

Return of Organization Exempt From Income Tax

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

Department of the Treasury
Internal Revenue Service

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

A For the 2004 calendar year, or tax year beginning , 2004, and ending

<p>B Check if applicable</p> <p><input checked="" type="checkbox"/> Address change</p> <p><input type="checkbox"/> Name change</p> <p><input type="checkbox"/> Initial return</p> <p><input type="checkbox"/> Final return</p> <p><input type="checkbox"/> Amended return</p> <p><input type="checkbox"/> Application pending</p>	<p>Please use IRS label or print or type See Specific Instructions</p>	<p>C Name of organization ALEXIAN BROTHERS HEALTH SYSTEM</p> <p>Number and street (or P O box if mail is not delivered to street address) Room/suite 3040 SALT CREEK LANE</p> <p>City or town, state or country, and ZIP + 4 ARLINGTON HEIGHTS, IL 60005</p>	<p>D Employer identification number 36-3260495</p> <p>E Telephone number (847) 385-7165</p> <p>F Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) ▶</p>
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• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates? Yes No

H(b) If "Yes," enter number of affiliates ▶

H(c) Are all affiliates included? (If "No," attach a list. See instructions) Yes No

H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

I Group Exemption Number ▶ **0928**

M Check if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF)

G Website: ▶ **WWW.ALEXIANHEALTHSYSTEM.ORG**

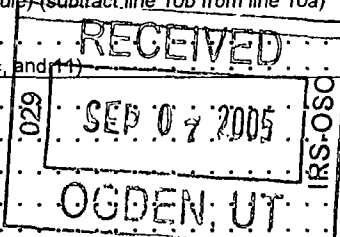
J Organization type (check only one) 501(c) (**3**) ◀ (insert no) 4947(a)(1) or 527

K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data. **Some states require a complete return.**

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **20,267,385.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See page 18 of the instructions)

	1 Contributions, gifts, grants, and similar amounts received STMT 1				
Revenue	a Direct public support	1a	884,919.		
	b Indirect public support	1b	77,000.		
	c Government contributions (grants)	1c			
	d Total (add lines 1a through 1c) (cash \$ 961,919. noncash \$)	1d		961,919.	
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2		14,142,067.	
	3 Membership dues and assessments	3			
	4 Interest on savings and temporary cash investments	4			
	5 Dividends and interest from securities	5		3,200,400.	
	6 a Gross rents	6a	892,753.		
	b Less rental expenses	6b			
	c Net rental income or (loss) (subtract line 6b from line 6a)	6c		892,753.	
	7 Other investment income (describe ▶ STMT 2)	7		370,033.	
	8 a Gross amount from sales of assets other than inventory	(A) Securities	8a		
	b Less cost or other basis and sales expenses	(B) Other	8b		
	c Gain or (loss) (attach schedule)		8c		
	d Net gain or (loss) (combine line 8c, columns (A) and (B))	8d			
	9 Special events and activities (attach schedule) If any amount is from gaming, check here <input type="checkbox"/>				
	a Gross revenue (not including \$ 179,767. of STMT 3 contributions reported on line 1a)	9a	41,665.		
	b Less direct expenses other than fundraising expenses	9b	90,312.		
	c Net income or (loss) from special events (subtract line 9b from line 9a)	9c		-48,647.	
Net Assets	10 a Gross sales of inventory, less returns and allowances	10a			
	b Less cost of goods sold	10b			
	c Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c			
	11 Other revenue (from Part VII, line 103)	11		658,548.	
	12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12		20,177,073.	
Expenses	13 Program services (from line 44, column (B))	13		19,795,184.	
	14 Management and general (from line 44, column (C))	14		1,715,646.	
	15 Fundraising (from line 44, column (D))	15			
	16 Payments to affiliates (attach schedule)	16			
	17 Total expenses (add lines 16 and 44, column (A))	17		21,510,830.	
	18 Excess or (deficit) for the year (subtract line 17 from line 12)	18		-1,333,757.	
	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19		66,410,987.	
	20 Other changes in net assets or fund balances (attach explanation) STMT 5 STMT 6	20		-35,510,208.	
	21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21		29,567,022.	



SCANNED SEP 30 2005

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2004)

Part II Statement of Functional Expenses All organizations must complete column (A) Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others (See page 22 of the instructions)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) (cash \$ _____ noncash \$ _____)	22 NONE	22 NONE		
23 Specific assistance to individuals (attach schedule)	23			
24 Benefits paid to or for members (attach schedule)	24			
25 Compensation of officers, directors, etc	25 5,375,594.	25 5,375,594.		
26 Other salaries and wages	26 5,039,463.	26 5,039,463.		
27 Pension plan contributions	27 352,940.	27 352,940.		
28 Other employee benefits	28 1,887,897.	28 1,887,897.		
29 Payroll taxes	29 433,647.	29 433,647.		
30 Professional fundraising fees	30			
31 Accounting fees	31 121,081.		31 121,081.	
32 Legal fees	32 548,685.		32 548,685.	
33 Supplies	33 167,375.	33 167,375.		
34 Telephone	34 216,629.	34 216,629.		
35 Postage and shipping	35 91,762.	35 91,762.		
36 Occupancy	36 1,098,382.	36 1,098,382.		
37 Equipment rental and maintenance	37 479,318.	37 479,318.		
38 Printing and publications	38 12,437.	38 12,437.		
39 Travel	39 122,051.	39 108,004.	39 14,047.	
40 Conferences, conventions, and meetings	40 28,305.	40 28,305.		
41 Interest	41 1,031,833.		41 1,031,833.	
42 Depreciation, depletion, etc (attach schedule) STMT 21	42 1,410,052.	42 1,410,052.		
43 Other expenses not covered above (itemize) STMT 7	43a 3,093,379.	43a 3,093,379.		
b	43b			
c	43c			
d	43d			
e	43e			
44 Total functional expenses (add lines 22 through 43) Organizations completing columns (B)-(D), carry these totals to lines 13-15	44 21,510,830.	44 19,795,184.	44 1,715,646.	

Joint Costs. Check if you are following SOP 98-2
 Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ _____, (ii) the amount allocated to Program services \$ _____,
 (iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments (See page 25 of the instructions.)

What is the organization's primary exempt purpose? STMT 8	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts, but optional for others)
a SEE STATEMENT 10	
(Grants and allocations \$ NONE)	19,795,184.
b	
(Grants and allocations \$)	
c	
(Grants and allocations \$)	
d	
(Grants and allocations \$)	
e Other program services (attach schedule) (Grants and allocations \$)	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	19,795,184.

