

# TAX RETURN FILING INSTRUCTIONS

FORM 990

FOR THE YEAR ENDING

June 30, 2013

<b>Prepared for</b>	St. Agnes Healthcare, Inc. 900 Caton Avenue No. 040 Baltimore, MD 21229-5201
<b>Prepared by</b>	Deloitte Tax LLP 191 Peachtree Street NE, Suite 2000 Atlanta, GA 30303
<b>Amount due or refund</b>	Not applicable
<b>Make check payable to</b>	Not applicable
<b>Mail tax return and check (if applicable) to</b>	Not applicable
<b>Return must be mailed on or before</b>	Not applicable
<b>Special Instructions</b>	This return has been prepared for electronic filing. If you wish to have it transmitted electronically to the IRS, please sign, date, and return Form 8453-EO to our office. We will then submit the electronic return to the IRS. Do not mail a paper copy of the return to the IRS.

**Product: Exempt**

**Category:**

**Name:** St. Agnes Healthcare, Inc.

**IRS Center:** Ogden

**e-Postmark:** 5/15/2014 6:13:51 PM

**FEIN:** 52-0591657

**Notification:**

**Fiscal Year** 7/1/2012

**Fiscal Year**6/30/2013

**Begin Date:**

**End Date:**

DCN	Date	Type Of Activity	Submission ID	Refund/(Due)	Updated By
	5/15/2014	Upload Started			
	5/15/2014	Ready to Release by Customer			
	5/15/2014	Released for Transmission - Validation in Progress			aeorr1
	5/15/2014	Ready to transmit - Validation Complete			
	5/15/2014	Transmitted to FD	562169201413503ace21		
	5/15/2014	Accepted by FD on 5/15/2014			

Exempt Organization Declaration and Signature for Electronic Filing

For calendar year 2012, or tax year beginning JUL 1, 2012, and ending JUN 30, 2013

2012

Department of the Treasury Internal Revenue Service

For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868

Name of exempt organization

ST. AGNES HEALTHCARE, INC.

Employer identification number

52-0591657

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the type of return being filed with Form 8453-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a below and the amount on that line of the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). If you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

1a Form 990 check here [X] b Total revenue, if any (Form 990, Part VIII, column (A), line 12) 1b 433880108
2a Form 990-EZ check here [ ] b Total revenue, if any (Form 990-EZ, line 9) 2b
3a Form 1120-POL check here [ ] b Total tax (Form 1120-POL, line 22) 3b
4a Form 990-PF check here [ ] b Tax based on investment income (Form 990-PF, Part VI, line 5) 4b
5a Form 8868 check here [ ] b Balance due (Form 8868, Part I, line 3c or Part II, line 8c) 5b

Part II Declaration of Officer

6 [ ] I authorize the U.S. Treasury and its designated Financial Agent to initiate an Automated Clearing House (ACH) electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.

[ ] If a copy of this return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I certify that I executed the electronic disclosure consent contained within this return allowing disclosure by the IRS of this Form 990/990-EZ/990-PF (as specifically identified in Part I above) to the selected state agency(ies).

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization's 2012 electronic return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund.

Sign Here [Signature] 5/14/14 SENIOR VP/CFO
Signature of officer Date Title

Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer (see instructions)

I declare that I have reviewed the above organization's return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of all forms and information to be filed with the IRS, and have followed all other requirements in Pub. 4163, Modernized e-file (MeF) Information for Authorized IRS e-file Providers for Business Returns. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

ERO's Use Only [Signature] Date 5/14/14 Check if also paid preparer [ ] Check if self-employed [ ] ERO's SSN or PTIN P00540589
Firm's name (or yours if self-employed), address, and ZIP code Deloitte Tax LLP EIN 86-1065772
191 Peachtree St. NE, Ste. 2000 Phone no. 404-220-1500
Atlanta, GA 30303

Under penalties of perjury, I declare that I have examined the above return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer is based on all information of which the preparer has any knowledge.

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check [ ] if self-employed PTIN
Firm's name Firm's EIN
Firm's address Phone no.

# Return of Organization Exempt From Income Tax

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

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

# 2012

Open to Public Inspection

**A** For the 2012 calendar year, or tax year beginning **JUL 1, 2012** and ending **JUN 30, 2013**

<b>B</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	<b>C</b> Name of organization <b>St. Agnes Healthcare, Inc.</b>		<b>D</b> Employer identification number <b>52-0591657</b>
	Doing Business As		<b>E</b> Telephone number <b>(410) 368-3130</b>
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	<b>G</b> Gross receipts \$ <b>433,880,108.</b>
	<b>900 Caton Avenue</b>	<b>040</b>	<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c)</b> Group exemption number ▶
City, town, or post office, state, and ZIP code <b>Baltimore, MD 21229-5201</b>		<b>F</b> Name and address of principal officer: <b>Bonnie Phipps</b> <b>same as C above</b>	
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J</b> Website: ▶ <b>www.stagnes.org</b>			
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			<b>L</b> Year of formation: <b>1862</b>
<b>M</b> State of legal domicile: <b>MD</b>			

## Part I Summary

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>St. Agnes HealthCare is committed to spiritually-centered health care which is rooted in the</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>20</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>17</b>
	<b>5</b> Total number of individuals employed in calendar year 2012 (Part V, line 2a)	<b>5</b>	<b>3671</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>325</b>
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>4,667,760.</b>
	<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	<b>0.</b>
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)	<b>1,954,390.</b>	<b>2,757,659.</b>
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>414,255,078.</b>	<b>414,857,515.</b>
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>-3,804,345.</b>	<b>7,903,544.</b>
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>6,947,269.</b>	<b>8,361,390.</b>
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>419,352,392.</b>	<b>433,880,108.</b>
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	<b>259,282.</b>	<b>321,490.</b>
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>0.</b>	<b>0.</b>
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	<b>187,587,537.</b>	<b>205,705,563.</b>
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>0.</b>	<b>0.</b>	<b>0.</b>
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<b>178,032,348.</b>	<b>183,150,012.</b>
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>365,879,167.</b>	<b>389,177,065.</b>
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	<b>53,473,225.</b>	<b>44,703,043.</b>	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>21</b> Total liabilities (Part X, line 26)	<b>498,496,130.</b>	<b>524,798,059.</b>
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	<b>152,942,052.</b>	<b>146,523,140.</b>
		<b>345,554,078.</b>	<b>378,274,919.</b>

## 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.

<b>Sign Here</b>	Signature of officer		Date		
	<b>Scott Furniss, Senior VP/CFO</b>				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<b>John W. Sadoff, Jr.</b>				<b>P00540589</b>
	Firm's name ▶ <b>Deloitte Tax LLP</b>	Firm's EIN ▶ <b>86-1065772</b>			
Firm's address ▶ <b>191 Peachtree Street NE, Suite 2000</b>		Phone no. <b>(404) 220-1500</b>		<b>Atlanta, GA 30303</b>	

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

## Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

**Enter filer's identifying number, see instructions**

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. <b>St. Agnes Healthcare, Inc.</b>	Employer identification number (EIN) or <b>52-0591657</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>900 Caton Avenue</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>Baltimore, MD 21229</b>	

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

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

• The books are in the care of ▶ Michael Dunkleberger

Telephone No. ▶ 410-368-3148 FAX No. ▶ \_\_\_\_\_

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

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

▶  calendar year 20 \_\_\_\_ or

▶  tax year beginning July 1, 20 12, and ending June 30, 20 13.

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

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

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: St. Agnes Healthcare is a spiritually centered hospital which is rooted in the healing ministry of Jesus. In the spirit of St. Elizabeth Ann Seton, and in collaboration with others, we continually reach out to all persons in our community with a special concern for

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 [X] No

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

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

4a (Code: ) (Expenses \$ 196,682,655. including grants of \$ ) (Revenue \$ 255,304,486.) St. Agnes Hospital provides a substantial portion of its services to the elderly and poor. During the fiscal year ending June 30, 2013, approximately 44.65% of the value of services rendered was to elderly patients under the Medicare program, and approximately 15.33% of the value of services was provided to patients who were deemed indigent under state, county, or hospital guidelines. In the spirit of principles adopted by Ascension Health, St. Agnes Hospital has taken proactive steps to address those issues that will affect accessibility, the financing, and the delivery of healthcare to all persons, especially the uninsured, underinsured, and the underserved. During the fiscal year ending June 30, 2013, the estimated unreimbursed cost of services provided to the elderly, uninsured, and underinsured

4b (Code: ) (Expenses \$ 7,108,614. including grants of \$ 321,490.) (Revenue \$ 1,358,285.) Community benefits are programs or activities that provide treatment and/or promote health and healing as a response to identified community needs. In an effort to promote healthy living, St. Agnes has made available wellness programs to the community. These programs include, but are not limited to: adult, infant and child CPR classes; asthma curricula; bariatric seminars; basic life support classes; breast health clinics and seminars; first aid classes; joint and pain seminars; running clinics; babysitting classes; blood pressure, cholesterol, and blood sugar screenings; diabetes and heart disease prevention education; international early lung care action project studies; heart health awareness programs for African American women; gastro esophageal reflux disease seminars; activities in the pediatrics

4c (Code: ) (Expenses \$ 117,904,789. including grants of \$ ) (Revenue \$ 153,526,984.) St. Agnes Hospital provides the following inpatient and outpatient medical services to the community: ambulatory care center services, cardiovascular services, cancer treatment services, emergency care center services, laboratory services, orthopedic services, pain management, primary care physicians, radiology services, rehabilitation services, sleep studies, stroke services, obstetrics, physical therapy, occupational therapy, speech therapy, wound care, respiratory therapy, surgery, pediatrics, imaging clinic, bariatric services, respiratory therapy, women's health services, diabetes wellness programs, palliative care services, and an anticoagulation clinic. Some of the services listed operate at a loss in order to ensure that all services are available to meet community health care needs. During the fiscal

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

4e Total program service expenses 321,696,058.

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	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? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		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? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		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? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	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? <i>If "Yes," complete Schedule D, Part VI</i>	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? <i>If "Yes," complete Schedule D, Part VII</i>		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? <i>If "Yes," complete Schedule D, Part VIII</i>		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? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	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)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		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? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		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? <i>If "Yes," complete Schedule G, Part I</i>		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? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	X	
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	X	

**Part IV Checklist of Required Schedules** (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....	X	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....	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> .....	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> .....		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
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? .....		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....		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> .....		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> .....		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> .....		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> .....		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> .....		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> .....		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....		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> .....		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		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> .....		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> .....		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> .....	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....	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> .....	X	
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		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> .....		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? .....	X	

**Note.** All Form 990 filers are required to complete Schedule O .....

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Input box for Schedule O response

Main table with columns for question number, description, and Yes/No response. Includes rows 1a-14b with various tax-related questions and numerical inputs.

