

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2012 calendar year, or tax year beginning 10/01, 2012, **and ending** 09/30, 2013

B	Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization SAINT MARY'S HEALTH SYSTEM, INC.			D Employer identification number 22-2528399	
		Doing Business As			E Telephone number (203) 709-6000	
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite 56 FRANKLIN STREET				
		City or town, state or country, and ZIP + 4 WATERBURY, CT 06706				
F Name and address of principal officer:			G Gross receipts \$ 156,528.			
			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
			H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No			
			If "No," attach a list. (see instructions)			
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(c) Group exemption number ▶ 0928			
J Website: ▶ WWW.STMH.ORG						
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation:		M State of legal domicile:	

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: SAINT MARY'S HEALTH SYSTEMS, INC.'S PRIMARY PURPOSES IS THE OVERALL MANAGEMENT OF HOSPITAL SYSTEMS.			
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3	Number of voting members of the governing body (Part VI, line 1a)	3	18.	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	15.	
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	0	
	6	Total number of volunteers (estimate if necessary)	6	0	
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0	
	b	Net unrelated business taxable income from Form 990-T, line 34	7b	0	
	Revenue	8	Contributions and grants (Part VIII, line 1h)	0	0
		9	Program service revenue (Part VIII, line 2g)	0	0
10		Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0	
11		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	156,528.	156,528.	
12		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	156,528.	156,528.	
Expenses		13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0	
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	49,152.	49,152.	
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0	
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0			
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	141,820.	141,609.	
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	190,972.	190,761.		
19	Revenue less expenses. Subtract line 18 from line 12	-34,444.	-34,233.		
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year 1,835,322.	End of Year 1,800,339.	
	21	Total liabilities (Part X, line 26)	30,683.	29,933.	
	22	Net assets or fund balances. Subtract line 21 from line 20	1,804,639.	1,770,406.	

Part II Signature Block

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

Sign Here	Signature of officer _____	Date _____			
	Type or print name and title _____				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name ▶ KPMG LLP				P00431862
	Firm's address ▶ ONE FINANCIAL PLAZA HARTFORD, CT 06103-2608			EIN ▶ 13-5565207	Phone no. ▶ 860-522-3200

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

For Paperwork Reduction Act Notice, see the separate instructions.

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only **X**
All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. ST. MARY'S HEALTH SYSTEM, INC.	Employer identification number (EIN) or 22-2528399
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 56 FRANKLIN STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WATERBURY, CT 06706	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ KYLE JURCZYK

Telephone No. ▶ 203-709-6111 FAX No. ▶ 203-709-5215

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) 0928. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until MAY 15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 20 or
- ▶ tax year beginning OCTOBER 1, 20 12, and ending SEPTEMBER 30, 20 13.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.
For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**.
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	SAINT MARY'S HEALTH SYSTEM, INC.	22-2528399
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	56 FRANKLIN STREET City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
WATERBURY, CT 06706		

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of KYLE JURCZYK
Telephone No. 203 709-6111 FAX No. 203 709-5215
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) 0928. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 08/15, 2014.
- For calendar year , or other tax year beginning 10/01, 2012, and ending 09/30, 2013.
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- State in detail why you need the extension _____

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title Date

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission:

SAINT MARY'S HEALTH SYSTEMS, INC.'S PRIMARY PURPOSES IS THE OVERALL MANAGEMENT OF HOSPITAL SYSTEMS.

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

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

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 \$ 148,277. including grants of \$) (Revenue \$ 156,528.)

SAINT MARY'S HEALTH SYSTEM MANAGES AND OVERSEES THE OPERATIONS OF SAINT MARY'S HOSPITAL, INC. AND AFFILIATES. PLEASE SEE SCHEDULE O FOR A DESCRIPTION OF SAINT MARY'S HOSPITAL'S PROGRAM SERVICE ACCOMPLISHMENTS.

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

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

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

4e Total program service expenses 148,277.

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Part IV Checklist of Required Schedules

Table with 3 columns: Question number, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and financial reporting.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 21 through 38 regarding grants, compensation, tax-exempt bonds, and business transactions.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Table with columns for question number, question text, and Yes/No response boxes. Includes questions 1a through 14b regarding IRS filings and tax compliance.

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

Check if Schedule O contains a response to any question in this Part VI. [X]

Section A. Governing Body and Management

Table with 4 columns: Question, Line Number, Yes, No. Rows include questions about voting members, family relationships, management delegation, and governance decisions.

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

Table with 4 columns: Question, Line Number, Yes, No. Rows include questions about local chapters, conflict of interest policies, whistleblower policies, and compensation review.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed.
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization.

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

Check if Schedule O contains a response to any question in this Part VII X

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ROBERT P ROSCOE DIRECTOR	1.00 1.00							0	0	0
(2) CHAD WABLE PRESIDENT	1.00 40.00	X		X				0	511,122.	137,204.
(3) THE MOST REV HENRY J MANSELL CHAIRMAN	2.00 2.00	X						0	0	0
(4) REVEREND MONSIGNOR JAMES COLEM VICE CHAIRMAN	4.00 1.00	X						0	0	0
(5) STEPHEN R GRIFFIN ESQ SECRETARY	4.00 4.00	X		X				0	0	0
(6) JOSEPH CARLSON II TREASURER	4.00 4.00	X		X				0	0	0
(7) GARRET CASEY DIRECTOR	2.00 4.00	X						0	0	0
(8) WILLIAM MORRIS DIRECTOR	4.00 1.00	X						0	0	0
(9) JAMES C SMITH DIRECTOR	1.00 4.00	X						0	0	0
(10) CHRISTINE SULLIVAN ESQ DIRECTOR	4.00 1.00	X						0	0	0
(11) THE HONORABLE LINDA WIHBEY DIRECTOR	4.00 1.00	X						0	0	0
(12) S MARK ALBINI MD DIRECTOR	2.00 1.00	X						0	49,000.	0
(13) SISTER DOLORES LAHR DIRECTOR	2.00 2.00	X						0	0	0
(14) JOSEPH MENGACCI, ESQ DIRECTOR	2.00 4.00	X						0	0	0

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question 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, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions) . .	1e					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f					
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f			0			
Program Service Revenue	Business Code						
	2a _____						
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
g Total. Add lines 2a-2f			0				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)						
	4 Income from investment of tax-exempt bond proceeds . . .						
	5 Royalties			0			
		(i) Real	(ii) Personal				
	6a Gross rents	156,528.					
	b Less: rental expenses						
	c Rental income or (loss)	156,528.					
	d Net rental income or (loss)			156,528.	156,528.		
		(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory						
	b Less: cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)			0			
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
	b Less: direct expenses	b					
c Net income or (loss) from fundraising events			0				
9a Gross income from gaming activities. See Part IV, line 19	a						
b Less: direct expenses	b						
c Net income or (loss) from gaming activities			0				
10a Gross sales of inventory, less returns and allowances	a						
b Less: cost of goods sold	b						
c Net income or (loss) from sales of inventory			0				
Miscellaneous Revenue			Business Code				
11a _____							
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d			0				
12 Total revenue. See instructions			156,528.	156,528.			