Part IV Balance Sheets (See page 25 of the instructions)

				(A)		(B)
				Beginning of year		End of year
Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only						
Assets	45	Cash - non-interest-bearing		258,000.	45	202,128.
	46	Savings and temporary cash investments			46	
	47a	Accounts receivable	47a 45,280.			
	b	Less allowance for doubtful accounts	47b NONE	32,748.	47c	45,280.
	48a	Pledges receivable	48a 317,870.			
	b	Less allowance for doubtful accounts	48b NONE	221,766.	48c	317,870.
	49	Grants receivable			49	
	50	Receivables from officers, directors, trustees, and key employees (attach schedule)			50	
	51a	Other notes and loans receivable (attach schedule)	STMT 9 51a 1,529,740.			
	b	Less allowance for doubtful accounts	51b	2,679,740.	51c	1,529,740.
	52	Inventories for sale or use		35,365.	52	34,807.
	53	Prepaid expenses and deferred charges		720,359.	53	883,439.
	54	Investments - securities (attach schedule)	STMT 10 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	NONE	54	51,656,566.
	55a	Investments - land, buildings, and equipment basis	STMT 21 55a 4,122,173.			
	b	Less accumulated depreciation (attach schedule)	55b	4,122,173.	55c	4,122,173.
56	Investments - other (attach schedule)	STMT 11	51,361,252.	56	42,182,853.	
57a	Land, buildings, and equipment basis	57a 22,492,292.				
b	Less accumulated depreciation (attach schedule)	STMT 22 57b 5,189,988.	11,812,684.	57c	17,302,304.	
58	Other assets (describe <input type="checkbox"/> STMT 12)		16,407,874.	58	11,434,247.	
59	Total assets (add lines 45 through 58) (must equal line 74)		87,651,961.	59	129,711,407.	
Liabilities	60	Accounts payable and accrued expenses		5,791,357.	60	7,255,985.
	61	Grants payable			61	
	62	Deferred revenue		2,936,483.	62	1,565,167.
	63	Loans from officers, directors, trustees, and key employees (attach schedule)			63	
	64a	Tax-exempt bond liabilities (attach schedule)	STMT 13	NONE	64a	80,000,000.
	b	Mortgages and other notes payable (attach schedule)	STMT 14	4,622,310.	64b	4,433,755.
65	Other liabilities (describe <input type="checkbox"/> STMT 15)		7,890,824.	65	6,889,478.	
66	Total liabilities (add lines 60 through 65)		21,240,974.	66	100,144,385.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74					
	67	Unrestricted		66,357,933.	67	29,535,426.
	68	Temporarily restricted		53,054.	68	31,596.
	69	Permanently restricted			69	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74					
	70	Capital stock, trust principal, or current funds			70	
	71	Paid-in or capital surplus, or land, building, and equipment fund			71	
	72	Retained earnings, endowment, accumulated income, or other funds			72	
	73	Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19; column (B) must equal line 21)		66,410,987.	73	29,567,022.
	74	Total liabilities and net assets / fund balances (add lines 66 and 73)		87,651,961.	74	129,711,407.

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Part VI Other Information (See page 28 of the instructions.)

Yes No

76 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity
77 Were any changes made in the organizing or governing documents but not reported to the IRS?
78 a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?
78 b If "Yes," has it filed a tax return on Form 990-T for this year?
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year?
80 a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?
80 b If "Yes," enter the name of the organization SEE STATEMENT # 26 and check whether it is exempt or nonexempt
81 a Enter direct and indirect political expenditures See line 81 instructions. 81a NONE
81 b Did the organization file Form 1120-POL for this year? 81b X
82 a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value? 82a X
82 b If "Yes," you may indicate the value of these items here Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III) 82b N/A
83 a Did the organization comply with the public inspection requirements for returns and exemption applications? 83a X
83 b Did the organization comply with the disclosure requirements relating to quid pro quo contributions? 83b X
84 a Did the organization solicit any contributions or gifts that were not tax deductible? 84a X
84 b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? 84b N/A
85 501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members? 85a N/A
85 b Did the organization make only in-house lobbying expenditures of \$2,000 or less? 85b N/A
If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year
85 c Dues, assessments, and similar amounts from members 85c N/A
85 d Section 162(e) lobbying and political expenditures 85d N/A
85 e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices 85e N/A
85 f Taxable amount of lobbying and political expenditures (line 85d less 85e) 85f N/A
85 g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? 85g N/A
85 h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? 85h N/A
86 501(c)(7) orgs Enter a Initiation fees and capital contributions included on line 12 86a N/A
86 b Gross receipts, included on line 12, for public use of club facilities 86b N/A
87 501(c)(12) orgs Enter a Gross income from members or shareholders 87a N/A
87 b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) 87b N/A
88 At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX 88 X
89 a 501(c)(3) organizations Enter Amount of tax imposed on the organization during the year under section 4911 NONE, section 4912 NONE; section 4955 NONE
89 b 501(c)(3) and 501(c)(4) orgs Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction 89b X
89 c Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 NONE
89 d Enter Amount of tax on line 89c, above, reimbursed by the organization NONE
90 a List the states with which a copy of this return is filed NONE
90 b Number of employees employed in the pay period that includes March 12, 2004 (See instructions) 90b 196
91 The books are in care of ALEXIAN BROTHERS HEALTH SYSTEM Telephone no 847-385-7165
Located at 3040 SALT CREEK LN, ARLINGTON HEIGHTS IL ZIP + 4 60005
92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the tax year 92 N/A

Part VII Analysis of Income-Producing Activities (See page 33 of the instructions.)

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue					
a ADMIN SERVICES					13,501,114.
b PARISH SUPPORT					640,953.
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	3,200,400.	
97 Net rental income or (loss) from real estate					
a debt-financed property			32	892,753.	
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income	524298	175,014.			195,019.
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events			01	-48,647.	
102 Gross profit or (loss) from sales of inventory					
103 Other revenue a					
b INTEREST ON LOAN			14	135,733.	
c CPE PROGRAMS			03	11,700.	
d MISC. INCOME					511,115.
e					
104 Subtotal (add columns (B), (D), and (E))		175,014.		4,191,939.	14,848,201.
105 Total (add line 104, columns (B), (D), and (E))					19,215,154.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 34 of the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
▼	STMT 16

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 34 of the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
STMT 17	%		12,896,989.	27,676,241.
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 34 of the instructions.)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions)

Please Sign 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.

Signature of officer: James J. [Signature] Date: 8/31/05

VP & CFO

Date: 8/24/05 Check if self- Preparer's SSN or PTIN (See Gen. Inst. W)

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0047

2004

Department of the Treasury
Internal Revenue Service

Supplementary Information - (See separate instructions.)

