPH<br>DIRECTOR               | 2 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (11) GENE THAYER<br>DIRECTOR              | 4 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (12) DAVID ROHRER MD<br>DIRECTOR          | 4 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (13) JOHN GOODNOW<br>CEO                  | 60 00                                                                                      | X                                                                                                         |                       | X       |              |                              |        | 1,638,946                                                             | 0                                                                          | 24,665                                                                                        |
| (14) STEVE BALLOCK<br>CFO (1/2014-6/2014) | 41 00<br>19 00                                                                             |                                                                                                           |                       | X       |              |                              |        | 296,681                                                               | 0                                                                          | 44,058                                                                                        |

Part VII

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

| (A)<br>Name and Title                                      | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W- 2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W- 2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|------------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|-----------------------------------------------------------------------|----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                                            |                                                                                            | Individual trustee or director                                                                            | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                       |                                                                            |                                                                                               |
| (15) FORREST EHLINGER<br>CFO (6/2014-12/2014)              | 41 00<br>.....<br>19 00                                                                    |                                                                                                           |                       | X       |              |                              |        | 264,760                                                               | 0                                                                          | 18,188                                                                                        |
| (16) TERRY OLINGER<br>PRESIDENT BMG & REGIONAL PROGRAMS    | 28 00<br>.....<br>32 00                                                                    |                                                                                                           |                       | X       |              |                              |        | 458,863                                                               | 0                                                                          | 89,229                                                                                        |
| (17) SAMUAL NORTON<br>CHIEF INFORMATION OFFICER            | 50 00<br>.....                                                                             |                                                                                                           |                       |         |              | X                            |        | 211,362                                                               | 0                                                                          | 3,786                                                                                         |
| (18) AMY BEAMES<br>SENIOR VP, SYSTEM SERVICES              | 48 00<br>.....<br>2 00                                                                     |                                                                                                           |                       |         |              | X                            |        | 208,535                                                               | 0                                                                          | 14,671                                                                                        |
| (19) PATTY HARRIS<br>DIRECTOR, REVENUE CYCLE               | 50 00<br>.....                                                                             |                                                                                                           |                       |         |              | X                            |        | 172,674                                                               | 0                                                                          | 7,852                                                                                         |
| (20) THERESA PREITE<br>PRESIDENT, BENEFIS SPECTRUM MEDICAL | 1 00<br>.....<br>48 00                                                                     |                                                                                                           |                       |         |              | X                            |        | 169,397                                                               | 0                                                                          | 14,659                                                                                        |
| (21) KATHIE AVIS<br>CHIEF ADMINISTRATIVE OFFICER           | 50 00<br>.....                                                                             |                                                                                                           |                       |         |              | X                            |        | 170,547                                                               | 0                                                                          | 7,597                                                                                         |

|    |                                                                 |   |           |   |         |
|----|-----------------------------------------------------------------|---|-----------|---|---------|
| 1b | Sub-Total . . . . .                                             | ▶ |           |   |         |
| c  | Total from continuation sheets to Part VII, Section A . . . . . | ▶ |           |   |         |
| d  | Total (add lines 1b and 1c) . . . . .                           | ▶ | 3,591,765 | 0 | 224,705 |

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▶16

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

Section B. Independent Contractors

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

| (A)<br>Name and business address                                          | (B)<br>Description of services | (C)<br>Compensation |
|---------------------------------------------------------------------------|--------------------------------|---------------------|
| THE CLARO GROUP LLC<br>321 N CLARK STREET SUITE 1200<br>CHICAGO, IL 60654 | HEALTHCARE LEGAL CONSULTING    | 2,560,917           |
| MED ASSETS INC<br>PO BOX 405652<br>ATLANTA, GA 30384                      | CONSULTING                     | 1,237,755           |
| SLETTEN CONSTRUCTION INC<br>PO BOX 2467<br>GREAT FALLS, MT 59403          | CONSTRUCTION                   | 1,206,627           |
| RUBIN & RAINE LLC<br>409 BEARDEN PARK CIRCLE<br>KNOXVILLE, TN 37919       | CONSULTING                     | 952,216             |
| CHAMBERLIN EDMONDS<br>3535 PIEDMONT ROAD STE 800<br>ATLANTA, GA 30305     | CONSULTING                     | 638,211             |

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 ▶38

Part VIII

Statement of Revenue

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

|                                                           |                                                |                                                                                                                         | (A)<br>Total revenue                                                            | (B)<br>Related or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from<br>tax under<br>sections<br>512-514 |           |
|-----------------------------------------------------------|------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|----------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|-----------|
| Contributions, Gifts, Grants<br>and Other Similar Amounts | 1a                                             | Federated campaigns                                                                                                     | 1a                                                                              |                                                    |                                         |                                                                     |           |
|                                                           | b                                              | Membership dues                                                                                                         | 1b                                                                              |                                                    |                                         |                                                                     |           |
|                                                           | c                                              | Fundraising events                                                                                                      | 1c                                                                              |                                                    |                                         |                                                                     |           |
|                                                           | d                                              | Related organizations                                                                                                   | 1d                                                                              | 886,962                                            |                                         |                                                                     |           |
|                                                           | e                                              | Government grants (contributions)                                                                                       | 1e                                                                              | 350,846                                            |                                         |                                                                     |           |
|                                                           | f                                              | All other contributions, gifts, grants, and<br>similar amounts not included above                                       | 1f                                                                              |                                                    |                                         |                                                                     |           |
|                                                           | g                                              | Noncash contributions included in lines<br>1a-1f \$                                                                     |                                                                                 |                                                    |                                         |                                                                     |           |
|                                                           | h                                              | Total. Add lines 1a-1f                                                                                                  |                                                                                 | 1,237,808                                          |                                         |                                                                     |           |
| Program Service Revenue                                   | 2a                                             | MANAGEMENT FEES                                                                                                         | Business Code<br>541610                                                         | 57,318,291                                         | 57,265,935                              | 52,356                                                              |           |
|                                                           | b                                              |                                                                                                                         |                                                                                 |                                                    |                                         |                                                                     |           |
|                                                           | c                                              |                                                                                                                         |                                                                                 |                                                    |                                         |                                                                     |           |
|                                                           | d                                              |                                                                                                                         |                                                                                 |                                                    |                                         |                                                                     |           |
|                                                           | e                                              |                                                                                                                         |                                                                                 |                                                    |                                         |                                                                     |           |
|                                                           | f                                              | All other program service revenue                                                                                       |                                                                                 |                                                    |                                         |                                                                     |           |
|                                                           | g                                              | Total. Add lines 2a-2f                                                                                                  |                                                                                 | 57,318,291                                         |                                         |                                                                     |           |
|                                                           | Other Revenue                                  | 3                                                                                                                       | Investment income (including dividends, interest,<br>and other similar amounts) |                                                    | 4,882,874                               |                                                                     | 4,882,874 |
| 4                                                         |                                                | Income from investment of tax-exempt bond proceeds                                                                      |                                                                                 |                                                    |                                         |                                                                     |           |
| 5                                                         |                                                | Royalties                                                                                                               |                                                                                 |                                                    |                                         |                                                                     |           |
| 6a                                                        |                                                |                                                                                                                         | (i) Real                                                                        | (ii) Personal                                      |                                         |                                                                     |           |
|                                                           |                                                | Gross rents                                                                                                             | 2,550,407                                                                       |                                                    |                                         |                                                                     |           |
|                                                           |                                                | b Less rental expenses                                                                                                  | 1,565,038                                                                       |                                                    |                                         |                                                                     |           |
|                                                           |                                                | c Rental income or (loss)                                                                                               | 985,369                                                                         |                                                    |                                         |                                                                     |           |
| d                                                         |                                                | Net rental income or (loss)                                                                                             |                                                                                 | 985,369                                            |                                         | 29,799                                                              | 955,570   |
| 7a                                                        |                                                |                                                                                                                         | (i) Securities                                                                  | (ii) Other                                         |                                         |                                                                     |           |
|                                                           |                                                | Gross amount from sales of assets other than inventory                                                                  | 602,459                                                                         |                                                    |                                         |                                                                     |           |
|                                                           |                                                | b Less cost or other basis and sales expenses                                                                           | 0                                                                               |                                                    |                                         |                                                                     |           |
|                                                           |                                                | c Gain or (loss)                                                                                                        | 602,459                                                                         |                                                    |                                         |                                                                     |           |
| d                                                         |                                                | Net gain or (loss)                                                                                                      |                                                                                 | 602,459                                            |                                         |                                                                     | 602,459   |
| 8a                                                        |                                                | Gross income from fundraising events (not including \$<br>of contributions reported on line 1c)<br>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<br>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 |                                                                                                                         |                                                                                 |                                                    |                                         |                                                                     |           |
|                                                           | Miscellaneous Revenue                          | Business Code                                                                                                           |                                                                                 |                                                    |                                         |                                                                     |           |
| 11a                                                       | SUBSIDIARY INCOME                              | 621990                                                                                                                  | 2,596,992                                                                       | 2,174,408                                          | 422,584                                 |                                                                     |           |
| b                                                         | OTHER INCOME                                   | 621990                                                                                                                  | 457,052                                                                         | 457,052                                            |                                         |                                                                     |           |
| c                                                         | JOINT VENTURE INCOME                           | 621990                                                                                                                  | 159,484                                                                         | 159,484                                            |                                         |                                                                     |           |
| d                                                         | All other revenue                              |                                                                                                                         |                                                                                 |                                                    |                                         |                                                                     |           |
| e                                                         | Total. Add lines 11a-11d                       |                                                                                                                         | 3,213,528                                                                       |                                                    |                                         |                                                                     |           |
| 12                                                        | Total revenue. See Instructions                |                                                                                                                         | 68,240,329                                                                      | 60,056,879                                         | 504,739                                 | 6,440,903                                                           |           |

