

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)

OMB No. 1545-0047

2008

Open to Public Inspection

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

A For the 2008 calendar year, or tax year beginning **JUL 1, 2008** and ending **JUN 30, 2009**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization ST. AGNES HEALTHCARE, INC. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 900 CATON AVENUE 040 City or town, state or country, and ZIP + 4 BALTIMORE, MD 21229-5299	D Employer identification number 52-0591657 E Telephone number (410) 368-2491
		F Name and address of principal officer: BONNIE PHIPPS 900 CATON AVENUE, BALTIMORE, MD 21229	G Gross receipts \$ 336,462,898. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶ 0928
		I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	
		J Website: ▶ WWW.STAGNES.ORG	
		K Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	L Year of formation: 1862 M State of legal domicile: MD

Part I Summary

1	Briefly describe the organization's mission or most significant activities: <u>SPIRITUALLY CENTERED HOSPITAL</u> <u>ROOTED IN THE HEALING MINISTRY OF JESUS WITH CONCERN FOR THE POOR</u>	
2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.	
3	Number of voting members of the governing body (Part VI, line 1a)	3 20
4	Number of independent voting members of the governing body (Part VI, line 1b)	4 17
5	Total number of employees (Part V, line 2a)	5 3586
6	Total number of volunteers (estimate if necessary)	6 396
7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a 4,216,230.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b -122,693.
8	Contributions and grants (Part VIII, line 1h)	152,740. 2,420,745.
9	Program service revenue (Part VIII, line 2g)	356,882,342. 365,974,696.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	441,734. -36,275,314.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	10,189,031. 4,186,851.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	367,665,847. 336,306,978.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	54,500. 280,338.
14	Benefits paid to or for members (Part IX, column (A), line 4)	
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	166,105,023. 176,635,232.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	
16b	Total fundraising expenses (Part IX, column (D), line 25) ▶	
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	186,243,347. 170,934,618.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	352,402,870. 347,850,188.
19	Revenue less expenses. Subtract line 18 from line 12	15,262,977. -11,543,210.
20	Total assets (Part X, line 16)	391,474,538. 370,781,122.
21	Total liabilities (Part X, line 26)	130,507,463. 159,158,344.
22	Net assets or fund balances. Subtract line 21 from line 20	260,967,075. 211,622,778.

Part II Signature Block

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

Sign Here ▶ Signature of officer _____ Date _____
 ▶ SCOTT FURNISS, CFO
 Type or print name and title

Paid Preparer's Use Only
 Preparer's signature ▶ _____ Date _____ Check if self-employed Preparer's identifying number (see instructions)
 Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ DELOITTE TAX LLP
 600 RENAISSANCE CENTER, SUITE 900
 DETROIT, MI 48243
 EIN ▶ _____ Phone no. ▶ 313-396-3000

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

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission: See Schedule O for Continuation
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 No
If "Yes", describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?
If "Yes", describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses.
Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and
allocations to others, the total expenses, and revenue, if any, for each program service reported.
See Schedule O for Continuation(s)

4a (Code:) (Expenses \$ 13,756,000. including grants of \$) (Revenue \$ 216,667,192.)
ST. AGNES PROVIDES A SUBSTANTIAL PORTION OF ITS SERVICES TO THE ELDERLY
AND POOR. DURING THE FISCAL YEAR ENDING 6/30/09, APPROXIMATELY 45% OF
THE VALUE OF SERVICES RENDERED WERE TO ELDERLY PATIENTS UNDER THE
MEDICARE PROGRAM, AND APPROXIMATELY 13% OF THE SERVICES WERE 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 6/30/09, THE ESTIMATED
UNREIMBURSED COST OF SERVICES PROVIDED TO THE ELDERLY, UNINSURED, AND
UNDERINSURED TOTALED \$13,756,000, INCLUDING \$9,688,000 COST FOR CHARITY

4b (Code:) (Expenses \$ 332,000. including grants of \$) (Revenue \$ 0.)
COMMUNITY BENEFITS ARE PROGRAMS OR ACTIVITIES THAT PROVIDE TREATMENT
AND/OR PROMOTE HEALTH AND HEALING AS A RESPONSE TO IDENTIFIED
COMMUNITY NEEDS. IN EFFORTS TO PROMOTE HEALTHY LIVING, ST. AGNES
HEALTHCARE HAS MADE AVAILABLE WELLNESS PROGRAMS TO THE COMMUNITY. THESE
PROGRAMS INCLUDE, BUT ARE NOT LIMITED TO: ADULT, INFANT AND CHILD CPR;
BASIC LIFE SUPPORT CLASSES; BLOOD PRESSURE SCREENINGS; CHOLESTEROL AND
BLOOD SUGAR SCREENINGS; BREAST SEMINARS; FIRST AID CLASSES; FLU
CLINICS; GENERAL HEALTH AND HEART SCREENINGS; INTERNATIONAL EARLY LUNG
CANCER ACTION PROJECT; HEART HEALTH AWARENESS PROGRAMS FOR AFRICAN
AMERICAN WOMEN; RUNNING CLINICS; STRESS MANAGEMENT PROGRAMS; AND STROKE
SEMINARS.

4c (Code:) (Expenses \$ 258,406,367. including grants of \$ 280,338.) (Revenue \$ 119,639,785.)
ST. AGNES HOSPITAL PROVIDES THE FOLLOWING IN-PATIENT AND OUT-PATIENT
MEDICAL SERVICES TO THE COMMUNITY: AMBULATORY CARE CENTER SERVICES,
CARDIAC 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, MATERNITY, PHYSICAL THERAPY,
OCCUPATIONAL THERAPY, SPEECH THERAPY, WOUND CARE, RESPIRATORY THERAPY,
SURGERY, PEDIATRICS, IMAGING CLINIC, 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 THE COMMUNITY'S HEALTH
CARE NEEDS. DURING THE FISCAL YEAR ENDING JUNE 30, 2009, OUR HOSPITAL

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

4e Total program service expenses \$ 272,494,367. (Must equal Part IX, Line 25, column (B).)