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

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

**Section A. Governing Body and Management**

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year ..... If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	20		
<b>b</b>	Enter the number of voting members included in line 1a, above, who are independent .....		
	17		
<b>2</b>	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? .....	X	
<b>3</b>	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? .....		X
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? .....		X
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets? .....		X
<b>6</b>	Did the organization have members or stockholders? .....	X	
<b>7a</b>	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? .....	X	
<b>b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? .....	X	
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b>	The governing body? .....	X	
<b>b</b>	Each committee with authority to act on behalf of the governing body? .....	X	
<b>9</b>	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 .....		X

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

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

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed **MD**
- 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     Upon request     Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **▶** \_\_\_\_\_  
**Scott Furniss - (410) 368-3130**  
**900 Caton Avenue, Baltimore, MD 21229**

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

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

**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 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) Sister Patricia Ann Bossle, DC Board Director	1.80 0.00	X					0.	0.	0.	
(2) Marc G. Bunting Board Director	2.40 0.00	X					0.	0.	0.	
(3) Bruce R. Grindrod, Jr. Board Director	2.40 0.00	X					0.	0.	0.	
(4) Sister Ellen Marie Hagar, DC Board Director	2.40 0.00	X					0.	0.	0.	
(5) Mohannad F. Jishi Board Director	3.00 0.00	X					0.	0.	0.	
(6) A. Gregory Kelly, Jr. Board Director	3.00 0.00	X					0.	0.	0.	
(7) Irene D. Knott Board Director	1.40 0.00	X					0.	0.	0.	
(8) M. Sue Lovell Board Director	1.50 0.00	X					0.	0.	0.	
(9) Carole B. Miller, M.D. Board Director	50.00 0.00	X					446,404.	0.	50,040.	
(10) James B. Sellinger Board Director	2.70 0.00	X					0.	0.	0.	
(11) John B. Stansbury Board Director	3.10 0.00	X					0.	0.	0.	
(12) Sister Mary Lou Stubbs Board Director	2.20 0.00	X					0.	0.	0.	
(13) Sam V. Sydney, M.D. Board Director	2.10 0.00	X					0.	0.	0.	
(14) Charles G. Tildon, III Board Director	1.40 0.00	X					0.	0.	0.	
(15) Hector L. Torres Board Director	1.50 0.00	X					0.	0.	0.	
(16) John E. Wheeler, Jr. Board Director	2.70 0.00	X					0.	0.	0.	
(17) Gary N. Geisel Board Chair	4.40 0.00	X	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 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			
(18) Paul J. Chew Board Vice Chair/Treasurer	2.10 0.00	X		X				0.	0.	0.
(19) Bonnie Phipps President	48.60 1.40	X		X				1,663,181.	0.	25,950.
(20) Carlos S. Ince, Jr., M.D. Secretary	50.00 0.00	X		X				397,290.	0.	31,120.
(21) Scott Furniss Senior VP/CFO	47.20 2.80			X				335,323.	0.	27,689.
(22) Adrian Long, M.D. Executive VP/CMO	48.60 1.40				X			466,146.	0.	34,558.
(23) George T. Grace, M.D. Medical Director Plastic/Hand	50.00 0.00					X		887,797.	0.	50,774.
(24) Howard S. Hessian, M.D. Medical Director Otolaryngology	50.00 0.00					X		801,229.	0.	42,827.
(25) Lawrence Shin, M.D. Orthopedic Surgeon	50.00 0.00					X		793,354.	0.	29,216.
(26) Michel A. Zatina, M.D. Surgical Director-Cardiovascular	50.00 0.00					X		630,816.	0.	44,991.
<b>1b Sub-total</b>								6,421,540.	0.	337,165.
<b>c Total from continuation sheets to Part VII, Section A</b>								576,799.	0.	30,264.
<b>d Total (add lines 1b and 1c)</b>								6,998,339.	0.	367,429.

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

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- 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
- 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
- 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

	Yes	No
3		X
4	X	
5		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
Eagleeye Radiology, Inc., 12100 Sunrise Valley Drive, Reston, VA 20191	Radiology Servicea	1,035,735.
Drs. Hicken, Cranley & Taylor, P.A. 2330 W. Joppa Road, Lutherville, MD 21093	Contractual Services	803,938.
Emcare, Inc., 7032 Collection Center Drive, Chicago, IL 60693	Contractual Services	771,634.
M. Nelson Barnes & Sons, Inc. 117 Church Lane, Cockeysville, MD 21030	Contractual Services	733,540.
Orange Element Design LLC 330 S. Broadway, Baltimore, MD 21231	Contractual Services	550,645.

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

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See Part VII, Section A Continuation sheets



**Part VIII Statement of Revenue**

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

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns	<b>1a</b>				
	<b>b</b> Membership dues	<b>1b</b>				
	<b>c</b> Fundraising events	<b>1c</b>				
	<b>d</b> Related organizations	<b>1d</b>	2,255,400.			
	<b>e</b> Government grants (contributions)	<b>1e</b>	502,259.			
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>				
	<b>g</b> Noncash contributions included in lines 1a-1f: \$					
	<b>h Total.</b> Add lines 1a-1f		2,757,659.			
	<b>Program Service Revenue</b>	<b>2 a</b> Patient Revenue	Business Code 621990	412,152,349.	407,484,589.	4,667,760.
<b>b</b> Ancillary Joint Venture		900099	1,276,057.	1,276,057.		
<b>c</b> System Support		900099	744,085.	744,085.		
<b>d</b> Medical Student		900099	685,024.	685,024.		
<b>e</b>						
<b>f</b> All other program service revenue						
<b>g Total.</b> Add lines 2a-2f			414,857,515.			
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts)		7,903,544.		7,903,544.	
	<b>4</b> Income from investment of tax-exempt bond proceeds					
	<b>5</b> Royalties					
	<b>6 a</b> Gross rents	(i) Real	930,155.			
		(ii) Personal	0.			
		<b>b</b> Less: rental expenses				
		<b>c</b> Rental income or (loss)	930,155.			
	<b>d</b> Net rental income or (loss)		930,155.		930,155.	
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		<b>b</b> Less: cost or other basis and sales expenses				
		<b>c</b> Gain or (loss)				
	<b>d</b> Net gain or (loss)					
	<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	<b>a</b>				
		<b>b</b> Less: direct expenses				
<b>c</b> Net income or (loss) from fundraising events						
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19	<b>a</b>					
	<b>b</b> Less: direct expenses					
	<b>c</b> Net income or (loss) from gaming activities					
<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>a</b>					
	<b>b</b> Less: cost of goods sold					
	<b>c</b> Net income or (loss) from sales of inventory					
<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
<b>11 a</b> Cafeteria Revenue		900099	1,509,497.		1,509,497.	
	<b>b</b> Net Assets Released From Restrict	900099	858,030.		858,030.	
	<b>c</b>					
	<b>d</b> All other revenue		5,063,708.		5,063,708.	
	<b>e Total.</b> Add lines 11a-11d		7,431,235.			
<b>12 Total revenue.</b> See instructions.		433,880,108.	410,189,755.	4,667,760.	16,264,934.	

**Part IX Statement of Functional Expenses**

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	316,005.	316,005.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	5,485.	5,485.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	3,777,694.		3,777,694.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	11,103,250.	9,585,748.	1,517,502.	
7 Other salaries and wages	161,988,464.	141,955,691.	20,032,773.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,553,085.	1,330,681.	222,404.	
9 Other employee benefits	14,126,116.	12,103,235.	2,022,881.	
10 Payroll taxes	13,156,954.	11,272,858.	1,884,096.	
11 Fees for services (non-employees):				
a Management				
b Legal	518,263.	59,261.	459,002.	
c Accounting	47,651.		47,651.	
d Lobbying	33,895.		33,895.	
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	31,816,435.	20,324,723.	11,491,712.	
12 Advertising and promotion	1,135,710.	40,422.	1,095,288.	
13 Office expenses	3,204,662.	494,935.	2,709,727.	
14 Information technology	11,529,584.	11,529,584.		
15 Royalties				
16 Occupancy	3,363,466.	2,525,768.	837,698.	
17 Travel	187,163.	95,849.	91,314.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	156,683.	138,255.	18,428.	
20 Interest	2,736,769.		2,736,769.	
21 Payments to affiliates	3,075,897.		3,075,897.	
22 Depreciation, depletion, and amortization	17,456,946.	7,987,784.	9,469,162.	
23 Insurance	472,860.	2,560,953.	-2,088,093.	
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 <b>Medical Supplies</b>	57,455,244.	57,455,244.		
b <b>Bad Debts</b>	17,705,737.	17,705,737.		
c <b>Utilization</b>	9,743,112.	9,743,112.		
d <b>Utilities</b>	4,188,063.	4,188,063.		
e All other expenses	18,321,872.	10,276,665.	8,045,207.	
25 <b>Total functional expenses.</b> Add lines 1 through 24e	389,177,065.	321,696,058.	67,481,007.	0.
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here  if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**

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

		(A)		(B)	
		Beginning of year		End of year	
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....	7,916,719.	<b>1</b>	7,451,559.	
	<b>2</b> Savings and temporary cash investments .....		<b>2</b>		
	<b>3</b> Pledges and grants receivable, net .....	3,455,326.	<b>3</b>	290,843.	
	<b>4</b> Accounts receivable, net .....	49,153,597.	<b>4</b>	51,600,085.	
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....				<b>5</b>
	<b>6</b> 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 instr). Complete Part II of Sch L .....				<b>6</b>
	<b>7</b> Notes and loans receivable, net .....	385,634.	<b>7</b>	1,985,323.	
	<b>8</b> Inventories for sale or use .....	5,677,080.	<b>8</b>	7,633,119.	
	<b>9</b> Prepaid expenses and deferred charges .....	2,326,023.	<b>9</b>	1,949,022.	
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 392,658,221.			
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 153,069,093.			
		216,297,703.	<b>10c</b>	239,589,128.	
	<b>11</b> Investments - publicly traded securities .....	2,865,447.	<b>11</b>	485,179.	
	<b>12</b> Investments - other securities. See Part IV, line 11 .....		<b>12</b>		
	<b>13</b> Investments - program-related. See Part IV, line 11 .....	16,875,566.	<b>13</b>	18,151,623.	
	<b>14</b> Intangible assets .....	2,141,499.	<b>14</b>	1,618,821.	
<b>15</b> Other assets. See Part IV, line 11 .....	191,401,536.	<b>15</b>	194,043,357.		
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	498,496,130.	<b>16</b>	524,798,059.		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	42,201,112.	<b>17</b>	42,058,685.	
	<b>18</b> Grants payable .....		<b>18</b>		
	<b>19</b> Deferred revenue .....	3,070,851.	<b>19</b>	1,000.	
	<b>20</b> Tax-exempt bond liabilities .....		<b>20</b>		
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>21</b>		
	<b>22</b> 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 .....		<b>22</b>		
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>23</b>		
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....	79,381,095.	<b>24</b>	78,270,252.	
	<b>25</b> 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 .....	28,288,994.	<b>25</b>	26,193,203.	
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	152,942,052.	<b>26</b>	146,523,140.	
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>				
	<b>27</b> Unrestricted net assets .....	333,027,422.	<b>27</b>	372,776,608.	
	<b>28</b> Temporarily restricted net assets .....	12,402,229.	<b>28</b>	5,370,974.	
	<b>29</b> Permanently restricted net assets .....	124,427.	<b>29</b>	127,337.	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>				
	<b>30</b> Capital stock or trust principal, or current funds .....		<b>30</b>		
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>		
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>		
<b>33</b> Total net assets or fund balances .....	345,554,078.	<b>33</b>	378,274,919.		
<b>34</b> Total liabilities and net assets/fund balances .....	498,496,130.	<b>34</b>	524,798,059.		

