

Return of Organization Exempt From Income Tax

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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 2014 calendar year, or tax year beginning **10/01, 2014**, and ending **09/30, 2015**

B Check if applicable:

<input type="checkbox"/>	Address change
<input type="checkbox"/>	Name change
<input type="checkbox"/>	Initial return
<input type="checkbox"/>	Final return/terminated
<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Application pending

C Name of organization: **SAINT MARY'S HEALTH SYSTEM, INC.**
 Doing business as: _____
 Number and street (or P.O. box if mail is not delivered to street address): **56 FRANKLIN STREET**
 Room/suite: _____
 City or town, state or province, country, and ZIP or foreign postal code: **WATERBURY, CT 06706**

D Employer identification number: **22-2528399**

E Telephone number: **(203) 709-6000**

F Name and address of principal officer: **CHAD WABLE**
56 FRANKLIN STREET WATERBURY, CT 06706-1281

G Gross receipts \$: **156,528.**

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)

I Tax-exempt status: 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

J Website: **WWW.STMH.ORG**

K Form of organization: Corporation Trust Association Other

L Year of formation: **1946**

M State of legal domicile: **CT**

H(c) Group exemption number: **0928**

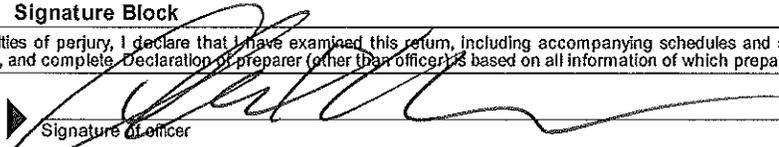
Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SAINT MARY'S HEALTH SYSTEMS, INC.'S PRIMARY PURPOSE OVERALL IS THE 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	20.
	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 2014 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	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	0
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	147,744.	252,726.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	196,896.	301,878.
19 Revenue less expenses. Subtract line 18 from line 12	-40,368.	-145,350.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	1,759,890.	1,615,025.
	22 Net assets or fund balances. Subtract line 21 from line 20	29,852.	30,337.
		1,730,038.	1,584,688.

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: **8/12/16**

Type or print name and title: **CHAD WABLE, PRESIDENT AND CEO**

Paid Preparer Use Only

Print/Type preparer's name: _____ Preparer's signature: _____ Date: _____

Check if self-employed if PTIN: **P00431862**

Firm's name: **KPMG LLP** Firm's EIN: **13-5565207**

Firm's address: **ONE FINANCIAL PLAZA HARTFORD, CT 06103-2608** 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. Form **990** (2014)

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2014

Open to Public Inspection

Form **990**

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.

Department of the Treasury
Internal Revenue Service

A For the 2014 calendar year, or tax year beginning		10/01, 2014, and ending	09/30, 2015
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. Doing Business As		D Employer identification number 22-2528399
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite		E Telephone number (203) 709-6000
	56 FRANKLIN STREET		G Gross receipts \$ 156,528.
	City or town, state or province, country, and ZIP or foreign postal code WATERBURY, CT 06706		
	F Name and address of principal officer: CHAD WABLE 56 FRANKLIN STREET WATERBURY, CT 06706-1281		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates 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	J Website: ▶ WWW.STMH.ORG		H(c) Group exemption number ▶ 0928
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: 1946	M State of legal domicile: CT	

Part I Summary				
1 Briefly describe the organization's mission or most significant activities: SAINT MARY'S HEALTH SYSTEMS, INC.'S PRIMARY PURPOSE OVERALL IS THE 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.				
Activities & Governance	3	Number of voting members of the governing body (Part VI, line 1a)	3	20
	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 2014 (Part V, line 2a)	5	0
	6	Total number of volunteers (estimate if necessary)	6	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0
	Revenue			Prior Year
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.	
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	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
	16b	Total fundraising expenses (Part IX, column (D), line 25) ▶	0	
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	147,744.	252,726.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	196,896.	301,878.
19	Revenue less expenses. Subtract line 18 from line 12	-40,368.	-145,350.	
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	1,759,890.	1,615,025.
	21	Total liabilities (Part X, line 26)	29,852.	30,337.
22	Net assets or fund balances. Subtract line 21 from line 20	1,730,038.	1,584,688.	

