

Return of Organization Exempt From Income Tax

2012

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

Open to Public Inspection

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 2012 calendar year, or tax year beginning 2012, and ending 20

Form header section containing organization name (CARITAS CLINICS, INC.), address (818 NORTH 7TH STREET, LEAVENWORTH, KS), and financial data (Gross receipts \$1,903,078).

Part I Summary

Summary table with columns for Revenue, Expenses, and Net Assets or Fund Balances. Includes rows for contributions, program service revenue, total revenue, and total assets.

Part II Signature Block

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

Signature block containing a handwritten signature, the name 'Amy Falk, Executive Director', and the date '11/14/13'.

Preparer information section including the name 'BRUCE E BERNSTIEN & ASSOC, PC', address, and phone number.

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

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	X	
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		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?		
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	X	
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a-1c, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7h, 8, 9a-9b, 10a-10b, 11a-11b, 12a-12b, 13a-13c, 14a-14b.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a (15), 1b (14), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization.

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

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

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

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

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) CURT STILLEY BOARD, PRESIDENT	.60	X		X			0	0	0	
(2) TOM ARROWSMITH BOARD MEMBER	.30	X					0	0	0	
(3) SR. NANCY BAUMAN BOARD MEMBER	.30	X					0	0	0	
(4) ROSALYN BROWN BOARD MEMBER	.30	X					0	0	0	
(5) DAVID CAMPBELL BOARD MEMBER	.30	X					0	0	0	
(6) LINDA CAMPBELL BOARD MEMBER	.30	X					0	0	0	
(7) JOANNE GILSTRAP BOARD MEMBER	.30	X					0	0	0	
(8) LANORA HUGHES BOARD MEMBER	.30	X					0	0	0	
(9) FR. PETER JARAMILLO BOARD MEMBER	.30	X					0	0	0	
(10) BRENT MUELLER BOARD MEMBER	.30	X					0	0	0	
(11) GEORGE NOONAN BOARD, TREASURER	.60 40.00	X		X			0	185,430.	51,708.	
(12) GARY ORTIZ BOARD MEMBER	.30	X					0	0	0	
(13) JUDY SCOTT BOARD, VICE CHAIR	.60	X		X			0	0	0	
(14) MARGARET STEELE BOARD, SECRETARY	.60	X		X			0	0	0	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) THOMAS G. WHITE BOARD MEMBER	.30	X						0	0	0
(16) SR. BARBARA WIESELER BOARD MEMBER	.30	X						0	0	0
(17) AMY FALK EXECUTIVE DIRECTOR	45.00			X			66,962.	0	12,616.	
(18) NANCY MIKHAEL MEDICAL DIRECTOR	40.00				X		131,576.	0	2,336.	
1b Sub-total							0	185,430.	51,708.	
c Total from continuation sheets to Part VII, Section A							198,538.	0	14,952.	
d Total (add lines 1b and 1c)							198,538.	185,430.	66,660.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **1**

	Yes	No
3 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
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <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. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

Part VIII Statement of Revenue

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d	151,803.				
	e	Government grants (contributions)	1e	54,444.				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,545,354.				
	g	Noncash contributions included in lines 1a-1f: \$						
	h	Total. Add lines 1a-1f		1,753,101.				
Program Service Revenue				Business Code				
	2a	PATIENT FEES		621400	56,682.	56,682.		
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f			56,682.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)			0			
	4	Income from investment of tax-exempt bond proceeds			0			
	5	Royalties			0			
	6a	Gross rents	(i) Real	(ii) Personal				
	b	Less: rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss)			0			
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
						30,735.		
	b	Less: cost or other basis and sales expenses						
c	Gain or (loss)			30,735.				
d	Net gain or (loss)			30,735.		30,735.		
8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a		63,560.				
b	Less: direct expenses	b		17,758.				
c	Net income or (loss) from fundraising events		ATCH 1	45,802.			45,802.	
9a	Gross income from gaming activities. See Part IV, line 19	a						
b	Less: direct expenses	b						
c	Net income or (loss) from gaming activities			0				
10a	Gross sales of inventory, less returns and allowances	a						
b	Less: cost of goods sold	b						
c	Net income or (loss) from sales of inventory			0				
Miscellaneous Revenue			Business Code					
11a								
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d				0			
12	Total revenue. See instructions				1,805,329.	56,682.	76,537.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	0			
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	103,373.	103,373.		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	66,962.		66,962.	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	1,153,602.	972,654.	65,308.	115,640.
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	20,565.	16,388.	2,229.	1,948.
9	Other employee benefits	131,146.	104,509.	14,212.	12,425.
10	Payroll taxes	90,538.	72,149.	9,811.	8,578.
11	Fees for services (non-employees):				
a	Management	0			
b	Legal	0			
c	Accounting	9,960.		9,960.	
d	Lobbying	0			
e	Professional fundraising services. See Part IV, line 17	0			
f	Investment management fees	0			
g	Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	0			
12	Advertising and promotion	0			
13	Office expenses	54,205.	19,512.	10,191.	24,502.
14	Information technology	0			
15	Royalties	0			
16	Occupancy	162,692.	81,346.	65,077.	16,269.
17	Travel	4,884.	1,369.	3,331.	184.
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	0			
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	60,842.	60,842.		
23	Insurance	3,928.		3,928.	
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	OTHER -----	5,266.	1,997.	1,134.	2,135.
b	-----				
c	-----				
d	-----				
e	All other expenses -----				
25	Total functional expenses. Add lines 1 through 24e	1,867,963.	1,434,139.	252,143.	181,681.
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year		
Assets	1	Cash - non-interest-bearing	0	1	0	
	2	Savings and temporary cash investments	631,050.	2	423,153.	
	3	Pledges and grants receivable, net	557,427.	3	741,622.	
	4	Accounts receivable, net	0	4	0	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0	
	7	Notes and loans receivable, net	0	7	0	
	8	Inventories for sale or use	0	8	0	
	9	Prepaid expenses and deferred charges	3,346.	9	3,673.	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	1,897,390.		
	b	Less: accumulated depreciation	10b	689,166.	10c	1,208,224.
	11	Investments - publicly traded securities	0	11	0	
	12	Investments - other securities. See Part IV, line 11	676,587.	12	706,228.	
	13	Investments - program-related. See Part IV, line 11	0	13	0	
	14	Intangible assets	0	14	0	
	15	Other assets. See Part IV, line 11	0	15	0	
16	Total assets. Add lines 1 through 15 (must equal line 34)	3,102,189.	16	3,082,900.		
Liabilities	17	Accounts payable and accrued expenses	100,286.	17	63,640.	
	18	Grants payable	0	18	0	
	19	Deferred revenue	0	19	0	
	20	Tax-exempt bond liabilities	0	20	0	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0	
	23	Secured mortgages and notes payable to unrelated third parties	0	23	0	
	24	Unsecured notes and loans payable to unrelated third parties	0	24	0	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0	25	0	
	26	Total liabilities. Add lines 17 through 25	100,286.	26	63,640.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets	2,612,410.	27	2,264,916.	
	28	Temporarily restricted net assets	389,493.	28	754,344.	
	29	Permanently restricted net assets	0	29	0	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds		30		
	31	Paid-in or capital surplus, or land, building, or equipment fund		31		
	32	Retained earnings, endowment, accumulated income, or other funds		32		
33	Total net assets or fund balances	3,001,903.	33	3,019,260.		
34	Total liabilities and net assets/fund balances.	3,102,189.	34	3,082,900.		

