

Form **990**
Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047
2018
Open to Public Inspection

A For the 2019 calendar year, or tax year beginning 01-01-2018, and ending 12-31-2018

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return/terminated
 Amended return
 Application pending

C Name of organization: THE CARLE FOUNDATION
 % DENNIS P HESCH EXEC VP/CFO
 Doing business as

D Employer identification number: 37-0673465

E Telephone number: (217) 383-3311

G Gross receipts \$ 522,481,801

F Name and address of principal officer: DENNIS HESCH EXEC VP CFO, 611 W Park St, Urbana, IL 61801

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
 If "No," attach a list (see instructions)
H(c) Group exemption number ▶

I Tax-exempt status: 501(c)(3) 501(c) () ◀(insert no) 4947(a)(1) or 527

J Website: ▶ WWW CARLE ORG

K Form of organization: Corporation Trust Association Other ▶

L Year of formation: 1946 **M** State of legal domicile: IL

Part I Summary

1 Briefly describe the organization's mission or most significant activities:
 THE CARLE FOUNDATION IS ORGANIZED AND EXCLUSIVELY OPERATES AS A NOT-FOR-PROFIT CORPORATION FOR CHARITABLE, SCIENTIFIC AND EDUCATIONAL PURPOSES

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	14
4 Number of independent voting members of the governing body (Part VI, line 1b)	10
5 Total number of individuals employed in calendar year 2018 (Part V, line 2a)	1,972
6 Total number of volunteers (estimate if necessary)	0
7a Total unrelated business revenue from Part VIII, column (C), line 12	15,421,299
7b Net unrelated business taxable income from Form 990-T, line 34	886,668

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	44,824	996,059
9 Program service revenue (Part VIII, line 2g)	233,131,528	266,223,215
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	52,184,738	72,088,595
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,199,629	4,569,720
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	289,560,719	343,877,589
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	61,214,646	2,391,183
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	113,308,173	126,022,878
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ▶0		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	137,025,069	180,659,975
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	311,547,888	309,074,036
19 Revenue less expenses Subtract line 18 from line 12	-21,987,169	34,803,553

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	2,224,978,627	2,326,262,647
21 Total liabilities (Part X, line 26)	912,673,911	908,930,923
22 Net assets or fund balances Subtract line 21 from line 20	1,312,304,716	1,417,331,724

Part II Signature Block

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

Sign Here

Signature of officer: _____ Date: 2019-11-15

DENNIS P HESCH Exec VP & CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: _____ Preparer's signature: _____ Date: _____

Check if self-employed PTIN: P00395735

Firm's name ▶ ERNST & YOUNG US LLP Firm's EIN ▶ _____

Firm's address ▶ 111 MONUMENT CIRCLE SUITE 4000 Phone no (317) 681-7000
 INDIANAPOLIS, IN 46204

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission

THE CARLE FOUNDATION IS ORGANIZED AND EXCLUSIVELY OPERATES AS A NOT-FOR-PROFIT CORPORATION FOR CHARITABLE, SCIENTIFIC AND EDUCATIONAL PURPOSES AND SERVES AS THE PARENT CORPORATION FOR AN INTEGRATED HEALTH CARE DELIVERY NETWORK

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

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

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses \$ 147,880,609 including grants of \$ 2,391,183) (Revenue \$ 266,764,848)
See Additional Data

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

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

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

4e Total program service expenses ▶ 147,880,609

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1 through 22 regarding organizational requirements and reporting.

Part IV Checklist of Required Schedules (continued)

		Yes	No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	Yes	
24b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		No
24c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		No
24d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		No
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		No
25b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		No
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)		
28a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
28b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
28c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	Yes	
35b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		No
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	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	

<p>2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return</p>	2a	1,972			
<p>b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note.If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</p>			2b	Yes	
<p>3a Did the organization have unrelated business gross income of \$1,000 or more during the year?</p>			3a	Yes	
<p>b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O</p>			3b	Yes	
<p>4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?</p>			4a	Yes	
<p>b If "Yes," enter the name of the foreign country ▶ <u>CJ, EI</u> See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)</p>					
<p>5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?</p>			5a		No
<p>b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?</p>			5b		No
<p>c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?</p>			5c		
<p>6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?</p>			6a		No
<p>b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?</p>			6b		
7 Organizations that may receive deductible contributions under section 170(c).					
<p>a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?</p>			7a		No
<p>b If "Yes," did the organization notify the donor of the value of the goods or services provided?</p>			7b		
<p>c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?</p>			7c		No
<p>d If "Yes," indicate the number of Forms 8282 filed during the year</p>	7d				
<p>e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p>			7e		No
<p>f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p>			7f		No
<p>g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?</p>			7g		
<p>h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?</p>			7h		
8 Sponsoring organizations maintaining donor advised funds.					
<p>Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?</p>			8		
<p>9a Did the sponsoring organization make any taxable distributions under section 4966?</p>			9a		
<p>b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?</p>			9b		
10 Section 501(c)(7) organizations. Enter					
<p>a Initiation fees and capital contributions included on Part VIII, line 12</p>	10a				
<p>b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities</p>	10b				
11 Section 501(c)(12) organizations. Enter					
<p>a Gross income from members or shareholders</p>	11a				
<p>b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)</p>	11b				
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?					
<p>b If "Yes," enter the amount of tax-exempt interest received or accrued during the year</p>	12b				
13 Section 501(c)(29) qualified nonprofit health insurance issuers.					
<p>a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O</p>			13a		
<p>b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans</p>	13b				
<p>c Enter the amount of reserves on hand</p>	13c				
<p>14a Did the organization receive any payments for indoor tanning services during the tax year?</p>			14a		No
<p>b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O</p>			14b		
<p>15 Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N</p>			15	Yes	
<p>16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O</p>			16		No

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



Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (14); 1b Enter the number of voting members included in line 1a, above, who are independent (10); 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (Yes); 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? (No); 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? (No); 5 Did the organization become aware during the year of a significant diversion of the organization's assets? (No); 6 Did the organization have members or stockholders? (Yes); 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? (Yes); 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? (Yes); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? (Yes); 8b Each committee with authority to act on behalf of the governing body? (Yes); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (No)

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

Section C. Disclosure

Table with 2 columns: Question, Answer. Rows include: 17 List the States with which a copy of this Form 990 is required to be filed (IL); 18 Section 6104 requires an organization to make its Form 1023 (or 1024-A if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply: Own website (), Another's website (), Upon request (), Other (explain in Schedule O) (); 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year; 20 State the name, address, and telephone number of the person who possesses the organization's books and records (DENNIS P HESCH EXEC VPCFO 611 W PARK ST URBANA, IL 61801 (217) 383-3311)

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			
See Additional Data Table										

1b Sub-Total	▶			
1c Total from continuation sheets to Part VII, Section A	▶			
1d Total (add lines 1b and 1c)	▶	11,199,090	3,861,081	2,748,817