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>	<input checked="" type="checkbox"/>	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	<input checked="" type="checkbox"/>	
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>		<input checked="" type="checkbox"/>
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>	<input checked="" type="checkbox"/>	
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6 Did the organization maintain any donor advised funds or any accounts where 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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
9 Did the organization report an amount in Part X, line 21; 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>		<input checked="" type="checkbox"/>
10 Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	<input checked="" type="checkbox"/>	
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	<input checked="" type="checkbox"/>	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>		<input checked="" type="checkbox"/>
13 Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the U.S.?		<input checked="" type="checkbox"/>
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i>		<input checked="" type="checkbox"/>
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, Part II</i>		<input checked="" type="checkbox"/>
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, Part III</i>		<input checked="" type="checkbox"/>
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>		<input checked="" type="checkbox"/>
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		<input checked="" type="checkbox"/>
19 Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		<input checked="" type="checkbox"/>
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>	<input checked="" type="checkbox"/>	
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	<input checked="" type="checkbox"/>	
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	<input checked="" type="checkbox"/>	
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>	<input checked="" type="checkbox"/>	
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 questions 24b-24d and complete Schedule K. If "No," go to question 25</i>		<input checked="" type="checkbox"/>
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 Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		<input checked="" type="checkbox"/>
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>		<input checked="" type="checkbox"/>
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly 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>		<input checked="" type="checkbox"/>
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		<input checked="" type="checkbox"/>

Part IV Checklist of Required Schedules (continued)

	Yes	No
28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>		X
b Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>	X	
c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <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, Parts II, III, IV, and V, line 1</i>	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		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

Form 990 (2008)

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable 376		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable 0		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? X	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return 3585		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	X	
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b	If "Yes," enter the name of the foreign country: ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Did the organization solicit any contributions that were not tax deductible?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?		X
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
7h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		X
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		X
10	Section 501(c)(7) organizations. Enter: N/A		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter: N/A		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year N/A		

Form 990 (2008)

Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

		Yes	No
For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.			
1a	Enter the number of voting members of the governing body		
1b	Enter the number of voting members that are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?		X
6	Does the organization have members or stockholders?	X	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	X	
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	a The governing body?	X	
8b	b Each committee with authority to act on behalf of the governing body?	X	
9a	Does the organization have local chapters, branches, or affiliates?		X
9b	b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	X	
11	Is there any officer, director or 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

		Yes	No
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13	Does the organization have a written whistleblower policy?	X	
14	Does the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:		
15a	a The organization's CEO, Executive Director, or top management official?	X	
15b	b Other officers or key employees of the organization?	X	
Describe the process in Schedule O. (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	X	
16b	b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken 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 (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
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

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

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• 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 the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
SISTER PATRICIA BOSSLE BOARD DIRECTOR	1.40	X					0.	0.	0.	
ALBERT COUNSELMAN BOARD DIRECTOR	4.40	X					0.	0.	0.	
MARC BUNTING BOARD DIRECTOR	2.10	X					0.	0.	0.	
PAUL J CHEW BOARD DIRECTOR	2.10	X					0.	0.	0.	
THELMA THOMAS DALEY BOARD DIRECTOR	2.10	X					0.	0.	0.	
SISTER EILEEN DAVIS BOARD DIRECTOR	1.40	X					0.	0.	0.	
GARY GIESEL BOARD DIRECTOR	2.10	X					0.	0.	0.	
BRUCE GRINDROD, JR. BOARD DIRECTOR	1.50	X					0.	0.	0.	
SISTER ELLEN MARIE HAGAR BOARD DIRECTOR	1.70	X					0.	0.	0.	
SUE LOVELL BOARD DIRECTOR	1.40	X					0.	0.	0.	
FRANCIS X. RYAN BOARD DIRECTOR	2.30	X					0.	0.	0.	
RON SCHACK BOARD DIRECTOR	2.80	X					0.	0.	0.	
SAM SYDNEY BOARD DIRECTOR	2.10	X					0.	0.	0.	
HECTOR TORRES BOARD DIRECTOR	1.50	X					0.	0.	0.	
ADIL TOTOONCHIE, M.D. BOARD DIRECTOR	3.10	X					0.	0.	0.	
BARBARA BOZZUTO BOARD CHAIR	4.40	X		X			0.	0.	0.	
JOHN E. WHEELER, JR. VICE CHAIR	3.70	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	(C) Position (check all that apply)						(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			
BONNIE PHIPPS PRESIDENT	40.00	X		X				663,424.	0.	21,090.
STEPHEN PLANTHOLT SECRETARY	1.40	X		X				0.	0.	0.
RHONDA ANDERSON SENIOR VP/CMO	40.00	X		X				349,517.	0.	18,151.
SCOTT FURNISS VP FINANCE & PLANNING	40.00	X		X				48,423.	0.	4,861.
ADRIAN LONG EXECUTIVE VP/CMO	40.00				X			451,195.	0.	30,682.
WILLIAM GRESKOVICH VP OPS & CAMPUS CONSTRUC	40.00				X			230,603.	0.	40,756.
YOLANDA COPELAND SR VP PATIENT CARE SVCS	40.00				X			258,975.	0.	30,338.
ROBERT PALEY CHAIRMAN DIAGNOSTIC IMAG	40.00					X		498,306.	0.	27,110.
CAROLE B. MILLER CANCER CENTER DIRECTOR	40.00					X		432,819.	0.	44,874.
JESUS ESQUIVEL SURGICAL ONCOLOGIST	40.00					X		438,665.	0.	37,875.
1b Total								4,247,421.	0.	344,440.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization 157