**Part XI Reconciliation of Net Assets**

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	433,880,108.
2	Total expenses (must equal Part IX, column (A), line 25)	2	389,177,065.
3	Revenue less expenses. Subtract line 2 from line 1	3	44,703,043.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	345,554,078.
5	Net unrealized gains (losses) on investments	5	6,290,872.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-18,273,074.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	378,274,919.

**Part XII Financial Statements and Reporting**

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

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ 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: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
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: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
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.	X	
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?		X
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		

Form 990 (2012)

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

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

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

OMB No. 1545-0047

**2012**

Open to Public Inspection

Name of the organization **St. Agnes Healthcare, Inc.** Employer identification number **52-0591657**

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

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

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2  A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
  - a  Type I      b  Type II      c  Type III - Functionally integrated      d  Type III - Non-functionally integrated
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? .....		
(ii) A family member of a person described in (i) above? .....		
(iii) A 35% controlled entity of a person described in (i) or (ii) above? .....		
- h Provide the following information about the supported organization(s).

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

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

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....						
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						
<b>6 Public support.</b> Subtract line 5 from line 4.						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>7</b> Amounts from line 4 .....						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>11 Total support.</b> Add lines 7 through 10						
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					<b>12</b>	
<b>13 First five years.</b> 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 <b>stop here</b> .....						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	%
<b>15</b> Public support percentage from 2011 Schedule A, Part II, line 14 .....	<b>15</b>	%
<b>16a 33 1/3% support test - 2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>b 33 1/3% support test - 2011.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>17a 10% -facts-and-circumstances test - 2012.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>b 10% -facts-and-circumstances test - 2011.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....		<input type="checkbox"/>

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support.</b> (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**

<b>15</b> Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2011 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2011 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

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

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

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

**2012**

Name of the organization

Employer identification number

St. Agnes Healthcare, Inc.

52-0591657

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( 3 ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ..... ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Name of organization <b>St. Agnes Healthcare, Inc.</b>	Employer identification number <b>52-0591657</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>St. Agnes Foundation</u> <u>900 Caton Avenue</u> <u>Baltimore, MD 21229</u>	\$ <u>2,255,400.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<u>Agency for Healthcare Research and Quality Grant</u> <u>4600 Edmundson Road</u> <u>Saint Louis, MO 63134</u>	\$ <u>103,313.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	<u>Maryland Hospital Association, Inc.</u> <u>6820 Deerpath Road</u> <u>Elkridge, MD 21075</u>	\$ <u>40,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	<u>Department of Health and Mental Hygiene</u> <u>201 West Preston Street</u> <u>Baltimore, MD 21201</u>	\$ <u>358,946.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization  <b>St. Agnes Healthcare, Inc.</b>	Employer identification number  <b>52-0591657</b>
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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization <b>St. Agnes Healthcare, Inc.</b>	Employer identification number <b>52-0591657</b>
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	

**SCHEDULE C**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Political Campaign and Lobbying Activities**

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

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

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

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

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

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

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

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

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

Name of organization <b>St. Agnes Healthcare, Inc.</b>	Employer identification number <b>52-0591657</b>
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**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

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

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

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

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

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

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

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

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

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

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

<b>Lobbying Expenditures During 4-Year Averaging Period</b>					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
<b>2a</b> Lobbying nontaxable amount					
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					
<b>c</b> Total lobbying expenditures					
<b>d</b> Grassroots nontaxable amount					
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					
<b>f</b> Grassroots lobbying expenditures					

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

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
<b>a</b> Volunteers? .....		X	
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..		X	
<b>c</b> Media advertisements? .....		X	
<b>d</b> Mailings to members, legislators, or the public? .....		X	
<b>e</b> Publications, or published or broadcast statements? .....		X	
<b>f</b> Grants to other organizations for lobbying purposes? .....		X	
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body? .....		X	
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? .....		X	
<b>i</b> Other activities? .....	X		33,895.
<b>j</b> Total. Add lines 1c through 1i .....			33,895.
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? .....		X	
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912 .....			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912 .....			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year? .....			

**Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

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

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

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

**Part IV Supplemental Information**

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

**Part II-B, Line 1, Lobbying Activities:**

Lobbying expenses represent the dues paid to national and state hospital associations, a portion of which is specifically allocable to lobbying. St. Agnes Healthcare, Inc. does not participate in or intervene in (including the publishing or distributing or statements) any political campaign on behalf of (or in opposition to) any candidate



**SCHEDULE D**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

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

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

Name of the organization

St. Agnes Healthcare, Inc.

Employer identification number

52-0591657

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

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

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

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

Preservation of land for public use (e.g., recreation or education)       Preservation of an historically important land area

Protection of natural habitat       Preservation of a certified historic structure

Preservation of open space

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

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

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

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

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

Yes  No

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

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

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

Yes  No

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

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

(i) Revenues included in Form 990, Part VIII, line 1 .....

▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X .....

▶ \$ \_\_\_\_\_

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

a Revenues included in Form 990, Part VIII, line 1 .....

▶ \$ \_\_\_\_\_

b Assets included in Form 990, Part X .....

▶ \$ \_\_\_\_\_

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

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	2,944,473.	3,098,333.	2,685,977.	2,374,969.	2,926,667.
b Contributions					
c Net investment earnings, gains, and losses	-4,774,700.	-153,860.	412,356.	311,008.	-551,698.
d Grants or scholarships					
e Other expenditures for facilities and programs	-2,401,059.				
f Administrative expenses					
g End of year balance	570,832.	2,944,473.	3,098,333.	2,685,977.	2,374,969.

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  22.00 %
- c Temporarily restricted endowment  78.00 %

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

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

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)	X	
3a(ii)		X
3b		

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		10,252,790.		10,252,790.
b Buildings		163,395,398.	31,710,461.	131,684,937.
c Leasehold improvements		8,997,953.	1,317,628.	7,680,325.
d Equipment		86,213,690.	60,742,944.	25,470,746.
e Other		123,798,390.	59,298,060.	64,500,330.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				239,589,128.

**Part VII Investments - Other Securities.** See Form 990, Part X, line 12.

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

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

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

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

(a) Description	(b) Book value
(1) Health System Depository (HSD)	180,592,466.
(2) Investment - Deferred Compensation	7,147,972.
(3) Interest in Foundation Net Assets	2,955,022.
(4) AH Pension Asset	2,420,331.
(5) Cash Surrender Value - LIFE	859,122.
(6) Investment in Exec Flex CAA	68,444.
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.)	194,043,357.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Other Current Liabilities	13,651,396.
(3) Other Non-Current Liabilities	7,283,466.
(4) Self Insurance Liability	4,115,210.
(5) Current Portion of L/T Debt	1,143,131.
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.)	26,193,203.

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

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

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

**Part XIII Supplemental Information**

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

**Part V, line 4: Whiteford Endowment - 50% to be utilized to erect a wing or additional building, additional 50% may be used to support hospital operations.**

**Jenkins Endowment - this endowment was established in 1911, a portion of the earnings from the fund is restricted for the care of cancer patients. In August 2012, the time restrictions were met and St. Agnes applied the funds to the campus revitalization project.**

**Part XIII** Supplemental Information (continued)

Browne Endowment - established for use by cardiac unit to aid the indigent.

Gittings Endowment - created to provide a bed in the children's ward.

**SCHEDULE H  
(Form 990)**

**Hospitals**

OMB No. 1545-0047

**2012**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 20.  
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization **St. Agnes Healthcare, Inc.** Employer identification number **52-0591657**

**Part I Financial Assistance and Certain Other Community Benefits at Cost**

	Yes	No
<b>1a</b> Did the organization have a financial assistance policy during the tax year? If "No," skip to question 6a .....	<input checked="" type="checkbox"/>	
<b>b</b> If "Yes," was it a written policy? .....	<input checked="" type="checkbox"/>	
<b>2</b> If the organization had multiple hospital facilities, indicate which of the following best describes application of the financial assistance policy to its various hospital facilities during the tax year. <input type="checkbox"/> Applied uniformly to all hospital facilities <input type="checkbox"/> Applied uniformly to most hospital facilities <input type="checkbox"/> Generally tailored to individual hospital facilities		
<b>3</b> Answer the following based on the financial assistance eligibility criteria that applied to the largest number of the organization's patients during the tax year.		
<b>a</b> Did the organization use Federal Poverty Guidelines (FPG) as a factor in determining eligibility for providing <i>free</i> care? If "Yes," indicate which of the following was the FPG family income limit for eligibility for free care: .....	<input checked="" type="checkbox"/>	
<input type="checkbox"/> 100% <input type="checkbox"/> 150% <input checked="" type="checkbox"/> 200% <input type="checkbox"/> Other _____ %		
<b>b</b> Did the organization use FPG as a factor in determining eligibility for providing <i>discounted</i> care? If "Yes," indicate which of the following was the family income limit for eligibility for discounted care: .....	<input checked="" type="checkbox"/>	
<input type="checkbox"/> 200% <input type="checkbox"/> 250% <input checked="" type="checkbox"/> 300% <input type="checkbox"/> 350% <input type="checkbox"/> 400% <input type="checkbox"/> Other _____ %		
<b>c</b> If the organization used factors other than FPG in determining eligibility, describe in Part VI the income based criteria for determining eligibility for free or discounted care. Include in the description whether the organization used an asset test or other threshold, regardless of income, as a factor in determining eligibility for free or discounted care.		
<b>4</b> Did the organization's financial assistance policy that applied to the largest number of its patients during the tax year provide for free or discounted care to the "medically indigent"? .....	<input checked="" type="checkbox"/>	
<b>5a</b> Did the organization budget amounts for free or discounted care provided under its financial assistance policy during the tax year? .....	<input checked="" type="checkbox"/>	
<b>b</b> If "Yes," did the organization's financial assistance expenses exceed the budgeted amount? .....	<input checked="" type="checkbox"/>	
<b>c</b> If "Yes" to line 5b, as a result of budget considerations, was the organization unable to provide free or discounted care to a patient who was eligible for free or discounted care? .....		<input checked="" type="checkbox"/>
<b>6a</b> Did the organization prepare a community benefit report during the tax year? .....	<input checked="" type="checkbox"/>	
<b>b</b> If "Yes," did the organization make it available to the public? .....	<input checked="" type="checkbox"/>	

Complete the following table using the worksheets provided in the Schedule H instructions. Do not submit these worksheets with the Schedule H.

