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Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2016

Open to Public Inspection

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

Do not enter social security numbers on this form as it may be made public

Information about Form 990 and its instructions is at [www.irs.gov/form990](#)

A For the 2016 calendar year, or tax year beginning 01-01-2016 , and ending 12-31-2016

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Final

☐ Return/terminated

☐ Amended return

☐ Application pending

C Name of organization

COVENANT HEALTH INC

Doing business as

Number and street (or P O box if mail is not delivered to street address)

Room/suite

100 AMES POND DRIVE NO 102

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

TEWKSBURY, MA 01876

F Name and address of principal officer

JOHN AHLE

100 AMES POND DRIVE NO 102

TEWKSBURY, MA 01876

H(a) Is this a group return for subordinates?

☐ Yes ☒ No

H(b) Are all subordinates included?

☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶

D Employer identification number

22-2484505

E Telephone number

(978) 654-6363

G Gross receipts \$ 19,128,280

I Tax-exempt status

☒ 501(c)(3) ☐ 501(c) () ◀(insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ COVENANTHEALTH.NET

K Form of organization

☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1983

M State of legal domicile MA

Part I Summary

1 Briefly describe the organization's mission or most significant activities

COVENANT HEALTH IS A CATHOLIC HEALTH CARE SYSTEM SPONSORING HOSPITALS, NURSING HOMES, ASSISTED LIVING RESIDENCES AND OTHER HEALTH AND ELDER SERVICES THROUGHOUT NEW ENGLAND WE ARE COMMITTED TO THE HEALTH OF THE INDIVIDUALS AND COMMUNITIES WE SERVE, AND STRIVE TO OFFER A CONTINUUM OF HIGH QUALITY CARE PLEASE SEE OUR WEBSITE FOR THE 2016 COVENANT HEALTH'S CORPORATE REPORT

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

3 Number of voting members of the governing body (Part VI, line 1a)

4 Number of independent voting members of the governing body (Part VI, line 1b)

5 Total number of individuals employed in calendar year 2016 (Part V, line 2a)

6 Total number of volunteers (estimate if necessary)

7a Total unrelated business revenue from Part VIII, column (C), line 12

7b Net unrelated business taxable income from Form 990-T, line 34

8 Contributions and grants (Part VIII, line 1h)

9 Program service revenue (Part VIII, line 2g)

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)

12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)

13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)

14 Benefits paid to or for members (Part IX, column (A), line 4)

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)

16a Professional fundraising fees (Part IX, column (A), line 11e)

b Total fundraising expenses (Part IX, column (D), line 25) ▶0

17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)

18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)

19 Revenue less expenses Subtract line 18 from line 12

20 Total assets (Part X, line 16)

21 Total liabilities (Part X, line 26)

22 Net assets or fund balances Subtract line 21 from line 20

Part II Signature Block

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

Sign Here

Signature of officer

JOHN AHLE CHIEF FINANCIAL OFFICER

Type or print name and title

2017-09-12

Date

Paid Preparer Use Only

Print/Type preparer's name

E DREW CHENEY

Preparer's signature

E DREW CHENEY

Date

2017-09-12

Check ☐ if self-employed

PTIN

P00182972

Firm's name ▶ BAKER NEWMAN & NOYES LLC

Firm's EIN ▶ 01-0494526

Firm's address ▶ 650 ELM STREET SUITE 302

Phone no (800) 244-7444

MANCHESTER, NH 03101

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2016)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☐**1** Briefly describe the organization's mission

COVENANT HEALTH IS AN INNOVATIVE CATHOLIC HEALTH ORGANIZATION COMMITTED TO ADVANCING THE HEALING MINISTRY OF JESUS

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 \$ 25,880,797	including grants of \$ 14,025	(Revenue \$ 17,703,050)
See Additional Data				

4b	(Code)	(Expenses \$	including grants of \$	(Revenue \$)
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4c	(Code)	(Expenses \$	including grants of \$	(Revenue \$)
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4d	Other program services (Describe in Schedule O)	(Expenses \$	including grants of \$	(Revenue \$)
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4e	Total program service expenses ▶	25,880,797
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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)? <i>If "Yes," complete Schedule A</i>	1 Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (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? <i>If "Yes," complete Schedule C, Part I</i>	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	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? <i>If "Yes," complete Schedule D, Part I</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? <i>If "Yes," complete Schedule D, Part II</i>	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	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? <i>If "Yes," complete Schedule D, Part IV</i>	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	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? <i>If "Yes," complete Schedule D, Part VI</i>	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? <i>If "Yes," complete Schedule D, Part VII</i>	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? <i>If "Yes," complete Schedule D, Part VIII</i>	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? <i>If "Yes," complete Schedule D, Part IX</i>	11d Yes	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	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? <i>If "Yes," complete Schedule F, Parts I and IV</i>	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? <i>If "Yes," complete Schedule F, Parts II and IV</i>	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? <i>If "Yes," complete Schedule F, Parts III and IV</i>	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? <i>If "Yes," complete Schedule G, Part I</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? <i>If "Yes," complete Schedule G, Part II</i>	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	No

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
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>	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>		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>	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>	Yes	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		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?		No
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		No
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. 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>		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>		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>		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>		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>		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>		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>		No
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		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>		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		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>		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>		No
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>	Yes	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	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>	Yes	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		No
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	Yes	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck 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.	53	
b	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.	64	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	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)?	Yes	
b	If "Yes," enter the name of the foreign country: CJ 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.	7d	
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. 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.	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders.	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b	
c	Enter the amount of reserves on hand.	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b	

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	14	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent	13	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

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

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed: MA, NC

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

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

20 State the name, address, and telephone number of the person who possesses the organization's books and records.
 ► JOHN AHLE CHIEF FINANCIAL OFFICER 100 AMES POND DRIVE TEWKSBURY, MA 01876 (978) 654-6363

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

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

Form **990** (2016)

[illegible]

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 37

Section B. Independent Contractors

(A) Name and business address	(B) Description of services	(C) Compensation
DELOITTE CONSULTING LLP PO BOX 844717 DALLAS, TX 75284	CONSULTING	11,836,100
GOOD HELP CONNECTIONS LLC 8990 OLD ANNAPOLIS ROAD STE M COLUMBIA, MD 21045	IT VENDOR	2,510,230
CHAN 231 SOUTH BEMISTON AVENUE STE 300 CLAYTON, MO 63105	INTERNAL AUDIT	618,212
JM EMERSON LLC 815 SPRING PARK LOOP CELEBRATION, FL 34747	INTERIM VP	445,087
DENNIS SHUBERT MD PHD PO BOX 159 SEAL HARBOR, ME 04675	CONSULTING	222,380