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
JEFFREY BROWN CONTRACTING, LLC 400 E. JOPPA ROAD, #400, TOWSON, MD 21286	BUILDING CONTRACTOR	2,114,445.
NORTH AMERICAN PARTNERS IN ANESTHESIA, LLP, 66 POWERHOUSE ROAD 3RD FLOOR, ROSLYN	ANESTHESIA SERVICES	1,551,719.
TEMPLETON READINGS, LLC 1302 UPPER GLENCOE ROAD, SPARKS, MD 21152	TELERADIOLOGY READINGS	1,241,955.
ADVANCED RADIOLOGY 7253 AMBASSADOR DRIVE, BALTIMORE, MD 21244	RADIOLOGY SERVICES	1,226,785.
PROGRESSIVE NURSING STAFFERS, 5531 HEMSTEAD WAY SUITE B, SPRINGFIELD, VA	NURSING SERVICES	1,202,708.

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization 50

See Schedule J-2 for Part VII, Section A Continuation

Part VIII Statement of Revenue				(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d	410,260.				
	e	Government grants (contributions)	1e	138,703.				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,871,782.				
	g	Noncash contributions included in lines 1a-1f: \$						
	h	Total. Add lines 1a-1f			2,420,745.			
Program Service Revenue	2 a	NET PATIENT REVENUE	Business Code	621990	364,070,690.	359,854,460.	4,216,230.	
	b	JOINT VENTURE		900099	1,205,270.		1,205,270.	
	c	SYSTEM SUPPORT		900099	571,020.	571,020.		
	d	MISCELLANEOUS		900099	127,716.	127,716.		
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f			365,974,696.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)			-36,275,314.		-36,275,314.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross Rents	(i) Real	(ii) Personal				
		b	Less: rental expenses		857,400.			
		c	Rental income or (loss)		155,920.			
	d	Net rental income or (loss)			701,480.		701,480.	
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b	Less: cost or other basis and sales expenses					
		c	Gain or (loss)					
	d	Net gain or (loss)						
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18		a				
		b	Less: direct expenses	b				
	c	Net income or (loss) from fundraising events						
9 a	Gross income from gaming activities. See Part IV, line 19		a					
	b	Less: direct expenses	b					
c	Net income or (loss) from gaming activities							
10 a	Gross sales of inventory, less returns and allowances	a						
	b	Less: cost of goods sold	b					
	c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue				Business Code				
11 a	CAFETERIA REVENUE		900099	1,423,431.			1,423,431.	
b	NET ASSETS RELEASED FR		900099	1,300,891.			1,300,891.	
c	MEDICAL STUDENT		900099	465,946.			465,946.	
d	All other revenue			900099	295,103.		295,103.	
e	Total. Add lines 11a-11d			3,485,371.				
12	Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e			336,306,978.	360,553,196.	4,216,230.	-30,883,193.	

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) but are not required to complete columns (B), (C), and (D).

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 U.S. See Part IV, line 21	161,500.	161,500.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	118,838.	118,838.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2,002,125.		2,002,125.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	5,029,417.	4,333,993.	695,424.	
7 Other salaries and wages	140,536,624.	117,605,369.	22,931,255.	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	5,897,365.	4,873,144.	1,024,221.	
9 Other employee benefits	11,851,354.	9,793,078.	2,058,276.	
10 Payroll taxes	11,318,347.	9,352,641.	1,965,706.	
11 Fees for services (non-employees):				
a Management				
b Legal	548,137.	529,915.	18,222.	
c Accounting	130,322.	600.	129,722.	
d Lobbying	113,365.		113,365.	
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	29,607,543.	22,080,784.	7,526,759.	
12 Advertising and promotion	922,263.	22,849.	899,414.	
13 Office expenses				
14 Information technology	7,914,477.		7,914,477.	
15 Royalties				
16 Occupancy	1,406,971.	757,842.	649,129.	
17 Travel	208,296.	120,869.	87,427.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	138,703.	99,496.	39,207.	
20 Interest	1,739,892.		1,739,892.	
21 Payments to affiliates	2,307,049.		2,307,049.	
22 Depreciation, depletion, and amortization	13,973,452.	8,570,635.	5,402,817.	
23 Insurance	5,599,122.	2,132,671.	3,466,451.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a SUPPLIES	62,297,620.	59,079,352.	3,218,268.	0.
b BAD DEBTS	15,522,995.	15,522,995.	0.	0.
c UTILIZATION	8,953,940.	8,953,940.	0.	0.
d UTILITIES	4,717,053.	26,730.	4,690,323.	0.
e BANK FEES	128,071.	12,261.	115,810.	0.
f All other expenses	14,705,347.	8,344,865.	6,360,482.	
25 Total functional expenses. Add lines 1 through 24f	347,850,188.	272,494,367.	75,355,821.	0.
26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation ...				