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,885,320.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,867,963.
3	Revenue less expenses. Subtract line 2 from line 1	3	17,357.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,001,903.
5	Net unrealized gains (losses) on investments	5	0
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	3,019,260.

Part XII Financial Statements and Reporting

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

- 1 Accounting method used to prepare the Form 990: Cash Accrual Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization

CARITAS CLINICS, INC.

Employer identification number

48-1009910

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

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

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

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		
- h Provide the following information about the supported organization(s).

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

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

Schedule A (Form 990 or 990-EZ) 2012

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi) (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc. (see instructions); 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Line number, Description, and Percentage. Rows include: 14 Public support percentage for 2012; 15 Public support percentage from 2011 Schedule A, Part II, line 14; 16a 33 1/3% support test - 2012; b 33 1/3% support test - 2011; 17a 10%-facts-and-circumstances test - 2012; b 10%-facts-and-circumstances test - 2011; 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.

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

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

- 19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶
- b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶
- 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶

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

Schedule of Contributors

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

2012

Name of the organization
CARITAS CLINICS, INC.

Employer identification number
48-1009910

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization **CARITAS CLINICS, INC.**

Employer identification number
48-1009910

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WYANDOTTE HEALTH FOUNDATION PO BOX 171242 KANSAS CITY, KS 66117-0242	\$ 186,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	HEALTH CARE FOUNDATION OF GREATER KANSAS 2700 EAST 18TH ST. SUITE 200 KANSAS CITY, MO 64127	\$ 137,250.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	SISTER MAUREEN HALL SCL 4200 S 4TH ST. LEAVENWORTH, KS 66048-5024	\$ 81,600.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	DR. & MRS. FREDERICK HARTWIG 5204 PAWNEE DR. SHAWNEE MISSION, KS 66205	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	REACH HEALTHCARE FOUNDATION 6700 ANTIOCH, SUITE 110 MERRIAM, KS 66204	\$ 100,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	LEAVENWORTH COUNTY 300 WALNUT, SUITE 106 LEAVENWORTH, KS 66048	\$ 23,750.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **CARITAS CLINICS, INC.**

Employer identification number
48-1009910

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	UNITED WAY OF LEAVENWORTH PO BOX 21 LEAVENWORTH, KS 66048	\$ 25,003.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	COR CHRISTI FUND (PSM) 12615 PARALLEL PKWY. KANSAS CITY, KS 66109	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	NEWCOMER FAMILY FOUNDATION 1142 CLAY STREET NORTH KANSAS CITY, MO 64116	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	WILLIAM T. KEMPER FOUNDATION 922 WALNUT ST. STE 200 KANSAS CITY, MO 64106-1802	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	STATE OF KANSAS - EDW 1000 SW JACKSON, RM 570 TOPEKA, KS 66612-1368	\$ 20,298.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	LADIES OF CHARITY OF METROPOLITAN KC 1205 W. 70TH TERRACE KANSAS CITY, MO 64113	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **CARITAS CLINICS, INC.**

Employer identification number
48-1009910

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	CHURCH OF THE NATIVITY 3800 W 119TH ST LEAWOOD, KS 66209	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	OPPENSTEIN BROTHERS FOUNDATION 922 WALNUT ST STE 200 KANSAS CITY, MO 64106-1809	\$ 12,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15	JEWISH HERITAGE FOUNDATION OF GREATER KC ONE WARD PARKWAY, STE 234 KANSAS CITY, MO 64112	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16	MR. KEN BERGERON 4845 W. 151ST TERR. LEAWOOD, KS 66224	\$ 9,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	CITY OF LEAVENWORTH CDBG 100 N 5TH ST LEAVENWORTH, KS 66048	\$ 10,396.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18	MR. KEVIN A. DUNN 8901 CATALINA SHAWNEE MISSION, KS 66207	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization CARITAS CLINICS, INC.

