

# Return of Organization Exempt From Income Tax

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

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

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

<b>B</b> Check if applicable: <input checked="" 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.	<b>C</b> Name of organization <b>YOUVILLE HOSPITAL AND REHABILITATION CENTER, INC</b> Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite <b>420 BEDFORD ST</b> City or town, state or country, and ZIP + 4 <b>LEXINGTON, MA 02420</b> <b>F</b> Name and address of principal officer: <b>JOHN AHLE</b> <b>SAME AS C ABOVE</b>	<b>D</b> Employer identification number <b>04-3239563</b> <b>E</b> Telephone number <b>781-862-1634</b> <b>G</b> Gross receipts \$ <b>59,291,984.</b> <b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c)</b> Group exemption number ▶ <b>0928</b>
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c) ( <b>3</b> ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>J</b> Website: ▶ <b>WWW.COVENANTHS.ORG</b>	
<b>K</b> Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation: <b>1996</b> <b>M</b> State of legal domicile: <b>MA</b>	

Part I Summary			
	1 Briefly describe the organization's mission or most significant activities: <b>INPATIENT SERVICES APPROXIMATELY 52,348 PATIENT DAYS. SERVED AS AN INTERGRAL PART IN THE CONTINUUM OF</b>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
Activities & Governance	3 Number of voting members of the governing body (Part VI, line 1a) .....	3	10
	4 Number of independent voting members of the governing body (Part VI, line 1b) .....	4	9
	5 Total number of employees (Part V, line 2a) .....	5	0
	6 Total number of volunteers (estimate if necessary) .....	6	0
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C) .....	7a	0.
	7b Net unrelated business taxable income from Form 990-T, line 34 .....	7b	0.
	Revenue	8 Contributions and grants (Part VIII, line 1h) .....	Prior Year
9 Program service revenue (Part VIII, line 2g) .....		58,991,437.	59,291,984.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) .....			
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) .....			
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) .....		58,991,437.	59,291,984.
Expenses		13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) .....	
	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) .....	28,971,820.	30,145,127.
	16a Professional fundraising fees (Part IX, column (A), line 11e) .....		
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ .....	32,230,635.	32,547,230.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) .....	61,202,455.	62,692,357.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) .....	-2,211,018.	-3,400,373.	
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12 .....	Beginning of Year	End of Year
	20 Total assets (Part X, line 16) .....	11,036,797.	13,856,165.
	21 Total liabilities (Part X, line 26) .....	2,634,589.	4,497,069.
22 Net assets or fund balances. Subtract line 21 from line 20 .....	8,402,208.	9,359,096.	

<b>Part II Signature Block</b>			
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 <b>JOHN AHLE, CHIEF FINANCIAL OFFICER</b>	Date	
	Type or print name and title		
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP + 4 <b>WILLIAM STEELE &amp; ASSOCIATES, PC</b> <b>40 STARK STREET</b> <b>MANCHESTER, NEW HAMPSHIRE 03104</b>	EIN ▶	Preparer's identifying number (see instructions)
		Phone no. ▶	

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

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CENTER, INC

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**Part III Statement of Program Service Accomplishments** (see instructions)

1 Briefly describe the organization's mission:  
INPATIENT SERVICES APPROXIMATELY 52,348 PATIENT DAYS. SERVED AS  
AN INTERGRAL PART IN THE CONTINUUM OF CARE FROM ACUTE  
CARE HOSPITAL TO NURSING HOME OR HOME DISCHARGE

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No  
If "Yes", describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No  
If "Yes", describe these changes on Schedule O.

4 Describe the 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.

4a (Code: ) (Expenses \$ 62,692,357. including grants of \$ ) (Revenue \$ 59,291,984. )  
INPATIENT SERVICES APPROXIMATELY 52,348 PATIENT DAYS. SERVED AS AN  
INTERGRAL PART IN THE CONTINUUM OF CARE FROM ACUTE CARE HOSPITAL TO  
NURSING HOME OR HOME DISCHARGE.

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

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

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

4e Total program service expenses ► \$ 62,692,357. (Must equal Part IX, Line 25, column (B).)