▶ **MUST** be completed by the above organizations and attached to their Form 990 or 990-EZ

Name of the organization

Employer identification number

ALEXIAN BROTHERS HEALTH SYSTEM

36-3260495

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Rob Wright 3040 Salt Creek Lane Arlington Heights, IL 60005	Vice President, Managed Care 40 hrs/week	\$ 216,252	\$ 21,101	None
Daniel D'Brien 3040 Salt Creek Lane Arlington Heights, IL 60005	Executive Director, Foundation 40 hrs/week	\$ 196,926	\$ 23,743	None
Michael Kearns 3040 Salt Creek Lane Arlington Heights, IL 60005	Vice President, Marketing 40 hrs/week	\$ 200,293	\$ 11,929	None
Mary Ann Magnifico 3040 Salt Creek Lane Arlington Heights, IL 60005	Vice President, Construction 40 hrs/week	\$ 186,543	\$ 22,583	None
Thomas Flood 3040 Salt Creek Lane Arlington Heights, IL 60005	Administrator, BMF 40 hrs/week	\$ 170,712	\$ 19,869	None
Total number of other employees paid over \$50,000	▶ 68			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
<u>PROTEUS GROUP, LLC</u> P.O. BOX 66292, #602, AMF OHARE, IL 60666	ARCHITECTURAL SERVICES	4,721,556.
<u>HEALTH FUTURES DEVELOPMENT GROUP</u> 4610 S. ULSTER ST, DENVER CO 80237	CONSULTING	964,096.
<u>UNGARETTI & HARRIS</u> 3500 THREE 1ST NATIONAL PLAZA CHICAGO IL	LEGAL	847,626.
<u>METLIFE</u> 2650 WARRENVILLE RD, DOWNERS GROVE, IL	BENEFITS	791,879.
<u>NEUROLIFE, S.C.</u> 912 SOUTH WOOD STREET, CHICAGO, IL 60612	NEUROSURIGICAL SRVC	612,248.
Total number of others receiving over \$50,000 for professional services	▶ 34	

For Paperwork Reduction Act Notice, see the Instructions for Form 990 and Form 990-EZ.
JSA

Schedule A (Form 990 or 990-EZ) 2004

Part III Statements About Activities (See page 2 of the instructions.)		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ <u>N/A</u> (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B)		X
Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities			
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions)		
a	Sale, exchange, or leasing of property?		X
b	Lending of money or other extension of credit?		X
c	Furnishing of goods, services, or facilities?		X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? STMT 18	X	
e	Transfer of any part of its income or assets?		X
3a	Do you make grants for scholarships, fellowships, student loans, etc? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments)		X
b	Do you have a section 403(b) annuity plan for your employees?	X	
4a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?		X
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services?		X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions)

The organization is not a private foundation because it is (Please check only ONE applicable box)

- 5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
- 6 A school Section 170(b)(1)(A)(ii) (Also complete Part V)
- 7 A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)
- 8 A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
- 9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state ► _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the Support Schedule in Part IV-A)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A)
- 11b A community trust Section 170(b)(1)(A)(vi) (Also complete the Support Schedule in Part IV-A)
- 12 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 charitable, etc , 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). (Also complete the Support Schedule in Part IV-A)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above, or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See page 5 of the instructions)	
(a) Name(s) of supported organization(s)	(b) Line number from above
SEE STATEMENT 19	

14 An organization organized and operated to test for public safety Section 509(a)(4) (See page 5 of the instructions)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting.

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting NOT APPLICABLE

Table with columns for calendar year (or fiscal year beginning in) and rows for various income categories (15-25) and support calculations (26-28). Includes sub-rows for public support and unusual grants.

Part V Private School Questionnaire (See page 7 of the instructions.)

NOT APPLICABLE

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29	
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30	
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement)	31	

32 Does the organization maintain the following		
a Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d Copies of all material used by the organization or on its behalf to solicit contributions?	32d	
If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)		

33 Does the organization discriminate by race in any way with respect to		
a Students' rights or privileges?	33a	
b Admissions policies?	33b	
c Employment of faculty or administrative staff?	33c	
d Scholarships or other financial assistance?	33d	
e Educational policies?	33e	
f Use of facilities?	33f	
g Athletic programs?	33g	
h Other extracurricular activities?	33h	
If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement)		

34 a Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.	34b	
35 Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev. Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)

(To be completed **ONLY** by an eligible organization that filed Form 5768) **NOT APPLICABLE**

Check **a** if the organization belongs to an affiliated group Check **b** if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures

(The term "expenditures" means amounts paid or incurred)

		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount Enter the amount from the following table - If the amount on line 40 is - The lobbying nontaxable amount is -		
	Not over \$500,000 20% of the amount on line 40	41	
	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		
42	Grassroots nontaxable amount (enter 25% of line 41)	42	
43	Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720

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 45 through 50 on page 11 of the instructions)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
45	Lobbying nontaxable amount				
46	Lobbying ceiling amount (150% of line 45(e))				
47	Total lobbying expenditures				
48	Grassroots nontaxable amount				
49	Grassroots ceiling amount (150% of line 48(e))				
50	Grassroots lobbying expenditures				

Part VI-B Lobbying Activity by Nonelecting Public Charities

NOT APPLICABLE

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h)			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Form **5471**

(Rev. December 2004)

Department of the Treasury
Internal Revenue Service

Information Return of U.S. Persons With Respect to Certain Foreign Corporations

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning 01/01 04, and ending 12/31 04

OMB No 1545-0704
Attachment
Sequence No 121

File in Duplicate
(see When and Where
To File on page 1 of
the instructions)

Name of person filing this return Alexian Brothers Health System		A Identifying number 36-3260495	
Number, street, and room or suite no (or P O box number if mail is not delivered to street address) 3040 Salt Creek Lane		B Category of filer (See page 1 of the instructions. Check applicable box(es)) 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input checked="" type="checkbox"/> 5 <input checked="" type="checkbox"/>	
City or town, state, and ZIP code Arlington Heights, IL 60005		C Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period 100 %	
Filer's tax year beginning 01/01/2004 , and ending 12/31/2004			

D Person(s) on whose behalf this information return is filed

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director
N/A					

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign corporation Edessa Insurance Company, Ltd. Victoria Hall, Victoria Street, P.O.Box HM1826 Hamilton, HMHX Bermuda				b Employer identification number, if any None	
				c Country under whose laws incorporated Bermuda	
d Date of incorporation 03/10/1976	e Principal place of business Bermuda	f Principal business activity code number 524150	g Principal business activity Insurance	h Functional currency US Dollar	

2 Provide the following information for the foreign corporation's accounting period stated above

a Name, address, and identifying number of branch office or agent (if any) in the United States None		b If a U.S. income tax return was filed, enter	
		(i) Taxable income or (loss) N/A	(ii) U.S. income tax paid (after all credits) N/A
c Name and address of foreign corporation's statutory or resident agent in country of incorporation Marsh Management Services (Bermuda Ltd.) Victoria Hall Victoria Street, P.O.Box HM1826 Hamilton, HMHX Bermuda		d Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different	

Schedule A Stock of the Foreign Corporation

Part I - All Classes of Stock

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
Common Stock	120,000	120,000

Part II - Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a))	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether the stock is cumulative or noncumulative
N/A			

For Paperwork Reduction Act Notice, see page 13 of the instructions.