Employer identification number
48-1009910**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	SCL HEALTH SYSTEM ----- 2420 WEST 26TH AVENUE, SUITE 100D ----- DENVER, CO 80211 -----	\$ ----- 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20	KDHE ----- 1000 SW JACKSON STE 340 ----- TOPEKA, KS 66612-1290 -----	\$ ----- 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
21	UNITED WAY OF WYANDOTTE COUNTY ----- PO BOX 17-1042 ----- KANSAS CITY, KS 66117-0242 -----	\$ ----- 42,732.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
22	UNIVERSITY OF KANSAS CENTER FOR RESEARCH ----- 1000 SUNNYSIDE AVE. 4082C DOLE BLDG. ----- LAWRENCE, KS 66045 -----	\$ ----- 15,001.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
23	MCGEE FOUNDATION ----- 1055 BROADWAY, SUITE 130 (GKCCF) ----- KANSAS CITY, MO 64105-1595 -----	\$ ----- 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
24	ST. JOSEPH MEDICAL CENTER AUXILIARY ----- 1000 CARONDELET DR. ----- KANSAS CITY, MO 64114 -----	\$ ----- 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **CARITAS CLINICS, INC.**

Employer identification number
48-1009910

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	DR. LINDA CAMPBELL 6208 REINHARDT DR. FAIRWAY, KS 66205	\$ 6,170.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
26	SACRED HEART & SAINT CASIMIR PARISHES 521 LINN LEAVENWORTH, KS 66048	\$ 5,829.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
27	IMMACULATE CONCEPTION/SAINT JOSEPH PARIS 747 OSAGE LEAVENWORTH, KS 66048	\$ 5,194.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
28	GLADYS KELCE CHARITABLE LAT 922 WALNUT ST. STE 200 KANSAS CITY, MO 64016	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
29	HALLMARK CORPORATE FOUNDATION PO BOX 419580 KANSAS CITY, MO 64141-6580	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **CARITAS CLINICS, INC.**

Employer identification number
48-1009910

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization **CARITAS CLINICS, INC.**

Employer identification number
48-1009910

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

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

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Name of the organization

Employer identification number

CARITAS CLINICS, INC.

48-1009910

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor advised funds.

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

Table with 3 columns: Question, Held at the End of the Tax Year (2a-2d). Includes questions 1-9 regarding conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 3 columns: Question, Revenues, Assets. Includes questions 1a-1b regarding art and historical treasures.

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

Schedule D (Form 990) 2012

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
a Public exhibition
b Scholarly research
c Preservation for future generations
d Loan or exchange programs
e Other
4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?
b If "Yes," explain the arrangement in Part XIII and complete the following table:
Table with columns: Amount, 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance
2a Did the organization include an amount on Form 990, Part X, line 21?
b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows include: 1a Beginning of year balance, b Contributions, c Net investment earnings, gains, and losses, d Grants or scholarships, e Other expenditures for facilities and programs, f Administrative expenses, g End of year balance.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
a Board designated or quasi-endowment %
b Permanent endowment %
c Temporarily restricted endowment %
The percentages in lines 2a, 2b, and 2c should equal 100%.
3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
(i) unrelated organizations
(ii) related organizations
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?
4 Describe in Part XIII the intended uses of the organization's endowment funds.

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

Table with 4 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows include: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other, Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c)).

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

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, and various domestic/international equity and hedge funds.

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

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows 1 through 10 are currently blank.

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

Table with 2 columns: (a) Description, (b) Book value. Rows 1 through 10 are currently blank.

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

Table with 2 columns: (a) Description of liability, (b) Book value. Row 1 includes Federal income taxes. Rows 2-11 are currently blank.

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

Part XIII Supplemental Information *(continued)*

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization
CARITAS CLINICS, INC.

Employer identification number
48-1009910

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- | | |
|---|--|
| <input type="checkbox"/> a Mail solicitations | <input type="checkbox"/> e Solicitation of non-government grants |
| <input type="checkbox"/> b Internet and email solicitations | <input type="checkbox"/> f Solicitation of government grants |
| <input type="checkbox"/> c Phone solicitations | <input type="checkbox"/> g Special fundraising events |
| <input type="checkbox"/> d In-person solicitations | |

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total						

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		CARITAS CELEB. (event type)	PABCAKE BF (event type)	(total number)	(add col. (a) through col. (c))
Revenue	1	Gross receipts	55,574.	7,986.	63,560.
	2	Less: Contributions			
	3	Gross income (line 1 minus line 2).	55,574.	7,986.	63,560.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes		109.	109.
	6	Rent/facility costs		315.	315.
	7	Food and beverages	10,677.	1,113.	11,790.
	8	Entertainment	1,095.		1,095.
	9	Other direct expenses	3,330.	1,119.	4,449.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			(17,758.)
11	Net income summary. Combine line 3, column (d), and line 10			45,802.	

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1	Gross revenue			
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	Yes _____ % No	Yes _____ % No	Yes _____ % No
7	Direct expense summary. Add lines 2 through 5 in column (d)				()
8	Net gaming income summary. Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities: _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE I
(Form 990)**

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

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

CARITAS CLINICS, INC.

Employer identification number

48-1009910

Part I General Information on Grants and Assistance

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

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

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

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 PRESCRIPTION ASSISTANCE	2,850.	47,755.			
2 OPTOMETRY	925.	24,702.			
3 DENTAL	135.	30,928.			
4 RADIOLOGY	1,350.	7,104.			
5					
6					
7					

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

SCHEDULE I, PART I, LINE 2

GRANTS RECEIVED FOR CARITAS CLINICS, INC. ARE RECORDED IN A DONOR DATABASE THAT TRACKS THE DONOR AND PURPOSE OF THE GRANT. GRANTS ARE ALSO RECORDED IN THE ACCOUNTING SOFTWARE. WHEN FUNDS ARE RESTRICTED THEY ARE RECORDED AS RESTRICTED REVENUE UNTIL THE PURPOSE OF THAT GRANT HAS BEEN MET AND THE FUNDS CAN BE RELEASED. REPORTING IS COMPLETED IN COMPLIANCE WITH EACH INDIVIDUAL DONOR. THESE ACCOUNTS ARE INTERNALLY AUDITED QUARTERLY. THE FUNDS ARE ALSO AUDITED ON AN ANNUAL BASIS BY A THIRD PARTY AUDITING FIRM.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization
CARITAS CLINICS, INC.