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)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|--------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------|----------------------------------------|-----------------------------|
| 1                                                                              | Grants and other assistance to domestic organizations and domestic governments See Part IV, line 21 . . . . .                                                                                                                         | 233,945               | 233,945                         |                                        |                             |
| 2                                                                              | Grants and other assistance to domestic individuals See Part IV, line 22 . . . . .                                                                                                                                                    |                       |                                 |                                        |                             |
| 3                                                                              | Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, lines 15 and 16 . . . . .                                                                                             |                       |                                 |                                        |                             |
| 4                                                                              | Benefits paid to or for members . . . . .                                                                                                                                                                                             |                       |                                 |                                        |                             |
| 5                                                                              | Compensation of current officers, directors, trustees, and key employees . . . . .                                                                                                                                                    | 2,835,390             | 2,835,390                       |                                        |                             |
| 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 . . . . .                                                                                                                                                                                                    | 9,570,388             | 9,570,388                       |                                        |                             |
| 8                                                                              | Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .                                                                                                                          | 178,624               | 178,624                         |                                        |                             |
| 9                                                                              | Other employee benefits . . . . .                                                                                                                                                                                                     | 3,497,178             | 3,497,178                       |                                        |                             |
| 10                                                                             | Payroll taxes . . . . .                                                                                                                                                                                                               | 705,838               | 705,838                         |                                        |                             |
| 11                                                                             | Fees for services (non-employees)                                                                                                                                                                                                     |                       |                                 |                                        |                             |
| a                                                                              | Management . . . . .                                                                                                                                                                                                                  |                       |                                 |                                        |                             |
| b                                                                              | Legal . . . . .                                                                                                                                                                                                                       | 1,016,535             | 1,016,535                       |                                        |                             |
| c                                                                              | Accounting . . . . .                                                                                                                                                                                                                  | 269,904               | 269,904                         |                                        |                             |
| d                                                                              | Lobbying . . . . .                                                                                                                                                                                                                    | 44,400                | 44,400                          |                                        |                             |
| 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) . . . . .                                                                                                                  | 1,875,820             | 1,875,820                       |                                        |                             |
| 12                                                                             | Advertising and promotion . . . . .                                                                                                                                                                                                   | 1,010,500             | 1,010,500                       |                                        |                             |
| 13                                                                             | Office expenses . . . . .                                                                                                                                                                                                             | 733,586               | 733,586                         |                                        |                             |
| 14                                                                             | Information technology . . . . .                                                                                                                                                                                                      | 7,014,957             | 7,014,957                       |                                        |                             |
| 15                                                                             | Royalties . . . . .                                                                                                                                                                                                                   |                       |                                 |                                        |                             |
| 16                                                                             | Occupancy . . . . .                                                                                                                                                                                                                   | 6,170,740             | 6,170,740                       |                                        |                             |
| 17                                                                             | Travel . . . . .                                                                                                                                                                                                                      | 317,779               | 317,779                         |                                        |                             |
| 18                                                                             | Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .                                                                                                                              |                       |                                 |                                        |                             |
| 19                                                                             | Conferences, conventions, and meetings . . . . .                                                                                                                                                                                      |                       |                                 |                                        |                             |
| 20                                                                             | Interest . . . . .                                                                                                                                                                                                                    | 3,913,818             | 3,913,818                       |                                        |                             |
| 21                                                                             | Payments to affiliates . . . . .                                                                                                                                                                                                      |                       |                                 |                                        |                             |
| 22                                                                             | Depreciation, depletion, and amortization . . . . .                                                                                                                                                                                   | 12,604,973            | 12,604,973                      |                                        |                             |
| 23                                                                             | Insurance . . . . .                                                                                                                                                                                                                   | 2,322,160             | 2,322,160                       |                                        |                             |
| 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                                                                              | MINOR EQUIPMENT                                                                                                                                                                                                                       | 1,185,446             | 1,185,446                       |                                        |                             |
| b                                                                              | DUES AND SUBSCRIPTIONS                                                                                                                                                                                                                | 256,877               | 256,877                         |                                        |                             |
| c                                                                              | EDUCATION                                                                                                                                                                                                                             | 206,758               | 206,758                         |                                        |                             |
| d                                                                              | UBI TAX                                                                                                                                                                                                                               | 176,747               | 176,747                         |                                        |                             |
| e                                                                              | All other expenses                                                                                                                                                                                                                    | 4,216,259             | 4,216,259                       |                                        |                             |
| 25                                                                             | Total functional expenses. Add lines 1 through 24e                                                                                                                                                                                    | 60,358,622            | 60,358,622                      | 0                                      | 0                           |
| 26                                                                             | Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here <input type="checkbox"/> 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)               |             | (B)             |
|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-------------------|-------------|-----------------|
|                             |                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                              |     | Beginning of year |             | End of year     |
| Assets                      | 1                                                                                                                                                   | Cash—non-interest-bearing                                                                                                                                                                                                                                                                                                    |     | 48,212,919        | 1           | 48,979,524      |
|                             | 2                                                                                                                                                   | Savings and temporary cash investments                                                                                                                                                                                                                                                                                       |     |                   | 2           |                 |
|                             | 3                                                                                                                                                   | Pledges and grants receivable, net                                                                                                                                                                                                                                                                                           |     |                   | 3           |                 |
|                             | 4                                                                                                                                                   | Accounts receivable, net                                                                                                                                                                                                                                                                                                     |     | 126,197,309       | 4           | 109,463,415     |
|                             | 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                                                                                                                                                                                                                                                                                                  |     |                   | 8           |                 |
|                             | 9                                                                                                                                                   | Prepaid expenses and deferred charges                                                                                                                                                                                                                                                                                        |     | 4,076,531         | 9           | 3,555,032       |
|                             | 10a                                                                                                                                                 | Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D                                                                                                                                                                                                                                            | 10a | 367,846,611       |             |                 |
|                             | b                                                                                                                                                   | Less accumulated depreciation                                                                                                                                                                                                                                                                                                | 10b | 178,142,805       | 209,358,440 | 10c 189,703,806 |
|                             | 11                                                                                                                                                  | Investments—publicly traded securities                                                                                                                                                                                                                                                                                       |     |                   | 11          |                 |
|                             | 12                                                                                                                                                  | Investments—other securities See Part IV, line 11                                                                                                                                                                                                                                                                            |     | 95,832,411        | 12          | 139,814,367     |
|                             | 13                                                                                                                                                  | Investments—program-related See Part IV, line 11                                                                                                                                                                                                                                                                             |     |                   | 13          |                 |
|                             | 14                                                                                                                                                  | Intangible assets                                                                                                                                                                                                                                                                                                            |     |                   | 14          |                 |
|                             | 15                                                                                                                                                  | Other assets See Part IV, line 11                                                                                                                                                                                                                                                                                            |     | 20,948,420        | 15          | 9,406,776       |
|                             | 16                                                                                                                                                  | Total assets. Add lines 1 through 15 (must equal line 34)                                                                                                                                                                                                                                                                    |     | 504,626,030       | 16          | 500,922,920     |
| Liabilities                 | 17                                                                                                                                                  | Accounts payable and accrued expenses                                                                                                                                                                                                                                                                                        |     | 154,704,991       | 17          | 149,659,998     |
|                             | 18                                                                                                                                                  | Grants payable                                                                                                                                                                                                                                                                                                               |     |                   | 18          |                 |
|                             | 19                                                                                                                                                  | Deferred revenue                                                                                                                                                                                                                                                                                                             |     | 303,307           | 19          | 195,322         |
|                             | 20                                                                                                                                                  | Tax-exempt bond liabilities                                                                                                                                                                                                                                                                                                  |     | 57,668,790        | 20          | 56,890,049      |
|                             | 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                                                                                                                                                                                                                                                               |     | 16,333,575        | 23          | 15,754,635      |
|                             | 24                                                                                                                                                  | Unsecured notes and loans payable to unrelated third parties                                                                                                                                                                                                                                                                 |     | 2,400,000         | 24          | 1,600,000       |
|                             | 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                                                                                                                                                         |     |                   | 25          |                 |
|                             | 26                                                                                                                                                  | Total liabilities. Add lines 17 through 25                                                                                                                                                                                                                                                                                   |     | 231,410,663       | 26          | 224,100,004     |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. |                                                                                                                                                                                                                                                                                                                              |     |                   |             |                 |
|                             | 27                                                                                                                                                  | Unrestricted net assets                                                                                                                                                                                                                                                                                                      |     | 273,215,367       | 27          | 276,822,916     |
|                             | 28                                                                                                                                                  | Temporarily restricted net assets                                                                                                                                                                                                                                                                                            |     |                   | 28          |                 |
|                             | 29                                                                                                                                                  | Permanently restricted net assets                                                                                                                                                                                                                                                                                            |     |                   | 29          |                 |
|                             | Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.                          |                                                                                                                                                                                                                                                                                                                              |     |                   |             |                 |
|                             | 30                                                                                                                                                  | Capital stock or trust principal, or current funds                                                                                                                                                                                                                                                                           |     |                   | 30          |                 |
|                             | 31                                                                                                                                                  | Paid-in or capital surplus, or land, building or equipment fund                                                                                                                                                                                                                                                              |     |                   | 31          |                 |
|                             | 32                                                                                                                                                  | Retained earnings, endowment, accumulated income, or other funds                                                                                                                                                                                                                                                             |     |                   | 32          |                 |
|                             | 33                                                                                                                                                  | Total net assets or fund balances                                                                                                                                                                                                                                                                                            |     | 273,215,367       | 33          | 276,822,916     |
|                             | 34                                                                                                                                                  | Total liabilities and net assets/fund balances                                                                                                                                                                                                                                                                               |     | 504,626,030       | 34          | 500,922,920     |

Part XI Reconciliation 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  | 68,240,329  |
| 2  | Total expenses (must equal Part IX, column (A), line 25)                                                      | 2  | 60,358,622  |
| 3  | Revenue less expenses Subtract line 2 from line 1                                                             | 3  | 7,881,707   |
| 4  | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))                     | 4  | 273,215,367 |
| 5  | Net unrealized gains (losses) on investments                                                                  | 5  | -3,849,615  |
| 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  | -424,543    |
| 10 | Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 276,822,916 |

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

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

OMB No 1545-0047

2014

Open to Public Inspection

|                                                       |                                              |
|-------------------------------------------------------|----------------------------------------------|
| Name of the organization<br>BENEFIS HEALTH SYSTEM INC | Employer identification number<br>26-3538104 |
|-------------------------------------------------------|----------------------------------------------|

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 in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g

a

☐

**Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**

b

☐

**Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**

c

☒

**Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**

d

☐

**Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**

e

☒

Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization

f

Enter the number of supported organizations . . . . . 4

g

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 listed in your governing document? |    | (v) Amount of monetary support (see instructions) | (vi) Amount of other support (see instructions) |
|-----------------------------------|----------|----------------------------------------------------------------------------------------------|-------------------------------------------------------------|----|---------------------------------------------------|-------------------------------------------------|
|                                   |          |                                                                                              | Yes                                                         | No |                                                   |                                                 |
| See Additional Data Table         |          |                                                                                              |                                                             |    |                                                   |                                                 |
|                                   |          |                                                                                              |                                                             |    |                                                   |                                                 |
| Total 4                           |          |                                                                                              |                                                             |    | 0                                                 |                                                 |