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 ▶ 120		
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>	Yes	No
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>	Yes	No
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>	Yes	No

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
BERGLUND CONSTRUCTION COMPANY, 8410 S South Chicago Ave Chicago, IL 60617	Construction	73,171,452
BURWOOD GROUP INC, 8582 Solution Center Chicago, IL 60677	IT Hardware/Software	5,085,780
JH FINDORFF SON, 300 S Bedford St Madison, WI 53703	Construction	4,482,772
PETRY KUHNE COMPANY, PO Box 3757 Champaign, IL 61826	Construction	4,287,304
MOREDIRECT INC, PO Box 536464 Pittsburgh, PA 15253	IT Hardware/Software	3,895,673

2	Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶ 194	
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Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line 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 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c			
	d Related organizations	1d	995,889		
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	170		
	g Noncash contributions included in lines 1a - 1f \$ _____	0			
	h Total. Add lines 1a-1f		996,059		

Program Service Revenue			Business Code				
	2a RENT FROM RELATED ORGS		531120	40,906,595	38,689,001	2,217,594	0
b MANAGEMENT FEES		541610	202,501,924	192,751,949	9,749,975	0	
c INTERNAL SUPPORT SERVICES		900099	22,748,883	20,485,852	2,263,031	0	
d ALL OTHER PROGRAM SERVICE REVENUE		624310	65,813	65,813	0	0	
e _____							
f All other program service revenue							
g Total. Add lines 2a-2f			266,223,215				

Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		41,334,097		1,103,467	40,230,630	
	4 Income from investment of tax-exempt bond proceeds		674,367			674,367	
	5 Royalties		0				
	6a Gross rents	(i) Real	(ii) Personal				
		1,376,485					
	b Less rental expenses	1,653,974					
	c Rental income or (loss)	-277,489	0				
	d Net rental income or (loss)			-277,489			-277,489
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		207,017,651	12,718				
	b Less cost or other basis and sales expenses	176,777,014	173,224				
	c Gain or (loss)	30,240,637	-160,506				
	d Net gain or (loss)			30,080,131			30,080,131
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a	0				
	b Less direct expenses	b	0				
c Net income or (loss) from fundraising events			0				
9a Gross income from gaming activities See Part IV, line 19	a	0					
b Less direct expenses	b	0					
c Net income or (loss) from gaming activities			0				
10a Gross sales of inventory, less returns and allowances	a	0					
b Less cost of goods sold	b	0					
c Net income or (loss) from sales of inventory			0				
Miscellaneous Revenue	Business Code						
11a DINING SERVICES	722320	3,003,389	0	0	3,003,389		
b PARKING RAMP REVENUE	812930	901,021	0	0	901,021		
c EMPLOYEE COMMITMENT RECOV	900099	280,330	0	0	280,330		
d All other revenue		662,469	541,633	87,232	33,604		
e Total. Add lines 11a-11d		4,847,209					
12 Total revenue. See Instructions		343,877,589	252,534,248	15,421,299	74,925,983		

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 or note to any line in this Part IX

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.				
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	2,391,183	2,391,183		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	0	0		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16	0	0		
4 Benefits paid to or for members	0	0		
5 Compensation of current officers, directors, trustees, and key employees	8,678,564	4,339,282	4,339,282	0
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	0	0	0
7 Other salaries and wages	88,532,469	40,014,370	48,518,099	0
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions)	3,776,910	1,678,517	2,098,393	0
9 Other employee benefits	18,683,995	7,134,761	11,549,234	0
10 Payroll taxes	6,350,940	2,807,914	3,543,026	0
11 Fees for services (non-employees)				
a Management	0	0	0	0
b Legal	3,882,461	0	3,882,461	0
c Accounting	372,000	0	372,000	0
d Lobbying	95,667	0	95,667	0
e Professional fundraising services. See Part IV, line 17	0			0
f Investment management fees	2,305,879	0	2,305,879	0
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	14,624,964	5,312,658	9,312,306	0
12 Advertising and promotion	3,191,439	107,993	3,083,446	0
13 Office expenses	17,268,971	7,430,317	9,838,654	0
14 Information technology	13,574,985	5,187,432	8,387,553	0
15 Royalties	0	0	0	0
16 Occupancy	9,302,578	3,741,177	5,561,401	0
17 Travel	582,038	142,458	439,580	0
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0	0	0	0
19 Conferences, conventions, and meetings	649,187	181,103	468,084	0
20 Interest	26,907,782	26,907,747	35	0
21 Payments to affiliates	0	0	0	0
22 Depreciation, depletion, and amortization	37,779,197	19,381,949	18,397,248	0
23 Insurance	1,056,622	-107,368	1,163,990	0
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 PURCHASED SERVICES	15,349,743	5,409,639	9,940,104	0
b INTERNAL SUPPORT SERVICES	3,450,271	947,674	2,502,597	0
c UBI TAX	1,032,163	0	1,032,163	0
d PATIENT CARE SUPPLIES	3,401,571	3,401,571	0	0
e All other expenses	25,832,457	11,470,232	14,362,225	0
25 Total functional expenses. Add lines 1 through 24e	309,074,036	147,880,609	161,193,427	0
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 or note to any line in this Part IX

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	0	1	0
	2 Savings and temporary cash investments	88,868,564	2	140,012,576
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	1,093,244	4	873,802
	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	3,262,159	7	3,091,215
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	9,185,518	9	10,024,969
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 1,121,602,110		
	b Less accumulated depreciation	10b 459,813,856	590,331,970	10c 661,788,254
	11 Investments—publicly traded securities	1,412,262,963	11	1,389,657,193
	12 Investments—other securities See Part IV, line 11	93,088,409	12	108,417,941
	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	26,885,800	15	12,396,697
16 Total assets. Add lines 1 through 15 (must equal line 34)	2,224,978,627	16	2,326,262,647	
Liabilities	17 Accounts payable and accrued expenses	75,373,646	17	97,856,848
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	719,489,090	20	705,151,935
	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	117,811,175	25	105,922,140
	26 Total liabilities. Add lines 17 through 25	912,673,911	26	908,930,923
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	1,312,304,716	27	1,417,331,724
	28 Temporarily restricted net assets	0	28	0
	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	1,312,304,716	33	1,417,331,724	
34 Total liabilities and net assets/fund balances	2,224,978,627	34	2,326,262,647	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	343,877,589
2	Total expenses (must equal Part IX, column (A), line 25)	2	309,074,036
3	Revenue less expenses Subtract line 2 from line 1	3	34,803,553
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,312,304,716
5	Net unrealized gains (losses) on investments	5	-92,047,355
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	162,270,810
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,417,331,724

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
b	Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
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	Yes	
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?		No
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		

Additional Data

Software ID:

Software Version:

EIN: 37-0673465

Name: THE CARLE FOUNDATION

Form 990 (2018)

Form 990, Part III, Line 4a:

SEE SCHEDULE O

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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	Insttutchnal Trustee	Officer	Key employee	Highest compensated employee	Former			
KARL APPELQUIST CHAIR OF BOARD	4 0	X		X				0	0	0
PAUL TUCKER VICE CHAIR OF BOARD	2 0	X		X				0	0	0
Andy Arwari MD SEC/TREAS OF BOARD & PHYSICIAN	19 8	X		X				0	570,104	48,279
Guy Hall IMMEDIATE PAST CHAIR	4 0	X						0	0	0
JONATHAN BAILEY MD TRUSTEE & Physician	2 0	X						0	658,075	43,673
Rajagopal Echambadi PhD Trustee	1 0	X						0	0	0
Marty Edwards Ex-officio Trustee	2 0	X						0	0	0
Aja Lystila MD TRUSTEE & Physician	2 0	X						0	291,760	45,131
URETZ OLIPHANT MD TRUSTEE & Physician	0 5	X						0	616,929	19,906
Meredith Mills TRUSTEE	4 0	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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			
Scott Reichard Trustee	2 0	X						0	0	0
Chris Slater-Vohs Trustee	3 0	X						0	0	0
Jon Stewart Trustee	1 0	X						0	30,000	0
Lynn Zehnder Trustee	3 0	X						0	31,000	0
BRENDA TIMMONS CHAIR OF BOARD-THRU 04/2018	0 2	X		X				0	0	0
Kenneth Aronson MD Sec/Treas of BD THRU 09/2018	0 2	X		X				0	439,615	34,370
Donna Greene TRUSTEE THRU 09/2018	2 0	X						0	32,000	0
James C Leonard MD Ex-Officio, President & CEO	26 0			X				2,266,607	0	505,656
John Snyder Exec VP & COO	5 0			X				1,550,531	0	353,891
Dennis Hesch Exec VP & CFO	8 0			X				1,179,965	0	275,128

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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			
Matthew Gibb MD Exec VP & CMO	3 2 36 8			X				1,054,241	0	217,755
Laurence Fallon EXEC VP-Legal Affairs & HR	25 0 15 0				X			895,620	0	210,398
Richard Rinehart VP-IT & CIO	40 0 0 0				X			547,996	0	134,127
Lynette Barnes COO-CFH & SVP-Facilities	5 0 35 0				X			539,679	0	107,775
Lauren Schmid Exec VP, Chief HR Officer	10 0 30 0				X			361,216	0	83,607
Stephanie Beever Exec VP & Chief Strategy Ofcr	18 0 22 0					X		721,100	0	177,724
William Schuh MD Chief Medical Info Officer	40 0 0 0				X			580,655	0	124,242
Michael Billmack VP Mrktg Govt/Community Relat	10 0 0 0				X			556,406	0	142,670
Pamela Bigler SVP-Nursing & CNO	19 0 21 0				X			475,516	0	103,852
Robert Good DO VP & CMO-Health Alliance	10 0 30 0				X			469,558	0	57,057

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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	Insttutional Trustee	Officer	Key employee	Highest compensated employee	Former				
R Bruce Wellman MD Ex-Officio, CEO of CPG-FORMER	0 0 20 0						X	0	253,938	22,300	
Napoleon Knight MD HIGHLY COMP EMP - FORMER	0 0 40 0						X	0	937,660	41,276	

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.
▶ Go to www.irs.gov/Form990 for the latest information.

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
THE CARLE FOUNDATION

Employer identification number

37-0673465

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 12, 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 (Form 990 or 990-EZ))
- 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 agricultural research organization described in **170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture See instructions Enter the name, city, and state of the college or university _____
- 10 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)
- 11 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 12 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 in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
- f Enter the number of supported organizations 2
- g Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A) THE CARLE FOUNDATION HOSPITAL	371119538	3	Yes		278,340	0
(B) THE CARLE DEVELOPMENT FOUNDATION	371159978	7	Yes		1,429,990	0
Total	2				1,708,330	

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

(Complete only if you checked the box on line 5, 7, 8, or 9 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶		(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1	Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant")						
2	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3	The value of services or facilities furnished by a governmental unit to the organization without charge						
4	Total. Add lines 1 through 3						
5	The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6	Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶		(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
7	Amounts from line 4						
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9	Net income from unrelated business activities, whether or not the business is regularly carried on						
10	Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI)						
11	Total support. Add lines 7 through 10						
12	Gross receipts from related activities, etc (see instructions)					12	

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

Section C. Computation of Public Support Percentage

14	Public support percentage for 2018 (line 6, column (f) divided by line 11, column (f))	14	
15	Public support percentage for 2017 Schedule A, Part II, line 14	15	

- 16a 33 1/3% support test—2018.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶
- b 33 1/3% support test—2017.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶
- 17a 10%-facts-and-circumstances test—2018.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶
- b 10%-facts-and-circumstances test—2017.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶
- 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 10 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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(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 VI.)						
13	Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15	Public support percentage for 2018 (line 8, column (f) divided by line 13, column (f))	15	
16	Public support percentage from 2017 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17	Investment income percentage for 2018 (line 10c, column (f) divided by line 13, column (f))	17	
18	Investment income percentage from 2017 Schedule A, Part III, line 17	18	

19a 33 1/3% support tests—2018. 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—2017. 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 Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

		Yes	No
1	Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
1		Yes	
2	Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		No
2			No
3a	Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		No
3a			No
b	Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
3b			
c	Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
3c			
4a	Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below.		No
4a			No
b	Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
4b			
c	Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
4c			
5a	Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).		No
5a			No
b	Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
5b			
c	Substitutions only. Was the substitution the result of an event beyond the organization's control?		
5c			
6	Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .		Yes
6		Yes	
7	Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		No
7			No
8	Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		No
8			No
9a	Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .		No
9a			No
b	Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .		No
9b			No
c	Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .		No
9c			No
10a	Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer line 10b below.		No
10a			No
b	Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		
10b			

Part IV Supporting Organizations (continued)

		Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?		
a	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b	A family member of a person described in (a) above?		
c	A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI</i>		
		11a	No
		11b	No
		11c	No

Section B. Type I Supporting Organizations

		Yes	No
1	Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
		1	
2	Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.</i>		
		2	

Section C. Type II Supporting Organizations

		Yes	No
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		
		1	

Section D. All Type III Supporting Organizations

		Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
		1	Yes
2	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization (s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
		2	Yes
3	By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		
		3	Yes

Section E. Type III Functionally-Integrated Supporting Organizations

1	Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)		
a	<input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b	<input checked="" type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c	<input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2	Activities Test Answer (a) and (b) below.		
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>		
		2a	
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
		2b	
3	Parent of Supported Organizations Answer (a) and (b) below.		
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>		
		3a	Yes
b	Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		
		3b	Yes

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)	1	
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI)		
2	Acquisition indebtedness applicable to non-exempt use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	
Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9 Distributable amount for 2018 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2018	(iii) Distributable Amount for 2018
1 Distributable amount for 2018 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2018 (reasonable cause required-- explain in Part VI) See instructions			
3 Excess distributions carryover, if any, to 2018			
a From 2013.			
b From 2014.			
c From 2015.			
d From 2016.			
e From 2017.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2018 distributable amount			
i Carryover from 2013 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2018 from Section D, line 7 \$			
a Applied to underdistributions of prior years			
b Applied to 2018 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2018, if any Subtract lines 3g and 4a from line 2 If the amount is greater than zero, explain in Part VI See instructions			
6 Remaining underdistributions for 2018 Subtract lines 3h and 4b from line 1 If the amount is greater than zero, explain in Part VI See instructions			
7 Excess distributions carryover to 2019. Add lines 3j and 4c			
8 Breakdown of line 7			
a Excess from 2014.			
b Excess from 2015.			
c Excess from 2016.			
d Excess from 2017.			
e Excess from 2018.			