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 <input type="checkbox"/> if self-employed	PTIN
	Mary-Evelyn Antonetti	<i>Mary Evelyn Antonetti</i>	8/12/2016		P00431862
	Firm's name ▶ KPMG LLP	Firm's EIN ▶ 13-5565207		Phone no. 860-522-3200	
Firm's address ▶ ONE FINANCIAL PLAZA HARTFORD, CT 06103-2608					
May the IRS discuss this return with the preparer shown above? (see instructions)					
			<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	

For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2014)

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

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? 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 \$ 226,060. 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 226,060.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	21	X
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	23	X
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a.</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25 a 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>	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>	25b	X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II.</i>	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>	28a	X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>	28b	X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i>	34	X
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>	35b	X
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>	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	38	X

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No checkboxes. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited transactions, and charitable contributions.

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 or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b Enter the number of voting members included in line 1a, above, who are independent; 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?; 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?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 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?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body?; b Each committee with authority to act on behalf of the governing body?; 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates?; 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?; 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 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; b Other officers or key employees of the organization; 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?; 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CT
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. Indicate how you made these available. Check all that apply. Own website Another's website [X] 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:

KYLE JURCZYK 56 FRANKLIN STREET WATERBURY, CT 06706

203-709-6111

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

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

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

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

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's former officers, key employees, 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) CHAD WABLE PRESIDENT AND CEO	10.00 40.00	X		X				0 663,360.	0 176,010.	
(2) JOSEPH CARLSON, II TREASURER	4.00 4.00	X		X			0	0	0	
(3) REV. MONSIGNOR JAMES COLEMAN VICE CHAIRMAN	4.00 1.00	X		X			0	0	0	
(4) STEPHEN R. GRIFFIN, ESQ. SECRETARY	4.00 4.00	X		X			0	0	0	
(5) S. MARK ALBINI, M.D. DIRECTOR	1.00 2.00	X					0	49,000.	0	
(6) GARRETT CASEY DIRECTOR	2.00 4.00	X					0	0	0	
(7) SISTER DOLORES LAHR DIRECTOR	2.00 2.00	X					0	0	0	
(8) JOSEPH MENGACCI, ESQ. DIRECTOR	2.00 4.00	X					0	0	0	
(9) MICHAEL O'BRIEN DIRECTOR	1.00 1.00	X					0	0	0	
(10) ROBERT ROSCOE DIRECTOR	1.00 1.00	X					0	0	0	
(11) JAMES C. SMITH DIRECTOR	1.00 4.00	X					0	0	0	
(12) CHRISTINE SULLIVAN, ESQ. DIRECTOR	4.00 1.00	X					0	0	0	
(13) JAMES UBERTI, M.D. DIRECTOR	1.00 40.00	X					0	198,234.	7,807.	
(14) MICHAEL KARNASIEWICZ, M.D. DIRECTOR	1.00 1.00	X					0	0	0	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) ROBERT MAZAIKA CHAIRMAN	2.00 2.00	X		X				0	0	0
(16) ERIC ALBERT DIRECTOR	1.00 1.00	X						0	0	0
(17) ROBERT GUMBARDO, M.D. DIRECTOR	2.00 4.00	X						0	72,000.	0
(18) ANGELA MATTIE DIRECTOR	1.00 1.00	X						0	0	0
(19) RICHARD PUGH DIRECTOR	1.00 1.00	X						0	0	0
(20) FELIX RODRIQUEZ DIRECTOR	1.00 1.00	X						0	0	0
(21) LAURA ST. JOHN DIRECTOR	1.00 1.00	X						0	0	0
1b Sub-total								0	910,594.	183,817.
c Total from continuation sheets to Part VII, Section A								0	72,000.	0
d Total (add lines 1b and 1c)								0	982,594.	183,817.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

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

Section B. Independent Contractors

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

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

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0**

Part VIII Statement of Revenue

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f					
	g	Noncash contributions included in lines 1a-1f: \$						
	h	Total. Add lines 1a-1f		0				
Program Service Revenue	2a		Business Code					
	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)		0			
4		Income from investment of tax-exempt bond proceeds		0				
5		Royalties		0				
6a		Gross rents	(i) Real	(ii) Personal				
			156,528.					
b		Less: rental expenses						
c		Rental income or (loss)	156,528.					
d		Net rental income or (loss)			156,528.	156,528.		
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)			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	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	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	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.			