Form 5471 (Rev. 12-2004)

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See page 5 of instructions)

	(a) Name of country or U S possession	Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U S dollars
1	US			
2				
3				
4				
5				
6				
7				
8	Total			

Schedule F Balance Sheet

Important: Report all amounts in U S dollars prepared and translated in accordance with U.S GAAP. See page 5 of the instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	775,301	537,112
2a	Trade notes and accounts receivable		
b	Less allowance for bad debts	()	()
3	Inventories		
4	Other current assets (attach schedule) Statement 1	91,443	230,529
5	Loans to shareholders and other related persons		
6	Investment in subsidiaries (attach schedule)		
7	Other investments (attach schedule) Statement 1	15,331,076	26,182,756
8a	Buildings and other depreciable assets		
b	Less accumulated depreciation	()	()
9a	Depletable assets		
b	Less accumulated depletion	()	()
10	Land (net of any amortization)		
11	Intangible assets		
a	Goodwill		
b	Organization costs		
c	Patents, trademarks, and other intangible assets		
d	Less accumulated amortization for lines 11a, b, and c	()	()
12	Other assets (attach schedule) Statement 1	NONE	725,844
13	Total assets	16,197,820.00	27,676,241.00
Liabilities and Shareholders' Equity			
14	Accounts payable Statement 1	118,081	129,059
15	Other current liabilities (attach schedule)	986,433	495,281
16	Loans from shareholders and other related persons		
17	Other liabilities (attach schedule) Statement 1	10,190,263	22,167,979
18	Capital stock		
a	Preferred stock		
b	Common stock	120,000	120,000
19	Paid-in or capital surplus (attach reconciliation)	113,000	880,000
20	Retained earnings	4,670,043	3,883,922
21	Less cost of treasury stock	()	()
22	Total liabilities and shareholders' equity	16,197,820.00	27,676,241.00

Schedule G Other Information

- | | | |
|---|--------------------------|-------------------------------------|
| | Yes | No |
| 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign partnership? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If "Yes," see page 5 of the instructions for required attachment | | |
| 2 During the tax year, did the foreign corporation own an interest in any trust? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3 (see instructions)? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If "Yes," you are generally required to attach Form 8858 for each entity (see instructions). | | |

Schedule H Current Earnings and Profits (See page 5 of the instructions.)

Important: Enter the amounts on lines 1 through 5c in functional currency.

1 Current year net income or (loss) per foreign books of account	1	224,500
2 Net adjustments made to line 1 to determine current earnings and profits according to U S financial and tax accounting standards (see instructions).		
	Net Additions	Net Subtractions
a Capital gains or losses		
b Depreciation and amortization		
c Depletion		
d Investment or incentive allowance		
e Charges to statutory reserves		
f Inventory adjustments		
g Taxes		
h Other (attach schedule).		
3 Total net additions		
4 Total net subtractions		
5 a Current earnings and profits (line 1 plus line 3 minus line 4)	5a	224,500
b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c Combine lines 5a and 5b	5c	224,500
d Current earnings and profits in U S dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations (see instructions)).	5d	224,500
Enter exchange rate used for line 5d ▶		

Schedule I Summary of Shareholder's Income From Foreign Corporation (See page 5 of instructions)

1 Subpart F income (line 40b, Worksheet A in the instructions)	1	NONE
2 Earnings invested in U S property (line 17, Worksheet B in the instructions)	2	NONE
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	NONE
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	NONE
5 Factoring income	5	NONE
6 Total of lines 1 through 5 Enter here and on your income tax return See page 6 of instructions	6	NONE
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	NONE
8 Exchange gain or (loss) on a distribution of previously taxed income	8	NONE

- | | | |
|--|--------------------------|-------------------------------------|
| | Yes | No |
| • Was any income of the foreign corporation blocked? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| • Did any such income become unblocked during the tax year (see section 964(b))? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If the answer to either question is "Yes," attach an explanation | | |

**SCHEDULE J
(Form 5471)**

(Rev. December 2004)
Department of the Treasury
Internal Revenue Service

**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

Identifying number
36-3260495

Alexian Brothers Health System

Name of foreign corporation

Edessa Insurance Company, Ltd.

	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)		(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	
1 Balance at beginning of year	4,023,334	271,438			4,294,772.00
2a Current year E&P	224,500				
b Current year deficit in E&P					
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b)	4,247,834.00	271,438.00			
4 Amounts included under section 951(a) or reclassified under section 959(c) in current year					
5a Actual distributions or reclassifications of previously taxed E&P					
b Actual distributions of nonpreviously taxed E&P					
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)	4,247,834.00	271,438.00			
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)					
7 Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable.)	4,247,834.00	271,438.00			4,519,272.00

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 12-2004)

**Transactions Between Controlled Foreign Corporation
 and Shareholders or Other Related Persons**

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

Identifying number

Alexian Brothers Health System

36-3260495

Name of foreign corporation

Edessa Insurance Company, Ltd

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See page 10 of the instructions

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶

(a) Transactions of foreign corporation	(b) US person filing this return	(c) Any domestic corporation or partnership controlled by US person filing this return	(d) Any other foreign corporation or partnership controlled by US person filing this return	(e) 10% or more US shareholder of controlled foreign corporation (other than the US person filing this return)	(f) 10% or more US shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory)		During the	tax year,	there was	
2 Sales of property rights (patents, trademarks, etc)		no reportable	events.		
3 Compensation received for technical, managerial, engineering, construction, or like services					
4 Commissions received					
5 Rents, royalties, and license fees received					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)					
7 Interest received					
8 Premiums received for insurance or reinsurance					
9 Add lines 1 through 8					
10 Purchases of stock in trade (inventory)					
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc)					
13 Compensation paid for technical, managerial, engineering, construction, or like services					
14 Commissions paid					
15 Rents, royalties, and license fees paid					
16 Dividends paid					
17 Interest paid					
18 Add lines 10 through 17					
19 Amounts borrowed (enter the maximum loan balance during the year) - see instructions					
20 Amounts loaned (enter the maximum loan balance during the year) - see instructions					

**SCHEDULE O
(Form 5471)**

(Rev. December 2004)

Department of the Treasury
Internal Revenue Service

Organization or Reorganization of Foreign Corporation, and Acquisitions and Dispositions of its Stock

OMB No 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471 Alexian Brothers Health System	Identifying number 36-3260495
--	---

Name of foreign corporation
Edessa Insurance Company, Ltd.

Important: Complete a separate Schedule O for each foreign corporation for which information must be reported.

Part I To Be Completed by U.S. Officers and Directors

(a) Name of shareholder for whom acquisition information is reported	(b) Address of shareholder	(c) Identifying number of shareholder	(d) Date of original 10% acquisition	(e) Date of additional 10% acquisition

Part II To Be Completed by U.S. Shareholders

Note: If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person

Section A — General Shareholder Information

(a) Name, address, and identifying number of shareholder(s) filing this schedule	(b) For shareholder's latest U.S. income tax return filed, indicate			(c) Date (if any) shareholder last filed information return under section 6046 for the foreign corporation
	(1) Type of return (enter form number)	(2) Date return filed	(3) Internal Revenue Service Center where filed	
Alexian Brothers Health Systems	990T	08/15/2005	Internal Revenue Service Odgen, UT 84201-0027	12/31/2003

Section B — U.S. Persons Who Are Officers or Directors of the Foreign Corporation

(a) Name of U.S. officer or director	(b) Address	(c) Social security number	(d) Check appropriate box(es)	
			O	Dir

Section C — Acquisition of Stock

(a) Name of shareholder(s) filing this schedule	(b) Class of stock acquired	(c) Date of acquisition	(d) Method of acquisition	(e) Number of shares acquired		
				(1) Directly	(2) Indirectly	(3) Constructively

For Paperwork Reduction Act Notice, see the instructions for Form 5471.