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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 to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	0			
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	0			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	38,400.	38,400.		
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	10,752.	10,752.		
10 Payroll taxes	0			
11 Fees for services (non-employees):				
a Management	0			
b Legal	17,500.	2,250.	5,250.	
c Accounting	0			
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	0			
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	0			
12 Advertising and promotion	0			
13 Office expenses	0			
14 Information technology	0			
15 Royalties	0			
16 Occupancy	46,379.	32,465.	13,914.	
17 Travel	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	73,360.	51,352.	22,008.	
23 Insurance	0			
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 OTHER MISCELLANEOUS EXPENSES	4,370.	3,058.	1,312.	
b -----				
c -----				
d -----				
e All other expenses -----				
25 Total functional expenses. Add lines 1 through 24e	190,761.	148,277.	42,484.	
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

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Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	2,462.	1	1,356.
	2 Savings and temporary cash investments	0	2	0
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	0	4	0
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	0	9	0
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 2,635,954.		
	b Less: accumulated depreciation	10b 1,563,439.	1,145,875.	10c 1,072,515.
	11 Investments - publicly traded securities	0	11	0
	12 Investments - other securities. See Part IV, line 11	0	12	0
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	686,985.	15	726,468.
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,835,322.	16	1,800,339.	
Liabilities	17 Accounts payable and accrued expenses	18,183.	17	17,433.
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	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	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	12,500.	25	12,500.
	26 Total liabilities. Add lines 17 through 25	30,683.	26	29,933.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	1,804,639.	27	1,770,406.
	28 Temporarily restricted net assets	0	28	0
	29 Permanently restricted net assets	0	29	0
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	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	1,804,639.	33	1,770,406.
34 Total liabilities and net assets/fund balances	1,835,322.	34	1,800,339.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	156,528.
2	Total expenses (must equal Part IX, column (A), line 25)	2	190,761.
3	Revenue less expenses. Subtract line 2 from line 1	3	-34,233.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,804,639.
5	Net unrealized gains (losses) on investments	5	0
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,770,406.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

- 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? Yes No
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant? Yes No
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? Yes No
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? Yes 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

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

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SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization SAINT MARY'S HEALTH SYSTEM, INC.	Employer identification number 22-2528399
---	---

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

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)

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

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

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

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

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

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

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) ATTACHMENT 1									
(B)									
(C)									
(D)									
(E)									
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2012

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

Section A. Public Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 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; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc. (see instructions); 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

Table with 2 columns: Description, Percentage. Rows include: 14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)); 15 Public support percentage from 2011 Schedule A, Part II, line 14; 16a 33 1/3% support test - 2012; b 33 1/3% support test - 2011; 17a 10%-facts-and-circumstances test - 2012; b 10%-facts-and-circumstances test - 2011; 18 Private foundation.

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

Section A. Public Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.); 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, 2012, 2011. Row 15: Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2011 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2012, 2011. Row 17: Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2011 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2012. 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

19b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

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

ATTACHMENT 1

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION	(IV)		(V)	(VI)	(VII) AMOUNT OF SUPPORT
			YES	NO	YES NO	YES NO	
SAINT MARY'S HOSPITAL, INC.	06-0646844	03		X			0
SAINT MARY'S HOSPITAL FOUNDATION, INC.	22-2528400	03		X			0
TOTAL AMOUNT OF SUPPORT							

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SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Name of the organization

SAINT MARY'S HEALTH SYSTEM, INC.

Employer identification number

22-2528399

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 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?

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

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 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, 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?, 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)?, 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

Table with 2 columns: Revenues, Assets. Rows include: 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. 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X. 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenues included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X.

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2012

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?

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?
b If "Yes," explain the arrangement in Part XIII and complete the following table:

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

- 2a Did the organization include an amount on Form 990, Part X, line 21?
b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g (Beginning of year balance, Contributions, Net investment earnings, gains, and losses, Grants or scholarships, Other expenditures for facilities and programs, Administrative expenses, End of year balance).

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

- a Board designated or quasi-endowment %
b Permanent endowment %
c Temporarily restricted endowment %
The percentages in lines 2a, 2b, and 2c should equal 100%.

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

Table with 2 columns: Yes, No. Rows: 3a(i) unrelated organizations, 3a(ii) related organizations, 3b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Table with 5 columns: Description of property, (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other, Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c)).

Part VII Investments - Other Securities. 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)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) DUE FROM SAINT MARY'S HOSPITAL	485,468.
(2) INVENTORY / LAND	241,000.
(3) DUE FROM FOUNDATION	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	726,468.

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) SECURITY DEPOSITS	12,500.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	12,500.

2. FIN 48 (ASC 740) Footnote. 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

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

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

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

Complete this part to 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.

SEE PAGE 5

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Part XIII Supplemental Information (continued)

FIN 48 (ASC 740) FOOTNOTE

SCHEDULE D, PART X, LINE 2

THE SYSTEM, HOSPITAL, AND FOUNDATION ARE TAX-EXEMPT ORGANIZATIONS AS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND ARE GENERALLY EXEMPT FROM INCOME TAXES. THE ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS HAVE BEEN PREPARED ON THE BASIS THAT THIS TAX-EXEMPT STATUS WILL BE MAINTAINED.

THE SYSTEM RECOGNIZES THE EFFECT OF INCOME TAX POSITIONS ONLY IF THOSE POSITIONS ARE MORE LIKELY THAN NOT OF BEING SUSTAINED. RECOGNIZED INCOME TAX POSITIONS ARE MEASURED AT THE LARGEST AMOUNT OF BENEFIT THAT IS GREATER THAN FIFTY PERCENT LIKELY TO BE REALIZED UPON SETTLEMENT. CHANGES IN RECOGNITION IN MEASUREMENT ARE REFLECTED IN THE PERIOD IN WHICH THE CHANGE IN JUDGEMENT OCCURS. THE SYSTEM DID NOT RECOGNIZE THE EFFECT OF ANY INCOME TAX POSITIONS IN EITHER 2013 OR 2012.

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**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

SAINT MARY'S HEALTH SYSTEM, INC.