Employer identification number
48-1009910

Part I Questions Regarding Compensation

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

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

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

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

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

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

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

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

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

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2012

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
GEORGE NOONAN 1 BOARD, TREASURER	(i) 165,275. (ii) 0 (iii) 20,155.	0	39,813.	0	11,895.	237,138.	0
2	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
3	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
4	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
5	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
6	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
7	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
8	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
9	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
10	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
11	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
12	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
13	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
14	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
15	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
16	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---

Part III Supplemental Information

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

SCHEDULE J, PART I, LINE 4B (PAYMENTS FROM NONQUALIFIED RETIREMENT PLAN)

OTHER REPORTABLE COMPENSATION SHOWN IN SCHEDULE J PART II COLUMN (B)

(III) CONTAINS AN ANNUAL REPORTING ADJUSTMENT FOR CERTAIN EMPLOYEES WHO PARTICIPATE IN THE SUPPLEMENTAL NONQUALIFIED RETIREMENT PLANS. SCLHS PROVIDES NONQUALIFIED RETIREMENT PLANS FOR EXECUTIVES TO COMPENSATE FOR IRS IMPOSED LIMITATIONS IN QUALIFIED RETIREMENT PLANS AND TO PROVIDE A BENEFIT CONSISTENT WITH OTHER NOT FOR PROFIT HEALTH SYSTEMS. THESE PLANS ENABLE THE EXECUTIVE TO EARN BENEFITS DURING EACH YEAR THAT THEY PARTICIPATE.

ON THE ADVICE OF COUNSEL, SCLHS HAS DETERMINED THAT THESE BENEFITS SHOULD BE SUBJECT TO TAXATION AS THEY ARE EARNED AND VESTED RATHER THAN WHEN THEY ARE RECEIVED. AS A RESULT, THE TOTAL NONQUALIFIED RETIREMENT PLAN BENEFITS, WHICH WERE ACCRUED AND VESTED IN THE CURRENT YEAR, ARE NOW CONSIDERED TAXABLE AND THUS WERE TAXED TO THE PARTICIPANTS.

AN AMOUNT EQUAL TO THE PARTICIPANT'S EXPECTED INCOME TAX LIABILITY WAS WITHDRAWN FROM THE PARTICIPANT'S ACCOUNT AND REMITTED TO THE IRS AS WITHHOLDING ON THE TAXABLE BENEFIT.

Part III Supplemental Information

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

THE AMOUNTS WITHDRAWN FROM THE PLAN FOR TAXES IN 2012 WERE:

GEORGE M. NOONAN-\$16,902

SCHEDULE J, PART II AND FORM 990, PART VII

THE SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM, INC. (SCLHS) IS COMPRISED OF ELEVEN HOSPITALS AND FOUR CLINICS (AFFILIATES) IN FOUR STATES INCLUDING CARITAS CLINICS, INC. (CARITAS) IN LEAVENWORTH, KANSAS. SCLHS AND ITS AFFILIATES ADHERE TO GOVERNANCE EXCELLENCE STANDARDS INCLUDING TRANSPARENCY AND ACCOUNTABILITY.

GEORGE M. NOONAN IS A VICE PRESIDENT FOR PROVIDENCE MEDICAL CENTER (PROVIDENCE) IN KANSAS CITY, KANSAS. HE ALSO SERVED AS A MEMBER OF CARITAS' BOARD. THE COMPENSATION REFLECTED IS THAT OF MR. NOONAN'S POSITION AS A PROVIDENCE EXECUTIVE AND NOT AS A MEMBER OF CARITAS' BOARD.

IN KEEPING WITH SCLHS' CORE VALUE OF STEWARDSHIP, NO BOARD MEMBER SERVING ON SCLHS OR AFFILIATE BOARDS IS COMPENSATED FOR THAT SERVICE.

Part II Supplemental Information

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

SCHEDULE J, PART I, LINE 3:

SEE FORM 990, SCHEDULE O DISCLOSURE FOR FORM 990, PART VI, LINE 15A & B

REGARDING THE PROCESS USED BY SCLHS TO DETERMINE EXECUTIVE COMPENSATION

WHICH IS RELIED UPON BY THIS ORGANIZATION.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

CARITAS CLINICS, INC.

Employer identification number

48-1009910

FORM 990, PART VI SECTION A, LINE 6, 7A AND 7B:

THE FOLLOWING POWERS ARE RESERVED TO THE CORPORATE MEMBER AND NO ATTEMPTED EXCERCISE OF ANY SUCH POWERS BY ANYONE OTHER THAN THE CORPORATE MEMBER SHALL BE VALID OR OF ANY FORCE OR EFFECT WHATSOEVER: A) TO CHANGE THE MISSION AND PHILOSOPHY OF THIS CORPORATION AND OF ANY CORPORATION OF WHICH THIS CORPORATION IS THE CONTROLLING MEMBER; B) TO ADOPT, AMEND OR REPEAL THE ARTICLES OF INCORPORATION OR BYLAWS OF THIS CORPORATION AND THE ARTICLES AND BYLAWS OF ANY CORPORATION OF WHICH THIS CORPORATION IS THE CONTROLLING MEMBER; C) TO APPOINT, AFTER CONSULATION WITH THE RESPECTIVE CORPORATE BOARD, THE BOARD OF DIRECTORS OF THIS CORPORATION AND OF ANY CORPORATION OF WHICH THIS CORPORATION IS THE CONTROLLING MEMBER; D) TO ENSURE THE PRESENCE OF THE SISTERS OF CHARITY OF LEAVENWORTH ON THE BOARD OF DIRECTORS OF THIS CORPORATION, TO APPOINT MEMBERS OF THE SISTERS OF CHARITY OF LEAVENWORTH TO THE BOARD OF DIRECTORS OF THIS CORPORATION AND OF ANY CORPORATION OF WHICH THIS CORPORATION IS THE CONTROLLING MEMBER, WHICH APPOINTEES SHALL BE OTHERWISE QUALIFIED UNDER SECTION 2 OF ARTICLE IV OF THESE BYLAWS; E) TO REMOVE, WITH OR WITHOUT CAUSE, AFTER CONSULATION WITH THE RESECTIVE CORPORATE BOARD, ANY MEMBER OF THE BOARD OF DIRECTORS OF THIS CORPORATION AND OF ANY CORPORATION OF WHICH THIS CORPORATION IS THE CONTROLLING MEMBER; F) TO APPOINT OR REMOVE, WITH OR WITHOUT CAUSE, AFTER CONSULATION WITH THE RESPECTIVE CORPORATE BOARD AND THE PRESIDENT/CHIEF EXECUTIVE OFFICER OF THE CORPORATE MEMBER, THE CHIEF EXECUTIVE OFFICER OF THIS CORPORATION AND OF ANY CORPORATION OF WHICH THIS CORPORATION IS THE