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash - non-interest-bearing	7,169,597.	1	2,277,367.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	1,471,782.
	4 Accounts receivable, net	48,271,673.	4	42,498,815.
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net	4,166,243.	7	3,572,481.
	8 Inventories for sale or use	4,037,777.	8	4,085,366.
	9 Prepaid expenses and deferred charges	1,176,898.	9	1,542,948.
	10a Land, buildings, and equipment: cost basis ...	10a 247,512,436.		
	b Less: accumulated depreciation. Complete Part VI of Schedule D	10b 114,086,429.		
		104,149,739.	10c	133,426,007.
	11 Investments - publicly traded securities	2,854,317.	11	2,315,627.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11	8,940,416.	13	9,748,520.
	14 Intangible assets		14	
15 Other assets. See Part IV, line 11	210,707,878.	15	169,842,209.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	391,474,538.	16	370,781,122.	
Liabilities	17 Accounts payable and accrued expenses	25,535,672.	17	25,336,358.
	18 Grants payable		18	
	19 Deferred revenue	11,710.	19	11,710.
	20 Tax-exempt bond liabilities		20	
	21 Escrow account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable		24	
	25 Other liabilities. Complete Part X of Schedule D	104,960,081.	25	133,810,276.
	26 Total liabilities. Add lines 17 through 25	130,507,463.	26	159,158,344.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	253,879,097.	27	203,140,626.
	28 Temporarily restricted net assets	6,815,628.	28	8,362,043.
	29 Permanently restricted net assets	272,350.	29	120,109.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	260,967,075.	33	211,622,778.	
34 Total liabilities and net assets/fund balances	391,474,538.	34	370,781,122.	

Part XI Financial Statements and Reporting

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		x
b Were the organization's financial statements audited by an independent accountant?		x
c If "Yes" to lines 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?		
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?		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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: (Please check only one organization.)

- 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). (Attach Schedule H.)
- 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 the Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4). (see instructions)
- 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 - Other
- 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 organizations the organization supports.

(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 support
			Yes	No	Yes	No	Yes	No	
Total									

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

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 - 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14		%
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15		%
16a 33 1/3% support test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
b 33 1/3% support test - 2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<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.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 - 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

19a 33 1/3% support tests - 2008. 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 - 2007. 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, 990-EZ, and 990-PF.

OMB No. 1545-0047

2008

Name of the organization

ST. AGNES HEALTHCARE, INC.

Employer identification number

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 organizations 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 Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/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 Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests 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 Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate 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. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization ST. AGNES HEALTHCARE, INC.	Employer identification number 52-0591657
---	---

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ANONYMOUS 900 CATON AVENUE BALTIMORE, MD 21229	\$ 1,871,782.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ST. AGNES FOUNDATION 900 CATON AVENUE BALTIMORE, MD 21229	\$ 410,260.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	MARYLAND HOSPITAL ASSOCIATION 6820 DEERPATH ROAD ELKRIDGE, MD 21075	\$ 45,877.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	DEPARTMENT OF HEALTH & HYGIENE 201 W. PRESTON BALTIMORE, MD 21201	\$ 92,826.	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.)

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities
For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No. 1545-0047

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ To be completed by organizations described below.
▶ Attach to Form 990 or Form 990-EZ.

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, 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), then

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

Name of organization <p align="center">ST. AGNES HEALTHCARE, INC.</p>	Employer identification number <p align="center">52-0591657</p>
--	--

Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations.
See the instructions for Schedule C for details.

- 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 To be completed by all organizations exempt under section 501(c)(3).
See the instructions for Schedule C for details.

- 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 To be completed by all organizations exempt under section 501(c), except section 501(c)(3).
See the instructions for Schedule C for details.

- 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 of direct and indirect exempt function expenditures. Add lines 1 and 2 and enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file Form 1120-POL for this year? Yes No
- 5 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. Enter the amount paid and indicate if the amount was paid from the filing organization's funds or were political contributions received and 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 To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.

- A** Check if the filing organization belongs to an affiliated group.
B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grassroots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)															
d Other exempt purpose expenditures															
e Total exempt purpose expenditures (add lines 1c and 1d)															
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.															
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>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.														
g Grassroots nontaxable amount (enter 25% of line 1f)															
h Subtract line 1g from line 1a. Enter -0- if line g is more than line a															
i Subtract line 1f from line 1c. Enter -0- if line f is more than line c															
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		X	
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means?		X	
i Other activities? If "Yes," describe in Part IV	X		113,365.
j Total lines 1c through 1i			113,365.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6). See the instructions for Schedule C for details.

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

Part III-B To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered "No" OR if Part III-A, question 3 is answered "Yes." See Schedule C instructions for details.

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (line 2c total minus 3 and 4)	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; and Part II-B, line 1i. Also, complete this part for any additional information.

Part II-B, Line 1(i), Other Lobbying Activities:

LOBBYING EXPENSES REPRESENT THE DUES PAID TO NATIONAL AND STATE

HOSPITAL ASSOCIATIONS, A PORTION OF WHICH IS SPECIFICALLY ALLOCABLE TO

LOBBYING.

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No. 1545-0047

2008

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 may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other 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 pleasure) Preservation of an historically important land area
- Protection of natural habitat Preservation of certified historic structure
- Preservation of open space
- 2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
- | | Held at the End of the Year |
|--|-----------------------------|
| a Total number of conservation easements | 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 | 2d |
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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, violations, and enforcement of the conservation easements it holds? Yes No
- 6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ _____
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing 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 XIV, 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, 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 XIV, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116, 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 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 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 XIV.
- 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 Trust, Escrow and Custodial Arrangements. Complete if 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 XIV 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 XIV.

Part V Endowment Funds. Complete if 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	2,926,667.				
b Contributions					
c Investment earnings or losses	-551,698.				
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	2,374,969.				

- 2 Provide the estimated percentage of the year end balance held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment 5.00 %
 - c Term endowment 95.00 %
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|-----------------------------|-----|----|
| (i) unrelated organizations | x | |
| (ii) related organizations | | x |
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? Yes No
- 4 Describe in Part XIV the intended uses of the organization's endowment funds.