Employer identification number

22-2528399

Part I Questions Regarding Compensation

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

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

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

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

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment? **4a** Yes No
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b** Yes No
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c** Yes No
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? **5a** Yes No
- b** Any related organization? **5b** Yes No
- If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization? **6a** Yes No
- b** Any related organization? **6b** Yes No
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III **7** Yes No

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III **8** Yes No

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? **9** Yes No

	Yes	No
1b		
2		
4a		X
4b	X	
4c		X
5a		X
5b		X
6a		X
6b	X	
7		X
8		X
9		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2012

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 CHAD WABLE PRESIDENT	(i)	0	0	0	0	0	0	0
	(ii)	424,421.	61,500.	25,201.	100,391.	36,813.	648,326.	0
2 JAMES UBERTI DIRECTOR	(i)	0	0	0	0	0	0	0
	(ii)	212,431.	370.	0	6,384.	3,053.	222,238.	0
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

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Part III Supplemental Information

Complete this part to 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.

ESTABLISH COMPENSATION

SCHEDULE J, PART I, LINE 3

SAINT MARY'S HEALTH SYSTEM'S OFFICER SALARY AND BENEFITS ARE PAID BY SAINT MARY'S HOSPITAL. OFFICER SALARIES ARE DETERMINED UNDER THE COMPENSATION POLICIES OF SAINT MARY'S HOSPITAL WHICH MEET THE REQUIREMENTS OF THE REBUTTABLE PRESUMPTION. THE POLICIES INCLUDE A COMPENSATION COMMITTEE, INDEPENDENT COMPENSATION CONSULTANT, COMPENSATION SURVEY OR STUDY, AND APPROVAL BY THE BOARD AND COMPENSATION COMMITTEE. SEE FURTHER DISCUSSION ON SCHEDULE O.

PARTICIPATION IN OR PAYMENT FROM NONQUALIFIED RETIREMENT PLANS

SCHEDULE J, PART I, LINE 4B

SAINT MARY'S HEALTH SYSTEM DOES NOT HAVE A NONQUALIFIED RETIREMENT PLAN. HOWEVER, CHAD WABLE PARTICIPATED IN A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN AT SAINT MARY'S HOSPITAL. NO PAYMENT WAS RECEIVED BY THIS INDIVIDUAL DURING THE FISCAL YEAR ENDING 2013 FROM THE SAINT MARY'S HOSPITAL PLAN.

Public Disclosure Copy

Part III Supplemental Information

Complete this part to 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.

COMPENSATION CONTINGENT ON NET EARNINGS

SCHEDULE J, PART I, QUESTION 6B

SAINT MARY'S HEALTH SYSTEM DOES NOT DIRECTLY PAY BONUSES TO ITS SENIOR LEADERS. HOWEVER, INDIVIDUALS LISTED IN SCHEDULE J RECEIVE COMPENSATION FROM SAINT MARY'S HOSPITAL. EACH SENIOR LEADER OF SAINT MARY'S HOSPITAL IS PROVIDED A BONUS BASED ON NET EARNINGS AND OTHER CORPORATE GOALS. THE BONUS IS CONTINGENT ON CORPORATE GOALS AND OBJECTIVES EACH YEAR. DURING 2013, THERE WERE 5 OBJECTIVES: PEOPLE, SERVICE, QUALITY, FINANCE AND GROWTH. THE BONUS IS COMPUTED ON A PERCENTAGE ALLOCATION FOR THE WEIGHT OF EACH OBJECTIVE WHICH IS DIFFERENT FOR EACH SENIOR LEADER BASED ON THEIR JOB FUNCTION.

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

SAINT MARY'S HEALTH SYSTEM, 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.**

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Employer identification number

22-2528399

PROGRAM SERVICE ACCOMPLISHMENTS

FORM 990, PART III, LINE 4A

SAINT MARY'S HEALTH SYSTEMS, INC.'S PRIMARY PURPOSE IS THE OVERALL
MANAGEMENT OF SAINT MARY'S HOSPITAL. SAINT MARY'S HOSPITAL HAS MANY
IMPORTANT SERVICE ACCOMPLISHMENTS IN THE AREA OF INPATIENT SERVICES AND
OUTPATIENT SERVICES. THE HOSPITAL ALSO PROVIDES MANY COMMUNITY BENEFITS.

SAINT MARY'S HOSPITAL, INPATIENT SERVICE ACCOMPLISHMENTS: SAINT MARY'S
REMAINS COMMITTED TO PROVIDING THE HIGHEST QUALITY CARE FOR OUR PATIENTS.
THE HOSPITAL PROVIDED INPATIENT TREATMENT FOR 11,830 INPATIENTS IN 2013,
WITH AN AVERAGE LENGTH OF STAY OF 4.42 DAYS. SAINT MARY'S THREE LARGEST
PROGRAMS ARE SURGERY, CARDIOLOGY AND MEDICINE.

IN 2013, 915 PATIENTS CHOSE TO HAVE GENERAL SURGERY AT SAINT MARY'S,
STAYING AT THE HOSPITAL FOR A TOTAL OF 5,187 DAYS AND GENERATED \$14
MILLION IN REVENUE; 1,513 PATIENTS CHOSE SAINT MARY'S FOR CARDIAC CARE,
STAYING IN THE HOSPITAL FOR A TOTAL OF 6,028 DAYS AND GENERATING \$19
MILLION IN REVENUE; AND 4,569 PATIENTS RECEIVED INPATIENT MEDICAL CARE,
STAYING IN THE HOSPITAL FOR A TOTAL OF 23,352 DAYS, AND GENERATING \$41
MILLION IN REVENUE.

AS THE HOSPITAL CONTINUES TO DISTINGUISH ITSELF AS A LEADING PROVIDER OF
HEALTHCARE SERVICES IN THE REGION, IT HAS GARNERED RECOGNITION FROM STATE
AND NATIONAL ORGANIZATIONS FOR PROVIDING OUTSTANDING PATIENT CARE.

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SAINT MARY'S HOSPITAL IS RANKED AS THE TOP-PERFORMING HOSPITAL IN CONNECTICUT FOR DELIVERING PERCUTANEOUS CORONARY INTERVENTION (PCI), A LIFE-SAVING PROCEDURE THAT OPENS THE BLOCKED ARTERIES OF HEART ATTACK PATIENTS. THE NATIONAL STANDARD STATES THAT PATIENTS SHOULD RECEIVE THIS PROCEDURE WITHIN 90 MINUTES OF ARRIVAL AT THE HOSPITAL. ACCORDING TO THE FEDERAL CENTERS FOR MEDICARE AND MEDICAID (CMS), 100 PERCENT OF PATIENTS WHO REQUIRE ANGIOPLASTY RECEIVE IT AT SAINT MARY'S WITHIN 90 MINUTES OF ARRIVAL. THIS RANKS SAINT MARY'S AS THE NUMBER ONE PERFORMING HOSPITAL IN CONNECTICUT, AND SIGNIFICANTLY AHEAD OF THE NATIONAL AVERAGE, WHICH IS 79 PERCENT OF PATIENTS BEING TREATED WITHIN 90 MINUTES.