Name of the organization CARITAS CLINICS, INC.	Employer identification number 48-1009910
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CONTROLLING MEMBER; G) TO ASSIST IN THE DEVELOPMENT OF CORPORATE GOALS, POLICIES AND PROCEDURES FOR THIS CORPORATION AND ANY CORPORATION OF WHICH THIS CORPORATION IS THE CONTROLLING MEMBER; H) TO APPROVE FOR THIS CORPORATION, OR FOR ANY CORPORATION OF WHICH THIS CORPORATION IS THE CONTROLLING MEMBER, THE ACQUISITION OF ASSETS, THE INCURRENCE OF INDEBTEDNESS OR THE LEASE, SALE, TRANSFER, ASSUMPTION, OR ENCUMBERING OF THE ASSETS PURSUANT TO POLICIES ESTABLISHED FROM TIME TO TIME BY THE CORPORATE MEMBER; I) TO APPROVE THE MERGER, DISSOLUTION OR CORPORATE RESTRUCTURING OF THIS CORPORATION OR ANY CORPORATION OF WHICH THIS CORPORATION IS THE CONTROLLING MEMBER; J) TO APPROVE THE ANNUAL STRATEGIC PLANS AND OPERATING AND CAPITAL BUDGETS AND DEVIATIONS THERETO FOR THIS CORPORATION AND FOR ANY CORPORATION OF WHICH THIS CORPORATION IS THE CONTROLLING MEMBER; AND K) TO APPOINT THE AUDITORS FOR THIS CORPORATION AND FOR ANY CORPORATION OF WHICH THIS CORPORATION IS THE CONTROLLING MEMBER. THE BOARD OF DIRECTORS SHALL EXERCISE GENERAL MANAGEMENT AND CONTROL OF THE BUSINESS AFFAIRS OF THE CORPORATION AND SHALL HAVE AND EXERCISE ALL OF THE POWERS WHICH MAY BE EXERCISED OR PERFORMED BY THE CORPORATION UNDER THE LAWS OF THE STATE OF KANSAS AND THESE AMENDED BYLAWS, WITH DUE REGARD FOR THE POWERS RESERVED TO THE CORPORATE MEMBER AS STATED IN ARTICLE III OF THESE AMENDED BYLAWS.

FORM 990, PART VI SECTION B, LINE 11B

THE RETURN PREPARER EMAILS A COPY OF THE FINAL VERSION OF FORM 990 TO

Name of the organization CARITAS CLINICS, INC.	Employer identification number 48-1009910
---	--

EACH BOARD MEMBER BEFORE IT WAS FILED. ONCE THE 990 IS COMPLETE AND FILED, IT IS PRESENTED AT THE NEXT BOARD MEETING FOR BOARD REVIEW. THE FORM 990 IS ALSO REVIEWED BY SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM FINANCE PERSONNEL AND AN INDEPENDENT ACCOUNTING FIRM.

FORM 990, PART VI SECTION B, LINE 12C:

THE CONFLICT OF INTEREST POLICY FOR CARITAS CLINICS, INC., IS ENFORCED FOR ALL BOARD DIRECTORS, EXECUTIVE OFFICERS, ADMINISTRATIVE STAFF MEMBERS, EMPLOYEES AND VOLUNTEERS OF THE CLINICS. THE PRESIDENT SHALL APPROVE OR DISAPPROVE ANY PROPOSED TRANSACTIONS AFFECTED BY THE POSSIBLE EXISTENCE OF A CONFLICT OF INTEREST AND SHALL MAKE A REPORT OF SUCH ACTION TO THE GOVERNANCE COMMITTEE; EXCEPT HOWEVER, IN THE EVENT A PROPOSED TRANSACTION AFFECTED BY THE POSSIBLE EXISTENCE OF A CONFLICT OF INTEREST DIRECTLY OR INDIRECTLY INVOLVES A MEMBER OF THE BOARD OF DIRECTORS, THE PRESIDENT SHALL PROMPTLY REPORT THE POSSIBLE EXISTENCE OF A CONFLICT OF INTEREST TO THE CHAIRMAN OF THE BOARD OF DIRECTORS, WHO SHALL PRESENT THE REPORT TO THE GOVERNANCE COMMITTEE FOR EVALUATION AND PRESENTATION TO THE BOARD OF DIRECTORS FOR ITS ACTION. A FULL DISCLOSURE OF ALL FACTS PERTAINING TO ANY TRANSACTION THAT IS SUBJECT TO ANY DOUBT CONCERNING THE POSSIBLE EXISTENCE OF A CONFLICT OF INTEREST SHALL BE MADE BEFORE CONSUMMATING THE TRANSACTION. ANNUALLY THE EXECUTIVE DIRECTOR WILL SEND THE BOARD OF DIRECTORS, ALL ADMINISTRATIVE STAFF MEMEBERS AND EMPLOYEES HAVING RESPONSIBILITIES IN CONNECTION WITH PURCHASE OF GOODS AND SERVICES, A COPY OF THIS POLICY, TOGETHER WITH AN EXPLANATION AND QUESTIONNAIRE TO BE COMPLETED AND RETURNED. THE PRESIDENT AND SECRETARY SHALL REVIEW EACH COMPLETED QUESTIONNAIRE (OTHER THAN THE QUESTIONNAIRE