Schedule O (Form 5471) (12-2004)

(f) Amount paid or value given	(g) Name and address of person from whom shares were acquired

Section D – Disposition of Stock

(a) Name of shareholder disposing of stock	(b) Class of stock	(c) Date of disposition	(d) Method of disposition	(e) Number of shares disposed of		
				(1) Directly	(2) Indirectly	(3) Constructively
Alexian Brothers Health Systems	Common	12/31/2004	Transfer	120,000		

(f) Amount received	(g) Name and address of person to whom disposition of stock was made
None	Alexian Brothers Medical Center 800 Biesterfield Road, Elk Grove Village, IL 60007

Section E – Organization or Reorganization of Foreign Corporation

(a) Name and address of transferor			(b) Identifying number (if any)	(c) Date of transfer

(d) Assets transferred to foreign corporation			(e) Description of assets transferred by, or notes or securities issued by, foreign corporation
(1) Description of assets	(2) Fair market value	(3) Adjusted basis (if transferor was U.S. person)	

Section F – Additional Information

(a) If the foreign corporation or a predecessor US corporation filed (or joined with a consolidated group in filing) a US income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits)

(b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any US person held 10% or more in value or vote (directly or indirectly) of the corporation's stock ►

(c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see page 13 of the instructions for an example)

Alexian Brothers Health Systems
December 31, 2004
EIN: 36-3260495

	<u>12/31/2003</u>	<u>12/31/2004</u>
<u>Form 5471, Schedule F, Line 4 - Other current assets:</u>		
Accrued Investment Income	<u>91,443</u>	<u>230,529</u>
Total	<u><u>91,443</u></u>	<u><u>230,529</u></u>
<u>Form 5471, Schedule F, Line 7 - Other investments:</u>		
Marketable Securities	<u>15,331,076</u>	<u>26,182,756</u>
Total	<u><u>15,331,076</u></u>	<u><u>26,182,756</u></u>
<u>Form 5471, Schedule F, Line 12 - Other assets:</u>		
Funds Withheld	NONE	1,365
Insurance Balance Receivables	<u>NONE</u>	<u>724,479</u>
Total	<u><u>NONE</u></u>	<u><u>725,844</u></u>
<u>Form 5471, Schedule F, Line 17 - Other liabilities:</u>		
Reserve for reported losses and loss expenses	370,286	1,904,146
Reserve for incurred but not reported losses and loss expenses	9,805,292	19,400,260
Reserve for retrospective premium adjustments	<u>14,685</u>	<u>863,573</u>
Total	<u><u>10,190,263</u></u>	<u><u>22,167,979</u></u>

FORM 990, PART I - OTHER INVESTMENT INCOME
=====

DESCRIPTION -----	AMOUNT -----
INCOME FROM CAPTIVE INSURANCE CO.	195,019.
UBI LOSS FROM PREMIER PURCHASING PARTNERS, L.P.	-51,843.
UBI INCOME FROM EDESSA INSURANCE CO, LTD	226,857.

TOTAL	370,033.
	=====

FORM 990, PART I - EXCLUDED CONTRIBUTIONS

=====

DESCRIPTION

AMOUNT

GARDEN BALL

179,767.

TOTAL

179,767.

=====

FORM 990, PART I - SPECIAL FUNDRAISING EVENTS AND ACTIVITIES

DESCRIPTION	GROSS REVENUE	DIRECT EXPENSES	NET INCOME
GARDEN BALL	41,665.	90,312.	-48,647.
TOTALS	41,665.	90,312.	-48,647.

FORM 990, PART I - OTHER INCREASES IN FUND BALANCES

DESCRIPTION	AMOUNT
MISCELLANEOUS ADJUSTMENT	136.
TOTAL	136.

FORM 990, PART I - OTHER DECREASES IN FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
TRANSFER TO AFFILIATES	35,334,000.
FASB 124 ADJUSTMENT	176,344.

TOTAL	35,510,344.
	=====

FORM 990, PART II - OTHER EXPENSES

DESCRIPTION	PROGRAM SERVICES
UTILITIES	263,536.
INSURANCE	33,271.
REAL ESTATE TAX	553,128.
PURCHASED SERVICES	2,022,680.
MISCELLANEOUS EXPENSE	220,764.
TOTALS	3,093,379.

FORM 990, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE
=====

TO SUPPORT HEALTHCARE RELATED ORGANIZATIONS WITHIN ALEXIAN BROTHERS
HEALTH SYSTEM - SEE STATEMENT 20.

FORM 990, PART IV - OTHER NOTES AND LOANS RECEIVABLE
 =====

BORROWER: CHICAGO HOSP RISK POOLING PROGRAM

ORIGINAL AMOUNT: 446,972.

DATE OF NOTE: 06/01/1998

REPAYMENT TERMS: ADVERSE LOSS EXPER CREATES DEFICIT OR NOTE TERMS

PURPOSE OF LOAN: IN PLACE OF ADDTL CONTRIB WHEN DEFICIT CREATED

BEGINNING BALANCE DUE	29,740.
ENDING BALANCE DUE	29,740.

BORROWER: ALEXIAN BROTHERS COMM SVCS OF ST LOUIS

ORIGINAL AMOUNT: 1,900,000.

INTEREST RATE: 0.050000

DATE OF NOTE: 06/13/2001

REPAYMENT TERMS: FROM SURPLUS PROFITS OF CO AS REQUIRED BY MO LAW.

BEGINNING BALANCE DUE	1,900,000.
ENDING BALANCE DUE	750,000.

BORROWER: ALEXIAN BROTHERS COMM SVCS OF ST LOUIS

ORIGINAL AMOUNT: 750,000.

INTEREST RATE: 0.050000

DATE OF NOTE: 12/31/2001

REPAYMENT TERMS: FROM SURPLUS PROFITS OF CO AS REQUIRED BY MO LAW.

BEGINNING BALANCE DUE	750,000.
ENDING BALANCE DUE	750,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	2,679,740.
	=====

TOTAL ENDING OTHER NOTES AND LOANS RECEIVABLES	1,529,740.
	=====

FORM 990, PART IV - INVESTMENTS - SECURITIES

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
CORPORATE BOND - SERIES 2004	NONE	51,656,566.
TOTALS	NONE	51,656,566.