IN ADDITION, SAINT MARY'S IS THE FIRST HOSPITAL IN CONNECTICUT TO RECEIVE A GOLD AWARD UNDER THE AMERICAN HEART ASSOCIATION'S GET WITH THE GUIDELINES PROGRAM FOR ITS TREATMENT OF PATIENTS WITH CORONARY ARTERY DISEASE. IT IS ALSO THE FIRST HOSPITAL IN THE STATE TO RECEIVE A GOLD AWARD FOR ITS TREATMENT OF PATIENTS WITH HEART FAILURE. AS OF FISCAL YEAR 2013, SAINT MARY'S HAS RECEIVED FIVE GOLD AWARDS FOR CARDIAC CARE. THESE ACCOMPLISHMENTS ARE INDICATIVE OF THE EXTRAORDINARY CROSS-DISCIPLINE COLLABORATION AND OVERALL COMMITMENT TO CLINICAL EXCELLENCE SHARED BY THE SAINT MARY'S TEAM.

IN ADDITION, SAINT MARY'S IS A LEADER IN SURGICAL SERVICES. OUR PHYSICIANS PROVIDE BOTH IN-PATIENT AND OUT-PATIENT SURGERY IN THE AREAS OF GI, ONCOLOGY, THORACIC, VASCULAR, LAPAROSCOPY, TRAUMA, GYNECOLOGY,

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UROLOGY, NEUROSURGERY, ORTHOPEDICS, CARDIOTHORACIC, PLASTIC, BARIATRIC AND ENDOCRINE SURGERY AT SAINT MARY'S HOSPITAL.

SAINT MARY'S HEALTH SYSTEM IS PLEASED TO INTRODUCE A NEW ERA OF SURGERY TO THE GREATER WATERBURY COMMUNITY. OUR EXPERIENCED SURGEONS ARE NOW PERFORMING ADVANCED ROBOTIC-ASSISTED PROCEDURES UTILIZING THE DAVINCI® ROBOTIC SURGICAL SYSTEM. THIS INNOVATIVE TECHNOLOGY IS QUICKLY BECOMING THE STANDARD OF CARE FOR MANY COMPLEX SURGICAL PROCEDURES WITH APPLICATIONS FOR GYNECOLOGIC, UROLOGIC, THORACIC, CARDIAC AND GENERAL SURGERY. AS THE LEADING PROVIDER OF SURGICAL SERVICES IN THE REGION, SAINT MARY'S IS COMMITTED TO PROVIDING THE HIGHEST QUALITY AND SUPERIOR SERVICE FOR OUR PATIENTS. DURING FISCAL YEAR 2013, SAINT MARY'S PERFORMED 590 SURGERIES USING THE DAVINCI® ROBOTIC SURGICAL SYSTEM.

IN ADDITION, THE HOSPITAL OFFERS A COMPREHENSIVE SIX- YEAR TRAINING PROGRAM IN GENERAL SURGERY. SAINT MARY'S HOSPITAL IS COMMUNITY BASED AND BOASTS A CLOSE AFFILIATION TO YALE UNIVERSITY IN NEARBY NEW HAVEN, CONNECTICUT, AND THE UNIVERSITY OF CONNECTICUT IN FARMINGTON, CONNECTICUT. HISTORICALLY, NEARLY ONE HALF OF THE RESIDENTS COMPLETING THIS PROGRAM HAVE PURSUED FURTHER TRAINING IN CARDIOTHORACIC, COLON AND RECTAL, PLASTIC AND RECONSTRUCTIVE, SURGICAL ONCOLOGY, OR VASCULAR SURGERY.

SAINT MARY'S HOSPITAL, OUTPATIENT SERVICE ACCOMPLISHMENTS

FORM 990, PART III, LINE 4A CONTINUED

SAINT MARY'S HEALTH SYSTEM EXTENDS FROM WATERBURY TO WOLCOTT, NAUGATUCK,

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SOUTHBURY AND PROSPECT. IN 2013, 215,256 PATIENTS CHOSE SAINT MARY'S FOR OUTPATIENT CARE. THE HEALTH SYSTEM'S TWO LARGEST PROGRAMS ARE ITS EMERGENCY DEPARTMENT, WHICH PROVIDED TREATMENT 62,003 PATIENTS IN 2013, GENERATING \$23 MILLION IN REVENUE, AND AMBULATORY SURGERY. IN 2013, 14,945 PATIENTS CHOSE TO HAVE OUTPATIENT SURGERY AT SAINT MARY'S, GENERATING \$44 MILLION IN REVENUE.

OUTPATIENT SERVICES INCLUDE BUT ARE NOT LIMITED TO: MEDICAL IMAGING, BLOOD DRAW AND LAB SERVICES, CARDIAC AND PULMONARY REHABILITATION CLASSES, NUTRITIONAL COUNSELING AND EXPECTANT PARENT CLASSES. SAINT MARY'S SATELLITE FACILITIES INCLUDE HEALTH AND WELLNESS CENTERS PROVIDING WALK-IN HEALTH CARE, BLOOD DRAW STATIONS AND X-RAY SERVICES IN NAUGATUCK AND WOLCOTT; OUTPATIENT REHABILITATION THERAPY OFFICES IN WATERBURY, WOLCOTT AND NAUGATUCK; OUTPATIENT SLEEP DISORDERS CENTERS IN WATERBURY AND WOLCOTT; THE BREAST & ONCOLOGY CENTERS IN SOUTHBURY AND PROSPECT, AND OCCUPATIONAL THERAPY IN WATERBURY.

SAINT MARY'S HAS BEEN RECOGNIZED AT THE STATE AND NATIONAL LEVELS AS A DISTINGUISHED PROVIDER OF OUTPATIENT SERVICES.

SAINT MARY'S IS AMONG THE LARGEST AND BUSIEST EMERGENCY DEPARTMENTS IN THE STATE OF CONNECTICUT. IN FACT, WITH APPROXIMATELY 67,000 EMERGENCY VISITS PER YEAR, WE RANK AS THE 9TH BUSIEST IN THE STATE.

THE SAINT MARY'S EMERGENCY DEPARTMENTS IS A CERTIFIED LEVEL 2 TRAUMA

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CENTER, AND ALL PHYSICIANS ARE BOARD CERTIFIED IN EMERGENCY MEDICINE. THE EMERGENCY DEPARTMENT PLAYS A CRITICAL ROLE IN HELPING SAINT MARY'S ACHIEVE ITS EXTRAORDINARY PERFORMANCE WITH DOOR-TO-BALLOON TIME, A MEASURE OF THE TIME IT TAKES A HEART ATTACK VICTIM TO HAVE HIS OR HER BLOCKED ARTERIES OPENED. SAINT MARY'S MEDIAN DOOR-TO-BALLOON TIME IS 60 MINUTES. SAINT MARY'S DOOR-TO-BALLOON TIME IS 30 MINUTES FASTER THAN NATIONAL GUIDELINES SET BY THE AMERICAN COLLEGE OF CARDIOLOGY FOR OPENING BLOCKED ARTERIES.