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	0			
2 Grants and other assistance to domestic individuals. See Part IV, line 22	0			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. 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	0			
c Accounting	19,500.	13,650.	5,850.	
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	76,249.	53,374.	22,875.	
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	149,256.	104,479.	44,777.	
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	7,721.	5,405.	2,316.	
b -----				
c -----				
d -----				
e All other expenses -----				
25 Total functional expenses. Add lines 1 through 24e	301,878.	226,060.	75,818.	
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			

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year		
Assets	1	Cash - non-interest-bearing	161.	1	64,487.	
	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	2,713,290.		
	b	Less: accumulated depreciation	10b	1,711,129.	10c	1,002,161.
	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	760,577.	15	548,377.	
16	Total assets. Add lines 1 through 15 (must equal line 34)	1,759,890.	16	1,615,025.		
Liabilities	17	Accounts payable and accrued expenses	17,352.	17	17,837.	
	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	29,852.	26	30,337.		
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	1,730,038.	27	1,584,688.	
	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	1,730,038.	33	1,584,688.		
34	Total liabilities and net assets/fund balances.	1,759,890.	34	1,615,025.		

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	156,528.
2	Total expenses (must equal Part IX, column (A), line 25)	2	301,878.
3	Revenue less expenses. Subtract line 2 from line 1	3	-145,350.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,730,038.
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	1,584,688.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line 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?
 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?
 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? 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?

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		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

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

2014

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.

Open to Public Inspection

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

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 in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations
 - g Provide the following information about the supported organization(s).

	(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see Instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see Instructions)	(vi) Amount of other support (see Instructions)
				Yes	No		
	ATTACHMENT 1						
(A)							
(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) 2014

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) 2010, (b) 2011, (c) 2012, (d) 2013, (e) 2014, (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) 2010, (b) 2011, (c) 2012, (d) 2013, (e) 2014, (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: Percentage, %. Rows include: 14 Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f)); 15 Public support percentage from 2013 Schedule A, Part II, line 14; 16a 33 1/3% support test - 2014; b 33 1/3% support test - 2013; 17a 10%-facts-and-circumstances test - 2014; b 10%-facts-and-circumstances test - 2013; 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.

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

Section A. Public Support

Table with 7 columns: (a) 2010, (b) 2011, (c) 2012, (d) 2013, (e) 2014, (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; 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) 2010, (b) 2011, (c) 2012, (d) 2013, (e) 2014, (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; 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: Line number, Description, and Percentage. Row 15: Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2013 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Line number, Description, and Percentage. Row 17: Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2013 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2014. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

b 33 1/3% support tests - 2013. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

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

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

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

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?	11a	X
b A family member of a person described in (a) above?	11b	X
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.	11c	X

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in 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.	1	
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.	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)? 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).	1	X

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?	1	
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).	2	
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.	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 <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c <input type="checkbox"/> 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.		Yes	No
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in 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.	2a		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in 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.	2b		
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? Provide details in Part VI.	3a		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.	3b		

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):			
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	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).		

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

Schedule A (Form 990 or 990-EZ) 2014

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

ATTACHMENT 1

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

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

SCHEDULE D (Form 990)

Supplemental Financial Statements

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

Attach to Form 990.

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

OMB No. 1545-0047

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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 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?, 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: Description, 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: Description, Amount. 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) Revenue included in Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X., 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenue included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X.

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

Schedule D (Form 990) 2014

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21, 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. Yes No

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

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

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment %
 - b Permanent endowment %
 - c Temporarily restricted endowment %
- The percentages in lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|---------------------------------------------------------------------------------------|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		15,000.		15,000.
b Buildings		2,593,815.	1,622,316.	971,499.
c Leasehold improvements		104,475.	88,813.	15,662.
d Equipment				
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,002,161.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

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

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(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" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) DUE FROM SAINT MARY'S HOSPITAL	453,377.
(2) INVENTORY/LAND	95,000.
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	548,377.

Part X Other Liabilities.

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

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

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 XIII Supplemental Information (continued)

FIN 48 (ASC 740) FOOTNOTE

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 2015 OR 2014.

**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

2014

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 directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

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

- | | |
|-------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| <input 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?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5–9.

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

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1a		
1b		
2		
3		
4a		X
4b	X	
4c		X
5a		X
5b		X
6a		X
6b	X	
7		X
8		X
9		

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

Schedule J (Form 990) 2014

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 CHAD WABLE PRESIDENT AND CEO	548,362.	101,719.	13,279.	141,457.	34,553.	839,370.	0
2 JAMES UBERTI, M.D. DIRECTOR	197,494.	0	740.	3,950.	3,857.	206,041.	0
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							

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.