Form 990 (2016)

Part VIII **Statement of Revenue**

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns . . .	1a					
	b Membership dues . . .	1b					
	c Fundraising events . . .	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	19,109				
	g Noncash contributions included in lines 1a-1f \$ _____						
	h Total. Add lines 1a-1f			19,109			
Program Service Revenue			Business Code				
	2a MEMBERSHIP AND OTHER FEES		900099	17,609,305	17,609,305		
	b K-1 ORDINARY INCOME		561000	8,621		8,621	
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
	g Total. Add lines 2a-2f			17,617,926			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,397,500			1,397,500	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6a Gross rents	(i) Real	(ii) Personal				
		b Less rental expenses					
	c Rental income or (loss)						
	d Net rental income or (loss)						
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b Less cost or other basis and sales expenses					
	c Gain or (loss)						
	d Net gain or (loss)						
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a					
		b Less direct expenses					
		c Net income or (loss) from fundraising events					
	9a Gross income from gaming activities See Part IV, line 19	a					
		b Less direct expenses					
c Net income or (loss) from gaming activities							
10a Gross sales of inventory, less returns and allowances	a						
	b Less cost of goods sold						
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11a CHANGE - CSV INSURANCE		900099	50,064	50,064			
b OTHER INCOME		900099	43,681	43,681			
c _____							
d All other revenue							
e Total. Add lines 11a-11d			93,745				
12 Total revenue. See Instructions			19,128,280	17,703,050	8,621	1,397,500	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.	14,025	14,025		
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, line 15 and 16.				
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.	1,568,481	1,486,136	82,345	
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.	7,189,680	6,812,222	377,458	
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions).	248,415	235,373	13,042	
9 Other employee benefits.	928,402	879,661	48,741	
10 Payroll taxes.	465,344	440,913	24,431	
11 Fees for services (non-employees):				
a Management.				
b Legal.	59,386	56,268	3,118	
c Accounting.	132,446	125,493	6,953	
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	13,004,877	13,004,877		
12 Advertising and promotion.	32,946	32,946		
13 Office expenses.	59,279	59,279		
14 Information technology.				
15 Royalties.				
16 Occupancy.	482,240	482,240		
17 Travel.	760,273	760,273		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.				
20 Interest.	704,204	704,204		
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	-201,788	-201,788		
23 Insurance.	12,470	12,470		
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 PURCHASED SERVICES	683,756	683,756		
b PRINTING & PUBLICATION	76,964	76,964		
c LICENSES	66,892	66,892		
d EQUIPMENT RENTAL	39,303	39,303		
e All other expenses	109,290	109,290		
25 Total functional expenses. Add lines 1 through 24e.	26,436,885	25,880,797	556,088	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part IX ☐

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		2,683,580	1	3,799,535
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		2,185,451	4	1,798,507
	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		447,896	9	390,690
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	18,196,617		
	b	Less: accumulated depreciation	10b	1,246,993		
				10,146,080	10c	16,949,624
	11	Investments—publicly traded securities			11	
	12	Investments—other securities. See Part IV, line 11		81,346,716	12	72,943,973
	13	Investments—program-related. See Part IV, line 11			13	
	14	Intangible assets			14	
15	Other assets. See Part IV, line 11		25,781,558	15	26,107,277	
16	Total assets. Add lines 1 through 15 (must equal line 34)		122,591,281	16	121,989,606	
Liabilities	17	Accounts payable and accrued expenses		1,695,900	17	4,016,973
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities		4,250,055	20	4,179,131
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties		950,000	24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		16,875,369	25	15,827,549
	26	Total liabilities. Add lines 17 through 25		23,771,324	26	24,023,653
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		98,421,078	27	97,583,112
	28	Temporarily restricted net assets		398,879	28	382,841
	29	Permanently restricted net assets			29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		98,819,957	33	97,965,953
34	Total liabilities and net assets/fund balances		122,591,281	34	121,989,606	

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	19,128,280
2	Total expenses (must equal Part IX, column (A), line 25)	2	26,436,885
3	Revenue less expenses Subtract line 2 from line 1	3	-7,308,605
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	98,819,957
5	Net unrealized gains (losses) on investments	5	6,760,639
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	-306,038
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	97,965,953

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		No
b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis	Yes	
c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? 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?		No
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Additional Data

Software ID:
Software Version:
EIN: 22-2484505
Name: COVENANT HEALTH INC

Form 990 (2016)

Form 990, Part III, Line 4a:

SPONSORING AND OPERATING A CATHOLIC HEALTH CARE SYSTEM CONSISTING OF HOSPITALS, NURSING HOMES, ASSISTED LIVING RESIDENCES AND OTHER HEALTH AND ELDER SERVICES, AND FURTHERING THE DELIVERY OF HEALTH AND HUMAN SERVICES CONSISTENT WITH THE TEACHINGS AND LAW OF THE ROMAN CATHOLIC CHURCH

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

(A)

(B)

(C)

(D)

(E)

(F)

Name and Title	Average hours per week (list any hours for related organizations below dotted line)	Position (do not check more than one box, unless person is both an officer and a director/trustee)						Reportable compensation from the organization (W- 2/1099-MISC)	Reportable compensation from related organizations (W- 2/1099-MISC)	Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DAVID R LINCOLN CEO,PRESIDENT & DIRECTOR	40 00	X		X				830,218	0	37,931
H WILLIAM ADAMS III DIRECTOR THRU 6/2016	2 00	X						0	0	0
JOYCE L AREL DIRECTOR THRU 6/2016	2 00	X						0	0	0
JOHN A ISAACSON DIRECTOR	3 00	X						4,550	0	0
SR JUNE KETTERER SGM DIRECTOR	2 00	X						0	0	0
THOMAS L KELLY DIRECTOR	2 00	X						4,550	0	0
LOUISE TROTTIER DIRECTOR, CHAIR	2 00	X		X				0	0	0
AISHA BONNY DIRECTOR	2 00	X						4,550	0	0
JAMES F LOFTUS IV DIRECTOR	2 00	X						4,550	0	0
JOHN M PALLONE DIRECTOR	2 00	X						0	0	0

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

(A)

(B)

(C)

(D)

(E)

(F)