THE DEPARTMENT ALSO PROVIDES AMBULATORY CARE SERVICES, WHICH ARE DESIGNED TO ACCOMMODATE NON-EMERGENT, LOWER ACUITY NEEDS. THIS UNIT CONTAINS A PEDIATRIC CENTER, WHICH IS STAFFED BY PEDIATRICIANS EACH AFTERNOON.

FINALLY, THE EMERGENCY DEPARTMENT CONTAINS A DEDICATED BEHAVIORAL HEALTH AREA, SUPPORTED BY A PSYCHIATRIST. THIS UNIT PROVIDES A MUCH NEEDED RESOURCE FOR SERVING OUR PATIENT POPULATION, AND HAS SEEN CONTINUED GROWTH AND INCREASE IN DEMAND.

SAINT MARY'S CANCER PROGRAM WAS AWARDED A THREE-YEAR ACCREDITATION FROM THE AMERICAN COLLEGE OF SURGEONS' COMMISSION ON CANCER WITH COMMENDATION. ONLY 40 PERCENT OF ALL U.S. HOSPITALS SURVEYED BY THE COMMISSION ACHIEVE THIS LEVEL OF RECOGNITION. ACS ACCREDITATION ENSURES THAT PATIENTS WHO CHOOSE SAINT MARY'S FOR CANCER CARE HAVE ACCESS TO A COMPLETE RANGE OF STATE-OF-THE-ART SERVICES AND EQUIPMENT, A TEAM THAT COORDINATES THE BEST AVAILABLE TREATMENT OPTIONS, AND ACCESS TO CLINICAL TRIALS AND NEW

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TREATMENT OPTIONS, AS WELL AS EARLY DETECTION PROGRAMS, EDUCATION AND SUPPORT SERVICES.

SAINT MARY'S WOUND HEALING CENTER IS STAFFED BY A SPECIALIZED TEAM OF PHYSICIANS, SURGEONS, NURSES AND TECHNICIANS, WHO COLLABORATE TO PRODUCE THE BEST POSSIBLE OUTCOMES. ON AVERAGE, 92 PERCENT OF PATIENTS WHO COME TO THE CENTER WITH CHRONIC WOUNDS THAT HAVE RESISTED TRADITIONAL TREATMENT ACHIEVE SUCCESSFUL RESULTS WITHIN 14 WEEKS. SPECIALIZED WOUND CARE ALSO HELPS PATIENTS WITH DIABETIC ULCERS, PRESSURE ULCERS, INFECTIONS AND COMPROMISED SKIN GRAFTS. IN ADDITION THE CENTER OFFERS HYPERBARIC OXYGEN THERAPY, WHICH IS PARTICULARLY EFFECTIVE FOR PATIENTS WHO SUFFER FROM RADIATION DAMAGE OR FACE THE POSSIBILITY OF AMPUTATION.

COMMUNITY BENEFIT

FORM 990, PART III, LINE 4A CONTINUED

SAINT MARY'S HOSPITAL PLAYS AN INDISPENSABLE ROLE IN THE HEALTHCARE DELIVERY SYSTEM FOR THE GREATER WATERBURY COMMUNITY AND THE TOWNS OF THE CENTRAL NAUGATUCK VALLEY. FOUNDED IN 1907 BY THE SISTERS OF SAINT JOSEPH OF CHAMBERY, SAINT MARY'S HAS BEEN THE CATHOLIC BEACON OF HEALING AND HOPE IN THE COMMUNITY FOR 100 YEARS. BUILT IN THE HEART OF THE CITY AND WITHIN CLOSE DISTANCE OF ITS ONCE-THRIVING BRASS MILLS SO THAT IT COULD RESPOND READILY TO INJURED WORKERS, THE HOSPITAL HAS EVOLVED INTO A DIVERSE HEALTH SYSTEM THAT TODAY PROVIDES A VARIETY OF HEALTHCARE, EDUCATIONAL, FINANCIAL AND OTHER BENEFITS TO THE PEOPLE IT SERVES.

SAINT MARY'S EXISTS TO SERVE THE PEOPLE OF WATERBURY AND ITS SURROUNDING

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COMMUNITIES. PROVIDING HIGH QUALITY HEALTHCARE TO ALL WHO NEED IT, REGARDLESS OF ABILITY TO PAY, HAS BEEN CENTRAL TO ITS MISSION THROUGHOUT ITS EXISTENCE. ADAPTING TO MEET THE CHANGING NEEDS OF THE COMMUNITY, THE HOSPITAL IS MORE FOCUSED THAN EVER ON PRESERVING ACCESS TO APPROPRIATE HEALTHCARE AND PROVIDING EXCEPTIONAL QUALITY AND SERVICE TO PATIENTS AND THEIR FAMILIES.

SAINT MARY'S HOSPITAL:

- PROVIDES PRIMARY AND SPECIALTY CARE THROUGH ITS CHILDREN'S AND FAMILY HEALTH CENTER
- PARTICIPATES IN MEDICAID, MEDICARE, SAGA, HUSKY A & B, CHARTER OAK AND/OR OTHER GOVERNMENT- SPONSORED HEALTHCARE PROGRAMS
- SERVES ONE OF CONNECTICUT'S MOST CHALLENGING URBAN POPULATIONS, IN A DESIGNATED MEDICALLY UNDERSERVED AREA (MUA)
- SPONSORS MEDICAL, SURGICAL, AND DENTAL RESIDENCY PROGRAMS TO PROVIDE PROFESSIONAL EDUCATION FOR PHYSICIANS IN TRAINING AND ENCOURAGE THE RETENTION OF PROVIDERS WHO WILL CHOOSE TO REMAIN IN ITS PRIMARY SERVICE AREA.

THE CHALLENGES FACED BY SAINT MARY'S HOSPITAL ARE SIGNIFICANT, YET IT REMAINS FULLY DEDICATED TO FULFILLING ITS CORE MISSION. AS HAS BEEN THE CASE THROUGHOUT THE HOSPITAL'S HISTORY, ITS MISSION IS BROUGHT TO LIFE BY ITS TALENTED AND HARD WORKING EMPLOYEES, WHOSE INGENUITY AND PERSEVERANCE ENSURES THAT THE INDIVIDUAL AND COLLECTIVE NEEDS OF THE COMMUNITY ARE BEING MET.

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BUILDING UPON A LEGACY OF CARING THE MISSION OF SAINT MARY'S HOSPITAL IS TO PROVIDE EXCELLENT HEALTHCARE SERVICES IN A SPIRITUALLY ENRICHED ENVIRONMENT TO IMPROVE THE HEALTH OF OUR COMMUNITY.