Part II

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

| Section A. Public Support                                                                                                                                                                             |          |          |          |          |          |           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| Calendar year (or fiscal year beginning in) ▶                                                                                                                                                         | (a) 2010 | (b) 2011 | (c) 2012 | (d) 2013 | (e) 2014 | (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) 2010 | (b) 2011 | (c) 2012 | (d) 2013 | (e) 2014 | (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 VI )                                                                                          |          |          |          |          |          |           |
| 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 section 501(c)(3) organization, check this box and stop here . . . . . |          |          |          |          |          | ▶         |

| Section C. Computation of Public Support Percentage                                                                                                                                                                                                                                                                                                                                         |  |    |  |  |  |   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----|--|--|--|---|
| 14 Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f))                                                                                                                                                                                                                                                                                                   |  | 14 |  |  |  |   |
| 15 Public support percentage for 2013 Schedule A, Part II, line 14                                                                                                                                                                                                                                                                                                                          |  | 15 |  |  |  |   |
| 16a 33 1/3% support test—2014. 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—2013. 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—2014. 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 VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization    |  |    |  |  |  | ▶ |
| b 10%-facts-and-circumstances test—2013. 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 VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization |  |    |  |  |  | ▶ |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions                                                                                                                                                                                                                                                       |  |    |  |  |  | ▶ |

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

| Section A. Public Support                                                                                                                                                  |          |          |          |          |          |           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| Calendar year (or fiscal year beginning in) ▶                                                                                                                              | (a) 2010 | (b) 2011 | (c) 2012 | (d) 2013 | (e) 2014 | (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) 2010 | (b) 2011 | (c) 2012 | (d) 2013 | (e) 2014 | (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 VI.)                                                                                 |          |          |          |          |          |           |
| 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 section 501(c)(3) organization, check this box and stop here ▶ |          |          |          |          |          |           |

| Section C. Computation of Public Support Percentage                                       |    |  |
|-------------------------------------------------------------------------------------------|----|--|
| 15 Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f)) | 15 |  |
| 16 Public support percentage from 2013 Schedule A, Part III, line 15                      | 16 |  |

| Section D. Computation of Investment Income Percentage                                                                                                                                                                                                               |    |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--|
| 17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))                                                                                                                                                                       | 17 |  |
| 18 Investment income percentage from 2013 Schedule A, Part III, line 17                                                                                                                                                                                              | 18 |  |
| 19a 33 1/3% support tests—2014. 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—2013. 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 Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in <b>Part VI</b> how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.                                                                                                                                                                                                         |     | No |
| 2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in <b>Part VI</b> how the organization determined that the supported organization was described in section 509(a)(1) or (2).                                                                                                                                                                                                                                      |     | No |
| 3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.                                                                                                                                                                                                                                                                                                                                                                                       |     | No |
| b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in <b>Part VI</b> when and how the organization made the determination.                                                                                                                                                                                                                                                    |     |    |
| c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in <b>Part VI</b> what controls the organization put in place to ensure such use.                                                                                                                                                                                                                                                                                             |     |    |
| 4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.                                                                                                                                                                                                                                                                                                                                         |     | No |
| b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.                                                                                                                                                                                                        |     |    |
| c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.                                                                                                                                                                           |     |    |
| 5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document). |     | No |
| b <b>Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?                                                                                                                                                                                                                                                                                                                                                           |     |    |
| c <b>Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?                                                                                                                                                                                                                                                                                                                                                                                                                  |     |    |
| 6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations, (b) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in <b>Part VI</b> .                                                     | Yes |    |
| 7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990).                                                                                                                                                                                              |     | No |
| 8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part II of Schedule L (Form 990).                                                                                                                                                                                                                                                                                                                                                       |     | No |
| 9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in <b>Part VI</b> .                                                                                                                                                                                                                              |     | No |
| b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in <b>Part VI</b> .                                                                                                                                                                                                                                                                                                                |     | No |
| c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in <b>Part VI</b> .                                                                                                                                                                                                                                                                                     |     | No |
| 10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer b below.                                                                                                                                                                                                                                                             |     | No |
| b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings).                                                                                                                                                                                                                                                                                                                                                   |     |    |
| 11 Has the organization accepted a gift or contribution from any of the following persons?                                                                                                                                                                                                                                                                                                                                                                                                                                   |     |    |
| a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?                                                                                                                                                                                                                                                                                                                                                        |     | No |
| b A family member of a person described in (a) above?                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |     | No |
| c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.                                                                                                                                                                                                                                                                                                                                                                                                      |     | No |

Part IV

Supporting Organizations (continued)

Section B. Type I Supporting Organizations

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in <b>Part VI</b> how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year. |     |    |
| 2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in <b>Part VI</b> how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.                                                                                                                                                                                                                                                                              |     |    |

Section C. Type II Supporting Organizations

|                                                                                                                                                                                                                                                                                                                                                                               | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in <b>Part VI</b> how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s). |     |    |

Section D. All Type III Supporting Organizations

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Yes | No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided? | Yes |    |
| 2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in <b>Part VI</b> how the organization maintained a close and continuous working relationship with the supported organization(s).                                                                                                                    | Yes |    |
| 3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in <b>Part VI</b> the role the organization's supported organizations played in this regard.                                                                                       |     | No |

Section E. Type III Functionally-Integrated Supporting Organizations

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |    |     |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|--|
| 1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)                                                                                                                                                                                                                                                                                                                                                                                               |    |     |  |
| a <input type="checkbox"/> The organization satisfied the Activities Test. Complete <b>line 2</b> below.                                                                                                                                                                                                                                                                                                                                                                                                                         |    |     |  |
| b <input checked="" type="checkbox"/> The organization is the parent of each of its supported organizations. Complete <b>line 3</b> below.                                                                                                                                                                                                                                                                                                                                                                                       |    |     |  |
| c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).                                                                                                                                                                                                                                                                                                                                                                       |    |     |  |
| 2 <u>Activities Test</u> <b>Answer (a) and (b) below.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |    |     |  |
| a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in <b>Part VI identify those supported organizations and explain</b> how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities. | 2a |     |  |
| b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in <b>Part VI</b> the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.                                                                                                                              | 2b |     |  |
| 3 <u>Parent of Supported Organizations</u> <b>Answer (a) and (b) below.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                      |    |     |  |
| a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.                                                                                                                                                                                                                                                                                                                                       | 3a | Yes |  |
| b Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.                                                                                                                                                                                                                                                                                           | 3b | Yes |  |

Part V – Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov 20, 1970 **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E

| Section A - Adjusted Net Income |                                                                                                                                                                                                          | (A) Prior Year | (B) Current Year (optional) |
|---------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|-----------------------------|
| 1                               | Net short-term capital gain                                                                                                                                                                              | 1              |                             |
| 2                               | Recoveries of prior-year distributions                                                                                                                                                                   | 2              |                             |
| 3                               | Other gross income (see instructions)                                                                                                                                                                    | 3              |                             |
| 4                               | Add lines 1 through 3                                                                                                                                                                                    | 4              |                             |
| 5                               | Depreciation and depletion                                                                                                                                                                               | 5              |                             |
| 6                               | Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions) | 6              |                             |
| 7                               | Other expenses (see instructions)                                                                                                                                                                        | 7              |                             |
| 8                               | <b>Adjusted Net Income</b> (subtract lines 5, 6 and 7 from line 4)                                                                                                                                       | 8              |                             |

| Section B - Minimum Asset Amount |                                                                                                                                | (A) Prior Year | (B) Current Year (optional) |
|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------|----------------|-----------------------------|
| 1                                | Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year) | 1              |                             |
| a                                | Average monthly value of securities                                                                                            | 1a             |                             |
| b                                | Average monthly cash balances                                                                                                  | 1b             |                             |
| c                                | Fair market value of other non-exempt-use assets                                                                               | 1c             |                             |
| d                                | <b>Total</b> (add lines 1a, 1b, and 1c)                                                                                        | 1d             |                             |
| e                                | <b>Discount</b> claimed for blockage or other factors (explain in detail in Part VI) _____                                     |                |                             |
| 2                                | Acquisition indebtedness applicable to non-exempt use assets                                                                   | 2              |                             |
| 3                                | Subtract line 2 from line 1d                                                                                                   | 3              |                             |
| 4                                | Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions)                                  | 4              |                             |
| 5                                | Net value of non-exempt-use assets (subtract line 4 from line 3)                                                               | 5              |                             |
| 6                                | Multiply line 5 by .035                                                                                                        | 6              |                             |
| 7                                | Recoveries of prior-year distributions                                                                                         | 7              |                             |
| 8                                | <b>Minimum Asset Amount</b> (add line 7 to line 6)                                                                             | 8              |                             |

| Section C - Distributable Amount |                                                                                                                                                                          |   | Current Year |
|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|--------------|
| 1                                | Adjusted net income for prior year (from Section A, line 8, Column A)                                                                                                    | 1 |              |
| 2                                | Enter 85% of line 1                                                                                                                                                      | 2 |              |
| 3                                | Minimum asset amount for prior year (from Section B, line 8, Column A)                                                                                                   | 3 |              |
| 4                                | Enter greater of line 2 or line 3                                                                                                                                        | 4 |              |
| 5                                | Income tax imposed in prior year                                                                                                                                         | 5 |              |
| 6                                | <b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)                                             | 6 |              |
| 7                                | <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions) |   |              |

| Section D - Distributions                                                                                                                  | Current Year |
|--------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| 1 Amounts paid to supported organizations to accomplish exempt purposes                                                                    |              |
| 2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity    |              |
| 3 Administrative expenses paid to accomplish exempt purposes of supported organizations                                                    |              |
| 4 Amounts paid to acquire exempt-use assets                                                                                                |              |
| 5 Qualified set-aside amounts (prior IRS approval required)                                                                                |              |
| 6 Other distributions (describe in Part VI) See instructions                                                                               |              |
| 7 Total annual distributions. Add lines 1 through 6                                                                                        |              |
| 8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions |              |
| 9 Distributable amount for 2014 from Section C, line 6                                                                                     |              |
| 10 Line 8 amount divided by Line 9 amount                                                                                                  |              |