Name and Title	Average hours per week (list any hours for related organizations below dotted line)	Position (do not check more than one box, unless person is both an officer and a director/trustee)						Reportable compensation from the organization (W- 2/1099-MISC)	Reportable compensation from related organizations (W- 2/1099-MISC)	Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JOHN D OLIVERIO DIRECTOR, VICE CHAIR	2 00	X		X				4,550	0	0
WILLIAM P LUCY DIRECTOR	2 00	X						4,550	0	0
KENNETH ARNOLD DIRECTOR	2 00	X						0	0	0
LESLEY ADKISON DIRECTOR	2 00	X						0	0	0
BRUCE BONNELL DIRECTOR	2 00	X						4,550	0	0
DANIEL MINGLE DIRECTOR	2 00	X						0	0	0
JOHN AHLE TREASURER & CFO	37 00			X				738,263	0	36,019
SUSAN MCDONOUGH VP OF STRATEGY THRU 6/2016	3 00 40 00				X			311,777	0	31,064
KENNETH FERRON VP - ELDER SERVICES OPERAT	40 00				X			370,135	0	41,271
ANNE BERGER VP - QUALITY IMPROVEMENT &	40 00				X			261,511	0	13,513

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
KAREN BOWLING CIO	40 00				X			307,197	0	22,405
JAMES B COFFEY FOUNDATION PRESIDENT	1 00 39 00				X			195,838	0	37,183
KAREN LEIBOLD VP - HUMAN RESOURCES	40 00				X			255,440	0	39,451
JOHN NEWMAN VP & GENERAL COUNSEL	40 00				X			253,965	0	10,633
PAUL ERCOLINI DIR OF FINANCE LONG TERM C	40 00					X		186,398	0	35,534
JOSEPH O'CONNELL CORPORATE CONTROLLER	40 00					X		177,413	0	19,361
JOHN RAFFERTY DIRECTOR SUPPLY CHAIN	40 00					X		195,821	0	35,067
BRIAN MURRAY DIR TECH & INFORM SECURITY	2 00 38 00					X		157,986	0	36,924
KIMBERLY LABERGE VP IT SYSTEMS	40 00					X		170,572	0	37,816

SCHEDULE A (Form 990 or 990-EZ)	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 .	OMB No 1545-0047 2016 Open to Public Inspection
Department of the Treasury Internal Revenue Service Name of the organization COVENANT HEALTH INC		Employer identification number 22-2484505

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 12, 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 (Form 990 or 990-EZ))
- 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 agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture. See instructions. Enter the name, city, and state of the college or university _____
- 10 ☒ 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.)
- 11 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 ☐ 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 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
- 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 _____
- g Provide the following information about the supported organization(s) _____

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (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		
Total						

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, 8, or 9 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)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant.")						
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)2012	(b)2013	(c)2014	(d)2015	(e)2016	(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 2016 (line 6, column (f) divided by line 11, column (f))					14	
15 Public support percentage for 2015 Schedule A, Part II, line 14					15	
16a 33 1/3% support test—2016. 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—2015. 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—2016. 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—2015. 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 III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 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)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
1	Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")					19,109	19,109
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	8,916,191	9,347,631	10,894,967	12,065,246	17,609,305	58,833,340
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	8,916,191	9,347,631	10,894,967	12,065,246	17,628,414	58,852,449
7a	Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b	Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c	Add lines 7a and 7b						0
8	Public support. (Subtract line 7c from line 6.)						58,852,449

Section B. Total Support

Calendar year (or fiscal year beginning in) ►		(a)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
9	Amounts from line 6	8,916,191	9,347,631	10,894,967	12,065,246	17,628,414	58,852,449
10a	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	731,308	833,709	1,211,047	1,000,692	1,397,500	5,174,256
b	Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975		75,521	358,710	7,962	8,621	450,814
c	Add lines 10a and 10b	731,308	909,230	1,569,757	1,008,654	1,406,121	5,625,070
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.)	47,440	1,398,117	327,512	50,827	93,745	1,917,641
13	Total support. (Add lines 9, 10c, 11, and 12.)	9,694,939	11,654,978	12,792,236	13,124,727	19,128,280	66,395,160
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 2016 (line 8, column (f) divided by line 13, column (f))	15	88 640 %
16	Public support percentage from 2015 Schedule A, Part III, line 15	16	88 660 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f))	17	8 470 %
18	Investment income percentage from 2015 Schedule A, Part III, line 17	18	8 000 %

19a 33 1/3% support tests—2016. 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—2015. 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 12 of Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d 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? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>	1	
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>	2	
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>	3a	
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)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>	3b	
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>	3c	
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>	4a	
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>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.</i>	4b	
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)? <i>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.</i>	4c	
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>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).</i>	5a	
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?	5b	
c Substitutions only. Was the substitution the result of an event beyond the organization's control?	5c	
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>	6	
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>	7	
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>	8	
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))? <i>If "Yes," provide detail in Part VI.</i>	9a	
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>	9b	
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>	9c	
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>	10a	
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>	10b	

Part IV Supporting Organizations (continued)

	Yes	No
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?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI</i>		
11a		
11b		
11c		

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? <i>If "No," describe in Part VI 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.</i>		
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? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.</i>		
1		
2		

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)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		
1		

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, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
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? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
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? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		
1		
2		
3		

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 ☐ The organization satisfied the Activities Test. Complete line 2 below.		
b ☐ The organization is the parent of each of its supported organizations. Complete line 3 below.		
c ☐ The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test Answer (a) and (b) below.		
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? <i>If "Yes," then in Part VI identify those supported organizations and explain 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.</i>		
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? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
3 Parent of Supported Organizations Answer (a) and (b) below.		
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? <i>Provide details in Part VI.</i>		
b Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		
2a		
2b		
3a		
3b		

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 Adjusted Net Income (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 Total (add lines 1a, 1b, and 1c)	1d	
e Discount 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 Minimum Asset Amount (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 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7 ☐ Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)		

Part V

Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

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 2016 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
1 Distributable amount for 2016 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2016 (reasonable cause required--see instructions)			
3 Excess distributions carryover, if any, to 2016			
a			
b			
c From 2013.			
d From 2014.			
e From 2015.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2016 distributable amount			
i Carryover from 2011 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2016 from Section D, line 7 \$			
a Applied to underdistributions of prior years			
b Applied to 2016 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2016, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions)			
6 Remaining underdistributions for 2016 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions)			
7 Excess distributions carryover to 2017. Add lines 3j and 4c			
8 Breakdown of line 7			
a			
b Excess from 2013.			
c Excess from 2014.			
d Excess from 2015.			
e Excess from 2016.			