IT IS THE HOSPITAL'S VISION TO BE THE LEADING REGIONAL HEALTHCARE PROVIDER THE HOSPITAL'S STAFF, MEDICAL STAFF, BOARD, FOUNDATION, AUXILIARY AND VOLUNTEERS ARE ALSO UNITED BY THESE VALUES:

- INTEGRITY - COMMITMENT TO DOING WHAT IS RIGHT
- CARING - COMPASSIONATE APPROACH TO ADDRESSING THE HEALTHCARE NEEDS OF ALL PEOPLE
- ACCOUNTABILITY - PERSONAL RESPONSIBILITY FOR THE PERFORMANCE OF SAINT MARY'S HEALTH SYSTEM
- RESPECT - RESPECT FOR THE DIGNITY, WORTH, AND RIGHTS OF OTHERS
- EXCELLENCE - WORKING TOGETHER IN PURSUIT OF SUPERIOR CLINICAL QUALITY AND SERVICE TO OTHERS

SAINT MARY'S HAS AN ANNUAL STRATEGIC PLANNING PROCESS THAT IDENTIFIES UNMET COMMUNITY NEEDS WHILE DEPLOYING STRATEGIES TO ADDRESS THESE UNMET COMMUNITY NEEDS AND IMPROVE OUR OVERALL COMMUNITY BENEFIT. SAINT MARY'S ALSO WORKS CLOSELY WITH MANY LOCAL CHARITABLE COMMUNITY SERVICE ORGANIZATIONS TO BOTH IDENTIFY AND ADDRESS COMMUNITY NEEDS. SAINT MARY'S IS IN THE PROCESS OF COMPLETING THE COMMUNITY HEALTH NEEDS ASSESSMENT (CHNA) WITH SEVERAL PARTNERS THAT INCLUDE THE WATERBURY DEPARTMENT OF PUBLIC HEALTH, STAYWELL HEALTH CENTER (A FEDERALLY QUALIFIED HEALTH

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CENTER), UNITED WAY OF GREATER WATERBURY, CONNECTICUT COMMUNITY FOUNDATION, AND WATERBURY HOSPITAL. THE CHNA PARTNERS WILL DEVELOP A COMMUNITY HEALTH IMPROVEMENT PLAN (CHIP) BASED ON COMMUNITY HEALTH NEEDS IDENTIFIED THROUGH PRIMARY AND SECONDARY RESEARCH.

COMMUNITY BENEFIT PROGRAMS AND SERVICES

SAINT MARY'S HOSPITAL OFFERS A VARIETY OF FREE PROGRAMS AND SERVICES THAT ARE SUBSIDIZED BY THE HOSPITAL. FROM MEDICAL AND SURGICAL SERVICES FOR THE UNINSURED AND UNDERINSURED TO HEALTH EDUCATION, SUPPORT GROUPS AND COMMUNITY OUTREACH PROGRAMS, SAINT MARY'S PLAYS AN INTEGRAL ROLE IN THE COMMUNITY WHILE RESPONDING TO THE UNIQUE HEALTHCARE NEEDS OF THE RESIDENTS OF GREATER WATERBURY.

PROCESS TO ELECT MEMBERS OF THE GOVERNING BODY

FORM 990, PART VI, SECTION A, LINE 7A

THE BOARD OF DIRECTORS SHALL CONSIST OF THE ARCHBISHOP OF THE ROMAN CATHOLIC ARCHDIOCESE OF HARTFORD (THE "ARCHBISHOP") OR HIS DESIGNEE, TO SERVE AS CHAIRMAN OF THE BOARD OF DIRECTORS (EX-OFFICIO), THE CHIEF EXECUTIVE OFFICER OF THE CORPORATION (EX-OFFICIO), THE CHIEF OF THE MEDICAL STAFF OF THE CORPORATION ("CHIEF OF STAFF") (EX-OFFICIO) AND NOT LESS THAN 5 NOR MORE THAN 18 OTHER MEMBERS, TO BE APPOINTED BY THE BOARD OF DIRECTORS OF THE CORPORATE MEMBER OF THE CORPORATION AT THE ANNUAL MEETING. NO MORE THAN 50% PERCENT OF THE DIRECTORS SHALL BE MEMBERS OF THE CORPORATION'S MEDICAL STAFF. BY RESOLUTION, THE BOARD OF DIRECTORS SHALL DIVIDE THE DIRECTORS WHO DO NOT SERVE IN AN EX-OFFICIO CAPACITY INTO THREE CLASSES, WITH EACH CLASS CONTAINING APPROXIMATELY THE SAME

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PERCENTAGE OF THE TOTAL. INITIALLY, THE TERM OF THE FIRST CLASS SHALL EXPIRE AT THE CORPORATION'S NEXT ANNUAL MEETING FOLLOWING THE ELECTION OF THE DIRECTORS, THE TERM OF THE SECOND CLASS SHALL EXPIRE TWO YEARS AFTER THE CORPORATION'S NEXT MEETING FOLLOWING THE ELECTION OF DIRECTORS AND THE TERM OF THE THIRD CLASS SHALL EXPIRE THREE YEARS AFTER THE CORPORATION'S NEXT MEETING FOLLOWING THE ELECTION OF DIRECTORS.

THEREAFTER, THE DIRECTORS OF EACH CLASS SHALL SERVE FOR THREE YEARS AND UNTIL THEIR RESPECTIVE SUCCESSORS ARE DULY ELECTED AND QUALIFIED OR UNTIL THEIR EARLIER RESIGNATION OR REMOVAL. NO DIRECTOR MAY SERVE FOR MORE THAN THREE CONSECUTIVE TERMS. ANY VACANCY ON THE CORPORATION'S BOARD OF DIRECTORS SHALL CONSTITUTE A VACANCY ON THE BOARD OF DIRECTORS OF THE CORPORATE MEMBER AND SHALL BE FILLED BY THE CORPORATE MEMBER, EVEN THOUGH SUCH REMAINING DIRECTORS OR DIRECTOR ARE LESS THAN A QUORUM.

NOTWITHSTANDING ANY VACANCY ON THE BOARD OF DIRECTORS, THE CORPORATION'S BOARD OF DIRECTORS MAY CONTINUE TO ACT FOR AND ON BEHALF OF THE CORPORATION WITH ITS FULL AUTHORITY AND THE BOARD OF DIRECTORS OF THE CORPORATE MEMBER MAY CONTINUE TO ACT FOR AND ON BEHALF OF THE CORPORATE MEMBER WITH ITS FULL AUTHORITY.

DECISIONS OF THE GOVERNING BODY SUBJECT TO APPROVAL

FORM 990, PART VI, SECTION A, LINE 7B

PURSUANT TO THE PROVISIONS OF SECTION 33-1080(B) OF THE CONNECTICUT

REVISED NON-STOCK CORPORATION ACT AND THE AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION OF THE CORPORATION, THERE SHALL BE RESERVED

TO THE ARCHBISHOP OF THE HARTFORD ROMAN CATHOLIC ARCHDIOCESE OF HARTFORD

(UNLESS SPECIFICALLY DELEGATED BY HIM) THE FOLLOWING RIGHTS AND POWERS:

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(A) TO APPROVE THE MISSION OR PURPOSE AND THE PHILOSOPHY OF THE CORPORATION AND OF ANY SAINT MARY'S SUBSIDIARIES.