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

Description of investment	(a) Cost or other basis (Investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land		488,600.		488,600.
b Buildings		51,155,995.	18,805,495.	32,350,500.
c Leasehold improvements		1,638,979.	898,483.	740,496.
d Equipment		74,982,601.	48,481,705.	26,500,896.
e Other		119,246,261.	45,900,746.	73,345,515.
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				133,426,007.

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
Financial derivatives and other financial products		
Closely-held equity interests		
Other		
Total. (Col (b) should 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
Total. (Col (b) should 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
INVESTMENT - DEFERRED COMPENSATION	2,337,022.
INVESTMENT IN EXEC FLEX CAA	120,798.
HEALTH SYSTEM DEPOSITORY (HSD)	164,041,833.
CASH SURRENDER VALUE - LIFE	837,369.
INTEREST IN FOUNDATION NET ASSETS	2,505,187.
Total. (Column (b) should equal Form 990, Part X, col (B) line 15.) ▶	169,842,209.

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

(a) Description of liability	(b) Amount
Federal income taxes	
INTERCOMPANY DEBT TO ASCENSION HEALTH	82,066,648.
PENSION	32,514,331.
SELF INSURANCE LIABILITIES	3,680,406.
OTHER CURRENT LIABILITIES	12,243,177.
OTHER NON-CURRENT LIABILITIES	3,305,714.
Total. (Column (b) should equal Form 990, Part X, col (B) line 25.) ▶	133,810,276.

In Part XIV, 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.

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1
2	Total expenses (Form 990, Part IX, column (A), line 25)	2
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3
4	Net unrealized gains (losses) on investments	4
5	Donated services and use of facilities	5
6	Investment expenses	6
7	Prior period adjustments	7
8	Other (Describe in Part XIV)	8
9	Total adjustments (net). Add lines 4-8	9
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10

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

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

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

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

Part XIV 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; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b.

PART V, ENDOWMENT FUNDS, 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 WILL HAVE BEEN MET AND ST. AGNES

PLANS TO USE THE REMAINING BALANCE TO FUND THE CAMPUS REVITALIZATION

PROJECT.

Part XIV 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.

PART X, OTHER LIABILITIES:

IN JUNE 2006, THE FASB ISSUED INTERPRETATION NO. 48, ACCOUNTING FOR
UNCERTAINTY IN INCOME TAXES (FIN 48), WHICH CLARIFIES THE ACCOUNTING FOR
UNCERTAINTY IN INCOME TAX POSITIONS RECOGNIZED IN FINANCIAL STATEMENTS IN
ACCORDANCE WITH FASB STATEMENT NO. 109, ACCOUNTING FOR INCOME TAXES. FIN
48 PRESCRIBES A RECOGNITION THRESHOLD AND MEASUREMENT ATTRIBUTE FOR THE
FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT OF A TAX POSITION TAKEN OR
EXPECTED TO BE TAKEN IN A TAX RETURN. EFFECTIVE JUNE 30, 2008, ST. AGNES
HEALTHCARE ADOPTED FIN 48. THE ADOPTION OF FIN 48 DID NOT HAVE A MATERIAL
IMPACT ON ST. AGNES HEALTHCARE'S FINANCIAL POSITION OR RESULTS OF
OPERATION.

**SCHEDULE H
(Form 990)**

OMB No. 1545-0047

Hospitals

2008

Department of the Treasury
Internal Revenue Service

**▶ To be completed by organizations that answer "Yes" to Form 990, Part IV, line 20.
▶ Attach to Form 990.**

**Open to Public
Inspection**

Name of the organization

ST. AGNES HEALTHCARE, INC.

Employer identification number

52-0591657

Part I Charity Care and Certain Other Community Benefits at Cost (Optional for 2008)

	Yes	No
1a Does the organization have a charity care policy? If "No," skip to question 6a		
b If "Yes," is it a written policy?		
2 If the organization has multiple hospitals, indicate which of the following best describes application of the charity care policy to the various hospitals. <input type="checkbox"/> Applied uniformly to all hospitals <input type="checkbox"/> Applied uniformly to most hospitals <input type="checkbox"/> Generally tailored to individual hospitals		
3 Answer the following based on the charity care eligibility criteria that applies to the largest number of the organization's patients.		
a Does the organization use Federal Poverty Guidelines (FPG) to determine eligibility for providing <i>free</i> care to low income individuals? If "Yes," indicate which of the following is the family income limit for eligibility for free care:		
<input type="checkbox"/> 100% <input type="checkbox"/> 150% <input type="checkbox"/> 200% <input type="checkbox"/> Other _____ %		
b Does the organization use FPG to determine eligibility for providing <i>discounted</i> care to low income individuals? If "Yes," indicate which of the following is the family income limit for eligibility for discounted care:		
<input type="checkbox"/> 200% <input type="checkbox"/> 250% <input type="checkbox"/> 300% <input type="checkbox"/> 350% <input type="checkbox"/> 400% <input type="checkbox"/> Other _____ %		
c If the organization does not use FPG to determine eligibility, describe in Part VI the income based criteria for determining eligibility for free or discounted care. Include in the description whether the organization uses an asset test or other threshold, regardless of income, to determine eligibility for free or discounted care.		
4 Does the organization's policy provide free or discounted care to the "medically indigent"?		
5a Does the organization budget amounts for free or discounted care provided under its charity care policy?		
b If "Yes," did the organization's charity care expenses exceed the budgeted amount?		
c 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?		
6a Does the organization prepare an annual community benefit report?		
b If "Yes," does the organization make it available to the public?		