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

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93493258009197	
SCHEDULE D (Form 990) Department of the Treasury Internal Revenue Service		Supplemental Financial Statements ► Complete if the organization answered "Yes," on 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.			OMB No 1545-0047 2016 Open to Public Inspection
Name of the organization COVENANT HEALTH INC				Employer identification number 22-2484505	
Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on 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?				☐ Yes ☐ No
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?				☐ Yes ☐ No
Part II Conservation Easements. Complete if the organization answered "Yes" on 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				
a	Total number of conservation easements	Held at the End of the Year			
b	Total acreage restricted by conservation easements	2a			
c	Number of conservation easements on a certified historic structure included in (a)	2b			
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c			
		2d			
3	Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►				
4	Number of states where property subject to conservation easement is located ►				
5	Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?				☐ Yes ☐ No
6	Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ►				
7	Amount of expenses incurred in monitoring, inspecting, handling of violations, 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" on 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 on 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 on Form 990, Part VIII, line 1	► \$			
b	Assets included in Form 990, Part X	► \$			
For Paperwork Reduction Act Notice, see the Instructions for Form 990.					
		Cat No 52283D		Schedule D (Form 990) 2016	

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" on 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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	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" on Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	(c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	398,879	453,426	481,975	532,468	509,511
b Contributions					
c Net investment earnings, gains, and losses	11,462	5,133	8,951	5,507	22,957
d Grants or scholarships	27,500	59,680	37,500	56,000	
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	382,841	398,879	453,426	481,975	532,468

2

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

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Temporarily restricted endowment ▶ 100 000 %

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

3a

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

(i) unrelated organizations

(ii) related organizations

b

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

	Yes	No
3a(i)	Yes	
3a(ii)	Yes	
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' on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		61,042	29,711	31,331
d Equipment		1,312,024	1,217,282	94,742
e Other		16,823,551		16,823,551
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) . . . ▶				16,949,624

Schedule D (Form 990) 2016

Part VII

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____		
(A) INVESTMENTS	72,943,973	F
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ▶	72,943,973	

Part VIII

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

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ▶		

Part IX

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

(a) Description	(b) Book value
(1) FUNDS HELD BY TRUSTEE	1,943,506
(2) OTHER ASSETS	975,776
(3) DUE FROM AFFILIATES	6,363,573
(4) GAAP ACQUISITION ADJUSTMENTS	16,824,422
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ▶	26,107,277

Part X

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

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
DUE TO AFFILIATES	14,199,191	
OTHER VARIOUS LIABILITIES	1,628,358	
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	15,827,549	

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

☒

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

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

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

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

Part XIII Supplemental Information

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

Return Reference	Explanation
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Additional Data

Software ID:
Software Version:
EIN: 22-2484505
Name: COVENANT HEALTH INC

Supplemental Information

Return Reference	Explanation
PART V, LINE 4	FUNDS TO BE USED TO ASSIST THE NEEDY THROUGH EDUCATION AND/OR PROJECTS FOR THE POOR AS DETERMINED BY THE VICE PRESIDENT OF MISSION AND APPROVED BY THE PRESIDENT OF COVENANT HEALTH

Supplemental Information

Return Reference	Explanation
PART X, LINE 2	COVENANT AND ITS MEMBER ORGANIZATIONS ARE CONSIDERED NOT-FOR-PROFIT CORPORATIONS AS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND ARE EXEMPT FROM FEDERAL INCOME TAXES ON RELATED INCOME PURSUANT TO SECTION 501(A) OF THE CODE, EXCEPT AS NOTED BELOW TAX-EXEMPT ORGANIZATIONS COULD BE REQUIRED TO RECORD AN OBLIGATION FOR INCOME TAXES AS THE RESULT OF A TAX POSITION THEY HAVE HISTORICALLY TAKEN ON VARIOUS TAX EXPOSURE ITEMS INCLUDING UNRELATED BUSINESS INCOME OR TAX STATUS UNDER GUIDANCE ISSUED BY THE FINANCIAL ACCOUNTING STANDARDS BOARD, ASSETS AND LIABILITIES ARE ESTABLISHED FOR UNCERTAIN TAX POSITIONS TAKEN OR POSITIONS EXPECTED TO BE TAKEN IN INCOME TAX RETURNS WHEN SUCH POSITIONS ARE JUDGED TO NOT MEET THE "MORE-LIKELY-THAN-NOT" THRESHOLD, BASED UPON THE TECHNICAL MERITS OF THE POSITION ESTIMATED INTEREST AND PENALTIES, IF APPLICABLE, RELATED TO UNCERTAIN TAX POSITIONS ARE INCLUDED AS A COMPONENT OF INCOME TAX EXPENSE THE SYSTEM HAS EVALUATED THE POSITION TAKEN ON ITS FILED TAX RETURNS THE SYSTEM HAS CONCLUDED NO UNCERTAIN INCOME TAX POSITIONS EXIST AT DECEMBER 31, 2016

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
COVENANT HEALTH INC

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

Complete if the organization answered "Yes," on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.
▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Open to Public Inspection

Employer identification number
22-2484505

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" on 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) CATHOLIC RELIEF SERVICES 228 W LEXINGTON ST BALTIMORE, MD 21201	13-5563422	501 (C) 3	5,000				CHRISTMAS CHARITY DRIVE

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

Part III **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22

Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					

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	GRANTS ARE MADE BASED ON THE REQUESTING ORGANIZATION'S MISSION, ITS NEED AND ITS ABILITY TO USE THE FUNDS IN ACCORDANCE WITH THE GRANT REQUEST ALL GRANTS ARE APPROVED BY THE BOARD OF DIRECTORS

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" on 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.

OMB No 1545-0047

2015

Open to Public Inspection

Name of the organization COVENANT HEALTH INC	Employer identification number 22-2484505
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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 on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. ☐ First-class or charter travel ☐ Travel for companions ☐ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)		
b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	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?	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. ☐ Compensation committee ☐ Independent compensation consultant ☐ Form 990 of other organizations ☐ Written employment contract ☐ Compensation survey or study ☐ Approval by the board or compensation committee		
4 During the year, did any person listed on 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?	Yes	
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	Yes	
c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		No
Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.		
5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: a The organization?		No
b Any related organization? If "Yes," on line 5a or 5b, describe in Part III.		No
6 For persons listed on 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?		No
b Any related organization? If "Yes," on line 6a or 6b, describe in Part III.		No
7 For persons listed on 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.	Yes	
8 Were any amounts reported on 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.		No
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?		