<b>7 Financial Assistance and Certain Other Community Benefits at Cost</b>						
<b>Financial Assistance and Means-Tested Government Programs</b>	<b>(a)</b> Number of activities or programs (optional)	<b>(b)</b> Persons served (optional)	<b>(c)</b> Total community benefit expense	<b>(d)</b> Direct offsetting revenue	<b>(e)</b> Net community benefit expense	<b>(f)</b> Percent of total expense
<b>a</b> Financial Assistance at cost (from Worksheet 1) .....			14721094.		14721094.	3.96%
<b>b</b> Medicaid (from Worksheet 3, column a) .....			11052122.	5800436.	5251686.	1.41%
<b>c</b> Costs of other means-tested government programs (from Worksheet 3, column b) .....						
<b>d Total</b> Financial Assistance and Means-Tested Government Programs .....			25773216.	5800436.	19972780.	5.37%
<b>Other Benefits</b>						
<b>e</b> Community health improvement services and community benefit operations (from Worksheet 4) .....			2501746.	8,250.	2493496.	.67%
<b>f</b> Health professions education (from Worksheet 5) .....						
<b>g</b> Subsidized health services (from Worksheet 6) .....			3296423.	1164480.	2131943.	.57%
<b>h</b> Research (from Worksheet 7) .....			437,872.	185,555.	252,317.	.07%
<b>i</b> Cash and in-kind contributions for community benefit (from Worksheet 8) .....			872,573.		872,573.	.23%
<b>j Total.</b> Other Benefits .....			7108614.	1358285.	5750329.	1.54%
<b>k Total.</b> Add lines 7d and 7j .....			32881830.	7158721.	25723109.	6.91%



Part V Facility Information

Section A. Hospital Facilities

(list in order of size, from largest to smallest)

How many hospital facilities did the organization operate during the tax year? 1

Name, address, and primary website address

1 St. Agnes Healthcare, Inc.
900 Caton Avenue
Baltimore, MD 21229

Table with columns: Licensed hospital, General medical & surgical, Children's hospital, Teaching hospital, Critical access hospital, Research facility, ER-24 hours, ER-other, Other (describe), Facility reporting group. Row 1 contains 'X' marks in the first seven columns.

**Part V Facility Information** (continued)

**Section B. Facility Policies and Practices**

(Complete a separate Section B for each of the hospital facilities or facility reporting groups listed in Part V, Section A)

Name of hospital facility or facility reporting group St. Agnes Healthcare, Inc.

For single facility filers only: line number of hospital facility (from Schedule H, Part V, Section A) 1

	Yes	No
<b>Community Health Needs Assessment</b> (Lines 1 through 8c are optional for tax years beginning on or before March 23, 2012)		
<b>1</b> During the tax year or either of the two immediately preceding tax years, did the hospital facility conduct a community health needs assessment (CHNA)? If "No," skip to line 9	X	
If "Yes," indicate what the CHNA report describes (check all that apply):		
a <input checked="" type="checkbox"/> A definition of the community served by the hospital facility		
b <input checked="" type="checkbox"/> Demographics of the community		
c <input checked="" type="checkbox"/> Existing health care facilities and resources within the community that are available to respond to the health needs of the community		
d <input checked="" type="checkbox"/> How data was obtained		
e <input checked="" type="checkbox"/> The health needs of the community		
f <input checked="" type="checkbox"/> Primary and chronic disease needs and other health issues of uninsured persons, low-income persons, and minority groups		
g <input checked="" type="checkbox"/> The process for identifying and prioritizing community health needs and services to meet the community health needs		
h <input checked="" type="checkbox"/> The process for consulting with persons representing the community's interests		
i <input type="checkbox"/> Information gaps that limit the hospital facility's ability to assess the community's health needs		
j <input type="checkbox"/> Other (describe in Part VI)		
<b>2</b> Indicate the tax year the hospital facility last conducted a CHNA: 20 <u>12</u>		
<b>3</b> In conducting its most recent CHNA, did the hospital facility take into account input from representatives of the community served by the hospital facility, including those with special knowledge of or expertise in public health? If "Yes," describe in Part VI how the hospital facility took into account input from persons who represent the community, and identify the persons the hospital facility consulted	X	
<b>4</b> Was the hospital facility's CHNA conducted with one or more other hospital facilities? If "Yes," list the other hospital facilities in Part VI		X
<b>5</b> Did the hospital facility make its CHNA report widely available to the public?	X	
If "Yes," indicate how the CHNA report was made widely available (check all that apply):		
a <input checked="" type="checkbox"/> Hospital facility's website		
b <input checked="" type="checkbox"/> Available upon request from the hospital facility		
c <input checked="" type="checkbox"/> Other (describe in Part VI)		
<b>6</b> If the hospital facility addressed needs identified in its most recently conducted CHNA, indicate how (check all that apply to date):		
a <input checked="" type="checkbox"/> Adoption of an implementation strategy that addresses each of the community health needs identified through the CHNA		
b <input checked="" type="checkbox"/> Execution of the implementation strategy		
c <input checked="" type="checkbox"/> Participation in the development of a community-wide plan		
d <input checked="" type="checkbox"/> Participation in the execution of a community-wide plan		
e <input checked="" type="checkbox"/> Inclusion of a community benefit section in operational plans		
f <input checked="" type="checkbox"/> Adoption of a budget for provision of services that address the needs identified in the CHNA		
g <input checked="" type="checkbox"/> Prioritization of health needs in its community		
h <input checked="" type="checkbox"/> Prioritization of services that the hospital facility will undertake to meet health needs in its community		
i <input type="checkbox"/> Other (describe in Part VI)		
<b>7</b> Did the hospital facility address all of the needs identified in its most recently conducted CHNA? If "No," explain in Part VI which needs it has not addressed and the reasons why it has not addressed such needs		X
<b>8a</b> Did the organization incur an excise tax under section 4959 for the hospital facility's failure to conduct a CHNA as required by section 501(r)(3)?		X
<b>8b</b> If "Yes" to line 8a, did the organization file Form 4720 to report the section 4959 excise tax?		
<b>c</b> If "Yes" to line 8b, what is the total amount of section 4959 excise tax the organization reported on Form 4720 for all of its hospital facilities? \$ _____		

**Part V Facility Information** (continued) St. Agnes Healthcare, Inc.

Financial Assistance Policy		Yes	No
Did the hospital facility have in place during the tax year a written financial assistance policy that:			
9	Explained eligibility criteria for financial assistance, and whether such assistance includes free or discounted care? .....	X	
10	Used federal poverty guidelines (FPG) to determine eligibility for providing <i>free</i> care? .....	X	
	If "Yes," indicate the FPG family income limit for eligibility for free care: <u>200</u> %		
	If "No," explain in Part VI the criteria the hospital facility used.		
11	Used FPG to determine eligibility for providing <i>discounted</i> care? .....	X	
	If "Yes," indicate the FPG family income limit for eligibility for discounted care: <u>300</u> %		
	If "No," explain in Part VI the criteria the hospital facility used.		
12	Explained the basis for calculating amounts charged to patients? .....	X	
	If "Yes," indicate the factors used in determining such amounts (check all that apply):		
a	<input checked="" type="checkbox"/> Income level		
b	<input checked="" type="checkbox"/> Asset level		
c	<input checked="" type="checkbox"/> Medical indigency		
d	<input type="checkbox"/> Insurance status		
e	<input type="checkbox"/> Uninsured discount		
f	<input type="checkbox"/> Medicaid/Medicare		
g	<input checked="" type="checkbox"/> State regulation		
h	<input type="checkbox"/> Other (describe in Part VI)		
13	Explained the method for applying for financial assistance? .....	X	
14	Included measures to publicize the policy within the community served by the hospital facility? .....	X	
	If "Yes," indicate how the hospital facility publicized the policy (check all that apply):		
a	<input type="checkbox"/> The policy was posted on the hospital facility's website		
b	<input type="checkbox"/> The policy was attached to billing invoices		
c	<input checked="" type="checkbox"/> The policy was posted in the hospital facility's emergency rooms or waiting rooms		
d	<input checked="" type="checkbox"/> The policy was posted in the hospital facility's admissions offices		
e	<input type="checkbox"/> The policy was provided, in writing, to patients on admission to the hospital facility		
f	<input type="checkbox"/> The policy was available on request		
g	<input checked="" type="checkbox"/> Other (describe in Part VI)		
<b>Billing and Collections</b>			
15	Did the hospital facility have in place during the tax year a separate billing and collections policy, or a written financial assistance policy (FAP) that explained actions the hospital facility may take upon non-payment? .....	X	
16	Check all of the following actions against an individual that were permitted under the hospital facility's policies during the tax year before making reasonable efforts to determine patient's eligibility under the facility's FAP:		
a	<input type="checkbox"/> Reporting to credit agency		
b	<input type="checkbox"/> Lawsuits		
c	<input type="checkbox"/> Liens on residences		
d	<input type="checkbox"/> Body attachments		
e	<input type="checkbox"/> Other similar actions (describe in Part VI)		
17	Did the hospital facility or an authorized third party perform any of the following actions during the tax year before making reasonable efforts to determine the patient's eligibility under the facility's FAP? .....		X
	If "Yes," check all actions in which the hospital facility or a third party engaged:		
a	<input type="checkbox"/> Reporting to credit agency		
b	<input type="checkbox"/> Lawsuits		
c	<input type="checkbox"/> Liens on residences		
d	<input type="checkbox"/> Body attachments		
e	<input type="checkbox"/> Other similar actions (describe in Part VI)		

**Part V Facility Information** (continued) **St. Agnes Healthcare, Inc.**

- 18** Indicate which efforts the hospital facility made before initiating any of the actions listed in line 17 (check all that apply):
- a  Notified individuals of the financial assistance policy on admission
  - b  Notified individuals of the financial assistance policy prior to discharge
  - c  Notified individuals of the financial assistance policy in communications with the patients regarding the patients' bills
  - d  Documented its determination of whether patients were eligible for financial assistance under the hospital facility's financial assistance policy
  - e  Other (describe in Part VI)

**Policy Relating to Emergency Medical Care**

**19** Did the hospital facility have in place during the tax year a written policy relating to emergency medical care that requires the hospital facility to provide, without discrimination, care for emergency medical conditions to individuals regardless of their eligibility under the hospital facility's financial assistance policy?

	Yes	No
<b>19</b>	<input checked="" type="checkbox"/>	

If "No," indicate why:

- a  The hospital facility did not provide care for any emergency medical conditions
- b  The hospital facility's policy was not in writing
- c  The hospital facility limited who was eligible to receive care for emergency medical conditions (describe in Part VI)
- d  Other (describe in Part VI)

**Charges to Individuals Eligible for Assistance under the FAP (FAP-Eligible Individuals)**

**20** Indicate how the hospital facility determined, during the tax year, the maximum amounts that can be charged to FAP-eligible individuals for emergency or other medically necessary care.

- a  The hospital facility used its lowest negotiated commercial insurance rate when calculating the maximum amounts that can be charged
- b  The hospital facility used the average of its three lowest negotiated commercial insurance rates when calculating the maximum amounts that can be charged
- c  The hospital facility used the Medicare rates when calculating the maximum amounts that can be charged
- d  Other (describe in Part VI)

<b>21</b>		<input checked="" type="checkbox"/>
<b>22</b>	<input checked="" type="checkbox"/>	

**21** During the tax year, did the hospital facility charge any of its FAP-eligible individuals, to whom the hospital facility provided emergency or other medically necessary services, more than the amounts generally billed to individuals who had insurance covering such care?