Name of the organization CARITAS CLINICS, INC.	Employer identification number 48-1009910
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OF THE PRESIDENT) AND SHALL MAKE FURTHER INVESTIGATION OF POSSIBLE CONFLICTS OF INTEREST INVOLVING SUCH PERSONS AS THEY MIGHT DEEM APPROPRIATE AND SHALL MAKE AN APPROPRIATE REPORT TO THE BOARD OF DIRECTORS CONCERNING SUCH REVIEW AND INVESTIGATION. THE QUESTIONNAIRE COMPLETED ANNUALLY BY THE PRESIDENT SHALL BE REVIEWED AND INVESTIGATED FOR ANY POSSIBLE CONFLICT OF INTEREST DISCLOSED THEREBY AND SHALL BE REVIEWED BY THE COMMITTEE HAVING RESPONSIBILITY FOR REVIEW OF SIMILAR QUESTIONNAIRES COMPLETED BY THE BOARD OF DIRECTORS. ANY NEW BOARD MEMBERS, ADMINISTRATIVE STAFF MEMBERS, EMPLOYEES AND VOLUNTEERS HAVING RESPONSIBILITIES IN CONNECTION WITH PURCHASE OF GOODS AND SERVICES, SHALL PARTICIPATE IN A SIMILAR PROCEDURE CONCURRENT WITH ASSUMPTION OF SUCH RESPONSIBILITIES. IN CONNECTION WITH AN ACTUAL CONFLICT OF INTEREST, AN INTERESTED PERSON MUST DISCLOSE THE EXISTENCE AND NATURE OF HIS FINANCIAL INTEREST TO THE BOARD AND MEMBERS OF COMMITTEES WITH BOARD DELEGATED POWERS CONSIDERING THE PROPOSED TRANSACTION OR ARRANGEMENT. AFTER DISCLOSURE OF THE FINANCIAL INTEREST, THE INTERESTED PERSON SHALL LEAVE THE BOARD OR COMMITTEE MEETING WHILE THE FINANCIAL INTEREST IS BEING DISCUSSED AND VOTED UPON AND SHALL NOT BE PERMITTED TO DISCUSS OR VOTE IN SUCH MATTERS. THE REMAINING BOARD OR COMMITTEE MEMBERS SHALL DECIDE, BY VOTE, IF A CONFLICT OF INTEREST EXISTS. THE CHAIR OF THE BOARD OR COMMITTEE SHALL, IF APPROPRIATE, APPOINT A DISINTERESTED PERSON OR COMMITTEE TO INVESTIGATE ALTERNATIVES TO THE PROPOSED TRANSACTION OR ARRANGEMENT. AFTER EXERCISING DUE DILIGENCE, THE BOARD OR COMMITTEE SHALL DETERMINE WHETHER THE CORPORATION CAN OBTAIN A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT WITH REASONABLE EFFORTS FROM A PERSON OR

Name of the organization CARITAS CLINICS, INC.	Employer identification number 48-1009910
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ENTITY THAT WOULD NOT GIVE RISE TO A CONFLICT OF INTEREST. IF A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT IS NOT REASONABLY ATTAINABLE UNDER CIRCUMSTANCES THAT WOULD NOT GIVE RISE TO A CONFLICT OF INTEREST, THE BOARD OR COMMITTEE SHALL DETERMINE BY A MAJORITY VOTE OF THE DISINTERESTED DIRECTORS WHETHER THE TRANSACTION OR ARRANGEMENT IS IN THE CORPORATION'S BEST INTEREST AND FOR ITS OWN BENEFIT AND WHETHER THE TRANSACTION IS FAIR AND REASONABLE TO THE CORPORATION AND SHALL MAKE ITS DECISION AS TO WHETHER TO ENTER INTO THE TRANSACTION OR ARRANGEMENT IN CONFORMITY WITH SUCH DETERMINATION. IF A BOARD MEMBER OR COMMITTEE MEMBER DISCLOSES A CONFLICT OF INTEREST THAT MEETS ANY OF THE DISABLING GUIDELINES THE GOVERNANCE COMMITTEE SHALL DETERMINE THE APPROPRIATE ACTION TO ADDRESS THE CONFLICT. IF THE BOARD OR COMMITTEE HAS REASONABLE CAUSE TO BELIEVE THAT A MEMBER OF THE BOARD OR COMMITTEE OR AN OFFICER HAS FAILED TO DISCLOSE ACTUAL OR POSSIBLE CONFLICTS OF INTEREST, IT SHALL INFORM THE MEMBER OR OFFICER OF THE BASIS FOR SUCH BELIEF AND AFFORD SUCH PERSON AN OPPORTUNITY TO EXPLAIN THE ALLEGED FAILURE TO DISCLOSE. IF, AFTER HEARING THE RESPONSE OF SUCH PERSON AND MAKING SUCH FURTHER INVESTIGATION AS MAY BE WARRANTED IN THE CIRCUMSTANCES, THE BOARD OR COMMITTEE DETERMINES THAT SUCH PERSON HAS IN FACT FAILED TO DISCLOSE AN ACTUAL POSSIBLE OR APPARENT CONFLICT OF INTEREST, IT SHALL TAKE APPROPRIATE DISCIPLINARY AND CORRECTIVE ACTION.

FORM 990, PART VI, SECTION B, 15A & B:

SCLHS EMPLOYS THE EXECUTIVE TEAM AT EACH OF ITS HOSPITAL AFFILIATES. AS PART OF ITS ANNUAL REVIEW PROCESS, SCLHS USES THE FOLLOWING TO ESTABLISH THE COMPENSATION OF THOSE IN THESE POSITIONS:

Name of the organization CARITAS CLINICS, INC.	Employer identification number 48-1009910
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- COMPENSATION COMMITTEE
- INDEPENDENT COMPENSATION CONSULTANT
- FORM 990 OF OTHER ORGANIZATIONS
- WRITTEN EMPLOYMENT CONTRACTS
- COMPENSATION SURVEYS AND STUDIES
- APPROVAL BY THE BOARD OF COMPENSATION COMMITTEE

THE ABOVE SUPPORTS THE COMPENSATION COMMITTEE'S EFFORTS TO ENSURE THAT THE LEVEL OF COMPENSATION PROVIDED TO ITS EXECUTIVES (OFFICERS, KEY EMPLOYEES, ETC.) IS CONSISTENT WITH MARKET VALUE AND THE PAY PHILOSOPHY SET BY THE BOARD. THE PAY PHILOSOPHY SET BY THE BOARD IS TO PAY AT THE MIDDLE OF THE MARKET FOR EXECUTIVE OF SIMILAR SIZED ORGANIZATIONS OVERALL. SCLHS' EXECUTIVE COMPENSATION IS COMPARABLE TO THAT PROVIDED IN SIMILAR, NOT-FOR PROFIT HEALTHCARE SYSTEMS AND HOSPITALS.