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 on 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 on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

Part III **Supplemental Information**

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

Return Reference	Explanation
See Additional Data	

Additional Data

Software ID:
Software Version:
EIN: 22-2484505
Name: COVENANT HEALTH INC

Part III, Supplemental Information

Return Reference	Explanation
PART I, LINE 1A	\$67,748 OF COMPANION TRAVEL COSTS WERE PROVIDED FOR A BUSINESS TRIP DURING 2016 TO PRESENT THE PUBLIC JURIDIC PERSON TO THE VATICAN

Part III, Supplemental Information

Return Reference	Explanation
PART I, LINES 4A-B	DURING 2016, SUSAN MCDONOUGH RECEIVED A SEVERANCE PAYMENT OF \$151,830 THE ORGANIZATION MAINTAINS A SUPPLEMENTAL EXECUTIVE RETIREMENT PROGRAM FOR CERTAIN EXECUTIVES UNDER WHICH THE ORGANIZATION MAKES A CONTRIBUTION TO A GRANTOR TRUST FOR THE BENEFIT OF THE EXECUTIVE THAT IS INTENDED TO PROVIDE A SPECIFIED LEVEL OF RETIREMENT BENEFITS AT RETIREMENT AGE COMMENSURATE WITH RETIREMENT BENEFITS PROVIDED TO EXECUTIVES IN COMPARABLE POSITIONS BY SIMILARLY SITUATED ORGANIZATIONS AMOUNTS CONTRIBUTED TO THE GRANTOR TRUST ARE HELD FOR THE BENEFIT OF THE EXECUTIVE UNTIL HE OR SHE REACHES AGE 60, AT WHICH TIME THEY ARE RELEASED TO THE EXECUTIVE THE FULL AMOUNT PAID INTO THE GRANTOR TRUST IS TAXABLE TO THE EXECUTIVE WHEN SO PAID, AND IS INCLUDED IN THE EXECUTIVE'S REPORTED COMPENSATION CONTRIBUTIONS MADE DURING 2016 ARE AS FOLLOWS NO AMOUNTS WERE CONTRIBUTED TO THE GRANTOR TRUST FOR THE BENEFIT OF THE EXECUTIVES AMOUNTS WOULD BE INCLUDED IN B(II) OF SCHEDULE J FOR HIGHEST COMPENSATED EMPLOYEES

Part III, Supplemental Information

Return Reference	Explanation
PART I, LINE 7	THE ORGANIZATION MAINTAINS AN INCENTIVE COMPENSATION PLAN FOR EXECUTIVES THAT IS ADMINISTERED BY THE ORGANIZATION'S COMPENSATION COMMITTEE THE PLAN PROVIDES EXECUTIVES WITH THE OPPORTUNITY TO EARN REASONABLE INCENTIVE COMPENSATION BASED ON THE PERFORMANCE OF THE ORGANIZATION AND THE PERFORMANCE OF THE INDIVIDUAL EXECUTIVE, AS MEASURED AGAINST GOALS THAT ARE SET AT THE BEGINNING OF THE YEAR THE ENTITLEMENT TO AWARDS FOR A PARTICULAR YEAR IS NOT DETERMINED UNTIL EARLY THE FOLLOWING YEAR DURING 2016 NO INCENTIVE COMPENSATION AWARDS WERE PAID TO EMPLOYEES WHICH WERE ACCRUED AS DEFERRED INCENTIVE COMPENSATION UNDER THIS PLAN FROM 2015 IF PAID, AMOUNTS WOULD HAVE BEEN INCLUDED IN (B)(II) OF SCHEDULE J FOR HIGHEST COMPENSATED EMPLOYEES

Part III, Supplemental Information

Return Reference	Explanation
SCHEDULE J, PART II, COLUMN F	JOHN AHLE, TREASURER, WAS A PARTICIPANT IN A DEFERRED COMPENSATION PLAN SPONSORED BY COVENANT HEALTH, INC FROM 2011 THROUGH 2015, ALL OF WHICH WAS REPORTED ON PRIOR FORMS 990 THE \$300,000 AMOUNT PAID IN 2016 IS REQUIRED TO BE REPORTED IN ITS ENTIRETY AGAIN ON SCHEDULE J, IN COLUMN F AND AS PART OF THE COMPENSATION REPORTED IN COLUMN B (III) OF THE 2016 FORM 990

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 on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1DAVID R LINCOLN CEO,PRESIDENT & DIRECTOR	(i)	824,397	0	5,821	10,600	27,331	868,149	0
	(ii)	0	0	0	0	0	0	0
1JOHN AHLE TREASURER & CFO	(i)	434,470	0	303,793	10,600	25,419	774,282	300,000
	(ii)	0	0	0	0	0	0	0
2SUSAN MCDONOUGH VP OF STRATEGY THRU 6/2016	(i)	311,777	0	0	6,210	24,854	342,841	0
	(ii)	0	0	0	0	0	0	0
3KENNETH FERRON VP - ELDER SERVICES OPERAT	(i)	361,237	0	8,898	10,600	30,671	411,406	0
	(ii)	0	0	0	0	0	0	0
4ANNE BERGER VP - QUALITY IMPROVEMENT &	(i)	259,228	0	2,283	10,218	3,295	275,024	0
	(ii)	0	0	0	0	0	0	0
5KAREN BOWLINGCIO	(i)	304,445	0	2,752	10,600	11,805	329,602	0
	(ii)	0	0	0	0	0	0	0
6JAMES B COFFEY FOUNDATION PRESIDENT	(i)	195,238	0	600	6,450	30,733	233,021	0
	(ii)	0	0	0	0	0	0	0
7KAREN LEIBOLD VP - HUMAN RESOURCES	(i)	249,195	0	6,245	8,191	31,260	294,891	0
	(ii)	0	0	0	0	0	0	0
8JOHN NEWMAN VP & GENERAL COUNSEL	(i)	252,009	0	1,956	0	10,633	264,598	0
	(ii)	0	0	0	0	0	0	0
9PAUL ERCOLINI DIR OF FINANCE LONG TERM C	(i)	183,406	0	2,992	7,550	27,984	221,932	0
	(ii)	0	0	0	0	0	0	0
10JOSEPH O'CONNELL CORPORATE CONTROLLER	(i)	176,599	0	814	7,087	12,274	196,774	0
	(ii)	0	0	0	0	0	0	0
11JOHN RAFFERTY DIRECTOR SUPPLY CHAIN	(i)	194,077	0	1,744	6,484	28,583	230,888	0
	(ii)	0	0	0	0	0	0	0
12BRIAN MURRAY DIR TECH & INFORM SECURITY	(i)	157,512	0	474	6,541	30,383	194,910	0
	(ii)	0	0	0	0	0	0	0
13KIMBERLY LABERGE VP IT SYSTEMS	(i)	170,057	0	515	7,002	30,814	208,388	0
	(ii)	0	0	0	0	0	0	0

Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization
COVENANT HEALTH INC

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.