FORM 990, PART IV - INVESTMENTS - OTHER
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
INVESTMENT IN INVESTMENT TRUST	50,359,706.	41,567,751.
BOARD DESIGNATED INVESTMENTS	1,001,546.	615,102.
	-----	-----
TOTALS	51,361,252.	42,182,853.
	=====	=====

FORM 990, PART IV - OTHER ASSETS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
INTEREST REC. & OTHER REC.	91,896.	100,684.
INVESTMENT IN SUBSIDIARY	4,904,043.	76,000.
INTEREST REC FROM AFFILIATES	340,420.	266,075.
RESTRICTED FUND GRANT	53,054.	31,596.
CASH SURRENDER VALUE FLEX	1,558,592.	2,029,535.
CHA INVESTMENT	1.	1.
DUES FROM AFFILIATES	4,419,019.	2,370,758.
DUES FROM ANGELINE MANSEAU TR	40,719.	40,719.
PENSION ASSETS	5,000,130.	5,461,219.
DEFERRED FINANCING COSTS	NONE	1,057,660.
	-----	-----
TOTALS	16,407,874.	11,434,247.
	=====	=====

FORM 990, PART IV - TAX-EXEMPT BOND LIABILITIES

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
SERIES 2004 BONDS	NONE	80,000,000.
SEE STATEMENT 13A		
TOTALS	----- NONE =====	----- 80,000,000. =====

Alexian Brothers Health Systems
December 31, 2004
EIN: 36-3260495

Form 990, Part IV, Line 64a - Tax-exempt bond liabilities:

The proceeds of the Series 2004 Bonds will be used, together with other available funds to pay or reimburse the Corporation for the payment of the costs of acquiring, constructing, renovating, remodeling and equipping certain health facilities, including but not limited to the modernization and expansion of hospital facilities at Alexian Brothers Medical Center, St Alexius Medical Center and Alexian Brothers Behavioral Health Hospital, to fund working capital and to pay certain expenses incurred in connection with the issuance of the Series 2004 Bonds, including the costs of obtaining the Initial Credit Facility to secure the Series 2004 Bonds.

Estimated Sources and Uses of Funds

Sources of Funds

Series 2004 Bonds	<u>80,000,000</u>
Total Sources of Funds	\$80,000,000

Uses of Funds

Project Costs	75,795,173
Working Capital	3,147,167
Issuance Expenses	<u>1,057,660</u>
Total Uses of Funds	\$80,000,000

FORM 990, PART IV - MORTGAGES AND OTHER NOTES PAYABLE

LENDER: CONNING ASSET MANAGEMENT COMPANY
 ORIGINAL AMOUNT: 5,051,521.
 INTEREST RATE: 0.071500
 DATE OF NOTE: 06/01/2001
 MATURITY DATE: 06/01/2013
 PURPOSE OF LOAN: PURCHASE OF A MEDICAL BUILDING IN HOFFMAN ESTATES.

BEGINNING BALANCE DUE	4,622,310.
ENDING BALANCE DUE	4,433,755.

TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	4,622,310.
---	------------

TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	4,433,755.
--	------------

FORM 990, PART IV - OTHER LIABILITIES
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
SERP RESTORATION	718,044.	841,468.
DUE TO AFFILIATES	32,187.	51,228.
RESTRICTED FUNDS	5,898,759.	5,051,831.
UNCLAIMED PROPERTY	18,521.	11,979.
DEFERRED LIABILITY	210,632.	NONE
FLEX PLAN LIABILITY	790,915.	615,102.
RESTRICTED LIABILITY - PLEDGES	221,766.	317,870.
	-----	-----
TOTALS	7,890,824.	6,889,478.
	=====	=====

FORM 990, PART VIII - ACCOMPLISHMENT OF EXEMPT PURPOSES

LINE NO. ---	EXPLANATION OF HOW EACH ACTIVITY FOR WHICH INCOME IS REPORTED IN COLUMN (E) OF PART VII CONTRIBUTED IMPORTANTLY TO THE ACCOMPLISHMENT OF EXEMPT PURPOSES -----
93A	COST SHARING REVENUE BETWEEN AFFILIATED CATHOLIC RELIGIOUS AND CHARITABLE EXEMPT ORGANIZATIONS.
93B	FEES FROM AFFILIATED CATHOLIC PARISHES FOR PARISH NURSE AND COUNSELING SERVICES.
99	REVENUE FROM SUBSIDIARY CORPORATION WHOSE PURPOSE IS TO BENEFIT THIS RELIGIOUS AND CHARITABLE ORGANIZATION AND ITS AFFILIATES.
103C	MISCELLANEOUS REVENUE WHICH CONTRIBUTES IMPORTANTLY TO THE EXEMPT PURPOSE OF PROVIDING SUPPORT TO THE HEALTHCARE RELATED ORGANIZATIONS WITHIN ALEXIAN BROTHERS HEALTH SYSTEM.

FORM 990, PART IX - INFORMATION REGARDING TAXABLE SUBSIDIARIES

NAME AND ADDRESS EMPLOYER IDENTIFICATION NUMBER	PERCENTAGE OWNERSHIP INTEREST	NATURE OF BUSINESS ACTIVITIES	TOTAL INCOME	ENDING ASSETS
EDESSA INSURANCE COMPANY, LTD VICTORIA HALL, VICTORIA ST. HAMILTON, HMHX BERMUDA NONE	100.000000	INSURANCE	12,896,989.	27,676,241.
TOTAL INCOME			12,896,989.	27,676,241.

SCHEDULE A, PART III - EXPLANATION FOR LINE 2D

SEE FORM 990, PART V

SCHEDULE A, PART IV - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

NAME(S) OF SUPPORTED ORGANIZATION(S) -----	BOX NUMBER FROM PART IV -----
ALEXIAN BROTHERS MEDICAL CENTER	07
ST. ALEXIUS MEDICAL CENTER	07
ALEXIAN BROTHERS BEHAVIORAL HEALTH HOSPITAL	07

Alexian Brothers Health System
December 31, 2004
FEIN 36-3260495

Form 990, Part III - Statement of Program Service Accomplishments:

For more than seven centuries, the Alexian Brothers have cared for the sick, the aged, the poor and the dying. The basic Judeo-Christian beliefs that inspired the founders of this worldwide Catholic religious congregation sustain its ministry today: to promote the physical, mental, spiritual, and social well-being of individuals of all creeds, races, nationalities and socioeconomic levels served through this Health Care Ministry.

Strengthened by community, prayer, commitment to the poor and the legacy of its founders, and in partnership with others, the Alexian Brothers witness the Healing Christ by a holistic approach to promoting health and caring for the sick, dying, aged and unwanted of all socioeconomic levels, outside as well as within the Alexian Health Care System.

Alexian Brothers Health System (the "System") carries out its exempt purposes by coordinating and managing the activities of the regional corporations for which it is the national member. Through these regional corporations, the System provides healthcare and other services to communities in suburban Chicago, IL; St. Louis, MO; Milwaukee, WI; and Signal Mountain, TN. As a charitable organization, it is recognized that not all individuals possess the ability to purchase essential medical services and further that our mission is to serve the community with respect to providing healthcare services and healthcare education. Therefore, in keeping with the System's commitment to serve all members of its community:

- ◆ Free care and/or subsidized care,
- ◆ Care to persons covered by governmental programs at below cost, and
- ◆ Health activities and programs to support the community

are considered and provided when appropriate. These activities include wellness programs, community education programs, special programs for the elderly, handicapped, medically underserved, and a variety of board community support activities.

The System provides care to persons covered by governmental programs at below cost. Recognizing its mission to the community, services are provided to both Medicare and Medicaid patients.

Charity care is also provided through many reduced price services and free programs offered throughout the year based upon activities and services which the System believes will serve a bona fide community health need.