FORM 990, PART VI, SECTION C, LINE 19

ALL GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICIES, AND FINANCIAL STATEMENTS ARE KEPT BY THE EXECUTIVE DIRECTOR AND ARE AVAILABLE UPON REQUEST.

FORM 990, PART VII

THE FOLLOWING INDIVIDUAL WERE LISTED WITH COMPENSATION FROM A RELATED ORGANIZATION:

GEORGE NOONAN IS AN EMPLOYEE OF PROVIDENCE MEDICAL CENTER IN KANSAS CITY,

Name of the organization CARITAS CLINICS, INC.	Employer identification number 48-1009910
---	--

KANSAS WHICH IS A SCLHS AFFILATE. HE IS A FULL TIME EMPLOYEE WHO WOULD WORK AN AVERAGE 40 HOURS WORK WEEK. THE COMPENSATION LISTED FOR THIS EMPLOYEE IS DUE TO HIS POSITION AT PROVIDENCE AND IS NOT RELATED TO CARITAS.

ATTACHMENT 1

FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>	<u>NET INCOME</u>
CARITAS CELEBRATES	55,574.	15,102.	40,472.
PANCAKE BREAKFAST	7,986.	2,656.	5,330.
TOTALS	<u>63,560.</u>	<u>17,758.</u>	<u>45,802.</u>

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization
CARITAS CLINICS, INC.

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

Related Organizations and Unrelated Partnerships

2012

Open to Public Inspection

Employer identification number
48-1009910

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) SISTERS OF CHARITY LEAVENWORTH HLTH SYST 3420 W 16TH AVE, SUITE 1000 LEAVENWORTH, KS 66111 EIN: 48-1046905	SUPPORT MMBS	KS	501 (C) (3)	11B-TYPE II	N/A		X
(2) MARTIN CLINIC, INC. 1000 SW CAMPBELL TOPEKA, KS 66607 EIN: 48-1046905	CLINIC SVCS	KS	501 (C) (3)	3	SCLHS		X
(3) MARIAC CLINIC, INC. 1113 E 6TH STREET GLADSTONE, MO 64104 EIN: 48-1085922	CLINIC SVCS	CO	501 (C) (3)	3	SCLHS		X
(4) PROVIDENCE MEDICAL CENTER 8929 PARALLEL PARKWAY KANSAS CITY, KS 66112 EIN: 48-0784446	HEALTHCARE	KS	501 (C) (3)	3	SCLHS		X
(5) ST JOHN HOSPITAL, INC. 3500 SOUTH FOURTH STREET LEAVENWORTH, KS 66048 EIN: 48-0543768	HEALTHCARE	KS	501 (C) (3)	3	PMC		X
(6) BETHANY COMMUNITY PLAZA, INC. 15 NORTH 17TH STREET KANSAS CITY, KS 66102 EIN: 48-1207407	HEALTHCARE	KS	501 (C) (3)	3	PMC		X
(7) PROVIDENCE/ST JOHN FOUNDATION, INC. 8929 PARALLEL PARKWAY KANSAS CITY, KS 66112 EIN: 48-0925688	SUPPORT 501C3	KS	501 (C) (3)	7	PMC		X

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

Schedule R (Form 990) 2012

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization
CARITAS CLINICS, INC.

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

2012

Open to Public
Inspection

Employer identification number
48-1009910

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) ST FRANCIS HEALTH CENTER, INC. 1700 SW 7TH STREET TOPPERS, KS 66606 48-0547719	HEALTHCARE	KS	501(C)(3)	3	SCLHS	X	
(2) ST FRANCIS HEALTH CENTER FOUNDATION 1700 SW 7TH STREET TOPPERS, KS 66606 48-1092520	SUPPORT 501C3	KS	501(C)(3)	11A-TYPE I	SFHC	X	
(3) ST BAVS HOSPITAL & MEDICAL CENTER INC 1635 N 7TH STREET GRAND JUNCTION, CO 81502 84-0425720	HEALTHCARE	CO	501(C)(3)	3	SCLHS	X	
(4) ST BAVS HOSPITAL FOUNDATION 1635 N 7TH STREET GRAND JUNCTION, CO 81502 23-7001007	SUPPORT 501C3	CO	501(C)(3)	11A-TYPE I	SMHMC	X	
(5) SAINT JOSEPH HOSPITAL FOUNDATION 1335 FRANKLIN STREET MEMPHIS, TN 38114 84-0735096	SUPPORT 501C3	CO	501(C)(3)	11A-TYPE I	SJH	X	
(6) HOLY ROSARY HEALTHCARE 3600 WILSON MILES CITY, MT 59001 81-0231792	HEALTHCARE	MT	501(C)(3)	3	SCLHS	X	
(7) HOLY ROSARY HEALTHCARE FOUNDATION INC 3600 WILSON MILES CITY, MT 59001 20-2270238	SUPPORT 501C3	MT	501(C)(3)	11A-TYPE I	HRHC	X	

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

Schedule R (Form 990) 2012

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No. 1545-0047
2012
Open to Public Inspection

Name of the organization

CARITAS CLINICS, INC.