OMB No 1545-0047

2016

Open to Public Inspection

Employer identification number
22-2484505

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 MA HEALTH & EDUCATION AUTHORITY	04-2456011	57586DBF9	10-30-2007	24,646,225	YOUVILLE PLACE ACQUISITION & REFUNDING PRIOR ISSUES	X			X		X

Part II

Proceeds

		A		B		C		D	
1	Amount of bonds retired								
2	Amount of bonds legally defeased	11,605,000							
3	Total proceeds of issue	1,198,863							
4	Gross proceeds in reserve funds								
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrows	11,226,315							
7	Issuance costs from proceeds	383,111							
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds	11,505,784							
11	Other spent proceeds								
12	Other unspent proceeds								
13	Year of substantial completion	2008							
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?		X						
15	Were the bonds issued as part of an advance refunding issue?	X							
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III

Private Business Use

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

Part IIIPrivate Business Use (Continued)

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

Part IVArbitrage

		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						
2	If "No" to line 1, did the following apply?								
a	Rebate not due yet?		X						
b	Exception to rebate?		X						
c	No rebate due?	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						
4a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b	Name of provider								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was the hedge terminated?								

Part IV Arbitrage (Continued)

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

Part V Procedures To Undertake Corrective Action

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

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

Return Reference	Explanation
SCHEDULE K, PART IV, LINE 2C	THE REBATE REPORT COMPUTATION DATE IS 10/30/17 REFLECTING ACTIVITY TO 10/31/14

Return Reference	Explanation
PART IV, #7 & PART V	THE BOND IS CAREFULLY AND CONSISTENTLY MONITORED FOR POTENTIAL VIOLATIONS OF FEDERAL TAX REQUIREMENTS, BUT THE PROCEDURES WERE NOT WRITTEN AS OF THE END OF THE YEAR COVERED BY THIS TAX RETURN. HOWEVER, THE ORGANIZATION IS CONSIDERING ADOPTING FORMAL POLICIES THAT SET FORTH THE ORGANIZATION'S METHODOLOGY FOR ENSURING POST-ISSUANCE COMPLIANCE WITH IRS REQUIREMENTS PERTAINING TO TAX-EXEMPT DEBT AND CONTAIN SPECIFIC LANGUAGE REGARDING ORGANIZATIONAL RESPONSIBILITY, RECORD RETENTION, PRIVATE BUSINESS USE, ARBITRAGE REBATE, AND REMEDIAL ACTION. ALTHOUGH FORMAL POLICIES ARE NOT IN PLACE IN REGARDS TO THE REMEDIATION OF OUR BOND, THE MONITORING REQUIREMENTS OF SECTION 148, AND PROCEDURES TO ENSURE THAT VIOLATIONS ARE TIMELY IDENTIFIED AND CORRECTED, THE ORGANIZATION HAS COMPLIANCE CHECKS IN PLACE THAT SUBSTANTIATE THESE REQUIREMENTS.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization
COVENANT HEALTH INC

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

2016

**Open to Public
Inspection**

Employer identification number

22-2484505

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A	THE DIRECTORS OF THE ORGANIZATION ARE ELECTED BY THE MEMBERS OF COVENANT HEALTH, A PUBLIC JURIDIC PERSON OF PONTIFICAL RIGHT UNDER THE LAWS OF THE ROMAN CATHOLIC CHURCH (THE "CHS P UBLIC JURIDIC PERSON")

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7B	ANY CHANGE IN THE WRITTEN STATEMENTS OF PHILOSOPHY OR MISSION OF THE ORGANIZATION MUST BE APPROVED BY THE COVENANT HEALTH PUBLIC JURIDIC PERSON BEFORE SUCH CHANGE BECOMES EFFECTIVE

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11B	THE 990 RETURN IS PRESENTED TO THE BOARD OF DIRECTORS THEY REVIEW IT PRIOR TO SUBMISSION

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	THE ORGANIZATION HAS A FULL-TIME DESIGNATED ORGANIZATIONAL INTEGRITY OFFICER THAT MONITORS OPERATIONS TO DETECT AND/OR RESOLVE CONFLICT OF INTEREST ISSUES

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15	EVERY TWO TO THREE YEARS THE COMPENSATION COMMITTEE OF THE COVENANT HEALTH'S BOARD OF DIRECTORS ENGAGES AN EXTERNAL CONSULTANT TO PROVIDE COMPETITIVE MARKET DATA FROM VARIOUS SURVEY SOURCES, WHICH IS USED TO DEVELOP RECOMMENDATIONS FOR CHANGES TO THE COMPENSATION PROGRAM SINCE 2003, THE COMPENSATION COMMITTEE HAS ENGAGED MERCER HUMAN RESOURCES CONSULTING TO CONDUCT THIS ANALYSIS THE SPECIFIC OBJECTIVES OF THIS ANALYSIS ARE TO - ASSESS THE COMPETITIVENESS OF THE CURRENT TOTAL CASH COMPENSATION LEVELS FOR THE SENIOR LEADERSHIP TEAM - DEVELOP MARKET BASED COMPETITIVE SALARY RANGES FOR ALL EXECUTIVE POSITIONS - ENSURE THAT THE ANNUAL INCENTIVE OPPORTUNITIES, IF THERE ARE ANY, ARE COMPETITIVE AND REASONABLE FORM 990, PART VI, SECTION B, LINE 16B ALTHOUGH WRITTEN POLICIES WERE NOT IN PLACE AS OF THE END OF THE YEAR COVERED BY THIS TAX RETURN REQUIRING THE ORGANIZATION TO EVALUATE ITS PARTICIPATION IN JOINT VENTURE ARRANGEMENTS UNDER APPLICABLE FEDERAL LAW TO ENSURE THAT THE ORGANIZATION'S EXEMPT STATUS IS PROTECTED, THE ORGANIZATION PERFORMED DUE DILIGENCE WITH RESPECT TO ITS JOINT VENTURE ARRANGEMENTS TO SAFEGUARD THE ORGANIZATION'S EXEMPT STATUS THE ORGANIZATION IS CONSIDERING ADOPTING FORMAL WRITTEN POLICIES BY THE END OF THE NEXT FISCAL YEAR

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	POLICIES AND GOVERNING DOCUMENTS ARE AVAILABLE AT THE HOME OFFICE UPON REQUEST

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART IX, LINE 11G	OTHER CONSULTING & DUES PROGRAM SERVICE EXPENSES 13,004,877 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 13,004,877

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XI, LINE 9	TRANSFER TO AFFILIATE -290,000 CHANGE IN TEMPORARILY RESTRICTED NET ASSETS -16,038