In total, the System provided \$31.9 million of unreimbursed charity care, consisting of unreimbursed medical services, recruitment of physicians needed to meet community needs, pastoral care education and services, student programs, donated facilities for community use, and volunteering in other community health-related education and services.

As a religious organization, each of the Alexian Brothers Health System facilities operates a chapel and pastoral care department and assists in the promotion of the organization's Catholic identity and religious sponsorship while addressing the spiritual needs of patients and their families in a holistic manner.

Alexian Brothers Health Systems
December 31, 2004
EIN: 36-3260495

Form 990, Part IV, Line 55 - Investment - land, buildings, and equipment:

	<u>12/31/2003</u>	<u>12/31/2004</u>
Land held for future development	<u>4,122,173</u>	<u>4,122,173</u>
	<u><u>4,122,173</u></u>	<u><u>4,122,173</u></u>

Alexian Brothers Health Systems
 December 31, 2004
 EIN: 36-3260495

Form 990, Part II, Line 42 - Depreciation:

Depreciation Expense 1,410,052

Form 990, Part IV, Line 57 - Land, buildings, and equipment:

<u>Asset</u>	<u>Cost</u>	<u>12/31/2004 Accumulated Depreciation</u>	<u>End of Year Book Value</u>	<u>Method</u>
Land Improvements	\$ 12,081	\$12,081	\$ -	Straight Line
Buildings & Permanent Fixtures	8,840,462	1,617,203	\$ 7,223,259	Straight Line
Leasehold Improvements	6,465,426	1,290,330	\$ 5,175,096	Straight Line
Furniture, Fixtures & Equipment	6,589,185	2,226,272	\$ 4,362,913	Straight Line
Automobiles	57,248	44,102	\$ 13,146	
Construction in Progress	<u>527,890</u>	<u>0</u>	<u>\$ 527,890</u>	
Total	<u>\$ 22,492,292</u>	<u>\$5,189,988</u>	<u>\$ 17,302,304</u>	

Alexian Brothers Health Systems
December 31, 2004
EIN: 36-3260495

Form 990, Part IV-A and IV-B:

The audited financial statements of Alexian Brothers Health System and related organizations are prepared on a consolidated basis. As a result, the organization cannot reasonably prepare an accurate reconciliation from the audited financial statements to the tax return.

SCHEDULE V

36-3260495
 2004 Form 990
 Part V

Name & Address	Title *	Compensation	Contribution to Employee Benefit Plan	Expense Account Allowance
Dean Grant 3040 Salt Creek Lane Arlington Heights, IL 60005	Senior Vice President Alexian Brothers Health System	\$ 547,363.31	\$ 72,056.13	None
Charles Goulet 3040 Salt Creek Lane Arlington Heights, IL 60005	Director	None	None	None
Thomas W. Rand 3040 Salt Creek Lane Arlington Heights, IL 60005	Director	None	None	None
Jerry Capizzi 3040 Salt Creek Lane Arlington Heights, IL 60005	Director	None	None	None
Brother James Classon** 3040 Salt Creek Lane Arlington Heights, IL 60005	Secretary	None	None	None
Brother Theodore Loucks 3040 Salt Creek Lane Arlington Heights, IL 60005	Director	None	None	None
Brother Lawrence Krueger** 3040 Salt Creek Lane Arlington Heights, IL 60005	Director/ Chairperson	None	None	None
Brother Thomas Keusenkothen** 3040 Salt Creek Lane Arlington Heights, IL 60005	Director/ President/CEO	None	None	None
Virginia Golembiewski 3040 Salt Creek Lane Arlington Heights, IL 60005	Assistant Secretary	\$ 52,674.65	\$ 6,880.74	None
Kathleen Kangail 3040 Salt Creek Lane Arlington Heights, IL 60005	Assistant Secretary	\$ 41,519.07	\$ 4,652.27	None
Sister Rene Rose, DC 3040 Salt Creek Lane Arlington Heights, IL 60005	Director	None	None	None
Roger Johnson 3040 Salt Creek Lane Arlington Heights, IL 60005	President/CEO Alexian Brothers Medical Center	\$ 395,425.19	\$ 53,022.70	None
Sandy Vitellaro 3040 Salt Creek Lane Arlington Heights, IL 60005	Assistant Secretary	\$ 50,924.90	\$ 16,332.27	None

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SCHEDULE V

36-3260495
 2004 Form 990
 Part V

<u>Name & Address</u>	<u>Title *</u>	<u>Compensation</u>	<u>Contribution to Employee Benefit Plan</u>	<u>Expense Account Allowance</u>
Brother Richard Dube, CFA** 3040 Salt Creek Lane Arlington Heights, IL 60005	Director	None	None	None
Kenneth McHugh 3040 Salt Creek Lane Arlington Heights, IL 60005	Director	None	None	None
James Sances 3040 Salt Creek Lane Arlington Heights, IL 60005	Vice President & Treasurer Alexian Brothers Health System	\$ 352,105.90	\$ 52,822.97	None
Robin Chopp 3040 Salt Creek Lane Arlington Heights, IL 60005	Vice President/ CFO St. Alexius Medical Center	\$ 233,047.30	\$ 36,174.57	None
Edward Goldberg 3040 Salt Creek Lane Arlington Heights, IL 60005	President/CEO St. Alexius Medical Center	\$ 493,171.66	\$ 69,958.16	None
Deno Fabbre 3040 Salt Creek Lane Arlington Heights, IL 60005	President/CEO Alexian Brothers Community Services-St. Louis	\$ 136,739.60	\$ 30,607.22	None
Linda Gump 3040 Salt Creek Lane Arlington Heights, IL 60005	Vice President St. Alexius Medical Center	\$ 170,236.57	\$ 30,665.87	None
Dr. Bernard Moore 3040 Salt Creek Lane Arlington Heights, IL 60005	Vice President Alexian Brothers Medical Center	\$ 57,511.35	\$ 1,064.05	None
Seneca Foote 3040 Salt Creek Lane Arlington Heights, IL 60005	President/CEO Alexian Village of Tennessee	\$ 177,349.64	\$ 34,926.04	None
Mark Frey 3040 Salt Creek Lane Arlington Heights, IL 60005	President/CEO Alexian Brothers Behavioral Health Hospital	\$ 335,339.04	\$ 51,171.41	None
Viston Taylor 3040 Salt Creek Lane Arlington Heights, IL 60005	President/CEO Alexian Brothers Community Services	\$ 175,074.51	\$ 14,338.81	None