| Section E - Distribution Allocations (see instructions)                                                                                             | (i)<br>Excess Distributions | (ii)<br>Underdistributions<br>Pre-2014 | (iii)<br>Distributable<br>Amount for 2014 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|----------------------------------------|-------------------------------------------|
| 1 Distributable amount for 2014 from Section C, line 6                                                                                              |                             |                                        |                                           |
| 2 Underdistributions, if any, for years prior to 2014 (reasonable cause required--see instructions)                                                 |                             |                                        |                                           |
| 3 Excess distributions carryover, if any, to 2014                                                                                                   |                             |                                        |                                           |
| a From 2009. . . . .                                                                                                                                |                             |                                        |                                           |
| b From 2010. . . . .                                                                                                                                |                             |                                        |                                           |
| c From 2011. . . . .                                                                                                                                |                             |                                        |                                           |
| d From 2012. . . . .                                                                                                                                |                             |                                        |                                           |
| e From 2013. . . . .                                                                                                                                |                             |                                        |                                           |
| f Total of lines 3a through e                                                                                                                       |                             |                                        |                                           |
| g Applied to underdistributions of prior years                                                                                                      |                             |                                        |                                           |
| h Applied to 2014 distributable amount                                                                                                              |                             |                                        |                                           |
| i Carryover from 2009 not applied (see instructions)                                                                                                |                             |                                        |                                           |
| j Remainder Subtract lines 3g, 3h, and 3i from 3f                                                                                                   |                             |                                        |                                           |
| 4 Distributions for 2014 from Section D, line 7 \$                                                                                                  |                             |                                        |                                           |
| a Applied to underdistributions of prior years                                                                                                      |                             |                                        |                                           |
| b Applied to 2014 distributable amount                                                                                                              |                             |                                        |                                           |
| c Remainder Subtract lines 4a and 4b from 4                                                                                                         |                             |                                        |                                           |
| 5 Remaining underdistributions for years prior to 2014, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions) |                             |                                        |                                           |
| 6 Remaining underdistributions for 2014 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions)                        |                             |                                        |                                           |
| 7 Excess distributions carryover to 2015. Add lines 3j and 4c                                                                                       |                             |                                        |                                           |
| 8 Breakdown of line 7                                                                                                                               |                             |                                        |                                           |
| a From 2010. . . . .                                                                                                                                |                             |                                        |                                           |
| b From 2011. . . . .                                                                                                                                |                             |                                        |                                           |
| c From 2012. . . . .                                                                                                                                |                             |                                        |                                           |
| d From 2013. . . . .                                                                                                                                |                             |                                        |                                           |
| e From 2014. . . . .                                                                                                                                |                             |                                        |                                           |

**Part VI** **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions).

**Facts And Circumstances Test**

| Return Reference            | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PART IV, SECTION A, LINE 1  | IN 2011 THE ORGANIZING DOCUMENTS OF BENEFIS HEALTH SYSTEM FOUNDATION, INC (FOUNDATION) WERE AMENDED TO MAKE BENEFIS HEALTH SYSTEM, INC (BHS) ITS SOLE MEMBER AND PARENT ORGANIZATION AS SUCH FOUNDATION BECAME A CONTROLLED ORGANIZATION OF BHS AND PART OF ITS INTEGRATED SYSTEM BHS BEGAN TO SUPPORT IT AS IT DOES ALL ENTITIES IT IS THE PARENT ENTITY OF IN THE INTEGRATED SYSTEM ORGANIZING DOCUMENTS OF BHS HAVE NOT YET BEEN AMENDED TO INCLUDE FOUNDATION AS A SUPPORTED ORGANIZATION                                                                                                                                                                                        |
| PART IV, SECTION A, LINE 6  | MANAGEMENT SERVICES ARE ALSO PROVIDED TO MISSOURI RIVER MEDICAL CENTER A DISTRICT HOSPITAL LOCATED IN FORT BENTON, MONTANA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| PART IV, SECTION E, LINE 3A | BENEFIS HEALTH SYSTEMS, INC (BHS) SERVES AS THE PARTENT ENTITY OF AN INTEGRATED SYSTEM OF PROVIDER ORGANIZATIONS ADDRESSING THE HEALTH NEEDS OF PERSONS THROUGHOUT NORTH CENTRAL MONTANA BHS HOLDS VARIOUS RESERVED POWER IN RELATION TO THE SUPPORTED ORGANIZATIONS, INCLUDING THE AUTHORITY TO ELECT ITS BOARD OF DIRECTORS                                                                                                                                                                                                                                                                                                                                                        |
| PART IV, SECTION E, LINE 3B | BHS PROVIDES CERTAIN MANAGEMENT AND ADMINISTRATIVE SERVICES TO SUPPORTED ORGANIZATIONS BHS PROVIDES THESE SERVICES TO ITS SUBSIDIARY TAX-EXEMPT OPERATING ENTITIES ON A CENTRALIZED BASIS THE SERVICES INCLUDE THE FOLLOWING - MANAGEMENT OF HUMAN RESOURCES INCLUDING POLICIES AND PRACTICES - MANAGEMENT, PLANNING, BUDGETING AND REPORTING OF FINANCIAL OPERATIONS - INFORMATION SYSTEMS COORDINATION - OVERSEES QUALITY STANDARDS, COMPLIANCE AND RISK MANAGEMENT - MANAGES REGIONAL, COMMUNITY AND GOVERNMENT RELATIONS AND MARKETING - MANAGEMENT OF GRANTS DEVELOPMENT THE BOARD OF DIRECTORS OF BHS ALSO OVERSEES ALL OF THE BOARD ACTIVITIES OF THE SUPPORTED ORGANIZATIONS |

Additional Data

Software ID:  
Software Version:  
EIN: 26-3538104  
Name: BENEFIS HEALTH SYSTEM INC

Form 990, Sch A, Part I, Line 11g - 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 listed in your governing document? |    | (v) Amount of monetary support (see instructions) | (vi) Amount of other support (see instructions) |
|------------------------------------------|-----------|----------------------------------------------------------------------------------------------|-------------------------------------------------------------|----|---------------------------------------------------|-------------------------------------------------|
|                                          |           |                                                                                              | Yes                                                         | No |                                                   |                                                 |
| (A) BENEFIS HOSPITALS INC                | 810232122 | 3                                                                                            | Yes                                                         |    | 0                                                 | 55,079,934                                      |
| (A) BENEFIS MEDICAL GROUP INC            | 263538192 | 3                                                                                            | Yes                                                         |    | 0                                                 | 0                                               |
| (B) BENEFIS SPECTRUM MEDICAL INC         | 810431871 | 9                                                                                            | Yes                                                         |    | 0                                                 | 847,584                                         |
| (C) BENEFIS HEALTH SYSTEM FOUNDATION INC | 810480587 | 7                                                                                            |                                                             | No | 0                                                 | 799,906                                         |

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Political Campaign and Lobbying Activities

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

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

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

OMB No 1545-0047

2014

Open to Public Inspection

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

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

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

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

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

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

|                                                       |                                              |
|-------------------------------------------------------|----------------------------------------------|
| Name of the organization<br>BENEFIS HEALTH SYSTEM INC | Employer identification number<br>26-3538104 |
|-------------------------------------------------------|----------------------------------------------|

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

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

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

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

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

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

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

Part II-A

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

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

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

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

| Lobbying Expenditures During 4-Year Averaging Period         |          |          |          |          |           |
|--------------------------------------------------------------|----------|----------|----------|----------|-----------|
| Calendar year (or fiscal year beginning in)                  | (a) 2011 | (b) 2012 | (c) 2013 | (d) 2014 | (e) Total |
| 2a Lobbying nontaxable amount                                |          |          |          |          |           |
| b Lobbying ceiling amount<br>(150% of line 2a, column(e))    |          |          |          |          |           |
| c Total lobbying expenditures                                |          |          |          |          |           |
| d Grassroots nontaxable amount                               |          |          |          |          |           |
| e Grassroots ceiling amount<br>(150% of line 2d, column (e)) |          |          |          |          |           |
| f Grassroots lobbying expenditures                           |          |          |          |          |           |

Part II-B

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

| For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity. |                                                                                                                                                                                                                              | (a) |    | (b)    |
|---------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|--------|
|                                                                                                                           |                                                                                                                                                                                                                              | Yes | No | Amount |
| 1                                                                                                                         | During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of |     |    |        |
| a                                                                                                                         | Volunteers?                                                                                                                                                                                                                  |     | No |        |
| b                                                                                                                         | Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?                                                                                                                                 | Yes |    |        |
| c                                                                                                                         | Media advertisements?                                                                                                                                                                                                        |     | No |        |
| d                                                                                                                         | Mailings to members, legislators, or the public?                                                                                                                                                                             |     | No |        |
| e                                                                                                                         | Publications, or published or broadcast statements?                                                                                                                                                                          |     | No |        |
| f                                                                                                                         | Grants to other organizations for lobbying purposes?                                                                                                                                                                         |     | No |        |
| g                                                                                                                         | Direct contact with legislators, their staffs, government officials, or a legislative body?                                                                                                                                  | Yes |    | 44,400 |
| h                                                                                                                         | Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?                                                                                                                                    |     | No |        |
| i                                                                                                                         | Other activities?                                                                                                                                                                                                            | Yes |    | 875    |
| j                                                                                                                         | Total. Add lines 1c through 1i.                                                                                                                                                                                              |     |    | 45,275 |
| 2a                                                                                                                        | Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?                                                                                                                                |     | No |        |
| b                                                                                                                         | If "Yes," enter the amount of any tax incurred under section 4912.                                                                                                                                                           |     |    |        |
| c                                                                                                                         | If "Yes," enter the amount of any tax incurred by organization managers under section 4912.                                                                                                                                  |     |    |        |
| d                                                                                                                         | If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?                                                                                                                                 |     |    |        |

Part III-A

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

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

Part III-B

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

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

Part IV

Supplemental Information

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

| Return Reference  | Explanation                                                                                                                                                                                                                                                     |
|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PART II-B, LINE 1 | THE ORGANIZATION PARTICIPATES IN THE MONTANA HOSPITAL ASSOCIATION. A PORTION OF ASSOCIATION DUES AND STAFF SALARIES ARE RELATED TO LOBBYING FOR VARIOUS HEALTH CARE ISSUES. AN ATTORNEY IS RETAINED TO LOBBY ON THE ORGANIZATION'S BEHALF AT THE STATE CAPITOL. |
|                   |                                                                                                                                                                                                                                                                 |
|                   |                                                                                                                                                                                                                                                                 |
|                   |                                                                                                                                                                                                                                                                 |
|                   |                                                                                                                                                                                                                                                                 |
|                   |                                                                                                                                                                                                                                                                 |
|                   |                                                                                                                                                                                                                                                                 |