Employer identification number
48-1009910

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----	-----	-----	-----	-----	-----
(2) -----	-----	-----	-----	-----	-----
(3) -----	-----	-----	-----	-----	-----
(4) -----	-----	-----	-----	-----	-----
(5) -----	-----	-----	-----	-----	-----
(6) -----	-----	-----	-----	-----	-----

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) ST VINCENT HEALTHCARE 81-0232124 BILLINGS, MT 59701	HEALTHCARE	MT	501 (C) (3)	3	SCLHS	X	
(2) ST VINCENT HEALTHCARE FOUNDATION 81-0468034 BILLINGS, MT 59707	SUPPORT 501C3	MT	501 (C) (3)	7	SVHC	X	
(3) NORTHWEST RESEARCH & EDUCATION INSTITUTE 20-1343024 BILLINGS, MT 59701	COMM HLTH RES	MT	501 (C) (3)	9	SVHC	X	
(4) ST JAMES HEALTHCARE 81-0231785 BUTTE, MT 59701	HEALTHCARE	MT	501 (C) (3)	3	SCLHS	X	
(5) ST JAMES HEALTHCARE FOUNDATION 65-1202190 BUTTE, MT 59701	SUPPORT 501C3	MT	501 (C) (3)	11A-TYPE I	SJHC	X	
(6) SAINT JOHN'S HEALTH CENTER 95-1684082 SANTA MONICA, CA 90404	HEALTHCARE	CA	501 (C) (3)	3	SCLHS	X	
(7) JOHN WAYNE CANCER INSTITUTE 95-4291515 SANTA MONICA, CA 90404	CANCER R&D	CA	501 (C) (3)	4	SJHHC	X	

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

Schedule R (Form 990) 2012

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

2012

Open to Public
Inspection

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

Name of the organization

CARITAS CLINICS, INC.

Employer identification number

48-1009910

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) SAINT JOHNS HOSPITAL & HLTH CENTER FOUNDATION 311 SANTA MONICA BLVD SANTA MONICA, CA 90404	SUPPORT 501C3	CA	501(C)(3)	11A-TYPE I	SJHHC		X
(2) EXEMPLA INC FSA LUTHERAN HOSPITAL 1450 W 50TH AVE, SUITE 1000 DENVER, CO 80211	HEALTHCARE	CO	501(C)(3)	3	SCLHS		X
(3) EXEMPLA LUTHERAN MEDICAL CENTER FOUNDATION 1450 W 50TH AVE, SUITE 1000 DENVER, CO 80211	SUPPORT 501C3	CO	501(C)(3)	7	EXEMPLA INC.		X
(4) EXEMPLA GOOD SAMARITAN MEDICAL CENTER FOUNDATION 100 EXEMPLA CIRCLE LAFALETTE, CO 80006	SUPPORT 501C3	CO	501(C)(3)	7	EXEMPLA INC.		X
(5) LUTH MED CTR PROGRAM MGR SERV-INS TRST 1450 W 50TH AVE, SUITE 1000 DENVER, CO 80211	INSURANCE	CO	501(C)(3)	11A-TYPE I	EXEMPLA INC.		X
(6) SAINT JOSEPH HOSPITAL 1555 PARKWAY STREET DENVER, CO 80216	HEALTHCARE	CO	501(C)(3)	3	SCLHS		X
(7) SAINT JOSEPH HOSPITAL 4750 CORRELL BOULEVARD DENVER, CO 80211	RES CARE	CO	501(C)(3)	11A-TYPE I	SCLHS		X

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

Schedule R (Form 990) 2012

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) PAVILION IMAGING IL 03-0516138 GRAND JUNCTION, CO 81501	RADIOLOGY	CO	N/A	NA	0	0		X	0		X	
(2) GRAND VALLEY SURGIC 84-1505875 GRAND JUNCTION, CO 81501	OP SURGERY	CO	N/A	NA	0	0		X	0		X	
(3) SAN JUAN CANCER CEN 20-2866231 MONTROSE, CO 81401	OP CANCER	CO	N/A	NA	0	0		X	0		X	
(4) BILLINGS MRI CENTER 61-0450943 BILLINGS, MT 59101	MRI-PET SCNF	MT	N/A	NA	0	0		X	0		X	
(5) LUTHERAN CAMPUS ASC 02-0749332 WHEATRIEGE, CO 80033	OP SURGERY	CO	N/A	NA	0	0		X	0		X	
(6) COLORADO SURGICAL V 20-8038915 CHICAGO, IL 60608	OP SURGERY	CO	N/A	NA	0	0		X	0		X	
(7) COLORADO SURGICAL H 20-8038977 CHICAGO, IL 60608	OP SURGERY	CO	N/A	NA	0	0		X	0		X	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?
(1) CARITAS INC. AND SUBSIDIARIES 48-0941069 2450 W 26TH AVE STE 1000 DENVER, CO 80211	OTHER MEDICAL	KS	N/A	C CORP	0	0	0	X
(2) LEAVEN INSURANCE COMPANY, LTD. 88-0370522 23 LIME TREE BAY AVE, PO BOX 1051 KY1-11 GEORGETOWN, GRAN	INSURANCE	CJ	N/A		0	0	0	X
(3) -----								
(4) -----								
(5) -----								
(6) -----								
(7) -----								

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

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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)
- f Dividends from related organization(s)
- g Sale of assets to related organization(s)
- h Purchase of assets from related organization(s)
- i Exchange of assets with related organization(s)
- j Lease of facilities, equipment, or other assets to related organization(s)
- k Lease of facilities, equipment, or other assets from related organization(s)
- l Performance of services or membership or fundraising solicitations for related organization(s)
- m Performance of services or membership or fundraising solicitations by related organization(s)
- n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o Sharing of paid employees with related organization(s)
- p Reimbursement paid to related organization(s) for expenses
- q Reimbursement paid by related organization(s) for expenses
- r Other transfer of cash or property to related organization(s)
- s Other transfer of cash or property from related organization(s)

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

	(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved	Yes	No
(1)	SCLHS	1A	30,735.		X	X
(2)	SCLHS	1C	151,803.		X	X
(3)						
(4)						
(5)						
(6)						

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

Part VII Supplemental Information

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

SCHEDULE R, PART V

FORM 990, SCHEDULE R, PART V, LINE 1C

CARITAS CLINICS, INC. RECEIVES FUNDING FROM SISTERS OF CHARITY OF LEAVENWORTH HEALTH SYSTEM TO HELP COVER THE BENEFIT COSTS OF THE EMPLOYEES OF CARITAS CLINICS, INC. THEY PROVIDE 80% OF THE COST OF HEALTH INSURANCE FOR EMPLOYEES WHO ELECT HEALTH BENEFITS AND THEY ALSO CONTRIBUTE 4% TO EMPLOYEES RETIREMENT ACCOUNTS WHO HAVE MET THE THRESHHOLDS FOR THE RETIREMENT BENEFIT.