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**Part IV Checklist of Required Schedules**

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> .....	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors? .....		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> .....		X
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i> .....		X
5	<b>Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> 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> .....		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> .....		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> .....		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> .....		X
10	Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> .....	X	
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> .....	X	
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> .....		X
13	Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> .....		X
14a	Did the organization maintain an office, employees, or agents outside of the U.S.? .....		X
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> .....		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i> .....		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i> .....		X
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> .....		X
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> .....		X
19	Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> .....		X
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i> .....	X	
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> .....		X
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> .....		X
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i> .....	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i> .....		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....		X
b	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> .....		X
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> .....		X
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> .....		X

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

		Yes	No
<b>28</b>	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
<b>a</b>	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> .....		<b>X</b>
<b>b</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> .....		<b>X</b>
<b>c</b>	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> .....		<b>X</b>
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....		<b>X</b>
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....		<b>X</b>
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		<b>X</b>
<b>32</b>	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> .....		<b>X</b>
<b>33</b>	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> .....		<b>X</b>
<b>34</b>	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> .....	<b>X</b>	
<b>35</b>	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> .....		<b>X</b>
<b>36</b>	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		<b>X</b>
<b>37</b>	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> .....		<b>X</b>

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**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**

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.

		Yes	No
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	
16a	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? .....		

**Section C. Disclosure**

17	List the states with which a copy of this Form 990 is required to be filed ► <u>MA</u>
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 checked="" 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: ► <u>COVENANT HEALTH SYSTEMS - 781-862-1634</u> <u>420 BEDFORD ST, LEXINGTON, MA 02420</u>

**YOUVILLE HOSPITAL AND REHABILITATION  
CENTER, INC**

**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			
DANIEL P. LEAHEY PRESIDENT/CEO	40.00	X		X				0.	298,550.	48,864.
MICHAEL J. MCHUGH CHAIRMAN	0.50	X						0.	0.	0.
MARVIN GILMORE SECRETARY	0.50	X						0.	0.	0.
JOHN F. CLUNAN BOARD MEMBER	0.50	X						0.	0.	0.
PETER DAVIS BOARD MEMBER	0.50	X						0.	0.	0.
DONALD M. DEHART JR BOARD MEMBER	0.50	X						0.	0.	0.
VERONICA FERRO BOARD MEMBER	0.50	X						0.	0.	0.
H.WILLIAM ADAMS III BOARD MEMBER	0.50	X						0.	0.	0.
SUSAN S. STRANG BOARD MEMBER	0.50	X						0.	0.	0.
DIXON BRANDT BOARD MEMBER	0.50	X						0.	0.	0.
JONATHAN SCHWARTZ CHIEF MEDICAL OFFICER	40.00			X				0.	213,795.	15,534.
MICHAEL J. KELLER CHIEF FINANCIAL OFFICER	40.00			X				0.	149,438.	20,446.
MELVYN HECHT CHIEF MEDICAL OFFICER	40.00			X				0.	283,495.	21,257.
ARUN CHAUDHARY PHYSICIAN	40.00					X		0.	232,390.	26,548.
BRIAN ASH PHYSICIAN	40.00					X		0.	210,984.	26,379.
SANDRA WANG PHYSICIAN	40.00					X		0.	209,971.	15,404.
LYNN ESHLEMAN PHYSICIAN	40.00					X		0.	210,736.	18,985.

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**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			
MICHAEL GREGORY PHYSICIAN	40.00					X		0.	201,374.	19,585.
<b>1b Total</b>								0.	2,010,733.	213,002.

**2** Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization 0

	Yes	No
<b>3</b> Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
<b>4</b> 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? <i>If "Yes," complete Schedule J for such individual</i>	X	
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		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. **NONE**