Part VI Supplemental Information. Provide the explanations required by Part II, line 10, Part II, line 17a or 17b, Part III, line 12, Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c, Part IV, Section B, lines 1 and 2, Part IV, Section C, line 1, Part IV, Section D, lines 2 and 3, Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b, Part V, line 1, Part V, Section B, line 1e, Part V Section D, lines 5, 6, and 8, and Part V, Section E, lines 2, 5, and 6 Also complete this part for any additional information (See instructions)

Facts And Circumstances Test

990 Schedule A, Supplemental Information

Return Reference	Explanation
SCHEDULE A, PART IV, DESCRIPTION OF OTHER SUPPORT	<p>THE CARLE FOUNDATION (THE FOUNDATION) SERVES AS THE PARENT CORPORATION FOR AN INTEGRATED HEALTH CARE DELIVERY NETWORK AND MANAGES FIXED ASSETS AND EQUIPMENT UTILIZED BY ITS AFFILIATES ALONG WITH OTHER FIXED ASSETS AND REAL ESTATE HOLDINGS THE FOUNDATION ALSO ADMINISTER S THE CASH MANAGEMENT AND INVESTMENTS AND PROVIDES GENERAL MANAGEMENT SERVICES TO THE AFFI</p> <p>LIATES IN ADDITION, THE FOUNDATION PROVIDES SUPPORT SERVICES INCLUDING ACCOUNTING AND OTHER FINANCIAL AND REVENUE CYCLE SERVICES, QUALITY AND INFECTION CONTROL, COMPLIANCE, SOCIAL WORK AND CASE MANAGEMENT, MARKETING AND PUBLIC RELATIONS, HUMAN RESOURCES, EDUCATION, INFORMATION TECHNOLOGY, FACILITIES AND ENGINEERING, SECURITY, PURCHASING, LEGAL, AND PROJECT MANAGEMENT SERVICES TO RELATED AFFILIATES</p>

990 Schedule A, Supplemental Information

Return Reference	Explanation
SCHEDULE A, PART IV, SECTION A, LINE 6	<p>EFFECTIVE AUGUST 1, 2015, THE FOUNDATION ENTERED INTO AN AFFILIATION AGREEMENT WITH THE BOARD OF TRUSTEES OF THE UNIVERSITY OF ILLINOIS (UNIVERSITY) FOR THE DEVELOPMENT OF A COLLEGE OF MEDICINE AT ITS URBANA-CHAMPAIGN CAMPUS WITH AN ENGINEERING-FOCUSED CURRICULUM AND TO BE KNOWN AS THE CARLE ILLINOIS COLLEGE OF MEDICINE (CI COM) THIS AGREEMENT RESULTED IN AN UNCONDITIONAL COMMITMENT OF \$50,000,000, WHICH WAS RECORDED AS GENERAL AND ADMINISTRATIVE EXPENSE IN 2015 TO BE USED EXCLUSIVELY FOR THE CREATION OF THE CI COM THE FOUNDATION HAS FUNDED \$40,000,000 OF THIS COMMITMENT, \$10,000,000 EACH IN 2015, 2016, 2017, AND 2018 IN 2017, THE FOUNDATION PLEDGED AND RECORDED AN ADDITIONAL \$50,000,000 PAYABLE IN FIVE EQUAL ANNUAL INSTALLMENTS THESE AMOUNTS WILL BE FUNDED FROM 2020 THROUGH 2024 THE UNIVERSITY OF ILLINOIS FOUNDATION, A 501(C)(3) ENTITY, ACCEPTED THE GRANT AS AGENT FOR THE UNIVERSITY OF ILLINOIS, WHICH IS DESCRIBED IN IRC 511(A)(2)(B) AS A PERMISSIBLE BENEFICIARY UNDER REG 1.509(A)-4(E) AS THE UNIVERSITY OF ILLINOIS FOUNDATION'S 2018 FINANCIAL REPORT DISCLOSES, IT IS A NONPROFIT CORPORATION RESPONSIBLE FOR ENCOURAGING AND ADMINISTERING PRIVATE GIFTS MADE TO FURTHER THE MISSION OF THE UNIVERSITY OF ILLINOIS (UNIVERSITY) ALTHOUGH THE FOUNDATION IS A SEPARATE LEGAL ENTITY FROM THE UNIVERSITY, THE FOUNDATION'S SOLE REASON FOR EXISTENCE IS TO SERVE THE UNIVERSITY THE FOUNDATION IS CONSIDERED A DISCRETELY-PRESENTED COMPONENT UNIT OF THE UNIVERSITY AND IS THEREFORE INCLUDED IN THE UNIVERSITY'S GOVERNMENT-WIDE FINANCIAL STATEMENTS</p>

990 Schedule A, Supplemental Information

Return Reference	Explanation
SCEDULE A, PART IV, SECTION D, LINE 3	THE CARLE FOUNDATION SERVES AS THE PARENT OF ITS SUPPORTED ORGANIZATIONS AT A MINIMUM, ONE MEMBER OF THE GOVERNING BOARD ALSO SERVES ON THE BOARDS OF THE SUPPORTED ORGANIZATIONS THERE IS AN INTERCONNECTEDNESS OF MANAGEMENT THROUGHOUT THE ORGANIZATION WHEREBY MANAGEMENT OVERSEES ACTIVITIES OF EACH OF THE SUPPORTED ORGANIZATIONS IN ADDITION TO THOSE OF THE CARLE FOUNDATION MANAGEMENT OVERSIGHT OVER THE USE OF THE ORGANIZATION'S INCOME AND ASSETS IS LED BY THE SAME EXECUTIVE LEADERSHIP TEAM OVER EACH OF THE SUPPORTING AND SUPPORTED ORGANIZATIONS