If "Yes," explain in Part VI.

**22** During the tax year, did the hospital facility charge any FAP-eligible individuals an amount equal to the gross charge for any service provided to that individual?

If "Yes," explain in Part VI.

**Part V Facility Information** (continued)

**Section C. Other Health Care Facilities That Are Not Licensed, Registered, or Similarly Recognized as a Hospital Facility**

(list in order of size, from largest to smallest)

How many non-hospital health care facilities did the organization operate during the tax year? 8

Name and address	Type of Facility (describe)
1 Plastic and Reconstructive Surgery 300 Frederick Road, Suite 200 Catonsville, MD 21228	Plastic Surgery
2 Women's Center in Columbia 10910 Little Patuxent Pkwy, Ste 100 Columbia, MD 21044	Blood Drawing Station
3 St. Agnes Medical Center 700 Geipe Road Baltimore, MD 21228	Blood Drawing Station
4 Community Center Outreach at Baltimore 900 Caton Avenue Baltimore, MD 21229	Blood Drawing Station
5 Pine Heights Professional Building 1001 Pine Heights Avenue, Suite 202 Baltimore, MD 21229	Blood Drawing Station
6 Benson Avenue Medical Center 3421 Benson Avenue Baltimore, MD 21227	Wound Care Center
7 Seton Imaging Center 3449 Wilkins Avenue Baltimore, MD 21229	Diagnostic Imaging
8 Surgery Center of Ellicott City 10025 Governor Warfield Pkwy, Ste 410 Columbia, MD 21044	Outpatient Surgical Center

**Part VI Supplemental Information**

Complete this part to provide the following information.

- 1 Required descriptions.** Provide the descriptions required for Part I, lines 3c, 6a, and 7; Part II; Part III, lines 4, 8, and 9b; Part V, Section A; and Part V, Section B, lines 1j, 3, 4, 5c, 6i, 7, 10, 11, 12h, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22.
- 2 Needs assessment.** Describe how the organization assesses the health care needs of the communities it serves, in addition to any needs assessments reported in Part V, Section B.
- 3 Patient education of eligibility for assistance.** Describe how the organization informs and educates patients and persons who may be billed for patient care about their eligibility for assistance under federal, state, or local government programs or under the organization's financial assistance policy.
- 4 Community information.** Describe the community the organization serves, taking into account the geographic area and demographic constituents it serves.
- 5 Promotion of community health.** Provide any other information important to describing how the organization's hospital facilities or other health care facilities further its exempt purpose by promoting the health of the community (e.g., open medical staff, community board, use of surplus funds, etc.).
- 6 Affiliated health care system.** If the organization is part of an affiliated health care system, describe the respective roles of the organization and its affiliates in promoting the health of the communities served.
- 7 State filing of community benefit report.** If applicable, identify all states with which the organization, or a related organization, files a community benefit report.
- 8 Facility reporting group(s).** If applicable, for each hospital facility in a facility reporting group provide the descriptions required for Part V, Section B, lines 1j, 3, 4, 5c, 6i, 7, 10, 11, 12h, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22.

Part I, Line 3c: Generally, discounted care to low income individuals is provided on a sliding scale for those not exceeding 300% of the federal poverty level. For emergency department patients and other outpatients (account balances under \$500.00) may be granted charity exclusively based upon the use of the automated eligibility software only. In those instances, a signed/completed application will not be required.

Additionally, patients may also be eligible for charity care if they meet criteria that would determine that they are experiencing a financial hardship. Financial hardship is defined as medical debt for medically necessary services incurred by a family with income below 500% of the federal poverty level that exceeds 25% of the family income over a 12 month period. Medical debt is out of pocket expenses, excluding copayments, coinsurance and deductibles for medical costs billed by St. Agnes Healthcare. The patient and any immediate family member of the patient living in the same household are eligible.

Part I, Line 7, Column (f): The Bad Debt expense included on Form 990,

**Part VI** Supplemental Information

Part IX, Line 25, Column (A), but subtracted for purposes of calculating the percentage in this column is \$ 17705737.

Part I, Line 7, Unreimbursed Medicaid - Columns C, D, E, F

Maryland's regulatory system creates a unique process for hospital payment that differs from the rest of the nation. The Health Services Cost Review Commission (HSCRC) determines payment through a rate-setting process and all payors, including governmental payors, pay the same amount for the same services delivered at the same hospital. Maryland's unique all-payor system includes a method for referencing Uncompensated Care in each payor's rates, which does not enable Maryland hospitals to break out any directed offsetting revenue related to Uncompensated Care. Community benefit expenses are equal to Medicaid revenues in Maryland, as such, the net effect is zero; Medicaid recognizes full reimbursement. The exception to this is the impact on the hospital of its share of the Medicaid assessment. In recent years, the state of Maryland has closed fiscal gaps in the state Medicaid budget by assessing hospitals through the rate-setting system.

The amounts reported in Part I, Line 7b represent unreimbursed medicaid costs for unregulated health care activities and the medicaid assessment.

Part I, Line 7, Column F

Bad debt expense from Part IX, Statement of Functional Expenses, excluded from the denominator used to calculate total charity care expense was \$17,705,737.

**Part VI** Supplemental Information

Part II: The information provided as Community Support, in Part II, Community Building Activities, represents funds spent for disaster readiness and public health emergency activities. These costs, which are partially funded by the Department of Health and Mental Hygiene, support activities such as education and preparedness training, decontamination equipment and supplies needed for victim's ease, comfort and tracking during decontamination.

St. Agnes Healthcare furthers its exempt purpose by promoting the health of the community in various ways. A majority of the organization's governing body resides in St. Agnes Healthcare's service area and is neither composed of employees nor contractors of the organization. The governing body had eighteen voting members, seventeen of which were independent community members. Additionally, St. Agnes Healthcare has an open medical staff and credentials all qualified medical staff, including community based providers. St. Agnes Healthcare applies surplus funds to improve patient care in various ways. For instance, surplus funds are used to reinvest in the latest equipment and technologies to improve patient safety, comfort, and outcomes. Surplus funds are also used to renovate existing facilities and construct new facilities in order to improve the healthcare environment. As a member of a national health system, Ascension Health, surplus funds generated by St. Agnes Healthcare may also be directed to Ascension Health to apply towards strategic initiatives or to be re-distributed to other member

**Part VI Supplemental Information**

healthcare providers within Ascension Health. This allows St. Agnes to not only service the surrounding community, but also help fund the care for the underprivileged throughout many parts of the United States.

St. Agnes Healthcare is a member of Ascension Health, a national health care system. Ascension Health is the sole corporate member of St. Agnes Healthcare.

St. Agnes Healthcare is the sole corporate member of Seton Medical Group Inc., which provides Primary Care, Gynecology and Obstetrics care for patients in St. Agnes Healthcare's service area. St. Agnes Healthcare is also the sole corporate member of St. Agnes Foundation, the philanthropic arm of St. Agnes Healthcare.

**Part III, Line 2 & 3, Section A, Bad Debt Expense**

The bad debt expense reported at cost was estimated using the bad debt expense from the consolidated St. Agnes Healthcare financial statements, applying the cost to charge ratio developed using worksheet 2 from the Schedule H instructions. The state of Maryland is an "all payor" state regulated by the Health Services Cost Review Commission (HSCRC) where all payors, including governmental payors, pay the same amount for the same services delivered at the same hospital. Therefore, self pay discounts are largely not applicable for regulated activity and have no impact on bad debt expense. The estimated amount of bad debt expense, at cost, attributable to patients eligible under the organization's charity care policy was estimated by examining all bad debt write-offs at the patient account level during the fiscal year.

**Part VI Supplemental Information**

Those accounts that had an insurance classification of charity, charity pending, or Medicaid pending that was subsequently written off to bad debt, are assumed to be patients that would have been eligible for assistance under the charity care policy if sufficient information had been provided to make that determination. The sum of those accounts, multiplied by the cost to charge ratio, is reported in Section A, Line 3.

**Part III, Line 4, Section A, Bad Debt Expense**

Net patient service revenue is reported at the estimated realizable amounts from patients, third-party payors, and others for services provided and includes estimated retroactive adjustments under reimbursement agreements with third-party payors. Revenue under certain thirdparty payor agreements is subject to audit, retroactive adjustments, and significant regulatory actions. Provisions for third-party payor settlements and adjustments are estimated in the period the related services are provided and adjusted in future periods as additional information becomes available and as final settlements are determined. Laws and regulations governing the Medicare and Medicaid programs are complex and subject to interpretation. As a result, there is at least a possibility that recorded estimates will change by a material amount in the near term. During 2013 and 2012, approximately 44.65% and 46.2%, respectively, of net patient service revenue was received under the Medicare program and 15.33% and 15.2%, respectively, under various state Medicaid programs. The Health Ministry grants credit without collateral to its patients, most of whom are local residents insured under third-party payor arrangements. Significant concentrations of accounts receivable at June

**Part VI Supplemental Information**

30, 2013 and 2012 include Medicare (34.3% and 27.2%, respectively) and various states' Medicaid (22.2% and 19.6%, respectively) programs. The provision for bad debts is based upon management's assessment of expected net collections considering economic conditions, historical experience, trends in health care coverage, and other collection indicators. Periodically throughout the year, management assesses the adequacy of the allowance for uncollectible accounts based upon historical write-off experience by payor category, including those amounts not covered by insurance. The results of this review are then used to make any modifications to the provision for bad debts to establish an appropriate allowance for uncollectible accounts. After satisfaction of amounts due from insurance and reasonable efforts to collect from the patient have been exhausted, the Health Ministry follows established guidelines for placing certain pastdue patient balances with collection agencies, subject to the terms of certain restrictions on collection efforts as determined by Ascension Health. Accounts receivable are written off after collection efforts have been followed in accordance with the Health Ministry's policies.

**Part III, Line 8, Section B, Medicare**

Included in line 5 and 6 of section B are Medicare allowable costs and reimbursement reported on the Hospital's Medicare Cost Report. This includes reimbursable acute hospital services. In addition, the Hospital has also included Medicare net revenues and expenses for non-hospital services necessary to support hospital operations. This includes professional radiology, anesthesia and other physician specialty services. The Medicare surplus of \$18,539,736 for hospital services was calculated by subtracting the Medicare costs (gross

**Part VI Supplemental Information**

Medicare revenue multiplied by the cost to charge ratios reported on the Medicare cost report) from the Medicare payments. Non-hospital services shortfall of \$14,917,555 was calculated by multiplying each non-hospital services' Medicare patient share by the non-hospital services' annual operating loss. Maryland's regulatory system creates a unique process for hospital payment that differs from the rest of the nation. The Health Services Cost Review Commission (HSCRC) determines payment through a rate setting process and all payors, including governmental payors, pay the same amount for the same services delivered at the same hospital. This unique payment system is designed for all payors to share the cost of healthcare equally, meaning the cost shifting to private payors, that is commonly seen in other states, is not experienced in Maryland. This model results in a surplus of payment over expense.