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990-STATEMENT PURSUANT TO REGULATION SECTION 1 351-3(A)	THIS STATEMENT IS PURSUANT TO REGULATION SECTION 1 351-3(A) BY COVENANT HEALTH, INC (EIN 22-2484505), A SIGNIFICANT TRANSFEROR ON VARIOUS DATES DURING 2016, COVENANT HEALTH, INC (EIN 22-2484505) TRANSFERRED THE FOLLOWING PROPERTY TO COVENANT HEALTH INSURANCE LTD (EIN 04-3360127) CASH- FAIR MARKET VALUE AND ADJUSTED TAX BASIS EQUAL TO \$6,751,215 NO PRIVATE LETTER RULING WAS RECEIVED IN CONNECTION WITH THE SECTION 351 EXCHANGE

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93493258009197	
SCHEDULE R (Form 990)	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 .				OMB No 1545-0047
					2016
	Department of the Treasury Internal Revenue Service	Name of the organization COVENANT HEALTH INC			Employer identification number 22-2484505
Open to Public Inspection					

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.					
(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.							
See Additional Data Table							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) COVENANT HEALTH INSURANCE LTD 720 WEST BAY ROAD GEORGETOWN CJ 04-3360127	INSURANCE COMPANY	CJ	COVENANT HEALTH	C	4,699,591	50,146,119	100 000 %	Yes	
(2) CAMPUS HOLDING PO BOX 7291 LEWISTON, ME 04240 01-0406049	HOLDING COMPANY	ME	ST MARY'S HEALTH SYSTEM	C			100 000 %	Yes	
(3) ST JOSEPH CORPORATE SERVICES INC 172 KINSLEY STREET NASHUA, NH 03060 02-0405197	HOLDING COMPANY	NH	ST JOSEPH'S HOSPITAL OF NASHUA NH INC	C	1,064,000	31,509,000	100 000 %	Yes	
(4) STRAUSS INCORPORATED 360 BROADWAY BANGOR, ME 04402 01-0391369	REPAIR & TRANSCRIPTION	ME	ST JOSEPH HEALTHCARE FOUNDATION	C			100 000 %	Yes	

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

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

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

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

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

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

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

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

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

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

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

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

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

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

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

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

Yes

No

1a

No

1b

Yes

1c

Yes

1d

Yes

1e

Yes

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

No

1n

No

1o

No

1p

No

1q

No

1r

Yes

1s

Yes

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

See Additional Data Table

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

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.

[illegible]

Part VII **Supplemental Information**

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

Return Reference	Explanation
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Additional Data

Software ID:
Software Version:
EIN: 22-2484505
Name: COVENANT HEALTH INC

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c) (3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
(1) 1575 CAMBRIDGE STREET CAMBRIDGE, MA 02138 04-2103582	HOSPITAL	MA	501(C) 3	LINE 10	COVENANT HEALTH	Yes	
(1) 215 THATCHER STREET BROCKTON, MA 02302 04-2565937	NURSING HOME	MA	501(C) 3	LINE 10	COVENANT HEALTH	Yes	
(2) PO BOX 7291 LEWISTON, ME 04243 22-2504349	HOSPITAL	ME	501(C) 3	LINE 12A, I	COVENANT HEALTH	Yes	
(3) 172 KINSLEY STREET NASHUA, NH 03061 02-0222215	HOSPITAL	NH	501(C) 3	LINE 3	COVENANT HEALTH	Yes	
(4) 10 PELHAM ROAD LEXINGTON, MA 02421 04-3297834	ASSISTED LIVING	MA	501(C) 3	LINE 10	COVENANT HEALTH	Yes	
(5) 675 ST MARYS VILLA ROAD MOSCOW, PA 18444 23-2057177	NURSING HOME	PA	501(C) 3	LINE 10	COVENANT HEALTH	Yes	
(6) 66 NEWTON STREET WALTHAM, MA 02453 04-3333609	NURSING HOME	MA	501(C) 3	LINE 10	COVENANT HEALTH	Yes	
(7) 39 QUEEN STREET WORCHESTER, MA 01610 04-3419625	NURSING HOME	MA	501(C) 3	LINE 10	COVENANT HEALTH	Yes	
(8) 790 COLLEGE PARKWAY COLCHESTER, VT 05446 03-0181052	REAL ESTATE HOLDING	VT	501(C) 3	LINE 12A, I	COVENANT HEALTH	Yes	
(9) 407 POOL STREET BIDDEFORD, ME 04005 01-0342399	NURSING HOME	ME	501(C) 3	LINE 10	COVENANT HEALTH	Yes	
(10) 172 LAWRENCE STREET LAWRENCE, MA 01841 04-2104851	NURSING HOME	MA	501(C) 3	LINE 10	COVENANT HEALTH	Yes	
(11) 799 CONCORD AVENUE CAMBRIDGE, MA 02138 80-0199674	PRIVATE HOME-CARE	MA	501(C) 3	LINE 10	COVENANT HEALTH	Yes	
(12) 420 BEDFORD STREET LEXINGTON, MA 02420 04-6835128	INVESTMENT TRUST	MA	501(C) 3	LINE 12A, I	COVENANT HEALTH	Yes	
(13) 790 COLLEGE PARKWAY COLCHESTER, VT 05446 22-2495808	FOUNDATION	VT	501(C) 3	LINE 12A, I	COVENANT HEALTH	Yes	
(14) 1573 CAMBRIDGE STREET CAMBRIDGE, MA 02138 04-3239593	ASSISTED LIVING	MA	501(C) 3	LINE 10	YOUVILLE LIFECARE INC	Yes	
(15) 1575 CAMBRIDGE STREET CAMBRIDGE, MA 02138 04-3239563	HOSPITAL	MA	501(C) 3	LINE 10	YOUVILLE LIFECARE INC	Yes	
(16) PO BOX 7291 LEWISTON, ME 04243 01-0211551	HOSPITAL	ME	501(C) 3	LINE 3	ST MARY'S HEALTH SYSTEM	Yes	
(17) PO BOX 7291 LEWISTON, ME 04243 01-0409788	PHYSICIAN PRATICE	ME	501(C) 3	LINE 10	ST MARY'S HEALTH SYSTEM	Yes	
(18) PO BOX 7291 LEWISTON, ME 04243 01-0211558	NURSING HOME	ME	501(C) 3	LINE 10	ST MARY'S HEALTH SYSTEM	Yes	
(19) PO BOX 7291 LEWISTON, ME 04243 22-2504356	LOW INCOME HOUSING	ME	501(C) 3	LINE 10	ST MARY'S HEALTH SYSTEM	Yes	