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

7 Charity Care and Certain Other Community Benefits at Cost

	(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community benefit expense	(d) Direct offsetting revenue	(e) Net community benefit expense	(f) Percent of total expense
Charity Care and Means-Tested Government Programs						
a Charity care at cost (from Worksheets 1 and 2)						
b Unreimbursed Medicaid (from Worksheet 3, column a)						
c Unreimbursed costs - other means-tested government programs (from Worksheet 3, column b)						
d Total Charity Care and Means-Tested Government Programs ...						
Other Benefits						
e Community health improvement services and community benefit operations (from Worksheet 4)						
f Health professions education (from Worksheet 5)						
g Subsidized health services (from Worksheet 6)						
h Research (from Worksheet 7)						
i Cash and in-kind contributions to community groups (from Worksheet 8)						
j Total Other Benefits						
k Total (line 7d and 7j)						

Part V Facility Information (Required for 2008)

Name and address	Licensed hospital	General medical & surgical	Children's hospital	Teaching hospital	Critical access hospital	Research facility	ER-24 hours	ER-other	Other (Describe)
ST.AGNES HEALTHCARE, INC. 900 CATON AVENUE BALTIMORE, MD 21229	X	X		X			X		
SETON IMAGING CENTER 3449 WILKENS AVENUE BALTIMORE, MD 21229		X							DIAGNOSTIC IMAGING
PINE HEIGHTS PROFESSIONAL BUILDING 1001 PINE HEIGHTS AVENUE SUITE 202 BALTIMORE, MD 21229		X							BLOOD DRAWING LABORATORY
BENSON AVENUE MEDICAL CENTER 3421 BENSON AVENUE BALTIMORE, MD 21227		X							WOUND CARE CENTER
SIMPSONVILLE MILL 7160A GRACE DRIVE COLUMBIA, MD 21044		X							PLASTIC SURGERY

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the U.S.**

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

OMB No. 1545-0047
2008

**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. Yes No

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed. ▶

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE BASILICA HISTORIC TRUST 409 CATHEDRAL STREET BALTIMORE, MD 21201	52-1065433	501(c)(3)	5,500.	0.			MEMORIAL PRAYER GARDEN
MHEI WHO WILL CARE 6820 DEERPATH ROAD ELKRIDGE, MD 21075	52-0901664	501(c)(3)	100,000.	0.			WHO WILL CARE CAMPAIGN
DAUGHTERS OF CHARITY 333 SOUTH SETON AVENUE EMMITTSBURG, MD 21727	52-0591470	501(c)(3)	15,000.	0.			BICENTENNIAL CELEBRATION
MARYLAND PATIENT SAFETY 6820 DEERPATH ROAD ELKRIDGE, MD 21075	26-2188491	501(c)(3)	6,750.	0.			GENERAL OPERATIONS

2 Enter total number of section 501(c)(3) and government organizations

3 Enter total number of other organizations

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule I (Form 990) 2008

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) 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
NURSING SCHOLARSHIPS/WORK STUDY PROGRAM	42	118,838.	0.	FMV	

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, 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. THE NURSING WORKSTUDY PROGRAM IS AVAILABLE TO NURSING STUDENTS IN THEIR SENIOR YEAR OF SCHOOLING. AVAILABILITY IS LIMITED AND AWARDED ON A FIRST COME FIRST SERVE BASIS.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

ST. AGNES HEALTHCARE, INC.

Employer identification number

52-0591657

Part I Questions Regarding Compensation

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

- | | |
|---|---|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input checked="" type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input checked="" 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) |

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

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

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

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

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a:

a Receive a severance payment or change of control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.

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

a The organization?

b Any related organization?

If "Yes," to line 5a or 5b, describe in Part III.

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

a The organization?

b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

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

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

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

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

Schedule J (Form 990) 2008

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
BONNIE PHIPPS	(i)	511,302.	35,052.	117,070.	5,750.	15,340.	684,514.
	(ii)	0.	0.	0.	0.	0.	0.
RHONDA ANDERSON	(i)	255,753.	0.	93,764.	12,650.	5,501.	367,668.
	(ii)	0.	0.	0.	0.	0.	0.
ADRIAN LONG	(i)	323,561.	0.	127,634.	12,650.	18,032.	481,877.
	(ii)	0.	0.	0.	0.	0.	0.
WILLIAM GRESKOVICH	(i)	229,780.	0.	823.	24,636.	16,120.	271,359.
	(ii)	0.	0.	0.	0.	0.	0.
YOLANDA COPELAND	(i)	215,186.	0.	43,789.	10,283.	20,055.	289,313.
	(ii)	0.	0.	0.	0.	0.	0.
ROBERT PALEY	(i)	494,242.	0.	4,064.	5,750.	21,360.	525,416.
	(ii)	0.	0.	0.	0.	0.	0.
CAROLE B. MILLER	(i)	315,867.	115,721.	1,231.	25,646.	19,228.	477,693.
	(ii)	0.	0.	0.	0.	0.	0.
JESUS ESQUIVEL	(i)	437,685.	0.	980.	12,650.	25,225.	476,540.
	(ii)	0.	0.	0.	0.	0.	0.
ADAM FRANK	(i)	446,775.	0.	1,220.	25,757.	18,826.	492,578.
	(ii)	0.	0.	0.	0.	0.	0.
WILLIAM VALENTE	(i)	340,499.	84,156.	2,844.	27,938.	16,182.	471,619.
	(ii)	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, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Part I, Line 1a: TRAVEL FOR COMPANIONS IS AVAILABLE FOR SENIOR LEADERSHIP

AND MUST BE PRE-APPROVED BY THE CHIEF FINANCIAL OFFICER. IT IS RECORDED AS

A TAXABLE FRINGE BENEFIT.

PERSONAL USAGE OF CELL PHONES IS GROSSED-UP AND RECORDED AS TAXABLE INCOME

FOR INDIVIDUALS IDENTIFIED AS DISQUALIFIED PERSONS.