**Part III, Line 9b, Collection Practices**

It is St. Agnes Healthcare's policy to place accounts that have been written off to bad debt with a collection agency for additional collection effort. Patients may apply for financial assistance at any time during the revenue cycle. Patients who work to apply for charity care whose account resides at the agency will be referred to the hospital by the agency. The agency will delete the account and the hospital will work with the patient to complete the charity care application process. Emergency department patients and other outpatients (account balances under \$500.00) may be granted charity exclusively based upon the use of an automated eligibility software. A signed/completed application will not be required in those instances.

**Part VI Supplemental Information**

St. Agnes Healthcare, Inc.:

Part V, Section B, Line 3: The assessment process involved both quantitative and qualitative components. Saint Agnes engaged the participation of key internal and external stakeholders who represent the broad interest of the communities served by Saint Agnes to review the quantitative analysis. The stakeholders provided input through a structured online survey and via focus groups across the assessment process during late Fiscal Year 2012 and early Fiscal Year 2013. The stakeholders were individuals with expertise in provision of health care services and public health and included community leaders, physicians, nursing, social work, pastoral care, care management, emergency outpatient and management representatives. A list of CNHA participants is provided below.

**COMMUNITY REPRESENTATIVES:**

- Raymond Bahr, MD, community representative, cardiologist
- Kenneth Bancroft, community representative, former hospital CEO
- Barbara Bozzuto, community representative, former member and chair hospital Board of Directors
- Alan Reisinger, MD, community representative, primary care physician
- Thelma Daley, PhD, community representative, former member hospital Board of Directors
- Ron Kaufman, community representative, former member hospital Board Planning Committee
- Stephen Plantholt, MD, community representative, cardiologist
- Frank Ryan, community representative, former member hospital Board of Directors

**Part VI** Supplemental Information

- Adil Totoonchie, MD, community representative, general surgeon, former member hospital Board of Directors

- Oxiris Barbot, MD, Health Officer, Baltimore City Health Department

## SAINT AGNES HOSPITAL:

- Shadi Barakat, MD, Medical Director Diabetes Center

- Paul McClelland, MD, Psychiatrist

- Richard Pomerantz, MD, Chairman Department of Medicine

- Carole Miller, MD, Medical Director Cancer Institute

- Michael Burke, MD, Chairman Department of Pediatrics

- James Richardson, MD, Section Chief Geriatric Medicine

- Michael Lantz, MD, Interim Chairman Department of OB/GYN

- Deborah Som, MD, Associate Program Director Baltimore Medical Systems

- Daniel Hardesty, MD, Physician Advisor Care Management

- Kirstan Cecil, Director of Marketing & Communications

- Cathy Carr-Dardin, RN, Bariatric Surgery Nurse Coordinator

- Kim Fabian, Director Maryland Metabolic Institute

- Peggy Lanasa, RN, Community Outreach Nurse Morrell Park Wellness Center

- Karen Reichert, RN, Nursing Director Maternal Child Health

- Shirley Sutton, Director Managed Care and Government Relations

- Sr. Ellen LaCapria, DC, Vice President Mission Integration

- MaryKay Gardenier, Vice President Cardiovascular Institute & Clinical

## Support Services

- Nancy Mannion, RN, Clinical Unit Coordinator Preventive Cardiology

- Jerrilyn Spiegl, RN, Clinical Operations Manager Cancer Institute

- Mary Austin, Assistant Vice President Cancer Institute

- Carolyn Moore, Director of Rehabilitation Services

- Donna Hall, RN, Director Care Management

**Part VI** Supplemental Information

- Jennifer Broaddus, LCSW-C, OSW-C, Social Worker Cancer Institute
- Chaplain Ann Hazelwood, Dmin, Director Spiritual Care
- Susan Dove, RN, Nursing Director Emergency Department

St. Agnes Healthcare, Inc.:

Part V, Section B, Line 5c: Management gave multiple presentations of the CHNA to various community groups and the Baltimore City Health Department.

St. Agnes Healthcare, Inc.:

Part V, Section B, Line 7: The Community health needs assessment process surfaced a wide range of needs in the communities which Saint Agnes serves. In accordance with the criteria outlined in the Health Care Affordability Act and 501(r)(3) regulatory requirements, Saint Agnes developed an implementation strategy to address the most critical of health needs and geographies. While a focused number of community health needs and response initiatives are addressed in the implementation strategy, Saint Agnes will continue to offer its full spectrum of services to those whom seek care. For communities in which Saint Agnes is not the primary hospital provider; the primary provider is better positioned to address their community's health needs. Non-healthcare areas for which Saint Agnes does not have the requisite knowledge or expertise to address the needs, other community organizations will be better positioned to address these needs.

The process of the assessment utilized quantitative and qualitative data analysis to identify and prioritize community health needs. The

**Part VI** Supplemental Information

prioritization process utilized multiple techniques such as online survey and stakeholder focus groups which employed top-of-mind, rank scaling, open end response, and nominal group technique to achieve consensus prioritization of most critical community health needs. The following health needs and geographies were identified as priority areas toward which Saint Agnes should focus its efforts:

The priority needs identified were:

1. Obesity & Related Conditions
2. Cardiovascular Disease
3. Access/Linkages to Primary Care, especially to the poor and vulnerable populations

Recognizing there are a wide variety of resources available to respond to the needs of the community, particularly the other hospital providers located in and around the Saint Agnes service area, in order to have the most impact Saint Agnes will focus community health initiatives in the communities of Southwest Baltimore City (21229), Catonsville (21228), and Arbutus (21227).

The needs that are not prioritized as a critical community health need include the following:

Asthma, Behavioral Health Services, Cancer, Community Care Management/Care Coordination, General Community Outreach, HIV, Medication/Treatment Plan Compliance, Special Care needs for Children, Special care needs for Immigrant Populations, Special Care needs for Seniors, Women's

**Part VI Supplemental Information**

Health/Prenatal Care, Chronic Disease Management, Diabetes & Hypertension, Early Detection & Screening Programs, Healthy Lifestyle Behaviors, Nutrition Education & Access to Healthy Foods, Services to Poor & Vulnerable, Substance Abuse (Tobacco, Alcohol, Drugs), Community Housing/Living Conditions, Crime, Jobs/Skills Training, Literacy Education, Medication Affordability, Stress Management, Transportation.

St. Agnes Healthcare, Inc.:

Part V, Section B, Line 14g: A notice of charity is posted within the Baltimore Sun on an annual basis.

St. Agnes Healthcare, Inc.:

Part V, Section B, Line 16e: Individuals were notified of the FAP by methods as noted in Question 14. This includes, but is not limited to, providing the following:

- A brief description of eligibility requirements and assistance provided
- Directions on how to access the FAP and application on our website and physical location of application forms
- Instructions to obtain free copy of FAP and application by mail
- Contact information for an individual/nonprofit organization to assist if the individual has questions
- For individuals who submitted an incomplete FAP, we provided that individual with information relevant to assist them with completion of the FAP
- For individuals who submitted a complete FAP, we made and documented a determination as to whether that person was eligible under the facility's

**Part VI Supplemental Information**

FAP

-We determined eligibility based on other means such as establishing that the individual is eligible under one or more means tested programs (as noted in Question 12)

St. Agnes Healthcare, Inc.:

Part V, Section B, Line 17e: Individuals were notified of the FAP as noted in Question 14. This includes, but is not limited to, the following:

- Brief description of eligibility requirements and assistance provided
- Direct individuals to our website and physical location of application forms
- Provided instructions to obtain free copy of FAP and application by mail
- Provided contact information for an individual/nonprofit organization to assist if the individual has questions
- For individuals who submitted an incomplete FAP, we provided that individual with information relevant to assist them with completion of the FAP
- For individuals who submitted a completed FAP, we made and documented a determination as to whether that person was eligible under the facility's FAP
- We determined eligibility based on other means such as establishing that the individual is eligible under one or more means

St. Agnes Healthcare, Inc.:

Part V, Section B, Line 18e: Question 18 is more appropriately answered as not applicable as the Billing and Collections Policy of St. Agnes

**Part VI Supplemental Information**

Healthcare does not allow a hospital to engage in extraordinary collection actions before the organization made reasonable efforts to determine whether the individual is eligible for assistance under the financial assistance policy. Reasonable efforts taken include but are not limited to:

- Notifying individuals of the financial assistance policy on admission
- Notifying individuals of the financial assistance policy prior to discharge
- Notifying individuals of the financial assistance policy in communications with the patients regarding the patients' bills
- Documenting its determination of whether patients were eligible for financial assistance under the hospital facility's financial assistance policy

St. Agnes Healthcare, Inc.:

Part V, Section B, Line 20d: Maryland hospital regulated rates are determined by the HSCRC. By law, regulated rates charged to all payors, including self pay patients, are the same.

St. Agnes Healthcare, Inc.:

Part V, Section B, Line 22: Maryland hospital regulated rates are determined by the HSCRC. By law, regulated rates charged to all payors, including self pay patients, are the same.

The following steps were followed and considered reasonable efforts followed for purposes of identifying patients eligible for assistance

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under the facility's FAP:

-Brief description of eligibility requirements and assistance provided.

-Direct individuals to our website and physical location of application forms

-Provided instructions to obtain free copy of FAP and application by mail

-Provided contact information for an individual/nonprofit organization to assist if the individual has questions

-For individuals who submitted an incomplete FAP, we provided that individual with information relevant to assist them with completion of the FAP

-For individuals who submitted a complete FAP, we made and documented a determination as to whether that person was eligible under the facility's FAP.

Part VI, Line 2: Saint Agnes conducted its CHNA in two phases. The first phase was a quantitative assessment utilizing readily available secondary data sources to analyze twenty six indicators of health status.

Each of the eleven communities within the Saint Agnes service area was compared to Central Maryland average for each indicator to identify critical community health gaps. Within each community, if the health status for each indicator that was at least 10% worse than the Central Maryland average it was flagged as a potential critical health needs gap.

The twenty six health indicators were grouped into four categories:

1. Demographic and socio-economic characteristics:

**Part VI** Supplemental Information

Age Under 5, Age 65+, High School Diploma/Less, Diversity,  
Primary Care Access Age 18+, Uninsured, Low Income Households

## 2. Lifestyle &amp; behavioral factors:

Obesity, Behavioral health, HIV Positive, Insufficient  
Prenatal Care, Substance Abuse, Tobacco Use

## 3. Co-morbid precursor diagnoses:

Arthritis, Back and Joint Pain, Asthma, Chronic Bronchitis,  
Diabetes, Hypertension, Ambulatory Sensitive Admissions

## 4. Major disease diagnoses:

Cancer, Cardiovascular, Coronary Heart Disease, Coronary  
Heart Failure, Heart Attack, Stroke, Joint & Spine  
Procedures, Infant Mortality, Cancer-GYN

In addition to the health indicator profiles, Saint Agnes  
reviewed the Community Health Plans of the local health  
jurisdictions including Baltimore City and Anne Arundel,  
Baltimore, Carroll, and Howard Counties. In addition,  
Saint Agnes is an active participant of the Community  
Health Planning Task Force for Baltimore City and Baltimore  
County. The information from the local health jurisdictions  
was included in the second phase of the CHNA process.