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

**2** Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization 0

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<b>Part VIII Statement of Revenue</b>			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1 a</b> Federated campaigns .....	<b>1a</b> _____				
	<b>b</b> Membership dues .....	<b>1b</b> _____				
	<b>c</b> Fundraising events .....	<b>1c</b> _____				
	<b>d</b> Related organizations .....	<b>1d</b> _____				
	<b>e</b> Government grants (contributions)	<b>1e</b> _____				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above .....	<b>1f</b> _____				
	<b>g</b> Noncash contributions included in lines 1a-1f: \$ _____					
	<b>h Total.</b> Add lines 1a-1f .....					
<b>Program Service Revenue</b>	<b>2 a</b> <u>PATIENT SERVICE REVENUE</u> .....	<b>Business Code</b> 621300	59291984.	59291984.		
	<b>b</b> _____					
	<b>c</b> _____					
	<b>d</b> _____					
	<b>e</b> _____					
	<b>f</b> All other program service revenue .....					
	<b>g Total.</b> Add lines 2a-2f .....		59291984.			
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) .....					
	<b>4</b> Income from investment of tax-exempt bond proceeds .....					
	<b>5</b> Royalties .....					
	<b>6 a</b> Gross Rents .....	(i) Real				
		(ii) Personal				
		<b>b</b> Less: rental expenses .....				
		<b>c</b> Rental income or (loss) .....				
	<b>d</b> Net rental income or (loss) .....					
	<b>7 a</b> Gross amount from sales of assets other than inventory .....	(i) Securities				
		(ii) Other				
		<b>b</b> Less: cost or other basis and sales expenses .....				
		<b>c</b> Gain or (loss) .....				
	<b>d</b> Net gain or (loss) .....					
	<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 .....	<b>a</b> _____				
		<b>b</b> Less: direct expenses .....	<b>b</b> _____			
		<b>c</b> Net income or (loss) from fundraising events .....				
	<b>9 a</b> Gross income from gaming activities. See Part IV, line 19 .....	<b>a</b> _____				
		<b>b</b> Less: direct expenses .....	<b>b</b> _____			
		<b>c</b> Net income or (loss) from gaming activities .....				
	<b>10 a</b> Gross sales of inventory, less returns and allowances .....	<b>a</b> _____				
<b>b</b> Less: cost of goods sold .....		<b>b</b> _____				
<b>c</b> Net income or (loss) from sales of inventory .....						
<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
<b>11 a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> All other revenue .....						
<b>e Total.</b> Add lines 11a-11d .....						
<b>12 Total Revenue.</b> Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e .....			59291984.	59291984.	0.	0.

**YOUVILLE HOSPITAL AND REHABILITATION  
CENTER, INC**

Form 990 (2008)

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**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.  
All other organizations must complete column (A) 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 .....				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 .....				
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 .....				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) .....				
7 Other salaries and wages .....	25,324,936.	25,324,936.		
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) .....	546,698.	546,698.		
9 Other employee benefits .....	2,403,848.	2,403,848.		
10 Payroll taxes .....	1,869,645.	1,869,645.		
11 Fees for services (non-employees):				
a Management .....				
b Legal .....				
c Accounting .....				
d Lobbying .....				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees .....				
g Other .....				
12 Advertising and promotion .....				
13 Office expenses .....	42,972.	42,972.		
14 Information technology .....				
15 Royalties .....				
16 Occupancy .....				
17 Travel .....	588.	588.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings .....	43,272.	43,272.		
20 Interest .....				
21 Payments to affiliates .....				
22 Depreciation, depletion, and amortization .....				
23 Insurance .....				
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 <b>YOUVILLE LIFECARE ALLOC</b> .....	17,727,035.	17,727,035.		
b <b>OTHER EXPENSES</b> .....	6,553,570.	6,553,570.		
c <b>DRUG COSTS</b> .....	4,466,591.	4,466,591.		
d <b>NURGING AGENCY COSTS</b> .....	1,064,647.	1,064,647.		
e <b>OUTSIDE HOSPITAL COSTS</b> .....	1,052,063.	1,052,063.		
f All other expenses .....	1,596,492.	1,596,492.		
25 <b>Total functional expenses.</b> Add lines 1 through 24f	62,692,357.	62,692,357.	0.	0.
26 <b>Joint Costs.</b> 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 ...				

**YOUVILLE HOSPITAL AND REHABILITATION  
CENTER, INC**

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**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
<b>Assets</b>	1 Cash - non-interest-bearing .....	1,773.	1	1,626.
	2 Savings and temporary cash investments .....		2	
	3 Pledges and grants receivable, net .....		3	
	4 Accounts receivable, net .....	10,417,748.	4	12,137,250.
	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 .....		7	
	8 Inventories for sale or use .....	617,276.	8	544,841.
	9 Prepaid expenses and deferred charges .....		9	
	10a Land, buildings, and equipment: cost basis ... <b>10a</b>			
	b Less: accumulated depreciation. Complete Part VI of Schedule D ... <b>10b</b>			
			<b>10c</b>	
	11 Investments - publicly traded securities .....		11	
	12 Investments - other securities. See Part IV, line 11 .....		12	
	13 Investments - program-related. See Part IV, line 11 .....		13	
	14 Intangible assets .....		14	
15 Other assets. See Part IV, line 11 .....	0.	15	1,172,448.	
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	11,036,797.	16	13,856,165.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses .....	2,634,589.	17	4,497,069.
	18 Grants payable .....		18	
	19 Deferred revenue .....		19	
	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 .....		25	
	26 <b>Total liabilities.</b> Add lines 17 through 25 .....	2,634,589.	26	4,497,069.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	27 Unrestricted net assets .....	7,090,673.	27	8,408,611.
	28 Temporarily restricted net assets .....	1,311,535.	28	950,485.
	29 Permanently restricted net assets .....		29	
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	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 <b>Total net assets or fund balances</b> .....	8,402,208.	33	9,359,096.	
34 <b>Total liabilities and net assets/fund balances</b> .....	11,036,797.	34	13,856,165.	