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.

SCHEDULE J, PART I, LINE 4B

CHAD WABLE PARTICIPATES IN A 457(F) DEFERRED COMPENSATION PLAN. THE AMOUNT OF 457(F) BENEFITS ACCRUED IS INCLUDED IN PART II, COLUMN C.

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 IS PROVIDED A BONUS BASED ON NET EARNINGS AND OTHER CORPORATE GOALS. THE BONUS IS CONTINGENT ON CORPORATE GOALS AND OBJECTIVES EACH YEAR. DURING FY2015, THERE WERE 5

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.

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.

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

2014

**Open to Public
Inspection**

Employer identification number

22-2528399

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.

INPATIENT SERVICES SAINT MARY'S REMAINS COMMITTED TO PROVIDING THE
HIGHEST QUALITY CARE FOR OUR PATIENTS. THE HOSPITAL PROVIDED INPATIENT
TREATMENT FOR 11,900 INPATIENTS IN 2015, WITH AN AVERAGE LENGTH OF STAY
OF 4.1 DAYS. SAINT MARY'S THREE LARGEST PROGRAMS ARE SURGERY, CARDIOLOGY
AND MEDICINE.

IN 2015, 868 PATIENTS CHOSE TO HAVE GENERAL SURGERY AT SAINT MARY'S,
STAYING AT THE HOSPITAL FOR A TOTAL OF 4,660 DAYS AND GENERATED \$15
MILLION IN REVENUE; 1,351 PATIENTS CHOSE SAINT MARY'S FOR CARDIAC CARE,
STAYING IN THE HOSPITAL FOR A TOTAL OF 5,790 DAYS AND GENERATING \$20
MILLION IN REVENUE; AND 4,349 PATIENTS RECEIVED INPATIENT MEDICAL CARE,
STAYING IN THE HOSPITAL FOR A TOTAL OF 20,071 DAYS, AND GENERATING \$42
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.

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

Name of the organization

SAINT MARY'S HEALTH SYSTEM, INC.

Employer identification number

22-2528399

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 THE AMERICAN COLLEGE OF CARDIOLOGY'S NATIONAL CARDIOVASCULAR DATA REGISTRY (NCDR) ACTION REGISTRY-GET WITH THE GUIDELINES (GWTG) GOLD PERFORMANCE ACHIEVEMENT AWARD FOR. SAINT MARY'S IS ONE OF ONLY 78 HOSPITALS NATIONWIDE TO RECEIVE THE HONOR. THIS IS THE SECOND CONSECUTIVE YEAR THAT SAINT MARY'S HAS ACHIEVED THIS RECOGNITION, AND THE SEVENTH YEAR IN A ROW SAINT MARY'S HAS RECEIVED A GOLD AWARD FOR QUALITY CARDIAC CARE. SAINT MARY'S HAS BEEN NAMED ONE OF AMERICA'S BEST HOSPITALS FOR HEART CARE ACCORDING TO THE WOMEN'S CHOICE AWARD, A LEADING WOMEN'S CONSUMER ADVOCACY GROUP. THE HOSPITAL IS ONE OF 353 IN THE NATION-AND ONE OF JUST NINE IN CONNECTICUT-TO RECEIVE THE 2015 WOMEN'S CHOICE AWARD FOR HEART CARE.

IN THE 2014 FISCAL YEAR, SAINT MARY'S ALSO ACHIEVED THE HIGHEST SCORES IN THEIR RESPECTIVE SIZE/GEOGRAPHIC GROUP EARNING THEM A SPOT ON THE CLEVERLY ASSOCIATES COMMUNITY VALUE 100 LIST FOR BEING A TOP VALUE HOSPITAL. IN ADDITION IN 2014, SAINT MARY'S WAS ONE OF ONLY 712 HOSPITALS IN THE UNITED STATES TO ACHIEVE THE TOP PERFORMER DISTINCTION TWO YEARS IN A ROW FROM THE JOINT COMMISSION.

Name of the organization SAINT MARY'S HEALTH SYSTEM, INC.	Employer identification number 22-2528399
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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, UROLOGY, NEUROSURGERY, ORTHOPEDICS, CARDIOTHORACIC, PLASTIC, BARIATRIC AND ENDOCRINE SURGERY AT SAINT MARY'S HOSPITAL.