(B) TO APPROVE THE ACQUISITION, ALIENATION OR CONVEYANCE OF THE REAL PROPERTY OF THE CORPORATION THAT IS VALUED AT AN AMOUNT GREATER THAN THAT ESTABLISHED BY THE UNITED STATES CONFERENCE OF CATHOLIC BISHOPS PURSUANT TO CANON LAW OR TO PLACE A MORTGAGE ON SUCH PROPERTY OR TO BORROW FUNDS IN AMOUNTS GREATER THAN THOSE ESTABLISHED BY THE UNITED STATES CONFERENCE OF CATHOLIC BISHOPS PURSUANT TO CANON LAW, WHETHER IN A SINGLE TRANSACTION OR A SERIES OF RELATED TRANSACTIONS.

(C) TO APPROVE THE DISPOSAL OF ALL OR SUBSTANTIALLY ALL OF THE PHYSICAL ASSETS OF THE CORPORATION AND TO APPROVE THE MERGER OR CONSOLIDATION OF THE CORPORATION.

(D) TO APPROVE THE AMENDMENT OF THE CERTIFICATE OF INCORPORATION OR THE BYLAWS OF THE CORPORATION

FORM 990 REVIEW PROCESS

FORM 990, PART VI, SECTION B, QUESTION 11A

THE FORM 990 WAS DISTRIBUTED TO BOARD MEMBERS AND THE ORGANIZATION'S FINANCE COMMITTEE FOR THEIR REVIEW PRIOR TO FILING TO ENSURE ACCURACY AND COMPLETENESS. A COMPLETE COPY OF THE ORGANIZATION'S FINAL FORM 990, INCLUDING ALL REQUIRED SCHEDULES, AS ULTIMATELY FILED WITH THE IRS, WAS PROVIDED TO EACH MEMBER OF THE BOARD BEFORE ITS FILING WITH THE IRS.

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CONFLICT OF INTEREST POLICY

FORM 990, PART VI, SECTION B, QUESTION 12C

ANNUALLY, EACH DIRECTOR, OFFICER, AND BOARD COMMITTEE MEMBER OF SMHS AND ANY OF ITS AFFILIATES, AS APPROPRIATE, WILL SIGN A STATEMENT WHICH AFFIRMS THAT THE PERSON:

- 1) HAS RECEIVED A COPY OF THE CONFLICT OF INTEREST POLICY;
- 2) HAS READ AND UNDERSTANDS THE POLICY; AND
- 3) HAS AGREED TO COMPLY WITH THE POLICY.

THE STATEMENTS WILL BE DISTRIBUTED ANNUALLY BY THE COMPLIANCE OFFICER AND RETURNED TO THE CEO OR DELEGATED PERSON, WHERE THEY WILL BE RECORDED, REVIEWED, SUMMARIZED AND PRESENTED TO THE CHAIRPERSON OF THE BOARD, AS WELL AS TO THE AUDIT AND GOVERNANCE COMMITTEES, WHERE THEY EXISTS.

CONFLICT OF INTEREST STATEMENTS WILL BE MAINTAINED FOR A MINIMUM OF SEVEN YEARS BY THE COMPLIANCE OFFICER.

CONFLICT OF INTEREST FORMS PROVIDED BY OFFICERS, DIRECTORS AND BOARD COMMITTEE MEMBERS WILL BE FORWARDED TO THE COMPLIANCE OFFICER, ALONG WITH A STATEMENT OF IMPACT AS TO THE EFFECT OF THE CONFLICT OF INTEREST ON THE BUSINESS AND ANY ACTION TAKEN TO MINIMIZE THE EFFECT. THEY WILL BE MAINTAINED BY THE COMPLIANCE OFFICER FOR A MINIMUM OF SEVEN YEARS.

COMPENSATION POLICY

FORM 990, PART VI, SECTION B, QUESTIONS 15A & 15B

SAINT MARY'S HEALTH SYSTEM'S OFFICER SALARY AND BENEFITS ARE PAID BY

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SAINT MARY'S HOSPITAL. OFFICER SALARIES ARE DETERMINED UNDER THE COMPENSATION POLICIES OF SAINT MARY'S HOSPITAL WHICH INCLUDE THE FOLLOWING:

THE PROCESS FOR DETERMINING THE COMPENSATION OF THE HOSPITAL'S TOP MANAGEMENT OFFICIALS, INCLUDING THE CEO, ALL OFFICERS, AND KEY EMPLOYEES, MEET THE THREE REQUIREMENTS OF THE REBUTTABLE PRESUMPTION. THE COMPENSATION ARRANGEMENT IS APPROVED IN ADVANCE BY THE ORGANIZATION'S EXECUTIVE COMPENSATION COMMITTEE. THE COMMITTEE IS APPOINTED BY THE BOARD OF DIRECTORS FOR THE PURPOSE OF ASSISTING THE BOARD TO FULFILL ITS RESPONSIBILY TO THE HOSPITAL AND THE COMMUNITY TO ENSURE THE COMPENSATION IS IN ACCORDANCE WITH THE HOSPITAL'S POLICIES. THE COMMITTEE IS COMPRISED OF SIX DIRECTORS WHO ARE INDEPENDENT OF MANAGEMENT AND THE HOSPITAL AND FREE OF ANY CONFLICTS OF INTEREST THAT WOULD INTERFERE WITH THEIR EXERCISE OF INDEPENDENT JUDGEMENT. PRIOR TO MAKING ANY COMPENSATION DECISIONS, THE EXECUTIVE COMPENSATION COMMITTEE OBTAINED AND RELIED UPON APPROPRIATE DATA AS TO COMPARABILITY. THE COMMITTEE CONTRACTS AN INDEPENDENT COMPENSATION CONSULTANT AND UTILIZES LOCAL AND NATIONAL COMPENSATION SURVERY'S TO SET COMPENSATION LEVELS. FINALLY, THE EXECUTIVE COMPENSATION COMMITTEE ADEQUATELY AND TIMELY DOCUMENTED THE BASIS FOR SETTING COMPENSATION CONCURRENTLY WITH THE MAKING OF THE DETERMINATION.

PUBLIC DISCLOSURE

FORM 990, PART VI, SECTION C, QUESTION 19

COPIES OF THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND

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FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST.