Statement 259

SCHEDULE V

36-3260495
 2004 Form 990
 Part V

<u>Name & Address</u>	<u>Title</u> *	<u>Compensation</u>	<u>Contribution to Employee Benefit Plan</u>	<u>Expense Account Allowance</u>
Terry Heck 3040 Salt Creek Lane Arlington Heights, IL 60005	Senior VP Alexian Brothers Medical Center	\$ 215,670.75	\$ 37,990.48	None
Eileen Gillespie 3040 Salt Creek Lane Arlington Heights, IL 60005	Vice President, Alexian Brothers Medical Center	\$ 165,474.84	\$ 19,674.86	None
Christine Budzinsky 3040 Salt Creek Lane Arlington Heights, IL 60005	Vice President St. Alexius Medical Center	\$ 212,145.12	\$ 34,533.72	None
David Jones 3040 Salt Creek Lane Arlington Heights, IL 60005	Vice President Alexian Brothers Behavioral Health Hospital	\$ 92,003.48	\$ 11,823.32	None
Gary Mohn 3040 Salt Creek Lane Arlington Heights, IL 60005	President/CEO Alexian Village of Milwaukee	\$ 195,857.32	\$ 19,292.24	None
Kevin Mulhearn 3040 Salt Creek Lane Arlington Heights, IL 60005	CFO Elderly Services	\$ 150,517.96	\$ 28,164.01	None
Robert Rosenberger 3040 Salt Creek Lane Arlington Heights, IL 60005	CFO Alexian Brothers Behavioral Health Hospital	\$ 46,376.63	\$ 5,694.50	None
Mike Roth 3040 Salt Creek Lane Arlington Heights, IL 60005	Administrator Alexian Brothers Sherbrooke Village	\$ 153,556.84	\$ 32,462.18	None
Anthony Altobella 3040 Salt Creek Lane Arlington Heights, IL 60005	Administrator Alexian Brothers Lansdowne Village	\$ 92,899.30	\$ 7,737.90	None
Mark Majkowski 3040 Salt Creek Lane Arlington Heights, IL 60005	Vice President Alexian Brothers Health System	\$ 163,051.96	\$ 33,500.87	None
John Werrbach 3040 Salt Creek Lane Arlington Heights, IL 60005	Vice President Alexian Brothers Health System	\$ 160,444.96	\$ 36,484.07	None
Penny Davis 3040 Salt Creek Lane Arlington Heights, IL 60005	Vice President Alexian Brothers Health System	\$ 163,438.98	\$ 33,642.64	None

Statement 25 b

SCHEDULE V

36-3260495
 2004 Form 990
 Part V

<u>Name & Address</u>	<u>Title</u> *	<u>Compensation</u>	<u>Contribution to Employee Benefit Plan</u>	<u>Expense Account Allowance</u>
Kathleen Prunty 3040 Salt Creek Lane Arlington Heights, IL 60005	Vice President Alexian Brothers Medical Center	\$ 146,516.02	\$ 29,897.21	None
Debra Susie-Lattner 3040 Salt Creek Lane Arlington Heights, IL 60005	Vice President Alexian Brothers Medical Center	\$ 193,097.31	\$ 28,601.64	None

* Time devoted to position - 1 hour/week

**No salary is reported for Brothers as the salary for the Brothers is paid to the Order and not to individuals pursuant to a vow of poverty taken by the Brothers.

Statement 25c

ALEXIAN BROTHERS HEALTH SYSTEM
FYE 12/31/04

FEDERAL FORM 990

PART VI, LINE 80b

<u>Related Organizations</u>	<u>Tax Status</u>
Alexian Brothers of San Jose, Inc.	Exempt
Thelen of San Jose, Inc.	Non-exempt
Alexian Brothers Lansdowne Village	Exempt
Alexian Brothers of Missouri, Inc.	Exempt
Alexian Brothers of St. Louis, Inc.	Exempt
Alexian Brothers Services, Inc.	Exempt
Alexian Brothers Sherbrooke Village	Exempt
Alexian Brothers Behavioral Health Hospital	Exempt
Alexian Brothers Corporate Health Services	Exempt
Alexian Brothers Health Providers Association, Inc.	Non-exempt
Alexian Brothers Hospital Network	Exempt
Alexian Brothers Medical Center	Exempt
Alexian Brothers Northwest Mental Health Association	Exempt
Alexian Center for Mental Health	Exempt
Alexian Brothers of the Midwest, Inc.	Exempt
Bonaventure Medical Foundation, L.L.C.	Exempt
Savelli Properties, Inc.	Exempt
St. Alexius Medical Center	Exempt
Alexian Village of Elk Grove	Non-exempt
Alexian Brothers Bonaventure House	Exempt
Alexian Brothers Community Services of St. Louis	Exempt
Alexian Brothers Community Services	Exempt
Alexian Brothers Health System, Inc. Investment Trust	Exempt
Alexian Brothers of America, Inc.	Exempt
Brothers of St. Alexius Health and Welfare Fund, Inc.	Exempt
Congregation of Alexian Brothers Immaculate Conception Province, Inc.	Exempt
Edessa Insurance Company, Ltd.	Non-exempt
AB Manor Corporation	Exempt
Alexian Brothers of New Jersey, Inc.	Exempt
Alexian Elderly Services, Inc.	Exempt
Alexian Village of Milwaukee, Inc.	Exempt
Alexian Brothers of the Southeast, Inc.	Exempt
Alexian Village of Tennessee	Exempt
Alexian Grove, Inc.	Exempt
Alexian Senior Neighbors of Chattanooga, Inc.	Exempt
The Frye Institute	Exempt

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box

If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only.

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile.

Type or print File by the due date for filing your return. See Instructions	Name of Exempt Organization Alexian Brothers Health System	Employer identification number 36-3260495
	Number, street, and room or suite no. If a P.O. box, see instructions 3040 Salt Creek Lane	SENT TO MAY 16 2005
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Arlington Heights, IL 60005	

Check type of return to be filed (file a separate application for each return):

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T(sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

The books are in the care of **Jean Justice**

Telephone No. **847-385-7160** FAX No. **847-483-7034**

If the organization does not have an office or place of business in the United States, check this box

If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) If this is for the **whole group**, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until **AUGUST 15**, **2005**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2004** or
▶ tax year beginning _____, _____, and ending _____, _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ **NONE**

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ **NONE**

c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ **NONE**

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

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

Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy.

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization Alexian Brothers Health System	Employer Identification number 36-3260495
	Number, street, and room or suite no. If a P.O. box, see instructions. 3040 Salt Creek Lane	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Arlington Heights, IL 60005	

Check type of return to be filed (File a separate application for each return):

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T(sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 4720	

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

- The books are in the care of **Jean Justice**
Telephone No. **847-385-7160** FAX No. **847-483-7034**
- If the organization does not have an office or place of business in the United States, check this box,
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) If this is for the **whole group**, check this box . If it is for **part of the group**, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **November 15, 2005**.
- For calendar year **2004**, or other tax year beginning _____ and ending _____.
- If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension **TAXPAYER REQUESTS ADDITIONAL TIME TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.**

- If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions **SENT TO**
- If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 **AUG 12 2005**
- Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions **IRS**

Signature and Verification

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

Signature **John D. Woodruff** Title **ATTORNEY** Date **8/12/05**

Notice to Applicant - To Be Completed by the IRS

- We have approved this application. Please attach this form to the organization's return.
- We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- We have not approved this application. After considering the reasons stated in Item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested.
- Other _____

Director _____ By: _____ Date _____

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	Name KPMG LLP
	Number and street (Include suite, room, or apt. no.) or a P.O. box number 303 EAST WACKER DRIVE
	City or town, province or state, and country (Including postal or ZIP code) CHICAGO, IL 60601