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
(21) PO BOX 7291 LEWISTON, ME 04243 01-0539730	AFFORDABLE HOUSING	ME	501(C) 3	LINE 10	ST MARY'S HEALTH SYSTEM	Yes	
(1) 24 NORTH RIVER ROAD MILFORD, NH 03055 02-0222795	HOME HEATH & HOSPICE	NH	501(C) 3	LINE 10	ST JOSEPH HOSPITAL OF NASHUA NH INC	Yes	
(2) 172 KINSLEY STREET NASHUA, NH 03061 02-0222215	HEALTHCARE	NH	501(C) 3	LINE 10	ST JOSEPH HOSPITAL OF NASHUA NH INC	Yes	
(3) 172 KINSLEY STREET NASHUA, NH 03061 20-8404257	PHYSICIAN SERVICES	NH	501(C) 3	LINE 10	ST JOSEPH HOSPITAL OF NASHUA NH INC	Yes	
(4) 172 LAWRENCE STREET LAWRENCE, MA 01841 04-2857794	ASSISTED LIVING	MA	501(C) 3	LINE 10	COVENANT HEALTH	Yes	
(5) 189 MAPLE STREET LAWRENCE, MA 01841 04-2921888	ADULT DAY CARE	MA	501(C) 3	LINE 10	COVENANT HEALTH	Yes	
(6) 189 MAPLE STREET LAWRENCE, MA 01841 04-2647207	HUD LOW INCOME HOUSING	MA	501(C) 3	LINE 10	COVENANT HEALTH	Yes	
(7) 189 MAPLE STREET LAWRENCE, MA 01841 04-2679954	HUD LOW INCOME HOUSING	MA	501(C) 3	LINE 10	COVENANT HEALTH	Yes	
(8) 189 MAPLE STREET LAWRENCE, MA 01841 04-2186043	HUD LOW INCOME HOUSING	MA	501(C) 3	LINE 10	COVENANT HEALTH	Yes	
(9) 189 MAPLE STREET LAWRENCE, MA 01841 04-2921889	ELDERLY TRANSPORTATION SERVICE	MA	501(C) 3	LINE 10	COVENANT HEALTH	Yes	
(10) 360 BROADWAY BANGOR, ME 04402 22-2480149	HEALTHCARE FOUNDATION	ME	501(C) 3	LINE 10	COVENANT HEALTH	Yes	
(11) 360 BROADWAY BANGOR, ME 04402 01-0212435	HOSPITAL	ME	501(C) 3	LINE 3	ST JOSEPH HEALTHCARE FOUNDATION	Yes	
(12) 360 BROADWAY BANGOR, ME 04402 22-2480150	LEASE HOLDING COMPANY	ME	501(C) 2		ST JOSEPH HEALTHCARE FOUNDATION	Yes	
(13) 360 BROADWAY BANGOR, ME 04402 22-2480373	PHYSICIAN PRATICE	ME	501(C) 3	LINE 10	ST JOSEPH HEALTHCARE FOUNDATION	Yes	
(14) 360 BROADWAY BANGOR, ME 04402 01-0422885	HOME HEALTH AND HOSPICE	ME	501(C) 3	LINE 10	ST JOSEPH HEALTHCARE FOUNDATION	Yes	
(15) 15 SUMNER BROWN ROAD CUMBERLAND, RI 02864 05-0342330	NURSING HOME	RI	501(C) 3	LINE 10	COVENANT HEALTH	Yes	

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

(a) Name of related organization		(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
(1)	LOAN FROM - ST JOSEPH HOSPITAL OF NASHUA	E	14,199,191	ACCRUAL
(1)	LOAN TO ST ANDRE'S HEALTH CARE	D	66,770	ACCRUAL
(2)	LOAN TO ST MARY'S HEALTH SYSTEM	D	2,991,299	ACCRUAL
(3)	LOAN TO ST JOSEPH HEALTH CARE	D	2,166,456	ACCRUAL
(4)	LOAN TO ST JOSEPH HOSPITAL OF NASHUA	D	1,028,259	ACCRUAL
(5)	LOAN TO YOUVILLE HOUSE INC	D	181,178	ACCRUAL
(6)	INVESTMENTS HELD BY PROVIDENTIA PRIMA TRUST	R	4,077,757	ACCRUAL
(7)	INTER-COMPANY TRANSFERS - MT ST RITA HEALTH CENTRE	B	750,000	ACCRUAL
(8)	INTER-COMPANY TRANSFERS - ST JOSEPH HOSPITAL OF NASHUA	C	460,000	ACCRUAL
(9)	MEMBERSHIP FEE - MARISTHILL NURSING & REHABILITATION CENTER	S	262,052	ACCRUAL
(10)	MEMBERSHIP FEE - ST JOSEPH HOSPITAL OF NASHUA	S	4,895,054	ACCRUAL
(11)	MEMBERSHIP FEE - MARY IMMACULATE NURSING RESTORATIVE	S	611,389	ACCRUAL
(12)	MEMBERSHIP FEE - FANNY ALLEN HOLDINGS	S	236,004	ACCRUAL
(13)	MEMBERSHIP FEE - YOUVILLE PLACE	S	74,676	ACCRUAL
(14)	MEMBERSHIP FEE - ST MARY CARE CENTER	S	249,578	ACCRUAL
(15)	MEMBERSHIP FEE - ST MARY'S HEALTH SYSTEM	S	4,667,330	ACCRUAL
(16)	MEMBERSHIP FEE - COVENANT HEALTH INSURANCE LTD	S	90,000	ACCRUAL
(17)	MEMBERSHIP FEE - ST JOSEPH MANOR HEALTH CARE	S	282,338	ACCRUAL
(18)	MEMBERSHIP FEE - ST ANDRE HEALTH CARE	S	169,118	ACCRUAL
(19)	MEMBERSHIP FEE - ST MARY'S VILLA	S	230,234	ACCRUAL
(20)	MEMBERSHIP FEE - YOUVILLE HOUSE	S	65,100	ACCRUAL
(21)	MEMBERSHIP FEE - MOUNT ST RITA HEALTH CENTRE	S	183,828	ACCRUAL
(22)	MEMBERSHIP FEE - ST JOSEPH HOSPITAL OF BANGOR	S	3,966,527	ACCRUAL
(23)	INVESTMENTS HELD BY PROVIDENTIA PRIMA TRUST	S	19,994,622	ACCRUAL
(24)	LOAN REPAYED MOUNT ST RITA HEALTH CENTRE	E	150,000	ACCRUAL

Form 990, Schedule R, Part V - Transactions With Related Organizations			
(a) Name of related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
(26) LOAN REPaid STMARY'S HEALTH SYSTEM	E	800,000	ACCRUAL