ORGANIZATION'S FINANCIAL STATEMENTS

FORM 990, PART XII, LINES 2B AND 2C

THERE ARE NO SEPARATELY PREPARED AUDITED FINANCIALS STATEMENTS FOR THE OPERATING RESULTS AND FINANCIAL POSITION OF SAINT MARY'S HEALTH SYSTEM AS A STAND ALONE ENTITY. SAINT MARY'S HEALTH SYSTEM IS AUDITED AS PART OF THE CONSOLIDATED FINANCIAL STATEMENTS OF SAINT MARY'S HEALTH SYSTEM. TO OBTAIN A COPY OF THE AUDITED FINANCIAL STATEMENTS, PLEASE CALL 203-709-6111.

BUSINESS TRANSACTIONS WITH INTERESTED PERSONS (SCHEDULE L)

THERE WERE NO TRANSACTIONS BETWEEN RELATED PARTIES AND SAINT MARY'S HEALTH SYSTEM. THE FOLLOWING DISCLOSURES REPRESENT RELATED PARTY TRANSACTIONS BETWEEN PERSONS RELATED TO SAINT MARY'S HEALTH SYSTEM AND SAINT MARY'S HEALTH SYSTEM'S SOLELY CONTROLLED SUBSIDIARY SAINT MARY'S HOSPITAL.

DR. MARK ALBINI IS A MEMBER OF THE BOARD OF DIRECTORS OF SAINT MARY'S HOSPITAL, INC. DURING THE YEAR ENDING SEPTEMBER 30, 2013, THE HOSPITAL PAID DR. ALBINI'S PRACTICE, NAUGATUCK VALLEY WOMEN'S HEALTH, PC, \$273,750 IN FEES FOR SERVICE. IN ADDITION, DR. ALBINI WAS PAID \$49,000 BY SAINT MARY'S HOSPITAL FOR SERVICES PERFORMED FOR THE HOSPITAL.

MR. JAMES C. SMITH IS A MEMBER OF THE BOARD OF DIRECTORS OF SAINT MARY'S HEALTH SYSTEM, WHICH IS THE PARENT HOLDING COMPANY OF SAINT MARY'S

Name of the organization SAINT MARY'S HEALTH SYSTEM, INC.	Employer identification number 22-2528399
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HOSPITAL, INC. MR. SMITH IS ALSO THE CHAIRMAN AND CEO OF WEBSTER FINANCIAL CORP., PARENT COMPANY OF WEBSTER BANK. THE HOSPITAL HAS A LINE OF CREDIT THROUGH WEBSTER BANK, THE BALANCE OF THE LINE OF CREDIT AT THE END OF THE REPORTING PERIOD WAS \$0. DURING THE YEAR ENDED SEPTEMBER 30, 2013, THE HOSPITAL PAID \$119,317 IN BANKING FEES AND INCURRED \$3,025 IN FEES ON THE LINE OF CREDIT.

THE HOSPITAL ALSO PAYS WEBSTER FINANCIAL SERVICES, A COMPANY RELATED TO THE WEBSTER BANK, TO ADMINISTER ITS PENSION PLAN AND OTHER INVESTMENT MANAGEMENT SERVICES. DURING THE YEAR ENDED SEPTEMBER 30, 2013, SAINT MARY'S HOSPITAL, INC. AND ITS AFFILIATES PAID \$138,361 FOR INVESTMENT MANAGEMENT SERVICES FOR ASSETS IN RESTRICTED FUNDS AND \$202,261 FOR ADMINISTRATION OF THE HOSPITAL'S RETIREMENT PLAN ASSETS.

THE HOSPITAL CHOSE WEBSTER BANK IN OCTOBER 2000 AFTER A CAREFUL SEARCH WAS UNDERTAKEN TO FIND A BANK THAT COULD OFFER THE SERVICES NEEDED. THE CFO MADE THE FINAL DECISION AND IT WAS APPROVED BY THE FULL BOARD OF DIRECTORS. SAINT MARY'S HOSPITAL, INC. BELIEVES THAT THE AMOUNTS CHARGED FOR SERVICES PROVIDED BY WEBSTER ARE AT LEAST AS BENEFICIAL TO THE HOSPITAL AS TO OTHER COMMERCIAL CUSTOMERS OF THE WEBSTER BANK.

COMPENSATION

PART I, LINE 5

SAINT MARY'S HEALTH SYSTEM IS AN AFFILIATED HEALTHCARE SYSTEM. SALARIES FOR SAINT MARY'S HOSPITAL, SAINT MARY'S HEALTH SYSTEM AND SAINT MARY'S FOUNDATION ARE ALL PAID BY SAINT MARY'S HOSPITAL. SAINT MARY'S HOSPITAL

Name of the organization SAINT MARY'S HEALTH SYSTEM, INC.	Employer identification number 22-2528399
--	--

ISSUES ALL W2 FORMS. THE SALARIES SHOWN ON THIS TAX RETURN REPRESENT THE PROPER SALARY ALLOCATION FOR WORK PERFORMED AT THIS ENTITY BUT PAID BY SAINT MARY'S HOSPITAL.

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**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Name of the organization

SAINT MARY'S HEALTH SYSTEM, INC.

Employer identification number

22-2528399

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to 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
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) SAINT MARY'S HOSPITAL, INC. 56 FRANKLIN STREET WATERBURY, CT 06706 06-0656844	HOSPITAL	CT		3	ST MARY SYS	X	
(2) SAINT MARY'S FOUNDATION, INC. 56 FRANKLIN STREET WATERBURY, CT 06706 22-2528400	FUNDRAISING	CT		7	ST MARY SYST	X	
(3) HEART CENTER OF GREATER WATERBURY, INC. 56 FRANKLIN STREET WATERBURY, CT 06706 82-0416893	MANAGEMENT	CT		11A	ST MARY HOSP	X	
(4) HAROLD LEVER REGIONAL CANCER CENTER 56 FRANKLIN STREET WATERBURY, CT 06706 06-1548409	TREATMENT CTR	CT		3	ST MARY HOSP	X	
(5) -----							
(6) -----							
(7) -----							

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2012

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to 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	
(1) DIAGNOSTIC IMAGING OF SOUTHBRURY 385 MAIN ST. SOUTH	IMAGING CENTE	CT	ST. MARY HOSP					X		0		
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to 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) FRANKLIN MEDICAL GROUP, PC 56 FRANKLIN STREET WATERBURY, CT 06706	PHYSICIAN OFF	CT	ST MARY'S HOSP.	C CORP					
(2) SAINT MARY'S PHO 56 FRANKLIN STREET WATERBURY, CT 06706	MANAGEMENT	CT	N/A	C CORP					
(3) -----									
(4) -----									
(5) -----									
(6) -----									
(7) -----									

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to 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.

	Yes	No
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	X	
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)	X	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
o Sharing of paid employees with related organization(s)	X	
p Reimbursement paid to related organization(s) for expenses	X	
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) SAINT MARY'S HOSPITAL, INC.	A	156,528.	FMV
(2)			
(3)			
(4)			
(5)			
(6)			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(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		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

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Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

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