[illegible]

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

OMB No 1545-0047

2014

Open to Public Inspection

|                                                       |                                                  |
|-------------------------------------------------------|--------------------------------------------------|
| Name of the organization<br>BENEFIS HEALTH SYSTEM INC | Employer identification number<br><br>26-3538104 |
|-------------------------------------------------------|--------------------------------------------------|

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

Part II

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

1

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

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

2

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

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

3

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

4

Number of states where property subject to conservation easement is located ► \_\_\_\_\_

5

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

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► \_\_\_\_\_

7

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

8

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

☐ Yes ☐ No

9

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

Part III

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

1a

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

b

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

(i) Revenue 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

Revenue 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 |
| 1c |        |
| 1d |        |
| 1e |        |
| 1f |        |
- 2a

Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

☐ Yes

☐ No
- b

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

☐

Part V

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

|                                                            | (a)Current year | (b)Prior year | b (c)Two years back | (d)Three years back | (e)Four years back |
|------------------------------------------------------------|-----------------|---------------|---------------------|---------------------|--------------------|
| 1a Beginning of year balance . . . . .                     | 22,163,339      | 19,058,513    | 15,998,563          | 9,384,851           |                    |
| b Contributions . . . . .                                  | 546,843         | 1,274,865     | 1,253,995           | 6,844,397           | 9,606,866          |
| c Net investment earnings, gains, and losses               | 912,332         | 2,278,824     | 2,099,380           | 39,106              | 313,085            |
| d Grants or scholarships . . . . .                         |                 |               |                     |                     |                    |
| e Other expenditures for facilities and programs . . . . . | 390,591         | 343,934       | 205,187             | 180,722             | 535,100            |
| f Administrative expenses . . . . .                        |                 | 104,929       | 88,238              | 89,069              |                    |
| g End of year balance . . . . .                            | 23,231,923      | 22,163,339    | 19,058,513          | 15,998,563          | 9,384,851          |

- 2

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

a

Board designated or quasi-endowment ▶ 13 020 %

b

Permanent endowment ▶ 67 500 %

c

Temporarily restricted endowment ▶ 19 480 %

The percentages in lines 2a, 2b, and 2c should equal 100%
- 3a

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

(i) unrelated organizations . . . . .

3a(i)

☐ Yes

☐ No

(ii) related organizations . . . . .

3a(ii)

☐ Yes

☐
- b

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

3b

☐ Yes

☐
- 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 . . . . .                                                                                          |                                      | 9,019,234                      |                              | 9,019,234      |
| b Buildings . . . . .                                                                                      |                                      | 211,938,716                    | 73,500,529                   | 138,438,187    |
| c Leasehold improvements . . . . .                                                                         |                                      | 104,752,690                    | 76,684,509                   | 28,068,181     |
| d Equipment . . . . .                                                                                      |                                      | 32,481,249                     | 23,746,196                   | 8,735,053      |
| e Other . . . . .                                                                                          |                                      | 9,654,722                      | 4,211,571                    | 5,443,151      |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . . . |                                      |                                |                              | 189,703,806    |



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

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

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

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

**Part XIII Supplemental Information**

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

| Return Reference | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PART V, LINE 4   | ENDOWMENT FUNDS ARE RELATED TO BENEFIS HEALTH SYSTEM FOUNDATION, INC                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| PART X, LINE 2   | THE ORGANIZATION IS A NOT-FOR-PROFIT CORPORATION AND HAS BEEN RECOGNIZED AS TAX EXEMPT PURSUANT TO SECTION 501(C)(3) OF THE IRC. THE ORGANIZATION IS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE IRC EXCEPT TO THE EXTENT OF UNRELATED BUSINESS TAXABLE INCOME AS DEFINED UNDER IRC SECTIONS 511 THROUGH 515. EFFECTIVE JANUARY 1, 2009, THE ORGANIZATIONS ADOPTED ACCOUNTING FOR UNCERTAIN TAX POSITIONS. THE ACCOUNTING STANDARD PRESCRIBES A RECOGNITION THRESHOLD AND MEASUREMENT PROCESS FOR UNCERTAIN TAX POSITIONS. THE ORGANIZATION HAD NO UNCERTAIN TAX POSITIONS AS OF DECEMBER 31, 2014 OR 2013. THE ORGANIZATION IS NO LONGER SUBJECT TO EXAMINATION BY U.S. FEDERAL AUTHORITIES FOR YEARS BEFORE 2011. |
|                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

[illegible]

Schedule I  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Name of the organization  
BENEFIS HEALTH SYSTEM INC

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](http://www.irs.gov/form990).

OMB No 1545-0047

2014

Open to Public  
Inspection

Employer identification number  
26-3538104

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 Domestic Organizations and Domestic Governments. 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 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) MSU - GREAT FALLS COLLEGE<br>2100 16TH AVE SOUTH<br>GREAT FALLS, MT 59405                  | 81-0522790 | 501(C)(3)                     | 113,399                  |                                   |                                                       |                                        | EDUCATIONAL SCHOLARSHIPS AND PROGRAM SUPPORT        |
| (2) GREAT FALLS DEVELOPMENT AUTHORITY<br>300 CENTRAL AVE SUITE 406<br>GREAT FALLS, MT 59401    | 81-0465605 | 501(C)(3)                     | 15,000                   |                                   |                                                       |                                        | ECONOMIC DEVELOPMENT AND JOB CREATION               |
| (3) NORTHERN TRANSIT INTERLOCAL<br>226 1ST ST SOUTH<br>SHELBY, MT 59474                        | 81-6001438 | GOVERNMENT                    | 10,000                   |                                   |                                                       |                                        | TRANSPORTION TO PROVIDE BETTER ACCESS TO HEALTHCARE |
| (4) CENTER FOR MENTAL HEALTH<br>915 FIRST AVE SOUTH<br>GREAT FALLS, MT 59403                   | 81-0347441 | 501(C)(3)                     | 7,500                    |                                   |                                                       |                                        | BEAUTIFUL MIND WALK                                 |
| (5) MONTANA NURSING HOME ASSOCIATION<br>36 SOUTH LAST CHANCE GULCH SUITE A<br>HELENA, MT 59601 | 81-0301576 | 501(C)(6)                     | 8,550                    |                                   |                                                       |                                        | ENHANCEMENT OF CARE FOR NURSING HOME MEMBERS        |
| (6) GREAT FALLS COMMUNITY ICE FOUNDATION<br>4001 29TH STREET SW<br>GREAT FALLS, MT 59405       | 20-1541842 | 501(C)(3)                     | 25,000                   |                                   |                                                       |                                        | HEALTHY RECREATION                                  |

2

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

5

3

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

6

**Part III**

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

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

**Part IV**

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

| Return Reference | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PART I, LINE 2   | BENEFIS HAS A FULL-TIME GRANTS MANAGER, WHO OVERSEES INTERNAL CONTROLS A GRANTS HANDBOOK DETAILING PROCEDURES ALONG WITH ROLES/RESPONSIBILITIES FOR BOTH PRE AND POST AWARD HAS BEEN DEVELOPED, APPROVED BY ADMINISTRATION, AND IS IN PLACE THE GRANTS MANAGER ENSURES STAFF MEMBERS INVOLVED WITH A GRANT-FUNDED PROJECT ARE AWARE OF THESE PROCEDURES AND THEIR RESPECTIVE RESPONSIBILITIES SHE MONITORS ALL GRANT-RELATED ACTIVITIES TO ENSURE PROTOCOLS ARE FOLLOWED FOR EXAMPLE, SHE MEETS WITH THE PROJECT DIRECTOR AT LEAST MONTHLY TO REVIEW PROJECT PROGRESS ALONG WITH GOALS, ACTIVITIES, AND EXPENDITURES SHE ALSO MEETS WITH ACCOUNTING MONTHLY TO REVIEW THE DETAIL TRIAL BALANCE AND ENSURE GRANT CHARGES ARE APPROPRIATE PRIOR TO APPROVING DRAWING DOWN FEDERAL FUNDS SHE OVERSEES ALL REPORTS AND DELIVERABLES AND MAKES SURE THEY ARE SUBMITTED AS REQUIRED THE GRANTS MANAGER SERVES AS THE LIAISON WITH THE FEDERAL GOVERNMENT ON ALL GRANT AWARDS AND WORKS DIRECTLY WITH THE FEDERAL PROJECT OFFICER AND FEDERAL GRANTS MANAGEMENT AS INDICATED WHEN BENEFIS PASSES THROUGH OR SUBAWARDS GRANT FUNDS TO ANOTHER ORGANIZATION, THE GRANTS MANAGER ENSURES THEY ARE ELIGIBLE TO RECEIVE FEDERAL FUNDS BY CONFIRMING THEY ARE NOT AN EXCLUDED PARTY AND THAT THEY HAVE A TAX IDENTIFICATION NUMBER AND DUNS NUMBER IF APPROPRIATE ALL SUBAWARDS ARE MONITORED BY THE GRANTS MANAGER AND PROJECT DIRECTOR THROUGH ONGOING MEETINGS AND REPORTS INCLUDING A COPY OF THE RECIPIENT'S ANNUAL AUDIT REPORT |

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.