The second phase of the assessment was a qualitative assessment  
utilizing internal and external stakeholders that represented  
the broad interest of the communities served and/or had expertise  
in health care services/public health. Stakeholders completed  
an online survey utilizing multiple techniques (top-of-mind,  
rank scaling, nominal group) to identify and prioritize

**Part VI Supplemental Information**

community health needs. In addition to the online survey, stakeholders participated in focus group meetings. During the focus groups, the results of the qualitative assessment were shared as well as the results of the online survey and local health jurisdiction summaries. The result of the stakeholder focus groups was a recommendation to focus on the three most critical health priorities in Saint Agnes' community health improvement initiatives.

Part VI, Line 3: St. Agnes Healthcare displays signage, in both English and Spanish in all registration areas that inform patients of the availability of financial assistance programs and contact information. The signage is accompanied by brochures that explain the various financial assistance programs that are available. The Maryland State Financial Assistance application is also available. Registration areas are routinely checked to insure these materials are prominently displayed. St. Agnes Healthcare has employees who are responsible for screening admissions to identify patients who may be eligible for charity, medicaid, or other state programs. Once these patients are identified, St. Agnes Healthcare employees assist them with completing the eligibility process.

All inpatients are provided the Patient Billing and Financial Assistance Information Sheet at the time of admission. It is also mailed to the patient with the summary bill that is sent after discharge. The information sheet is provided in both English and Spanish and provides the patient with information regarding St. Agnes Healthcare's financial assistance policy, how to apply for financial assistance and medical assistance and the patient's rights and obligations. A public notice is

**Part VI** Supplemental Information

also published annually in the Baltimore Sun newspaper notifying the public of the availability of uncompensated care at St. Agnes Healthcare.

Part VI, Line 4: Due to its location in the southwest segment of the Baltimore Metropolitan Area, Saint Agnes serves a diverse patient population. Saint Agnes' primary and secondary service areas (Southwest Baltimore City and Baltimore County, Northern Anne Arundel County, Eastern Howard County, and Southern Carroll County) have a population of approximately 738,000. The service area for study in the Community Health Needs assessment represents the zip codes that comprise 80% of Saint Agnes Hospital discharges, 60% of those discharges come from the primary service area, with the remaining 20% from the secondary service area. Within the service area, Saint Agnes has defined eleven different communities. The communities are groupings of zip codes in the defined service area based on similar demographic characteristics and geographic boundaries.

**Arbutus (Zip Code 21227):**

Arbutus is an older suburban community, located south of Caton and Wilkens Avenue, and has a population of 33,139. The traditionally blue collar community is part of the Baltimore County Health Jurisdiction. Saint Agnes Hospital is the primary hospital provider best positioned to address the specific health needs of this community.

**Brooklyn-Linthicum (Zip Codes 21090,21225):**

Brooklyn-Linthicum is an older urban/suburban community,

**Part VI** Supplemental Information

located southeast of Caton and Wilkens Avenues, and has population of 40,179. The industrial and blue collar community has seen an increase in the uninsured population and is part of both the Baltimore City and Baltimore County Health Jurisdictions. Harbor Hospital is the primary hospital provider best positioned to address the specific health needs of this community.

Catonsville (Zip Code 21228):

Catonsville is an older suburban community, located west of Caton and Wilkens Avenues, and has a population of 48,659, with a growing proportion of seniors. The traditionally white collar community is part of the Baltimore County Health Jurisdiction. Saint Agnes Hospital is the primary hospital provider best positioned to address the specific health needs of this community.

Ellicott City (Zip Codes 21042, 21043, 21075):

Ellicott City is a growing suburban community, located west/southwest of Caton and Wilkens Avenues, and has a population of 48,659. The predominantly white collar community is part of the Howard County Health Jurisdiction. Howard County General Hospital is the primary hospital provider best positioned to address the specific health needs of this community.

Glen Burnie (Zip Codes 21060, 21061):

**Part VI** Supplemental Information

Glen Burnie is an older suburban community, located west/southwest of Caton and Wilkens Avenues, and has a population of 75,243, with a growing proportion of seniors. The traditionally blue collar community is part of the Anne Arundel County Health Jurisdiction. Baltimore Washington Medical Center is the primary hospital provider best positioned to address the specific health needs of this community.

Pasadena (Zip Code 21122):

Pasadena is a suburban community, located southeast of Caton and Wilkens Avenues, and has a population of 58,941, with a growing proportion of seniors. The growing community is primarily served by Baltimore Washington Medical Center and is part of the Anne Arundel County Health Jurisdiction. Baltimore Washington Medical Center and Anne Arundel Medical Center are the primary hospital providers best positioned to address the specific health needs of this community.

South Baltimore City (Zip Code 21223, 21230):

South Baltimore City is an older urban community, located east/southeast of Caton and Wilkens Avenues, and has a population of 62,268. The urban community is projected to experience population declines. South Baltimore City is part of the Baltimore City Health Jurisdiction. Baltimore Washington Medical Center is the primary hospital provider best positioned to address the specific health needs of this

**Part VI** Supplemental Information

community.

South Carroll (Zip Codes 21104, 21163, 21784):

South Carroll is a suburban community, located northwest of Caton and Wilkens Avenues, and has a population of 52,287, with a growing proportion of seniors. The traditionally rural community has transitioned to a growing suburb of the Metro Baltimore Region. South Carroll is part of Carroll County Health Jurisdiction. Carroll County General Hospital and Northwest Hospital are the primary hospital providers best positioned to address the specific health needs of this community.

Southwest Baltimore City (Zip Code 21229):

Southwest Baltimore City is an older urban community, located at Caton and Wilkens Avenues, and has a population of 46,881. Similar to other urban areas, Southwest Baltimore is projected to experience population declines. Southwest Baltimore City is part of the Baltimore City Health Jurisdiction. Saint Agnes Hospital is the primary hospital provider best positioned to address the specific health needs of this community.

West Baltimore City (Zip Code 21215, 21216, 21217):

West Baltimore City is an older urban community, located north of Caton and Wilkens Avenues, and has a population of

**Part VI Supplemental Information**

134,531. Similar to other urban areas, West Baltimore is projected to experience population declines. West Baltimore City is part of the Baltimore City Health Jurisdiction. Sinai Hospital, University of Maryland and Bon Secours Hospital are the primary hospital providers best positioned to address the specific healths needs of this community.

Woodlawn (Zip Code 21207, 21244):

Woodlawn is a suburban community, located northwest of Caton and Wilkens Avenues, and has a population of 83,180, with a growing proportion of seniors. Woodlawn is part of the Baltimore County Health Jurisdiction. Northwest Hospital is the primary hospital provider best positioned to address the specific health needs of this community.

Part VI, Line 6: St. Agnes Healthcare is a member of Ascension Health, a national health care system. Ascension Health is the sole corporate member of St. Agnes Healthcare. St. Agnes Healthcare is the sole corporate member of Seton Medical Group Inc., which provides Primary Care, Gynecology and Obstetrics care for patients in St. Agnes Healthcare's service area. St. Agnes Healthcare is also the sole corporate member of St. Agnes Foundation, the philanthropic arm of St. Agnes Healthcare.

Part VI, Line 7, Supplement Information

St. Agnes Healthcare files a community benefits report with the Health Services Cost Review Commission (HSCRC), the regulatory agency in the state of Maryland. The report



**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization

**St. Agnes Healthcare, Inc.**

Employer identification number

**52-0591657**

**Part I General Information on Grants and Assistance**

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  **Yes**  **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

<b>1 (a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
Cal Ripken Sr Foundation 1427 Clarkview Road Baltimore, MD 21209	52-2310500	501(c)(3)	150,000.	0.	FMV		Sponsorship
MHEI Who Will Care 6820 Deerpath Road Elkridge, MD 21075	52-0901664	501(c)(3)	109,500.	0.	FMV		Nursing
Greater Baltimore Committee 111 South Calvert Street Baltimore, MD 21202	52-0645650	501(c)(4)	7,000.	0.	FMV		Sponsorship

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

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

Schedule I (Form 990) (2012)

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
Student Internship Recruitment Scholarship	2	5,485.	0.	FMV	

**Part IV** **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Schedule I, Part I, Line 2: Discretionary grants or assistance to other organizations are approved by either the Chief Executive Officer or the Chief Financial Officer.

**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

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

**2012**

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

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

St. Agnes Healthcare, Inc.

Employer identification number

52-0591657

**Part I Questions Regarding Compensation**

	Yes	No								
<p><b>1a</b> 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.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input checked="" type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<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 checked="" 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)		
<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 checked="" 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)									
<p><b>b</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 .....</p>	X									
<p><b>2</b> Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a? .....</p>	X									
<p><b>3</b> 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.</p> <table border="0"> <tr> <td><input type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee				
<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee									
<p><b>4</b> 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:</p> <p><b>a</b> Receive a severance payment or change-of-control payment? .....</p>		X								
<p><b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....</p>	X									
<p><b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement? .....</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>		X								
<p><b>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</b></p>										
<p><b>5</b> 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:</p> <p><b>a</b> The organization? .....</p>		X								
<p><b>b</b> Any related organization? .....</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>		X								
<p><b>6</b> 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:</p> <p><b>a</b> The organization? .....</p>		X								
<p><b>b</b> Any related organization? .....</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>		X								
<p><b>7</b> 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 .....</p>		X								
<p><b>8</b> 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 .....</p>		X								
<p><b>9</b> If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....</p>										

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

Schedule J (Form 990) 2012

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) Carole B. Miller, M.D. Board Director	(i)	321,752.	122,141.	2,511.	30,500.	19,540.	496,444.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) Bonnie Phipps President	(i)	586,148.	395,784.	681,249.	10,627.	15,323.	1,689,131.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) Carlos S. Ince, Jr., M.D. Secretary	(i)	396,160.	0.	1,130.	11,250.	19,870.	428,410.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) Scott Furniss Senior VP/CFO	(i)	287,466.	46,958.	899.	8,500.	19,189.	363,012.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) Adrian Long, M.D. Executive VP/CMO	(i)	349,509.	60,643.	55,994.	13,500.	21,058.	500,704.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) George T. Grace, M.D. Medical Director Plastic/Hand	(i)	750,358.	133,295.	4,144.	28,250.	22,524.	938,571.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) Howard S. Hessian, M.D. Medical Director Otolaryngology	(i)	796,930.	0.	4,299.	28,250.	14,577.	844,056.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) Lawrence Shin, M.D. Orthopedic Surgeon	(i)	685,654.	107,200.	500.	6,692.	22,524.	822,570.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) Michel A. Zatina, M.D. Surgical Director-Cardiovascular	(i)	569,609.	57,998.	3,209.	28,250.	16,741.	675,807.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(10) Kerry E. Owens Plastic Surgeon	(i)	352,226.	223,710.	863.	28,250.	2,014.	607,063.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**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.