OUR EXPERIENCED SURGEONS PERFORM ADVANCED ROBOTIC-ASSISTED PROCEDURES UTILIZING TWO DAVINCI® ROBOTIC SURGICAL SYSTEMS. THIS INNOVATIVE TECHNOLOGY IS 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 2015, SAINT MARY'S PERFORMED 617 SURGERIES USING THE DAVINCI® ROBOTIC SURGICAL SYSTEMS.

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.

IN THE FISCAL YEAR 2014, THE HOSPITAL ADDED A NEW, FOUR-BED NEUROSPINE INTENSIVE CARE UNIT (NEUROICU) WHICH OFFICIALLY OPENED ON MAY 28, 2015. THIS NEW UNIT ALLOWS SAINT MARY'S TO CARE FOR PATIENTS WHO REQUIRE SPECIALIZED CARE FOLLOWING SURGICAL TREATMENT OF BRAIN TUMORS, HEAD

Name of the organization SAINT MARY'S HEALTH SYSTEM, INC.	Employer identification number 22-2528399
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TRAUMA, OR STROKES. THE NEUROICU FEATURES NEW, STATE-OF-THE-ART EQUIPMENT THAT ALLOWS SECOND-TO-SECOND MONITORING OF CRITICALLY-ILL PATIENTS. IN ADDITION, SAINT MARY'S HOSPITAL HAS BEEN RECOGNIZED BY ANTHEM BLUECROSS WITH A BLUE DISTINCTION® CENTER DESIGNATION IN THE AREA OF BARIATRIC SURGERY. BLUE DISTINCTION CENTERS ARE NATIONALLY-DESIGNATED HEALTHCARE FACILITIES SHOWN TO DELIVER QUALITY SPECIALTY CARE BASED ON OBJECTIVE MEASURES THAT WERE DEVELOPED WITH INPUT FROM THE MEDICAL COMMUNITY FOR PATIENT SAFETY AND BETTER HEALTH OUTCOMES. AS A LEADER IN BARIATRIC SURGERY SAINT MARY'S GAINED ACCREDITATION BY THE AMERICAN COLLEGE OF SURGEONS (ACS) METABOLIC AND BARIATRIC SURGERY ACCREDITATION AND QUALITY IMPROVEMENT PROGRAM (MBSAQIP) AND THE AMERICAN SOCIETY FOR METABOLIC AND BARIATRIC SURGERY (ASMBS). THIS ACCREDITATION "FORMALLY ACKNOWLEDGES THE COMMITMENT TO PROVIDING AND SUPPORTING QUALITY IMPROVEMENT AND PATIENT SAFETY EFFORTS FOR METABOLIC AND BARIATRIC SURGERY PATIENTS. AS AN ACCREDITED PROGRAM SAINT MARY'S HAS DEMONSTRATED THAT THE CENTER MEETS THE NEEDS OF OUR PATIENTS BY PROVIDING MULTIDISCIPLINARY, HIGH-QUALITY, PATIENT-CENTERED CARE.

PART III, LINE 4A (CONT)

SAINT MARY'S HEALTH SYSTEM EXTENDS FROM WATERBURY TO WOLCOTT, NAUGATUCK, SOUTHBURY AND PROSPECT. IN 2015, 232,468 PATIENTS CHOSE SAINT MARY'S FOR OUTPATIENT CARE. THE HEALTH SYSTEM'S TWO LARGEST PROGRAMS ARE ITS EMERGENCY DEPARTMENT, WHICH PROVIDED TREATMENT TO 63,488 PATIENTS IN 2015, GENERATING \$28 MILLION IN REVENUE, AND AMBULATORY SURGERY. IN 2015, 14,206 PATIENTS CHOSE TO HAVE OUTPATIENT SURGERY AT SAINT MARY'S, GENERATING \$46 MILLION IN REVENUE.

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

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 CERTIFIED URGENT CARE CENTERS, BLOOD DRAW STATIONS AND X-RAY SERVICES IN NAUGATUCK, WATERBURY, 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.

ONE ADDITION TO THE OUTPATIENT SERVICES INCLUDED THE LIONS LOW VISION CENTER WHICH IS ONE OF ONLY FIVE CENTERS IN CONNECTICUT AND THE ONLY CENTER OF ITS KIND IN GREATER WATERBURY. SPECIALISTS COLLABORATE WITH PATIENTS' EYE CARE PROFESSIONALS AND HELP PATIENTS MAKE THE MOST OF THEIR AVAILABLE VISION WITH EXERCISES, COMPENSATORY STRATEGIES, AND TRAINING WITH LOW VISION AIDES.