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

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization  
BENEFIS HEALTH SYSTEM INC

Employer identification number  
26-3538104

| Part I | Questions Regarding Compensation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |    | Yes | No |
|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 1a     | Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.<br><div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input checked="" type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input checked="" type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div> |    |     |    |
| 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 | Yes |    |
| 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  | Yes |    |
| 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.<br><div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>                                                                  |    |     |    |
| 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 |     | No |
| 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?<br>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 4c |     | No |
|        | Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations 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?<br>If "Yes," to line 5a or 5b, describe in Part III.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 5b |     | No |
| 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?<br>If "Yes," to line 6a or 6b, describe in Part III.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 6b |     | No |
| 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 accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 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 in column(B) reported as deferred in prior Form 990 |
|-------------------------------------------------------|------|----------------------------------------------------|-------------------------------------|-------------------------------------|------------------------------------------------|-------------------------|---------------------------------|----------------------------------------------------------------------|
|                                                       |      | (i) Base compensation                              | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |                                                |                         |                                 |                                                                      |
| 1 JOHN GOODNOW, CEO                                   | (i)  | 574,254                                            | 180,909                             | 883,783                             | 18,200                                         | 6,465                   | 1,663,611                       | 869,736                                                              |
|                                                       | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                                    |
| 2 STEVE BALLOCK, CFO (1/2014-6/2014)                  | (i)  | 259,631                                            | 37,050                              | 0                                   | 44,058                                         | 0                       | 340,739                         | 0                                                                    |
|                                                       | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                                    |
| 3 FORREST EHLINGER, CFO (6/2014-12/2014)              | (i)  | 180,076                                            | 34,684                              | 50,000                              | 18,188                                         | 0                       | 282,948                         | 0                                                                    |
|                                                       | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                                    |
| 4 TERRY OLINGER, PRESIDENT BMG & REGIONAL PROGRAMS    | (i)  | 308,015                                            | 88,970                              | 61,878                              | 88,570                                         | 659                     | 548,092                         | 55,177                                                               |
|                                                       | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                                    |
| 5 SAMUAL NORTON, CHIEF INFORMATION OFFICER            | (i)  | 160,209                                            | 46,533                              | 4,620                               | 0                                              | 3,786                   | 215,148                         | 0                                                                    |
|                                                       | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                                    |
| 6 AMY BEAMES, SENIOR VP, SYSTEM SERVICES              | (i)  | 170,075                                            | 27,460                              | 11,000                              | 8,847                                          | 5,824                   | 223,206                         | 0                                                                    |
|                                                       | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                                    |
| 7 PATTY HARRIS, DIRECTOR, REVENUE CYCLE               | (i)  | 160,932                                            | 11,742                              | 0                                   | 0                                              | 7,852                   | 180,526                         | 0                                                                    |
|                                                       | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                                    |
| 8 THERESA PREITE, PRESIDENT, BENEFIS SPECTRUM MEDICAL | (i)  | 141,707                                            | 27,690                              | 0                                   | 8,861                                          | 5,798                   | 184,056                         | 0                                                                    |
|                                                       | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                                    |
| 9 KATHIE AVIS, CHIEF ADMINISTRATIVE OFFICER           | (i)  | 143,730                                            | 26,817                              | 0                                   | 7,160                                          | 437                     | 178,144                         | 0                                                                    |
|                                                       | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                                    |

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 1A  | TRAVEL FOR COMPANIONS AND SOCIAL CLUB DUES THAT BENEFIS HEALTH SYSTEM PAYS FOR ITS OFFICERS ARE TREATED AS TAXABLE INCOME TO THE INDIVIDUAL ACCORDINGLY                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| PART I, LINE 4B  | THE ORGANIZATION PROVIDES A SECTION 457F NONQUALIFIED DEFERRED COMPENSATION PLAN FOR MR. GOODNOW, MR. OLINGER AND MR. BALLOCK                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| PART I, LINE 7   | BENEFIS HEALTH SYSTEM, INC. AND ITS AFFILIATES MAINTAIN AN INCENTIVE COMPENSATION PLAN THAT INCORPORATES BOTH SHARED AND INDIVIDUAL GOALS FOR MEMBERS OF THE EXECUTIVE LEADERSHIP TEAM (INCLUDING MR. GOODNOW, MR. OLINGER, MR. BALLOCK, MR. EHLINGER AND MS. PREITE), AND IS SUBJECT TO A PRECONDITION THAT THE SYSTEM MUST ACHIEVE BUDGETED OPERATING PERFORMANCE. IN 2010, THE ORGANIZATION ADOPTED SHARED PERFORMANCE OBJECTIVES INCLUDING SYSTEM GROWTH AS WELL AS MEASURES TIED TO WORKFORCE, PATIENT EXPERIENCE, PATIENT SAFETY, CLINICAL QUALITY, FINANCE/OPERATIONS, AND COMMUNITY BENEFIT. THE INDIVIDUAL PERFORMANCE OBJECTIVES ADOPTED IN 2010 ARE BASED ON AN ARRAY OF QUALITY, FINANCIAL, OPERATIONAL AND STRATEGIC INITIATIVES. INCENTIVE OPPORTUNITY LEVELS ARE CALCULATED BASED ON PREDETERMINED PERCENTAGES OF EACH EXECUTIVE'S BASE SALARY, AND VARY BASED ON THE ACHIEVEMENT OF THRESHOLD, TARGET OR STRETCH LEVELS AS TO EACH PERFORMANCE OBJECTIVE. THE ORGANIZATIONS ALSO MAINTAIN A LONG-TERM INCENTIVE PLAN DIRECTED AT RECRUITING AND RETAINING EXECUTIVE LEADERSHIP. PAYMENTS UNDER THE LONG-TERM PLAN ARE CONDITIONED ON AN EXECUTIVE REMAINING EMPLOYED BY THE ORGANIZATION AND MAINTAINING SATISFACTORY INDIVIDUAL PERFORMANCE. IN ADDITION, THE ORGANIZATION MUST HAVE MAINTAINED SATISFACTORY OVERALL PERFORMANCE, BASED ON BOTH FINANCIAL CRITERIA AND SATISFACTION OF EMPLOYEES, PATIENTS AND PHYSICIANS. INCENTIVE OPPORTUNITIES UNDER THE LONG-TERM PLAN ARE APPROVED IN ADVANCE BY THE COMPENSATION COMMITTEE, WITH LATER PAYOUTS APPROVED BY THE COMMITTEE BASED ON ACTUAL PERFORMANCE RESULTS. |

Additional Data

Software ID:  
Software Version:  
EIN: 26-3538104  
Name: BENEFIS HEALTH SYSTEM INC

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

| (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 in column (B) reported as deferred in prior Form 990 |
|-------------------------------------------------------|-------------|----------------------------------------------------|-------------------------------------|-------------------------------------|------------------------------------------------|-------------------------|---------------------------------|-----------------------------------------------------------------------|
|                                                       |             | (i) Base Compensation                              | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |                                                |                         |                                 |                                                                       |
| 1 JOHN GOODNOW, CEO                                   | (i)<br>(ii) | 574,254<br>0                                       | 180,909<br>0                        | 883,783<br>0                        | 18,200<br>0                                    | 6,465<br>0              | 1,663,611<br>0                  | 869,736<br>0                                                          |
| 1 STEVE BALLOCK, CFO (1/2014-6/2014)                  | (i)<br>(ii) | 259,631<br>0                                       | 37,050<br>0                         | 0<br>0                              | 44,058<br>0                                    | 0<br>0                  | 340,739<br>0                    | 0<br>0                                                                |
| 2 FORREST EHLINGER, CFO (6/2014-12/2014)              | (i)<br>(ii) | 180,076<br>0                                       | 34,684<br>0                         | 50,000<br>0                         | 18,188<br>0                                    | 0<br>0                  | 282,948<br>0                    | 0<br>0                                                                |
| 3 TERRY OLINGER, PRESIDENT BMG & REGIONAL PROGRAMS    | (i)<br>(ii) | 308,015<br>0                                       | 88,970<br>0                         | 61,878<br>0                         | 88,570<br>0                                    | 659<br>0                | 548,092<br>0                    | 55,177<br>0                                                           |
| 4 SAMUAL NORTON, CHIEF INFORMATION OFFICER            | (i)<br>(ii) | 160,209<br>0                                       | 46,533<br>0                         | 4,620<br>0                          | 0<br>0                                         | 3,786<br>0              | 215,148<br>0                    | 0<br>0                                                                |
| 5 AMY BEAMES, SENIOR VP, SYSTEM SERVICES              | (i)<br>(ii) | 170,075<br>0                                       | 27,460<br>0                         | 11,000<br>0                         | 8,847<br>0                                     | 5,824<br>0              | 223,206<br>0                    | 0<br>0                                                                |
| 6 PATTY HARRIS, DIRECTOR, REVENUE CYCLE               | (i)<br>(ii) | 160,932<br>0                                       | 11,742<br>0                         | 0<br>0                              | 0<br>0                                         | 7,852<br>0              | 180,526<br>0                    | 0<br>0                                                                |
| 7 THERESA PREITE, PRESIDENT, BENEFIS SPECTRUM MEDICAL | (i)<br>(ii) | 141,707<br>0                                       | 27,690<br>0                         | 0<br>0                              | 8,861<br>0                                     | 5,798<br>0              | 184,056<br>0                    | 0<br>0                                                                |
| 8 KATHIE AVIS, CHIEF ADMINISTRATIVE OFFICER           | (i)<br>(ii) | 143,730<br>0                                       | 26,817<br>0                         | 0<br>0                              | 7,160<br>0                                     | 437<br>0                | 178,144<br>0                    | 0<br>0                                                                |

Schedule K  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

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

OMB No 1545-0047

2014

Open to Public  
Inspection

Name of the organization  
BENEFIS HEALTH SYSTEM INC

Employer identification number  
26-3538104

| 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 MONTANA FACILITY FINANCE AUTHORITY | 36-4615155     | 61204KKG5   | 04-19-2011      | 41,376,721      | CONSTRUCTION/EXPANSION OF HEALTHCARE FACILITY |              | X  |                         | X  |                    | X  |
| B MONTANA FACILITY FINANCE AUTHORITY | 36-4615155     |             | 06-01-2011      | 17,605,000      | CONSTRUCTION/EXPANSION OF HEALTHCARE FACILITY |              | X  |                         | X  |                    | X  |

| Part II |                                                                                                        | Proceeds   |    |            |    |            |  |   |  |
|---------|--------------------------------------------------------------------------------------------------------|------------|----|------------|----|------------|--|---|--|
|         |                                                                                                        | A          |    | B          |    | C          |  | D |  |
| 1       | Amount of bonds retired                                                                                | 340,000    |    |            |    |            |  |   |  |
| 2       | Amount of bonds legally defeased                                                                       |            |    |            |    |            |  |   |  |
| 3       | Total proceeds of issue                                                                                | 41,498,721 |    | 17,605,000 |    |            |  |   |  |
| 4       | Gross proceeds in reserve funds                                                                        |            |    |            |    |            |  |   |  |
| 5       | Capitalized interest from proceeds                                                                     |            |    |            |    |            |  |   |  |
| 6       | Proceeds in refunding escrows                                                                          |            |    |            |    |            |  |   |  |
| 7       | Issuance costs from proceeds                                                                           | 663,427    |    | 221,822    |    |            |  |   |  |
| 8       | Credit enhancement from proceeds                                                                       | 580,350    |    |            |    |            |  |   |  |
| 9       | Working capital expenditures from proceeds                                                             |            |    |            |    |            |  |   |  |
| 10      | Capital expenditures from proceeds                                                                     | 40,132,945 |    |            |    |            |  |   |  |
| 11      | Other spent proceeds                                                                                   |            |    | 17,383,178 |    |            |  |   |  |
| 12      | Other unspent proceeds                                                                                 |            |    |            |    |            |  |   |  |
| 13      | Year of substantial completion                                                                         | 2013       |    | 2011       |    | YesNoYesNo |  |   |  |
|         |                                                                                                        | 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   |    |     |    |     |    |     |    |
| 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                                                                      |     |    |     |    |     |    |     |    |
| 5  | Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government |     |    |     |    |     |    |     |    |
| 6  | Total of lines 4 and 5                                                                                                                                                                                                               |     |    |     |    |     |    |     |    |
| 7  | Does the bond issue meet the private security or payment test?                                                                                                                                                                       |     | X  | 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, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?   |     | 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 "Yes" to 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                                                                                               |     |    | DEUTSCHE BANK     |    |     |    |     |    |
| c  | Term of hedge                                                                                                  |     |    | 19 00000000000000 |    |     |    |     |    |
| d  | Was the hedge superintegrated?                                                                                 |     |    | X                 |    |     |    |     |    |
| e  | Was the hedge terminated?                                                                                      |     |    |                   | X  |     |    |     |    |