**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? .....	2a		X
b	Were the organization's financial statements audited by an independent accountant? .....	2b		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? .....	2c	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? .....	3a		X
b	If "Yes," did the organization undergo the required audit or audits? .....	3b		



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

**Section B. Total Support**

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

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

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

**Part III Support Schedule for Organizations Described in Section 509(a)(2)** (Complete only if you checked the box on line 9 of Part I.)

**Section A. Public Support**

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

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support</b> (Add lines 9, 10c, 11, and 12.)						
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

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

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

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

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

**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 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 **YOUVILLE HOSPITAL AND REHABILITATION CENTER, INC**

Employer identification number  
**04-3239563**

**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? .....
- 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)? .....
- 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 ..... ▶ \$ \_\_\_\_\_

**YOUVILLE HOSPITAL AND REHABILITATION  
CENTER, INC**

**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:

- c** Beginning balance .....  
**d** Additions during the year .....  
**e** Distributions during the year .....  
**f** Ending balance .....

	Amount
<b>1c</b>	
<b>1d</b>	
<b>1e</b>	
<b>1f</b>	

**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
<b>1a</b> Beginning of year balance .....	1,311,535.				
<b>b</b> Contributions .....					
<b>c</b> Investment earnings or losses .....					
<b>d</b> Grants or scholarships .....					
<b>e</b> Other expenditures for facilities and programs .....	361,050.				
<b>f</b> Administrative expenses .....					
<b>g</b> End of year balance .....	950,485.				

**2** Provide the estimated percentage of the year end balance held as:

- a** Board designated or quasi-endowment ▶ 100.00 %  
**b** Permanent endowment ▶ \_\_\_\_\_ %  
**c** Term endowment ▶ .00 %

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

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

	Yes	No
<b>3a(i)</b>		X
<b>3a(ii)</b>		X
<b>3b</b>		

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

**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
<b>1a</b> Land .....				
<b>b</b> Buildings .....				
<b>c</b> Leasehold improvements .....				
<b>d</b> Equipment .....				
<b>e</b> Other .....				

**Total.** Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).) 0.



**YOUVILLE HOSPITAL AND REHABILITATION  
CENTER, INC**

**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	59,291,984.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	62,692,357.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-3,400,373.
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	4,357,261.
9	Total adjustments (net). Add lines 4-8	9	4,357,261.
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	956,888.

**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 XI, LINE 8 - OTHER ADJUSTMENTS:**

**TRANSFER FROM YOUVILLE LIFECARE: 4357261.**

**SCHEDULE H  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Hospitals**

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

OMB No. 1545-0047

**2008**  
Open to Public  
Inspection

Name of the organization **YOUVILLE HOSPITAL AND REHABILITATION CENTER, INC** Employer identification number **04-3239563**