SAINT MARY'S IS AMONG THE LARGEST AND BUSIEST EMERGENCY DEPARTMENTS IN THE STATE OF CONNECTICUT. IN FACT, WITH APPROXIMATELY 73,000 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 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

Name of the organization SAINT MARY'S HEALTH SYSTEM, INC.	Employer identification number 22-2528399
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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, SOCIAL WORKER AND SPECIALIZED NURSES. 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 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, 92.5 PERCENT OF PATIENTS WHO COME TO THE CENTER WITH CHRONIC WOUNDS THAT HAVE RESISTED TRADITIONAL

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

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 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

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

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.

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:

(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

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

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.

PART VI, SECTION B, QUESTION 11A

EFFECTIVE AUGUST 1, 2016, THE SAINT MARY'S HEALTH SYSTEM, INC. MERGED INTO SAINT MARY'S HOSPITAL, INC. THE TWO ORGANIZATIONS HAD MIRROR BOARDS PRIOR TO DISSOLUTION.

THE FORM 990 WAS DISTRIBUTED TO SAINT MARY'S HOSPITAL, INC.'S 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 SAINT MARY'S HOSPITAL, INC.'S BOARD BEFORE ITS FILING WITH THE IRS.

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;

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

- 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.

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

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 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

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

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.

PART VI, SECTION C, QUESTION 19

COPIES OF THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST.

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.

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

KIMBERLY ROSCOE IS THE SPOUSE OF BOARD MEMBER ROBERT ROSCOE. DURING 2014, THE HOSPITAL PAID MRS. ROSCOE \$48,073 IN TOTAL COMPENSATION, WHICH INCLUDES SALARY AND BENEFITS.

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 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.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990.

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

Open to Public Inspection

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" 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
(1) ST. MARY'S PHYSICIAN PARTNERS, LLC 56 FRANKLIN STREET WATERBURY, CT 06706 46-5760769	ACCOUNT. CARE	CT	-240,000.	75,000.	ST MARY HOSP
(2) ST. MARY'S INDEMNITY COMPANY, LLC 126 COLLEGE STREET BURLINGTON, VT 05401 06-0646844	INSURANCE	VT	360,000.	32,070,000.	ST MARY HOSP
(3)					
(4)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) SAINT MARY'S HOSPITAL, INC. 56 FRANKLIN STREET WATERBURY, CT 06706 06-0656844	HOSPITAL	CT	501(C)(3)	3	ST MARY SYS	X	
(2) SAINT MARY'S FOUNDATION, INC. 56 FRANKLIN STREET WATERBURY, CT 06706 22-2528400	FUNDRAISING	CT	501(C)(3)	7	ST MARY SYST	X	
(3) HEART CENTER OF GREATER WATERBURY, INC. 56 FRANKLIN STREET WATERBURY, CT 06706 83-0416893	MANAGEMENT	CT	501(C)(3)	11A	ST MARY HOSP	X	
(4) HAROLD LEEVER REGIONAL CANCER CENTER 56 FRANKLIN STREET WATERBURY, CT 06706 06-1548409	TREATMENT CTR	CT	501(C)(3)	3	ST MARY HOSP	X	
(5)							
(6)							
(7)							

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

Schedule R (Form 990) 2014

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	
(1) DIAGNOSTIC IMAGING OF SOUTHBOR 385 MAIN ST. SOUTH	IMAGING CENTER	CT	ST. MARY HOSP	RELATED	530,000.	10,123,800.		X	0		X	60.0000
(2) NAUGATUCK VALLEY MRI, LLC 1388 WEST MAIN ST	IMAGING CENTER	CT	ST. MARY HOSP	RELATED	150,000.	2,397,000.		X	0		X	78.3000
(3)												
(4)												
(5)												
(6)												
(7)												

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) FRANKLIN MEDICAL GROUP, PC 56 FRANKLIN STREET WATERBURY, CT 06706	PHYSICIAN OFF	CT	ST MARY'S HOSP. C CORP		0	0	0		X
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									

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.

		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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	ST. MARY'S HOSPITAL	A	1,567,528.	FMV
(2)				
(3)				
(4)				
(5)				
(6)				

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) 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)													
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(12)													
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(15)													
(16)													

Part VII Supplemental Information

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