CLUB DUES ARE AVAILABLE TO SENIOR LEADERSHIP AND ARE SHOWN AS A

TAXABLEFRINGE BENEFIT.

PT I LINE 4B ROBERT PALEY AND ADAM FRANK PARTICIPATED IN

457F SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLANS. ROBERT PALEY'S NON-VESTED

PLAN VALUE WAS \$49,598.75. ADAM FRANK'S NON-VESTED PLAN VALUE WAS

\$41,964.52 AT JUNE 30, 2009.

AVERAGE HOURS PER WEEK; ALL PERSONS LISTED AT PART VII AND

SCHEDULE J AS WORKING 40 HOURS ARE FULL-TIME EMPLOYEES OF THE ORGANIZATION.

THE USE OF 40 HOURS ON THIS RETURN IS ONLY INTENDED TO DENOTE THAT THESE

**SCHEDULE J-2
(Form 990)**

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the Organization

ST. AGNES HEALTHCARE, INC.

Employer Identification number

52-0591657

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
ADAM FRANK RADIOLOGIST	40.00					X		447,995.	0.	44,583.
WILLIAM VALENTE CHAIRMAN OF MEDICINE	40.00					X		427,499.	0.	44,120.

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule J-2 (Form 990) 2008

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Attach to Form 990 or Form 990-EZ.
▶ To be completed by organizations that answered
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, lines 38a or 40b.

OMB No. 1545-0047

2008

**Open To Public
Inspection**

Name of the organization **ST. AGNES HEALTHCARE, INC.** Employer identification number **52-0591657**

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).
To be completed by organizations that answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.
To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
Total				▶ \$						

Part III Grants or Assistance Benefiting Interested Persons.
To be completed by organizations that answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.
To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
ALBERT COUNSELMAN	BOARD MEMBER	40,066	DAUGHTER-IN		X

See Schedule O for Schedule L Continuations

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

ST. AGNES HEALTHCARE, INC.

Employer identification number

52-0591657

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

THOSE WHO ARE POOR AND VULNERABLE, AS A CATHOLIC HEALTHCARE MINISTRY

AND A MEMBER OF ASCENSION HEALTH, WE ARE DEDICATED TO THE ART OF

HEALING TO SUSTAIN AND IMPROVE THE LIVES OF THE INDIVIDUALS, FAMILIES

AND COMMUNITIES 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

PHYSICIANS, NURSES AND ASSOCIATES COMBINE SOPHISTICATED MEDICAL

TECHNOLOGY WITH SPIRITUALITY AND COMPASSION. SHOULDER-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

CARE AND \$1,045,000 IN PROGRAMS FOR THE POOR, \$332,000 IN SERVICES TO

THE GENERAL COMMUNITY, AND \$2,691,000 IN UNPAID COST OF PUBLIC

PROGRAMS.

Form 990, Part III, Line 4c, Program Service Accomplishments

TREATED 21,649 INPATIENT ADULTS AND CHILDREN IN THE COMMUNITY FOR A

TOTAL OF 87,935 PATIENT DAYS OF SERVICE. THE HOSPITAL ALSO PROVIDED

SERVICES TO 558,682 OUTPATIENTS, INCLUDING 5,987 OUTPATIENT SURGERY

PATIENTS, 84,825 EMERGENCY ROOM VISITS, AND 38,184 CLINIC VISITS.

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions for Form 990.

Schedule O (Form 990) 2008

832211
12-18-08

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public
Inspection

Name of the organization

ST. AGNES HEALTHCARE, INC.

Employer identification number

52-0591657

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 SINGLE

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 A, line 10: MANAGEMENT, INCLUDING CERTAIN

OFFICERS, WORKS DILIGENTLY TO COMPLETE THE FORM 990 AND ATTACHED SCHEDULES

IN A THOROUGH MANNER. MANAGEMENT PRESENTS THE FORM TO THE BOARD, OR A

DESIGNATED COMMITTEE, TO REVIEW AND ANSWER ANY QUESTIONS. PRIOR TO FILING

THE RETURN, ALL BOARD MEMBERS ARE PROVIDED THE FORM 990 AND MANAGEMENT TEAM

MEMBERS ARE AVAILABLE TO ANSWER ANY BOARD MEMBER'S QUESTIONS.

Form 990, Part VI, Section B, Line 12c: ANNUALLY, A CONFLICTS OF INTEREST

DISCLOSURE FORM IS COMPLETED BY BOARD MEMBERS, THE EXECUTIVE TEAM, BOARD

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

Schedule O (Form 990) 2008

832211
12-18-08

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

ST. AGNES HEALTHCARE, INC.

Employer identification number

52-0591657

COMMITTEES, PURCHASING AGENTS, LEGAL COUNSEL, MEDICAL LEADERSHIP, AND

CERTAIN MEMBERS OF MANAGEMENT, 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 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 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 BY THE

COMPENSATION COMMITTEE AND THEN APPROVED BY THE BOARD FOR ANY CHANGES TO

SPECIFIC INDIVIDUALS.

Form 990, Part VI, Section C, Line 19: THE ORGANIZATION WILL PROVIDE ANY

DOCUMENTS OPEN TO PUBLIC INSPECTION UPON REQUEST.

Sch L, Part IV, Business Transactions Involving Interested Persons:

(a) Name of Person: ALBERT COUNSELMAN

(d) Description of Transaction: DAUGHTER-IN-LAW IS EMPLOYED AT ST.

AGNES.

Part IV, Line 12

AUDITED FINANCIAL STATEMENTS

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

Schedule O (Form 990) 2008

832211
12-18-08

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

ST. AGNES HEALTHCARE, INC.