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

	Yes	No
<b>1a</b> Does the organization have a charity care policy? If "No," skip to question 6a .....		
<b>1b</b> If "Yes," is it a written policy? .....		
<b>2</b> 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		
<b>3</b> Answer the following based on the charity care eligibility criteria that applies to the largest number of the organization's patients.		
<b>3a</b> 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>3b</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 _____ %		
<b>c</b> 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.		
<b>4</b> Does the organization's policy provide free or discounted care to the "medically indigent"? .....		
<b>5a</b> Does the organization budget amounts for free or discounted care provided under its charity care policy? .....		
<b>5b</b> If "Yes," did the organization's charity care expenses exceed the budgeted amount? .....		
<b>5c</b> If "Yes" to line 5b, as a result of budget considerations, was the organization unable to provide free or discounted care to a patient who was eligible for free or discounted care? .....		
<b>6a</b> Does the organization prepare an annual community benefit report? .....		
<b>6b</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
<b>Charity Care and Means-Tested Government Programs</b>						
<b>a</b> Charity care at cost (from Worksheets 1 and 2) .....						
<b>b</b> Unreimbursed Medicaid (from Worksheet 3, column a) .....						
<b>c</b> Unreimbursed costs - other means-tested government programs (from Worksheet 3, column b) .....						
<b>d Total</b> Charity Care and Means-Tested Government Programs ...						
<b>Other Benefits</b>						
<b>e</b> Community health improvement services and community benefit operations (from Worksheet 4) .....						
<b>f</b> Health professions education (from Worksheet 5) .....						
<b>g</b> Subsidized health services (from Worksheet 6) .....						
<b>h</b> Research (from Worksheet 7) .....						
<b>i</b> Cash and in-kind contributions to community groups (from Worksheet 8) .....						
<b>j Total</b> Other Benefits .....						
<b>k Total</b> (line 7d and 7j) .....						



**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

**2008**

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

Open to Public Inspection

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

Department of the Treasury  
Internal Revenue Service

Name of the organization **YOUVILLE HOSPITAL AND REHABILITATION CENTER, INC** Employer identification number **04-3239563**

**Part I Questions Regarding Compensation**

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

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

**b** If 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 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:

- |  |           |          |
|--|-----------|----------|
| <b>a</b> Receive a severance payment or change of control payment?                             | <b>4a</b> | <b>X</b> |
| <b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? | <b>4b</b> | <b>X</b> |
| <b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement?    | <b>4c</b> | <b>X</b> |
- 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:

- |                                    |           |          |
|------------------------------------|-----------|----------|
| <b>a</b> The organization?         | <b>5a</b> | <b>X</b> |
| <b>b</b> Any related organization? | <b>5b</b> | <b>X</b> |
- 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:

- |                                    |           |          |
|------------------------------------|-----------|----------|
| <b>a</b> The organization?         | <b>6a</b> | <b>X</b> |
| <b>b</b> Any related organization? | <b>6b</b> | <b>X</b> |
- 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

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

Schedule J (Form 990) 2008

**YOUVILLE HOSPITAL AND REHABILITATION  
CENTER, INC**

Schedule J (Form 990) 2008

04-3239563

Page 2

**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				
(i) DANIEL P. LEAHEY	0.	0.	0.	0.	0.	0.	0.
(ii) DANIEL P. LEAHEY	271,695.	0.	26,855.	40,028.	8,836.	347,414.	0.
(i) JONATHAN SCHWARTZ	0.	0.	0.	0.	0.	0.	0.
(ii) JONATHAN SCHWARTZ	205,614.	0.	8,181.	10,940.	4,594.	229,329.	0.
(i) MICHAEL J. KELLER	0.	0.	0.	0.	0.	0.	0.
(ii) MICHAEL J. KELLER	133,487.	0.	15,951.	7,749.	12,697.	169,884.	0.
(i) MELVYN HECHT	0.	0.	0.	0.	0.	0.	0.
(ii) MELVYN HECHT	256,718.	0.	26,777.	19,769.	1,488.	304,752.	0.
(i) ARUN CHAUDHARY	0.	0.	0.	0.	0.	0.	0.
(ii) ARUN CHAUDHARY	212,200.	19,802.	388.	7,148.	19,400.	258,938.	0.
(i) BRIAN ASH	0.	0.	0.	0.	0.	0.	0.
(ii) BRIAN ASH	172,246.	23,172.	15,566.	6,505.	19,874.	237,363.	0.
(i) SANDRA WANG	0.	0.	0.	0.	0.	0.	0.
(ii) SANDRA WANG	164,739.	29,434.	15,798.	6,389.	9,015.	225,375.	0.
(i) LYNN ESHLEMAN	0.	0.	0.	0.	0.	0.	0.
(ii) LYNN ESHLEMAN	175,590.	14,997.	20,149.	6,302.	12,683.	229,721.	0.
(i) MICHAEL GREGORY	0.	0.	0.	0.	0.	0.	0.
(ii) MICHAEL GREGORY	174,528.	11,095.	15,751.	6,263.	13,322.	220,959.	0.
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							

**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**

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Name of the organization

YOUVILLE HOSPITAL AND REHABILITATION  
CENTER, INC

Employer identification number

04-3239563

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

CARE FROM ACUTE CARE HOSPITAL TO NURSING HOME OR HOME DISCHARGE.