Part IV

Arbitrage (Continued)

|    |                                                                                                 | A   |    | B   |    | C   |    | D   |    |
|----|-------------------------------------------------------------------------------------------------|-----|----|-----|----|-----|----|-----|----|
|    |                                                                                                 | Yes | No | Yes | No | Yes | No | Yes | No |
| 5a | Were gross proceeds invested in a guaranteed investment contract (GIC)?                         |     | X  |     | X  |     |    |     |    |
| 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                                                                                                                                                                                             |
|-----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| DATE REBATE COMPUTATION PERFORMED | ISSUER NAME MONTANA FACILITY FINANCE AUTHORITY DATE THE REBATE COMPUTATION WAS PERFORMED 05/01/2012 ISSUER NAME MONTANA FACILITY FINANCE AUTHORITY DATE THE REBATE COMPUTATION WAS PERFORMED 05/01/2012 |

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ 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

2014

Open to Public  
Inspection

|                                                       |                                                  |
|-------------------------------------------------------|--------------------------------------------------|
| Name of the organization<br>BENEFIS HEALTH SYSTEM INC | Employer identification number<br><br>26-3538104 |
|-------------------------------------------------------|--------------------------------------------------|

990 Schedule O, Supplemental Information

| Return Reference                       | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FORM 990, PART VI, SECTION A, LINE 2   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| FORM 990, PART VI, SECTION B, LINE 11  | THIS FORM 990 WAS PREPARED BY THE FINANCE DEPARTMENT PERSONNEL OF BENEFIS HEALTH SYSTEM, INC. IN COLLABORATION WITH ITS ACCOUNTING FIRM. PRIOR TO FILING, A COPY OF THIS FORM 990 INCLUDING SCHEDULE B WAS DISTRIBUTED TO ALL MEMBERS OF THE ORGANIZATION'S BOARD OF DIRECTORS, WITH A PRESENTATION TO SUCH BOARD BY THE ACCOUNTING FIRM.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| FORM 990, PART VI, SECTION B, LINE 12C | BOARD MEMBERS ANNUALLY COMPLETE A FORM TO DISCLOSE INTERESTS THAT COULD GIVE RISE TO CONFLICTS. IN ADDITION, AT THE START OF EACH BOARD MEETING, MEMBERS ARE ASKED TO INDICATE WHETHER THEY HAVE A CONFLICT OF INTEREST WITH RESPECT TO ANY ITEMS ON THE AGENDA FOR THE MEETING. CONSISTENT WITH THE ORGANIZATION'S CONFLICTS OF INTEREST POLICY, BOARD MEMBERS ARE PROHIBITED FROM PARTICIPATING ON ANY MATTERS AS TO WHICH THEY HAVE A CONFLICT.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| FORM 990, PART VI, SECTION B, LINE 15  | THE COMPENSATION OF THE CEO, CFO, PRESIDENT OF BENEFIS MEDICAL GROUP, INC. AND SYSTEM SERVICE OFFICER WAS SET BY THEIR RESPECTIVE SUPERVISORY EXECUTIVES IN CONSULTATION WITH THE HUMAN RESOURCES DEPARTMENT AND EXECUTIVE LEADERSHIP. THE PROCESS INVOLVED REVIEW BY INDEPENDENT PERSONS WHO CONFIRMED TOTAL COMPENSATION AMOUNTS TO BE PAID WERE REASONABLE AND COMPARABLE TO AMOUNTS PAID BY SIMILARLY SITUATED ORGANIZATIONS. THE PROCESS AND DATA RELIED ON WERE THOROUGHLY AND TIMELY DOCUMENTED. THIS INCLUDES A TOTAL COMPENSATION ASSESSMENT, PROFESSIONAL OPINION ON REASONABLENESS OF COMPENSATION AND REASONABLENESS OF BENEFITS. IN 2011, THE BOARD OF DIRECTORS ESTABLISHED AN INDEPENDENT COMPENSATION COMMITTEE, WHICH IS CHARGED WITH ADMINISTERING THE ORGANIZATION'S EXECUTIVE COMPENSATION PHILOSOPHY, POLICIES AND PROGRAMS IN THE MANNER SET FORTH IN THE COMMITTEE'S WRITTEN CHARTER. THE COMMITTEE'S RESPONSIBILITIES INCLUDE (I) DETERMINING APPROPRIATE COMPENSATION FOR ALL EXECUTIVES AND OTHER KEY EMPLOYEES, (II) EVALUATING AND ADOPTING EXECUTIVE COMPENSATION PLANS, POLICIES AND PROGRAMS, (III) REVIEWING AND APPROVING EXECUTIVE BENEFIT PLANS, AND (IV) VERIFYING THAT COMPENSATION IS APPROPRIATELY AND FULLY DISCLOSED AND REPORTED. THE COMMITTEE HAS ENGAGED AN INDEPENDENT COMPENSATION CONSULTING FIRM TO ASSIST IN ENSURING THAT AMOUNTS PAID TO THE ORGANIZATION'S EXECUTIVES ARE CONSISTENT WITH REASONABLE, FAIR MARKET LEVELS. THE PROCESS FOLLOWED BY THE COMMITTEE, INCLUDING THE DATA RELIED UPON AND THE COMMITTEE'S DECISIONS, WAS THOROUGHLY AND TIMELY DOCUMENTED. |
| FORM 990, PART VI, SECTION C, LINE 19  | BENEFIS HEALTH SYSTEM, INC. PROVIDES COPIES OF GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICIES, FINANCIAL STATEMENTS AND FORM 990 TO THE PUBLIC UPON REQUEST DURING NORMAL BUSINESS HOURS.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| FORM 990, PART XI, LINE 9              | BOOK/TAX DIFFERENCE IN SUBSIDIARY AND JOINT VENTURE INCOME -424,543                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

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

OMB No 1545-0047

2014

Open to Public Inspection

|                                                       |                                              |
|-------------------------------------------------------|----------------------------------------------|
| Name of the organization<br>BENEFIS HEALTH SYSTEM INC | Employer identification number<br>26-3538104 |
|-------------------------------------------------------|----------------------------------------------|

| Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33. |                                              |                                                  |                     |                           |                                         |
|--------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------------------|---------------------|---------------------------|-----------------------------------------|
| (a)<br>Name, address, and EIN (if applicable) of disregarded entity                                                      | (b)<br>Primary activity                      | (c)<br>Legal domicile (state or foreign country) | (d)<br>Total income | (e)<br>End-of-year assets | (f)<br>Direct controlling entity        |
| (1) BENEFIS SLETTEN HI-LINE CANCER CENTER LLC<br>1101 26TH STREET SOUTH<br>GREAT FALLS, MT 59405<br>27-4602798           | MEDICAL CARE                                 | MT                                               | -530,255            | 35,056                    | BENEFIS HEALTH SYSTEM INC               |
| (2) BENEFIS CASCADE RIDGE LLC<br>1101 26TH STREET SOUTH<br>GREAT FALLS, MT 59405<br>26-3538104                           | REAL ESTATE                                  | MT                                               | 0                   | 0                         | BENEFIS HEALTH SYSTEM INC               |
| (3) BENEFIS HEALTH SYSTEM FOUNDATION PROPERTIES LLC<br>PO BOX 7008<br>GREAT FALLS, MT 59406<br>27-2514629                | HOLDS REAL PROPERTY<br>DONATED TO FOUNDATION | MT                                               |                     |                           | BENEFIS HEALTH SYSTEM<br>FOUNDATION INC |
| (4) BBB LLC<br>1101 26TH STREET SOUTH<br>GREAT FALLS, MT 59405<br>26-3652926                                             | MEDICAL BUILDING                             | MT                                               | 11,822              | 12,222,993                | BENEFIS HEALTH SYSTEM INC               |

| 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)<br>Name, address, and EIN of related organization                                                                                                                                                                 | (b)<br>Primary activity        | (c)<br>Legal domicile (state or foreign country) | (d)<br>Exempt Code section | (e)<br>Public charity status (if section 501(c)(3)) | (f)<br>Direct controlling entity | (g)<br>Section 512 (b)(13) controlled entity? |    |
|                                                                                                                                                                                                                       |                                |                                                  |                            |                                                     |                                  | Yes                                           | No |
| (1) BENEFIS HOSPITALS INC<br>1101 26TH STREET SOUTH<br><br>GREAT FALLS, MT 59405<br>81-0232122                                                                                                                        | HOSPITAL                       | MT                                               | 501(C)(3)                  | SCHEDULE A LINE 3                                   | BENEFIS HEALTH SYSTEM INC        | Yes                                           |    |
| (2) BENEFIS SPECTRUM MEDICAL INC<br>1101 26TH STREET SOUTH<br><br>GREAT FALLS, MT 59405<br>81-0431871                                                                                                                 | HOME HEALTH & RELATED PRODUCTS | MT                                               | 501(C)(3)                  | SCHEDULE A LINE 9                                   | BENEFIS HEALTH SYSTEM INC        | Yes                                           |    |
| (3) BENEFIS MEDICAL GROUP INC<br>1401 25TH STREET SOUTH<br><br>GREAT FALLS, MT 59405<br>26-3538192                                                                                                                    | PHYSICIAN SERVICES             | MT                                               | 501(C)(3)                  | SCHEDULE A LINE 3                                   | BENEFIS HEALTH SYSTEM INC        | Yes                                           |    |
| (4) BENEFIS HEALTHCARE EES HEALTH PLAN AND TRUST<br>1101 26TH STREET SOUTH<br><br>GREAT FALLS, MT 59405<br>36-3386166                                                                                                 | BENEFIT PLAN                   | MT                                               | 501(C)(9)                  |                                                     | BENEFIS HEALTH SYSTEM INC        | Yes                                           |    |
| (5) BENEFIS HEALTH SYSTEM FOUNDATION INC<br>PO BOX 7008<br><br>GREAT FALLS, MT 59405<br>81-0480587                                                                                                                    | FOUNDATION                     | MT                                               | 501(C)(3)                  | SCHEDULE A LINE 7                                   | BENEFIS HEALTH SYSTEM INC        | Yes                                           |    |
| (6) BENEFIS SENIOR SERVICES INC<br>1101 26TH STREET SOUTH<br><br>GREAT FALLS, MT 59405<br>46-1344408                                                                                                                  | SENIOR SERVICES/CCRC           | MT                                               | 501(C)(3)                  | SCHEDULE A LINE 9                                   | BENEFIS HEALTH SYSTEM INC        | Yes                                           |    |