990 Schedule A, Supplemental Information

Return Reference	Explanation
SCEDULE A, PART IV, SECTION E, LINE 3A & 3B	THE SOLE MEMBER OF THE SUPPORTED ORGANIZATIONS, THE CARLE FOUNDATION, ACTING THROUGH ITS BOARD OF TRUSTEES, HAS THE EXCLUSIVE POWER TO ELECT AND REMOVE MEMBERS OF THE BOARD OF TRUSTEES FOR THE SUPPORTED ORGANIZATIONS IN ADDITION TO FILLING VACANCIES THE SOLE MEMBER OF THE SUPPORTED ORGANIZATIONS ALSO HAS THE EXCLUSIVE RIGHT AND POWER TO AMEND THE BY-LAWS, TO AMEND THE ARTICLES OF THE CORPORATION, TO AUTHORIZE ANY NON-BUDGETED EXPENDITURE IN EXCESS OF DETERMINED THRESHOLDS, TO ORGANIZE OR ACQUIRE, OR TO AUTHORIZE OR APPROVE THE ORGANIZATION'S ACQUISITION OF ANY SUBSIDIARY OR AFFILIATE OF THE CORPORATION, TO PLEDGE ALL OR ANY PART OF THE CORPORATION'S ASSETS AS SECURITY FOR A DEBT, AND AUTHORIZATION TO ENTER IN TO ANY CONTRACT OR ENGAGE IN ANY TRANSACTION OR ACTIVITY WHICH REQUIRES APPLICATION TO THE ILLINOIS HEALTH FACILITIES PLANNING BOARD FOR A PERMIT OR CERTIFICATE OF NEED

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

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

▶Complete if the organization is described below. ▶Attach to Form 990 or Form 990-EZ.
▶Go to www.irs.gov/Form990 for instructions and the latest information.

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2018
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If the organization answered "Yes" on Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

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

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

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

If the organization answered "Yes" on Form 990, Part IV, Line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

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

Name of the organization THE CARLE FOUNDATION	Employer identification number 37-0673465
--	--

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV (see instructions for definition of "political campaign activities")
- 2 Political campaign activity expenditures (see instructions) ▶ \$ _____
- 3 Volunteer hours for political campaign activities (see instructions) _____

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

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

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

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

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-
1				
2				
3				
4				
5				
6				

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

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

Limits on Lobbying Expenditures
(The term "expenditures" means amounts paid or incurred.)

(a) Filing organization's totals

(b) Affiliated group totals

- 1a** Total lobbying expenditures to influence public opinion (grass roots lobbying)
- b** Total lobbying expenditures to influence a legislative body (direct lobbying)
- c** Total lobbying expenditures (add lines 1a and 1b)
- d** Other exempt purpose expenditures
- e** Total exempt purpose expenditures (add lines 1c and 1d)
- f** Lobbying nontaxable amount Enter the amount from the following table in both columns

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over \$500,000	20% of the amount on line 1e
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000
Over \$17,000,000	\$1,000,000

- g** Grassroots nontaxable amount (enter 25% of line 1f)
- h** Subtract line 1g from line 1a If zero or less, enter -0-
- i** Subtract line 1f from line 1c If zero or less, enter -0-
- j** If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?

 Yes No
4-Year Averaging Period Under section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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

For each "Yes" response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?		No	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	Yes		
c Media advertisements?		No	0
d Mailings to members, legislators, or the public?	Yes		1,541
e Publications, or published or broadcast statements?		No	0
f Grants to other organizations for lobbying purposes?		No	0
g Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		36,469
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	0
i Other activities?	Yes		57,657
j Total Add lines 1c through 1i			95,667
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, lines 1 and 2 (see instructions), and Part II-B, line 1 Also, complete this part for any additional information

Return Reference	Explanation
SCHEDULE C, PART II-B, LINES 1D AND 1G	DURING 2018, THE CARLE FOUNDATION EMPLOYED A PERSON WHOSE PRIMARY DUTIES INCLUDED GOVERNMENT RELATIONS APPROXIMATELY 25% OF THIS PERSON'S TIME WAS ESTIMATED TO HAVE BEEN SPENT ON DIRECT LOBBYING ACTIVITIES DIRECT LOBBYING EFFORTS INCLUDED DISCUSSIONS WITH MEMBERS OF THE ILLINOIS GENERAL ASSEMBLY, CONGRESS, AND THEIR RESPECTIVE STAFFS IN-PERSON AND TELEPHONIC CONVERSATIONS PRIMARILY REVOLVED AROUND HEALTH CARE POLICY MAKING, THE APPROPRIATIONS PROCESS, AND THE IMPACT OF PROPOSED LEGISLATION ON THE OPERATIONS OF THE CARLE FOUNDATION AND ITS RELATED ORGANIZATIONS OCCASIONAL CORRESPONDENCE WITH THE ELECTED OFFICIALS AND THEIR STAFF MEMBERS OCCURRED VIA STANDARD MAIL AND EMAIL SCHEDULE C, PART II-B, LINE 1I \$57,657 - A PORTION OF ANNUAL MEMBERSHIP DUES TO VARIOUS PROFESSIONAL ORGANIZATIONS WAS ESTIMATED TO BE ATTRIBUTED TO LOBBYING ACTIVITIES

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements
► Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990.
► Go to www.irs.gov/Form990 for the latest information.

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2018
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Name of the organization
THE CARLE FOUNDATION

Employer identification number
37-0673465

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

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

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

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

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Year	
a Total number of conservation easements	2a	
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included in (a)	2c	
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

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

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

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

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

(i) Revenue included on Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

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

a Revenue included on Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

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

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

Part IV Escrow and Custodial Arrangements.

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	3,353,135	2,882,336	2,718,842	2,464,402	2,228,143
b Contributions	420,328	93,166	62,954	219,279	114,467
c Net investment earnings, gains, and losses	-128,526	403,133	172,913	47,166	142,334
d Grants or scholarships					
e Other expenditures for facilities and programs	53,958	25,500	72,373	12,005	20,542
f Administrative expenses					
g End of year balance	3,590,979	3,353,135	2,882,336	2,718,842	2,464,402

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as
- a** Board designated or quasi-endowment ▶ 0 %
 - b** Permanent endowment ▶ 100 000 %
 - c** Temporarily restricted endowment ▶ 0 %
- The percentages on 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
- | | Yes | No |
|--|-----|----|
| (i) unrelated organizations | | No |
| (ii) related organizations | Yes | |
| b If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R? | Yes | |
- 4** Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		38,333,516		38,333,516
b Buildings		752,645,788	293,494,620	459,151,168
c Leasehold improvements		8,521,197	6,371,791	2,149,406
d Equipment		203,803,407	142,137,546	61,665,861
e Other		118,298,202	17,809,899	100,488,303
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) . . . ▶				661,788,254

Part VII Investments—Other Securities. Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

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

Part VIII Investments—Program Related. Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets. Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15)	▶

Part X Other Liabilities. Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	0
See Additional Data Table	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	▶ 105,922,140

2. Liability for uncertain tax positions 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 XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

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

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

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

Part XIII Supplemental Information

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

Return Reference	Explanation
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Additional Data

Software ID:

Software Version:

EIN: 37-0673465

Name: THE CARLE FOUNDATION

Form 990, Schedule D, Part X, - Other Liabilities

1 (a) Description of Liability	(b) Book Value
Income Tax Payable	500,000
INTEREST RATE SWAP VALUATION	12,375,800
ACCRUED HEALTH INSURANCE	16,886,467
457(F)PLAN PAYABLE	11,155,340
ACCRUED COMMITMENT	45,500,216
LIABILITY FOR UNASSERTED CLAIM	9,911,225
ASSET RETIREMENT OBLIGATION	8,633,031
CURRENT PORTION LT DEBT	466,968
HEALTH SYSTEMS INSURANCE, LIMITED ACCRUALS	493,056
SALES TAX PAYABLE	37

Supplemental Information

Return Reference	Explanation
SCHEDULE D, PART V, LINE 4	THE CARLE DEVELOPMENT FOUNDATION, WHOSE SOLE MEMBER IS THE CARLE FOUNDATION, HAD TWENTY-FIVE ENDOWMENTS, RANGING IN AMOUNTS FROM APPROXIMATELY \$20,000 TO \$408,000 THE PURPOSES DESIGNATED BY THE DONORS VARIED, BUT CONSISTED OF SUPPORT FOR CANCER RESEARCH, THE CARLE GUEST HOUSE, CONTINUED EDUCATION FOR VARIOUS PROFESSIONAL STAFF, AND OTHER HEALTHCARE RELATED PURPOSES

Supplemental Information

Return Reference	Explanation
SCHEDULE D, PART X, LINE 2	FIN 48 (ASC740) FOOTNOTE THE GUIDANCE ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES PRESCRIBES A MORE-LIKELY-THAN-NOT RECOGNITION THRESHOLD AND MEASUREMENT ATTRIBUTE FOR FINANCIAL STATEMENTS RECOGNITION OF A TAX POSITION TAKEN OR EXPECTED TO BE TAKEN THERE WERE NO UNCERTAIN TAX BENEFITS IDENTIFIED OR RECORDED AS A LIABILITY AS OF DECEMBER 31, 2018 AND DECEMBER 31, 2017

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No 1545-0047

2018

**Open to Public
Inspection**

- ▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
- ▶ Attach to Form 990.
- ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

Name of the organization
THE CARLE FOUNDATION

Employer identification number

37-0673465

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
See Add'l Data					
3a Sub-total					154,515,016
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					154,515,016

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

- 2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶ _____
- 3 Enter total number of other organizations or entities ▶ _____

Part IV Foreign Forms

- 1 Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A, don't file with Form 990)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U S Persons with Respect to Certain Foreign Corporations (see Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U S Persons with Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713, don't file with Form 990)* Yes No

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

990 Schedule F, Supplemental Information

Return Reference	Explanation
SCHEDULE F, SUPPLEMENTAL INFORMATION	PART I, LINE 3(1) CENTRAL AMERICA / CARIBBEAN HEALTH SYSTEMS INSURANCE, LIMITED INVESTMENT \$140,561,342 PART I, LINE 3(2) CENTRAL AMERICA / CARIBBEAN HEALTH SYSTEMS INSURANCE, LIMITED PREMIUMS PAID ON SELF INSURANCE \$13,953,674

Additional Data

Software ID:

Software Version:

EIN: 37-0673465

Name: THE CARLE FOUNDATION

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
Central America and the Caribbean			Program services	SELF INSURANCE	140,561,342
Central America and the Caribbean			Program services	SELF INSURANCE	13,953,674

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

Schedule I (Form 990)

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

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

Attach to Form 990.

Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization THE CARLE FOUNDATION

Employer identification number

37-0673465

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance...
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on 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

Table with 8 columns: (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 noncash assistance, (h) Purpose of grant or assistance. Rows 1-12.

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 4
3 Enter total number of other organizations listed in the line 1 table 0

Part III Grants and Other Assistance to Domestic Individuals. 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 noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					

Part IV Supplemental Information. Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

Return Reference	Explanation
FORM 990, SCHEDULE I	DESCRIPTION OF ORGANIZATION'S PROCEDURES FOR MONITORING THE USE OF GRANTS TWO GRANTS WERE MADE TO RELATED AFFILIATES, THE CARLE FOUNDATION HOSPITAL AND THE CARLE DEVELOPMENT FOUNDATION THE GRANTS WERE MADE TO SUPPORT THE ORGANIZATION'S MISSION FOR MEETING THE NEEDS OF THE COMMUNITY SERVED BY THE CARLE FOUNDATION IN 2018, THE CARLE FOUNDATION, ON BEHALF OF THE CARLE FOUNDATION HOSPITAL, PROVIDED TRANSLATIONAL RESEARCH GRANTS TOTALING \$226,845 TO THE UNIVERSITY OF ILLINOIS URBANA-CHAMPAIGN IN 2015, THE CARLE FOUNDATION (FOUNDATION) MADE AN UNCONDITIONAL COMMITMENT OF \$50,000,000 TO THE UNIVERSITY OF ILLINOIS URBANA-CHAMPAIGN (UNIVERSITY) TO BE USED EXCLUSIVELY FOR THE CREATION OF THE CARLE ILLINOIS COLLEGE OF MEDICINE (CICOM) IN 2017, THE FOUNDATION PLEDGED AN ADDITIONAL \$50,000,000, WHICH IS TO BE PAID ANNUALLY OVER SUBSEQUENT YEARS THIS COMMITMENT IS RECORDED AT A DISCOUNTED VALUE OF \$45,500,216 COMPRISED OF FOUNDATION AND UNIVERSITY REPRESENTATIVES, A JOINTLY APPOINTED MANAGEMENT AND OVERSIGHT COMMITTEE PROVIDES STRATEGIC AND FINANCIAL OVERSIGHT FOR THE CICOM IN ADDITION, THE DEAN OF CICOM IS EMPLOYED BY BOTH THE FOUNDATION AND THE UNIVERSITY AND REPORTS JOINTLY TO THE PROVOST OF THE UNIVERSITY AND THE CHIEF MEDICAL OFFICER AT THE FOUNDATION

Additional Data

Software ID:
Software Version:
EIN: 37-0673465
Name: THE CARLE FOUNDATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE CARLE DEVELOPMENT FOUNDATION 611 W PARK ST URBANA, IL 61801	37-1159978	501(c)(3)	1,429,990				INTERNAL FUNDING SUPPORT FOR THE COLLEGE OF MED
THE CARLE FOUNDATION HOSPITAL 611 W PARK ST URBANA, IL 61801	37-1119538	501(c)(3)	278,340				INTERNAL FUNDING

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
BOARD OF TRUSTEES OF THE UNIVERSITY OF IL 306 S WRIGHT ST URBANA, IL 61801	37-6000511	501(c)(3)	226,845				SUPPORT FOR COLLEGE OF MEDICINE
UNIVERSITY OF ILLINOIS FOUNDATION 1035 WEST GREEN ST URBANA, IL 61801	37-6006007	501(c)(3)	456,008				SUPPORT FOR COLLEGE OF MEDICINE