Part I, Line 1a: Club dues are available to senior leadership and are shown as a taxable fringe benefit.

Average hours per week; all persons listed at Part VII and Schedule J as working 50 hours are full-time employees of the organization. The use of 50 hours on this return is intended to denote that such persons may work significantly more hours during the week on average.

St. Agnes Healthcare is a member of Ascension Health. Bonnie Phipps, President and CEO of St. Agnes Healthcare, also serves in an oversight role to other Ascension Health facilities as a ministry market leader. The compensation earned as a ministry market leader is paid through St. Agnes Healthcare, and therefore, reported on this form 990. The compensation has not been allocated back to the entities deriving the benefit.

Part I, Line 3: The compensation for the Chief Executive Officer (CEO) of St. Agnes Healthcare is determined by Ascension Health, the parent company of St. Agnes Healthcare. Ascension Health uses independent compensation consultants, who use compensation surveys and studies, to

**Part III Supplemental Information**

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

establish the pay range for the CEO of St. Agnes Healthcare. The Ascension Health Executive Compensation Committee approves the recommended salary for the CEO of St. Agnes Healthcare. The Ascension Health Executive Compensation Committee provides the local St. Agnes Healthcare compensation committee the analysis performed by the independent consultant for review and approval.

Part I, Line 4b: Carole Miller, Howard Hessian, George Grace, Michael Zatina and Kerry Owens participated in 457F supplemental non-qualified retirement plans. Carole Miller's non-vested plan value was \$277,389.81. Howard Hessian's non-vested plan value was \$94,931.56. George Grace's non-vested value was \$63,646.22. Michael Zatina's non-vested value was \$47,890.73. Kerry Owen's non-vested value was \$25,507.27 at June 30, 2013.

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

St. Agnes Healthcare, Inc.

Employer identification number

52-0591657

Form 990, Part I, Line 1, Description of Organization Mission:

healing ministry of Jesus, with a special concern for those who are  
poor and vulnerable. As a Catholic healthcare ministry, we are  
dedicated to the art of healing to improve the lives of those that we  
serve.

Form 990, Part III, Line 1, Description of Organization Mission:

those who are poor and vulnerable. As a catholic healthcare ministry,  
we are dedicated to the art of healing to improve the lives of those  
that we serve; we advocate for a just society.

Through our words and deeds, we minister in an atmosphere of deep  
respect, love and compassion.

Patients are our passion. Our physicians, nurses and associates are  
our pride. Healing is our joy. We are widely known for the way our  
physician, nurses and associates combine sophisticated medical  
technology with spirituality and compassion. Should to shoulder, we  
stand united in our commitment to care for those in need. We will be a  
leader in service excellence.

Form 990, Part III, Line 4a, Program Service Accomplishments:

totaled \$19,972,780, including \$14,721,094 for charity care, and  
\$5,251,686 of unreimbursed medicaid.

Form 990, Part III, Line 4b, Program Service Accomplishments:

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2012)

232211  
01-04-13

Name of the organization St. Agnes Healthcare, Inc.	Employer identification number 52-0591657
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waiting room of the community care clinic promoting early development of reading skills; activities related to the successful discharge of patients such as providing transportation, prescriptions, oxygen, durable medical equipment, and short-term stays in nursing or rehabilitation centers; providing gynecological services to uninsured, largely Spanish speaking persons at the Esperanza clinic; and the Well4life program, which uses a multidisciplinary approach to weight loss, exercise, lifestyle and mindset changes, focused on battling obesity challenges.

St. Agnes Healthcare has a long standing tradition of providing medical education and training. St. Agnes administers a five year, fully accredited, general surgery residency program consisting of twenty surgical residents. This academically oriented, community based, university affiliated residency program is the second oldest surgical residency program in the United States. The program is active in both basic and advanced laparoscopic surgery. Residents are offered a broad-based surgical experience with exposure not only to the field of greater general surgery, but also to all the surgical specialties. There is extensive experience and training in managing the critically ill surgical patient. Additionally, the program also contains rotations in burn management, trauma, transplant and gastrointestinal endoscopy. The Department of Surgery includes more than 198 surgeons in 10 surgical specialties. There are twenty-six full-time surgeons in the department complemented by attending surgeons who are dedicated to the residency- training program and are actively involved in the teaching program. Medical students have also been a part of St. Agnes' training program for more than six decades. The opportunity for the

Name of the organization St. Agnes Healthcare, Inc.	Employer identification number 52-0591657
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residents to teach the students contributes significantly to the professional development of the resident and provides a vital service to the student.

St. Agnes also has a medical residency program consisting of forty residents. The dynamic interaction between the faculty and the house staff creates a stimulating intellectual environment centered on the key principles of patient care, education and clinical research. Similar to the surgical residents, the medical residents are involved in the teaching of medical students. Due to St. Agnes' affiliation with the University of Maryland Medical School and Johns Hopkins School of Medicine, the residents are presented an opportunity to rotate through those hospitals, further enriching the patient care experience. The residency program allows the residents to become proficient in obtaining clinical data by patient interview, physical examination, and interpretation of laboratory data. The residents also become proficient in utilizing clinical data to prioritize problems and formulate differential diagnoses. The training program helps the residents learn to formulate diagnostic and therapeutic plans demonstrating awareness of risks, benefits, costs, patient preferences, and ethical and psychosocial issues.

Form 990, Part III, Line 4c, Program Service Accomplishments:  
year ending June 30, 2013, our Hospital treated 17,913 inpatient adults and children in the community for a total of 75,399 patient days of service. The Hospital also provided services to 512,375 outpatients, including 6,236 outpatient surgery patients, 70,606 emergency room visits, and 69,384 clinic visits.

Name of the organization St. Agnes Healthcare, Inc.	Employer identification number 52-0591657
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Form 990, Part VI, Section A, line 2: Certain persons reported on Part VII are employed by and/or serve as officer, director, trustee, or key employee at a related tax exempt organization.

Form 990, Part VI, Section A, line 6: St. Agnes Healthcare has a sole corporate member, Ascension Health.

Form 990, Part VI, Section A, line 7a: St. Agnes Healthcare has a sole corporate member, Ascension Health, who has the ability to elect members to the governing body of St. Agnes Healthcare.

Form 990, Part VI, Section A, line 7b: Ascension Health has designed a System Authority Matrix which assigns authority for key decisions that are necessary in the operation of the system. Specific areas that are identified in the authority matrix are: new organizations and major transactions; governing documents; appointments/removals; evaluation; debt limits; strategic and financial plans; system policies and procedures. These areas are subject to certain levels of approval by Ascension Health per the System Authority Matrix.

Form 990, Part VI, Section B, line 11: Management, including certain officers, works diligently to complete the Form 990 and attached schedules in a thorough manner. Management presents the form to the Finance Committee and certain members of the Audit Committee and addresses any questions that arise. Once the Finance Committee and Audit Committee review is completed, the Form 990 is then made available to the full Board of Directors via a secure website. Management team members are available

Name of the organization St. Agnes Healthcare, Inc.	Employer identification number 52-0591657
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to respond to any Board member questions. After the Board of Directors' review is complete, management files the Form 990 with the Internal Revenue Service.

Form 990, Part VI, Section B, Line 12c: Annually, a conflicts of interest disclosure form is distributed to board members, the executive team, board committees, purchasing agents, legal counsel, medical leadership, and certain members of management. Officers, directors and key employees are required to complete the annual disclosure. Any conflicts, or potential conflicts that are identified are examined by the Corporate Responsibility Officer and appropriate measures are taken.

Form 990, Part VI, Section B, Line 15: The compensation for the Chief Executive Officer (CEO) of St. Agnes Healthcare is determined by Ascension Health, the parent company of St. Agnes Healthcare. Ascension Health uses independent compensation consultants, who use compensation surveys and studies, to establish the pay range for the CEO of St. Agnes Healthcare. The Ascension Health Executive Compensation Committee approves the recommended salary for the CEO of St. Agnes Healthcare. The Ascension Health Executive Compensation Committee provides the local St. Agnes Healthcare Compensation Committee the analysis performed by the independent consultant for review and approval.

The annual compensation review for officer level staff is performed by an outside compensation consulting firm, which specializes in executive compensation. On an annual basis, the Compensation Committee of the Board of Directors sends an engagement letter outlining the positions requiring compensation analysis, and seeks analysis and recommendations. The

Name of the organization St. Agnes Healthcare, Inc.	Employer identification number 52-0591657
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consulting firm then performs a market analysis of compensation and benefits for the executives with recommended salary ranges by executive position, and those are reviewed and approved by the compensation committee. The senior VP/Chief Financial Officer, Executive VP/Chief Medical Officer, VP Operations & Capital Projects, Senior VP Patient Care Services are included in the group of persons whose compensation is reviewed by an outside consulting firm.

Form 990, Part VI, Section C, Line 19: The organization will provide any documents open to public inspection upon written request.

Form 990, Part XI, line 9, Changes in Net Assets:

Transfers to Ascension Health	-6,969,520.
Transfer to Sponsor	-420,903.
Deferred Pension Costs	424,477.
Capital Transfer to Seton Medical Group	-7,823,276.
Lab Outreach Expenses	-4,133,498.
Lab Outreach Utilization	-385,087.
Donated Equipment	8,063,081.
Net Change in Interest in Foundation Assets	-554,083.
Special Purpose Funds Unrealized Gains	157,713.
Special Purpose Funds Restricted Contributions	867,441.
Net Assets Released From Restriction	-7,369,241.
Special Purpose Funds Investment Income	-130,177.
Rounding	-1.
Total to Form 990, Part XI, Line 9	-18,273,074.

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

Name of the organization **St. Agnes Healthcare, Inc.** Employer identification number **52-0591657**

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
Ascension Health - 31-1662309 P.O. Box 45998 St. Louis, MO 63145	National Health Office	Missouri	Section 501(c)(3)	Box 11a	AHA		<b>X</b>
Seton Medical Group - 39-2064992 900 Caton Avenue Baltimore, MD 21229	Provides Health Care Services to the Community	Maryland	section 501(c)(3)	Box 3 - Hospital	St. Agnes Hospital	<b>X</b>	
St. Agnes Foundation - 52-1415083 900 Caton Avenue Baltimore, MD 21229	provides funding to the hospital and to the Community	Maryland	section 501(c)(3)	Box 11-509(a)(3)	st. Agnes Hospital	<b>X</b>	
St. Agnes Auxiliary - 52-0643673 900 Caton Avenue Baltimore, MD 21229	Fundraising	Maryland	section 501(c)(3)	Box 9	st. Agnes Hospital	<b>X</b>	

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



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

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

**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?

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

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) Seton Medical Group	B	7,823,276.	Fair Market Value
(2) St. Agnes Foundation	C	2,255,400.	Fair Market Value
(3) St. agnes Foundation	M	454,404.	Fair Market Value
(4) St. Agnes Foundation	Q	1,090,304.	Fair Market Value
(5)			
(6)			



**Part VII** Supplemental Information

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

Multiple horizontal lines for supplemental information.