Part III

Identification of Related Organizations Taxable as a Partnership

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

| (a)<br>Name, address, and EIN of<br>related organization                                                                    | (b)<br>Primary activity      | (c)<br>Legal<br>domicile<br>(state<br>or<br>foreign<br>country) | (d)<br>Direct<br>controlling<br>entity | (e)<br>Predominant<br>income(related,<br>unrelated,<br>excluded from<br>tax under<br>sections 512-<br>514) | (f)<br>Share of total<br>income | (g)<br>Share of end-<br>of-year<br>assets | (h)<br>Disproprtionate<br>allocations? |    | (i)<br>Code V-UBI<br>amount in<br>box 20 of<br>Schedule K-1<br>(Form 1065) | (j)<br>General or<br>managing<br>partner? |    | (k)<br>Percentage<br>ownership |
|-----------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------------------------------------------|----------------------------------------|------------------------------------------------------------------------------------------------------------|---------------------------------|-------------------------------------------|----------------------------------------|----|----------------------------------------------------------------------------|-------------------------------------------|----|--------------------------------|
|                                                                                                                             |                              |                                                                 |                                        |                                                                                                            |                                 |                                           | Yes                                    | No |                                                                            | Yes                                       | No |                                |
| (1) BBB LLC<br><br>1101 26TH STREET SOUTH<br>GREAT FALLS, MT 59405<br>26-3652926                                            | MEDICAL<br>BUILDING          | MT                                                              | BENEFIS<br>HEALTH<br>SYSTEM INC        | UNRELATED                                                                                                  | 158,633                         |                                           |                                        | No |                                                                            | Yes                                       |    | 60 000 %                       |
| (2) GREAT FALLS ATHLETIC CLUB LLC<br><br>1800 BENEFIS COURT<br>GREAT FALLS, MT 59405<br>91-2081505                          | FITNESS CLUB                 | MT                                                              | BENEFIS<br>HEALTH<br>SYSTEM INC        | UNRELATED                                                                                                  | 249,906                         | 3,879,125                                 |                                        | No |                                                                            | Yes                                       |    | 51 000 %                       |
| (3) SPECTRUM HOME SOLUTIONS<br><br>2509 7TH AVE SOUTH<br>GREAT FALLS, MT 59405<br>81-0431871                                | IV THERAPY                   | MT                                                              | N/A                                    | N/A                                                                                                        |                                 |                                           |                                        | No |                                                                            |                                           | No |                                |
| (4) THE ORTHOPEDIC CENTER OF<br>MONTANA LLC<br><br>1101 26TH STREET SOUTH<br>GREAT FALLS, MT 59405<br>26-4490025            | ORTHOPEDIC<br>SERVICES       | MT                                                              | BENEFIS<br>HEALTH<br>SYSTEM INC        | RELATED                                                                                                    | -2,883                          |                                           |                                        | No |                                                                            | Yes                                       |    | 50 000 %                       |
| (5) ORTHOPEDIC CENTER OF MONTANA<br>AMBULATORY SURGERY CENTER LLC<br><br>PO BOX 6988<br>GREAT FALLS, MT 59406<br>26-3684944 | AMBULATORY<br>SURGERY CENTER | MT                                                              | BENEFIS<br>HEALTH<br>SYSTEM INC        | RELATED                                                                                                    | 1,030,643                       | 38,924                                    |                                        | No |                                                                            | Yes                                       |    | 50 000 %                       |
| (6) TREASURE STATE HEALTHCARE<br>NETWORK LLC<br><br>500 15TH AVENUE SOUTH<br>GREAT FALLS, MT 59405<br>81-0534714            | HEALTHCARE<br>SERVICES       | MT                                                              | BENEFIS<br>HEALTH<br>SYSTEM INC        | RELATED                                                                                                    | -11,149                         | 215,218                                   |                                        | No |                                                                            | Yes                                       |    | 50 000 %                       |

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

Part V

Transactions With Related Organizations

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

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

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

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

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

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

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

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

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

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

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

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

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

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

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

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

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

1s

No

No

No

No

No

No

Yes

No

Yes

Yes

Yes

Yes

Yes

No

Yes

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

Schedule R (Form 990) 2014

**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)<br>Name, address, and EIN of entity | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Predominant income (related, unrelated, excluded from tax under sections 512-514) | (e)<br>Are all partners section 501(c)(3) organizations? |    | (f)<br>Share of total income | (g)<br>Share of end-of-year assets | (h)<br>Disproportionate allocations? |    | (i)<br>Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j)<br>General or managing partner? |    | (k)<br>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: 26-3538104

Name: BENEFIS HEALTH SYSTEM INC

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

| (a)<br>Name, address, and EIN of related organization                                                                 | (b)<br>Primary activity           | (c)<br>Legal domicile<br>(state<br>or foreign<br>country) | (d)<br>Exempt Code<br>section | (e)<br>Public charity<br>status<br>(if section 501(c)<br>(3)) | (f)<br>Direct controlling<br>entity | (g)<br>Section 512<br>(b)(13)<br>controlled<br>entity? |    |
|-----------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------------------------------|-------------------------------|---------------------------------------------------------------|-------------------------------------|--------------------------------------------------------|----|
|                                                                                                                       |                                   |                                                           |                               |                                                               |                                     | Yes                                                    | No |
| (1) BENEFIS HOSPITALS INC<br><br>1101 26TH STREET SOUTH<br>GREAT FALLS, MT 59405<br>81-0232122                        | HOSPITAL                          | MT                                                        | 501(C)(3)                     | SCHEDULE A<br>LINE 3                                          | BENEFIS HEALTH<br>SYSTEM INC        | Yes                                                    |    |
| (1) BENEFIS SPECTRUM MEDICAL INC<br><br>1101 26TH STREET SOUTH<br>GREAT FALLS, MT 59405<br>81-0431871                 | HOME HEALTH &<br>RELATED PRODUCTS | MT                                                        | 501(C)(3)                     | SCHEDULE A<br>LINE 9                                          | BENEFIS HEALTH<br>SYSTEM INC        | Yes                                                    |    |
| (2) BENEFIS MEDICAL GROUP INC<br><br>1401 25TH STREET SOUTH<br>GREAT FALLS, MT 59405<br>26-3538192                    | PHYSICIAN SERVICES                | MT                                                        | 501(C)(3)                     | SCHEDULE A<br>LINE 3                                          | BENEFIS HEALTH<br>SYSTEM INC        | Yes                                                    |    |
| (3) BENEFIS HEALTHCARE EES HEALTH PLAN AND TRUST<br><br>1101 26TH STREET SOUTH<br>GREAT FALLS, MT 59405<br>36-3386166 | BENEFIT PLAN                      | MT                                                        | 501(C)(9)                     |                                                               | BENEFIS HEALTH<br>SYSTEM INC        | Yes                                                    |    |
| (4) BENEFIS HEALTH SYSTEM FOUNDATION INC<br><br>PO BOX 7008<br>GREAT FALLS, MT 59405<br>81-0480587                    | FOUNDATION                        | MT                                                        | 501(C)(3)                     | SCHEDULE A<br>LINE 7                                          | BENEFIS HEALTH<br>SYSTEM INC        | Yes                                                    |    |
| (5) BENEFIS SENIOR SERVICES INC<br><br>1101 26TH STREET SOUTH<br>GREAT FALLS, MT 59405<br>46-1344408                  | SENIOR SERVICES/CCRC              | MT                                                        | 501(C)(3)                     | SCHEDULE A<br>LINE 9                                          | BENEFIS HEALTH<br>SYSTEM INC        | Yes                                                    |    |

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

| (a)<br>Name of related organization                        | (b)<br>Transaction<br>type(a-s) | (c)<br>Amount Involved | (d)<br>Method of determining amount<br>involved |
|------------------------------------------------------------|---------------------------------|------------------------|-------------------------------------------------|
| BBB LLC                                                    | A                               | 71,799                 | LAND LEASE                                      |
| BENEFIS HEALTH SYSTEM FOUNDATION INC                       | B                               | 311,868                | DIRECT ALLOCATION                               |
| BENEFIS HEALTH SYSTEM FOUNDATION INC                       | C                               | 886,962                | CONTRIBUTIONS RECEIVED                          |
| BENEFIS SPECTRUM MEDICAL INC                               | L                               | 847,584                | DIRECT ALLOCATION                               |
| BENEFIS HOSPITALS INC                                      | L                               | 55,079,934             | DIRECT ALLOCATION                               |
| BENEFIS HOSPITALS INC                                      | M                               | 74,700                 | DIRECT ALLOCATION                               |
| BENEFIS HEALTHCARE EES HEALTH PLAN AND TRUST               | M                               | 1,052,512              | DIRECT ALLOCATION                               |
| GREAT FALLS ATHLETIC CLUB LLC                              | M                               | 60,642                 | DIRECT ALLOCATION                               |
| GREAT FALLS ATHLETIC CLUB LLC                              | S                               | 229,500                | CASH DISTRIBUTIONS                              |
| BBB LLC                                                    | S                               | 1,736,781              | CASH DISTRIBUTIONS                              |
| ORTHOPEDIC CENTER OF MONTANA AMBULATORY SURGERY CENTER LLC | S                               | 1,271,746              | CASH DISTRIBUTIONS                              |