Employer identification number

52-0591657

ST. AGNES HEALTHCARE'S FINANCIAL STATEMENTS ARE EXAMINED IN CONJUNCTION

WITH THE ASCENSION HEALTH FULL SCOPE AUDIT. ST. AGNES HEALTHCARE DOES

NOT HAVE STAND ALONE AUDITED FINANCIAL STATEMENTS.

PART XI, LINE 2

AUDITED FINANCIAL STATEMENTS

ST. AGNES HEALTHCARE'S FINANCIAL STATEMENTS ARE EXAMINED IN CONJUNCTION

WITH THE ASCENSION HEALTH FULL SCOPE AUDIT. ST. AGNES HEALTHCARE DOES

NOT HAVE STAND ALONE AUDITED FINANCIAL STATEMENTS.

Part IV, Line 24a

TAX-EXEMPT BOND ISSUE

ST. AGNES HEALTHCARE, INC. IS A HEALTH FACILITY THAT IS PART OF THE

ASCENSION HEALTH SYSTEM. ASCENSION HEALTH IS THE BORROWER FOR

TAX-EXEMPT HOSPITAL REVENUE BONDS. ST. AGNES HEALTHCARE, INC. HOLDS AN

INTERCOMPANY NOTE PAYABLE WITH ASCENSION HEALTH, AND THIS INFORMATION

IS REPORTED ON THE BALANCE SHEET.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ **Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, lines 33, 34, 35, 36, or 37.
▶ See separate instructions.**

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Name of the organization

ST. AGNES HEALTHCARE, INC.

Employer identification number

52-0591657

Part I Identification of Disregarded Entities

(A) Name, address, and EIN 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

(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
CATON HEALTH CORPORATION - 03-0384382 900 CATON AVENUE BALTIMORE, MD 21229	PROVIDE HEALTH RELATED PROGRAMS TO THE COMMUNITY	Maryland	501(C)(4)	N/A	N/A
CATON HEALTH CORPORATION-PAC - 90-0108494 900 CATON AVENUE BALTIMORE, MD 21229	PROVIDE GOVERNMENT SUPPORT FOR HOSPITAL ACTIVITIES & PROGRAMS	Maryland	527	N/A	N/A
ST. AGNES FOUNDATION - 52-1415083 900 CATON AVENUE BALTIMORE, MD 21229	PROVIDES FUNDING TO THE HOSPITAL & THE COMMUNITY	Maryland	501(C)(3)	11A-I	N/A
SEFON MEDICAL GROUP - 39-2064992 900 CATON AVENUE BALTIMORE, MD 21229	PROVIDE HEALTH CARE SERVICES TO THE COMMUNITY	Maryland	FORM 1023 PENDING IR	3	N/A

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Part V Transactions With Related Organizations

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

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to other organization(s)	X	
c Gift, grant, or capital contribution from other organization(s)	X	
d Loans or loan guarantees to or for other organization(s)		X
e Loans or loan guarantees by other organization(s)		X
f Sale of assets to other organization(s)		
g Purchase of assets from other organization(s)		X
h Exchange of assets		X
i Lease of facilities, equipment, or other assets to other organization(s)		X
j Lease of facilities, equipment, or other assets from other organization(s)		
k Performance of services or membership or fundraising solicitations for other organization(s)		X
l Performance of services or membership or fundraising solicitations by other organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets		X
n Sharing of paid employees		X
o Reimbursement paid to other organization for expenses		
p Reimbursement paid by other organization for expenses		X
q Other transfer of cash or property to other organization(s)		X
r Other transfer of cash or property from other 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(s)	(B) Transaction type (a-r)	(C) Amount involved
(1) CATON HEALTHCARE CORPORATION	B	849,137.
(2) ST. AGNES FOUNDATION	P	740,442.
(3) ST. AGNES FOUNDATION	C	410,260.
(4) ST. AGNES FOUNDATION	L	740,398.
(5) ASCENSION HEALTH	O	10,490,873.
(6) ASCENSION HEALTH	Q	3,129,000.

Part II Continuation of Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
ASCENSION HEALTH - 31-1662309					
P.O. BOX 45998					
ST. LOUIS, MO 63145	NATIONAL HEALTH OFFICE	Missouri	501(C)(3)	11A-I	N/A
ST. AGNES AUXILIARY - 52-0643673					
900 CATON AVENUE	FUNDRAISING	Maryland	501(C)(3)	9	N/A
BALTIMORE, MD 21229					

Exempt Organization Declaration and Signature for Electronic Filing

For calendar year 2008, or tax year beginning JUL 1, 2008, and ending JUN 30, 2009

2008

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

See instructions.

Department of the Treasury Internal Revenue Service

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 return for which you are using this Form 8453-EO and enter the applicable amount from the return, if any. If you check the box on line 1a, 2a, 3a, 4a, or 5a below and the amount on that line for the return for which you are filing 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.

Table with 5 rows (1a-5a) and 2 columns (b Total revenue, b Total tax, b Tax based on investment income, b Balance due). Includes checkboxes and amounts like 336306978.

Part II Declaration of Officer

6 I authorize the U.S. Treasury and its designated Financial Agent to initiate an 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...

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 2008 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...

Sign Here Signature of officer Date 15/6/2010 Title CFO

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...

Form section for ERO's Use Only with fields for signature, date, firm name (DELOITTE TAX LLP), address (600 RENAISSANCE CENTER, SUITE 900, DETROIT, MI 48243), EIN (86-1065772), and phone number (313-396-3000).

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.

Form section for Paid Preparer's Use Only with fields for signature, date, firm name, EIN, and phone number.

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