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" on Form 990, Part IV, line 23.**
▶ **Attach to Form 990.**
▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

OMB No 1545-0047

2018

Open to Public Inspection

Name of the organization
THE CARLE FOUNDATION

Employer identification number
37-0673465

Part I Questions Regarding Compensation

		Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;"><input type="checkbox"/> First-class or charter travel</td> <td style="width: 50%; border: none;"><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Travel for companions</td> <td style="border: none;"><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td style="border: none;"><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Discretionary spending account</td> <td style="border: none;"><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)			
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use										
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence										
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees										
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)										
<p>b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</p>	1b										
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?</p>	2										
<p>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</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;"><input checked="" type="checkbox"/> Compensation committee</td> <td style="width: 50%; border: none;"><input checked="" type="checkbox"/> Written employment contract</td> </tr> <tr> <td style="border: none;"><input checked="" type="checkbox"/> Independent compensation consultant</td> <td style="border: none;"><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Form 990 of other organizations</td> <td style="border: none;"><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract	<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee					
<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract										
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study										
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee										
<p>4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization</p>											
<p>a Receive a severance payment or change-of-control payment?</p>	4a	Yes									
<p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p>	4b	Yes									
<p>c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</p>	4c		No								
<p>Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</p>											
<p>5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of</p>											
<p>a The organization?</p>	5a		No								
<p>b Any related organization? If "Yes," on line 5a or 5b, describe in Part III</p>	5b		No								
<p>6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of</p>											
<p>a The organization?</p>	6a		No								
<p>b Any related organization? If "Yes," on line 6a or 6b, describe in Part III</p>	6b		No								
<p>7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>	7	Yes									
<p>8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</p>	8		No								
<p>9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	9										

Part III Supplemental Information

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.

Return Reference	Explanation
SCHEDULE J, PART I, QUESTION 3	<p>THE BOARD OF TRUSTEES OF THE CARLE FOUNDATION, THROUGH ITS COMPENSATION COMMITTEE COMPRISED OF INDEPENDENT MEMBERS FREE OF CONFLICT, ANNUALLY REVIEWS EXECUTIVE COMPENSATION LEVELS AND ESTABLISHES APPROPRIATE SALARY RANGES AND OTHER FEATURES OF THE COMPENSATION PLAN IN ACCORDANCE WITH THE ORGANIZATION'S APPROVED COMPENSATION PHILOSOPHY AND STRATEGY - THE COMMITTEE IS COMPRISED OF MEMBERS OF THE BOARD OF TRUSTEES, WHO ARE INDEPENDENT OF THE CARLE FOUNDATION MANAGEMENT, HAVE NO PERSONAL INTEREST IN THE COMPENSATION ARRANGEMENTS, ARE NOT RELATED TO, OR UNDER THE CONTROL OF ANY INDIVIDUAL WHOSE COMPENSATION ARRANGEMENT IS BEING REVIEWED, AND HAVE NO MATERIAL BUSINESS RELATIONSHIP WITH THE CARLE FOUNDATION - THE CHIEF EXECUTIVE OFFICER'S COMPENSATION IS DETERMINED BY THE COMPENSATION COMMITTEE IN RELATION TO APPROPRIATE COMPARABILITY DATA. COMPENSATION FOR OTHER MEMBERS OF THE EXECUTIVE STAFF IS DEVELOPED BY THE CEO, EVALUATED AGAINST MARKET DATA, AND REVIEWED AND APPROVED BY THE COMMITTEE - THE COMMITTEE APPROVES ALL ANNUAL COMPENSATION DECISIONS IN ADVANCE OF THEIR IMPLEMENTATION AND DOCUMENTS ITS DETERMINATIONS AND DISCUSSIONS - THE COMPENSATION COMMITTEE RELIES UPON A NUMBER OF EXTERNAL RESOURCES AND COMPARISONS, AND ITS ANALYSIS INCLUDES TOTAL COMPENSATION (CASH COMPENSATION PLUS BENEFITS PROVIDED BY THE CARLE FOUNDATION) IN RELATION TO ORGANIZATIONAL PERFORMANCE AND PREVAILING INDUSTRY PRACTICES FOR LIKE RESPONSIBILITIES AT COMPARABLY-SIZED ORGANIZATIONS. THE COMMITTEE HAS ENGAGED THE SERVICES OF A COMPENSATION CONSULTING FIRM SPECIALIZING IN THE NOT-FOR-PROFIT SECTOR WHICH HAS WORKED WITH THE CARLE FOUNDATION AND MAKES ITS REPORTS DIRECTLY AVAILABLE TO THE COMPENSATION COMMITTEE. FORM 990, SCHEDULE J, PART I, QUESTION 4A. MICHAEL BILLIMACK RECEIVED SEVERANCE PAYMENTS IN 2018 IN THE AMOUNT OF \$197,683.</p>

Return Reference	Explanation
FORM 990, SCHEDULE J, PART I, QUESTION 4B	<p>THE 2018 PARTICIPANTS IN THE 457(F) PLAN OFFERED BY THE CARLE FOUNDATION, THAT ARE LISTED IN THE 990 PART VII INCLUDE LYNETTE BARNES, STEPHANIE BEEVER, PAMELA BIGLER, MICHAEL BILLIMACK, LAURENCE FALLON, MATTHEW GIBB, MD, ROBERT GOOD, DO, DENNIS HESCH, JAMES LEONARD, MD, RICHARD RINEHART, LAUREN SCHMID, WILLIAM SCHUH, MD, AND JOHN SNYDER. THE 2018 PAYMENTS FROM THE 457(F) PLAN WERE MADE TO LYNETTE BARNES (\$102,319), STEPHANIE BEEVER (\$112,145), PAMELA BIGLER (\$78,460), MICHAEL BILLIMACK (\$228,033), LAURENCE FALLON (\$192,600), MATTHEW GIBB, MD (\$247,999), DENNIS HESCH (\$267,641), NAPOLEON KNIGHT, MD (\$75,757), JAMES LEONARD, MD (\$517,369), RICHARD RINEHART (\$106,131), LAUREN SCHMID (\$42,626), WILLIAM SCHUH, MD (\$98,541), AND JOHN SNYDER (\$306,629)</p>

Return Reference	Explanation
FORM 990, SCHEDULE J, PART 1, QUESTION 7	PART OF THE OVERALL EMPLOYEES' COMPENSATION PROGRAM INCLUDES AN INCENTIVE COMPONENT THAT COVERS MOST EMPLOYEES AND IS DESIGNED TO ENCOURAGE AND PROMOTE THE ACHIEVEMENT OF CERTAIN QUALITY, OPERATIONAL, AND EFFICIENCY IMPROVEMENTS ALTHOUGH THIS INCENTIVE COMPONENT IS BASED ON THE ORGANIZATION MEETING CERTAIN MINIMUM FINANCIAL THRESHOLDS, ALL PAYMENTS MUST BE APPROVED BY THE BOARD OF DIRECTORS PRIOR TO ANY INCENTIVE PAYOUT