FORM 990, PART VI, SECTION A, LINE 6: COVENANT HEALTH SYSTEMS IS THE SOLE MEMBER OF THE ORGANIZATION. AS SUCH IT RETAINS CERTAIN RESERVE RIGHTS CONCERNING CORPORATE DECISIONS AND BOARD COMPOSITION

FORM 990, PART VI, SECTION A, LINE 7A: COVENANT HEALTH SYSTEMS IS THE SOLE MEMBER OF THE ORGANIZATION. AS SUCH IT RETAINS CERTAIN RESERVE RIGHTS OVER CORPORATE DECISIONS AND BOARD COMPOSITION.

FORM 990, PART VI, SECTION A, LINE 7B: COVENANT HEALTH SYSTEMS IS THE SOLE MEMBER OF THE ORGANIZATION. AS SUCH IT RETAINS CERTAIN RESERVE RIGHTS OVER CORPORATE DECISIONS AND BOARD COMPOSITION.

FORM 990, PART VI, SECTION A, LINE 10: THE ORGANIZATION PROVIDES THE FORM 990 TO THE BOARD OF DIRECTORS FOR REVIEW PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATION REGULARLY DISTRIBUTES A CONFLICT OF INTEREST STATEMENT TO BOARD MEMBERS, EMPLOYEES AND OTHER PARTIES TO DETERMINE WHETHER THESE PARTIES HAVE A FINANCIAL OR OTHER INTEREST IN FIRMS IN WHICH THE ORGANIZATION HAS A BUSINESS RELATIONSHIP. THESE FORMS MUST BE SIGNED AND RETURNED TO THE ORGANIZATION.

FORM 990, PART VI, SECTION B, LINE 15: EVERY TWO TO THREE YEARS THE COMPENSATION COMMITTEE OF THE COVENANT HEALTH SYSTEMS BOARD OF DIRECTORS

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

Schedule O (Form 990) 2008

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12-18-08

**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

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OMB No. 1545-0047

**2008**  
Open to Public  
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Name of the organization

**YOUVILLE HOSPITAL AND REHABILITATION  
CENTER, INC**

Employer identification number  
**04-3239563**

ENGAGES AN EXTERNAL CONSULTANT TO PROVIDE COMPETITIVE MARKET DATA FROM  
VARIOUS SURVEY SOURCES, WHICH IS USED TO DEVELOP RECOMMENDATIONS FOR  
CHANGES TO THE COMPENSATION PROGRAM. SINCE 2003, THE COMPENSATION COMMITTEE  
HAS ENGAGED MERCER HUMAN RESOURCES CONSULTING TO CONDUCT THIS ANALYSIS.  
OBJECTIVES ARE TO ASSESS THE COMPOSITENESS OF THE CURRENT TOTAL CASH  
COMPENSATION LEVELS OF THE SENIOR LEADERSHIP TEAM, DEVELOP MARKET BASED  
COMPETITIVE SALARY RANGES FOR ALL EXECUTIVE POSITIONS AND ENSURE THAT THE  
ANNUAL INCENTIVE OPPORTUNITIES, IF THERE ARE ANY, ARE COMPETITIVE AND  
REASONABLE.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION PROVIDES FORM 990  
AND ACCESS TO GOVENING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL  
STATEMENTS TO THE PUBLIC UPON REQUEST. THE FORM 990 IS ALSO POSTED ON  
COVENANT HEALTH SYSTEMS' WEBSITE.

FORM 990, PART VII  
YOUVILLE LIFECARE EMPLOYS ALL INDIVUALS WHO PROVIDE SERVICES FOR  
YOUVILLE HOSPITAL AND REHABILITATION CENTER. YOUVILLE HOSPITAL AND  
REHABILITATION CENTER IS CHARGED A FEE BY YOUVILLE LIFECARE THAT  
INCLUDES REIMBURSEMENT OF THE EMPLOYEE COSTS.





**YOUVILLE HOSPITAL AND REHABILITATION  
CENTER, INC**

**Part V Transactions With Related Organizations**

**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV.  
 1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

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

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) YOUVILLE LIFECARE	Q	17,727,035.
(2) YOUVILLE HOUSE	I	71,888.
(3)		
(4)		
(5)		
(6)		