Additional Data

Software ID:
Software Version:
EIN: 37-0673465
Name: THE CARLE FOUNDATION

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(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 in column (B) reported as deferred on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
Andy Arwan MD SEC/TREAS OF BOARD & PHYSICIAN	(i)	0	0	0	0	0	0	0
	(ii)	533,433	22,464	14,207	22,182	26,097	618,383	0
JONATHAN BAILEY MD TRUSTEE & Physician	(i)	0	0	0	0	0	0	0
	(ii)	618,674	17,020	22,381	22,182	21,491	701,748	0
Aja Lystila MD TRUSTEE & Physician	(i)	0	0	0	0	0	0	0
	(ii)	278,911	10,075	2,774	22,182	22,949	336,891	0
URETZ OLIPHANT MD TRUSTEE & Physician	(i)	0	0	0	0	0	0	0
	(ii)	580,551	2,925	33,453	16,682	3,224	636,835	0
Kenneth Aronson MD Sec/Treas of BD THRU 09/2018	(i)	0	0	0	0	0	0	0
	(ii)	390,275	22,714	26,626	22,182	12,188	473,985	0
James C Leonard MD Ex-Officio, President & CEO	(i)	1,310,577	405,971	550,059	497,971	7,685	2,772,263	517,369
	(ii)	0	0	0	0	0	0	0
John Snyder Exec VP & COO	(i)	961,660	243,554	345,317	338,446	15,445	1,904,422	306,629
	(ii)	0	0	0	0	0	0	0
Dennis Hesch Exec VP & CFO	(i)	724,742	162,373	292,850	251,926	23,202	1,455,093	267,641
	(ii)	0	0	0	0	0	0	0
Matthew Gibb MD Exec VP & CMO	(i)	655,696	136,374	262,171	212,053	5,702	1,271,996	247,999
	(ii)	0	0	0	0	0	0	0
Laurence Fallon EXEC VP-Legal Affairs & HR	(i)	551,363	123,444	220,813	188,201	22,197	1,106,018	192,600
	(ii)	0	0	0	0	0	0	0
Richard Rinehart VP-IT & CIO	(i)	383,167	51,424	113,405	112,709	21,418	682,123	106,131
	(ii)	0	0	0	0	0	0	0
Lynette Barnes COO-CFH & SVP-Facilities	(i)	339,948	63,519	136,212	107,775	0	647,454	102,319
	(ii)	0	0	0	0	0	0	0
Lauren Schmid Exec VP, Chief HR Officer	(i)	238,913	29,727	92,576	60,976	22,631	444,823	42,626
	(ii)	0	0	0	0	0	0	0
Stephanie Beever Exec VP & Chief Strategy Ofcr	(i)	485,665	98,889	136,546	156,248	21,476	898,824	112,145
	(ii)	0	0	0	0	0	0	0
William Schuh MD Chief Medical Info Officer	(i)	427,120	48,279	105,256	104,651	19,591	704,897	98,541
	(ii)	0	0	0	0	0	0	0
Michael Billmack VP Mrktg Govt/Community Relat	(i)	43,855	32,938	479,613	137,072	5,598	699,076	228,033
	(ii)	0	0	0	0	0	0	0
Pamela Bigler SVP-Nursing & CNO	(i)	306,784	58,227	110,505	96,918	6,934	579,368	78,460
	(ii)	0	0	0	0	0	0	0
Robert Good DO VP & CMO-Health Alliance	(i)	395,744	46,726	27,088	56,887	170	526,615	0
	(ii)	0	0	0	0	0	0	0
Napoleon Knight MD HIGHLY COMP EMP - FORMER	(i)	0	0	0	0	0	0	0
	(ii)	467,190	20,475	449,995	22,182	19,094	978,936	75,757
R Bruce Wellman MD Ex-Officio, CEO of CPG- FORMER	(i)	0	0	0	0	0	0	0
	(ii)	241,156	0	12,782	14,982	7,318	276,238	0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

Schedule K (Form 990)

Supplemental Information on Tax-Exempt Bonds

▶ **Complete if the organization answered "Yes" to Form 990, Part VI, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**
 ▶ **Attach to Form 990.**
 ▶ **Go to www.irs.gov/Form990 for the latest information.**

OMB No 1545-0047

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
THE CARLE FOUNDATION

Employer identification number

37-0673465

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	ILLINOIS FINANCE AUTHORITY	86-1091967	45200FVH9	03-18-2009	240,717,712	SEE PART VI		X		X		X
B	ILLINOIS FINANCE AUTHORITY	86-1091967	45203HBT8	05-19-2011	233,719,141	SEE PART VI		X		X		X
C	ILLINOIS FINANCE AUTHORITY	86-1091967	000000000	06-16-2011	100,000,000	SEE PART VI		X		X		X
D	ILLINOIS FINANCE AUTHORITY	86-1091967	45203HZU9	08-08-2014	26,095,000	REFUND PRIOR ISSUE - 03/18/09		X		X		X

Part II Proceeds

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Amount of bonds retired		134,415,000		14,060,000		0		8,355,000
2 Amount of bonds legally defeased		0		0		0		0
3 Total proceeds of issue		240,723,013		234,462,863		100,365,148		26,095,000
4 Gross proceeds in reserve funds		0		0		0		0
5 Capitalized interest from proceeds		0		20,762,837		2,882,629		0
6 Proceeds in refunding escrows		0		0		0		0
7 Issuance costs from proceeds		2,482,257		0		0		0
8 Credit enhancement from proceeds		543,040		860,364		0		0
9 Working capital expenditures from proceeds		0		3,304,035		2,285,375		0
10 Capital expenditures from proceeds		19,958,620		184,923,346		84,712,629		0
11 Other spent proceeds		217,739,096		24,612,281		10,484,515		26,095,000
12 Other unspent proceeds		0		0		0		0
13 Year of substantial completion	2010		2014		2014		2010	
	Yes	No	Yes	No	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X		X		X		X	
15 Were the bonds issued as part of an advance refunding issue?		X		X		X		X
16 Has the final allocation of proceeds been made?	X		X		X		X	
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		X	

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		X		X		X
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X		X		X		X

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X		X		X		X
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?	X		X		X		X	
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?	X		X		X		X	
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶	0 001 %		0 %		0 %		0 001 %	
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶	0 %		0 %		0 %		0 %	
6 Total of lines 4 and 5	0 001 %		0 %		0 %		0 001 %	
7 Does the bond issue meet the private security or payment test?		X		X		X		X
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		X
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?		X		X		X		X
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?	X		X		X		X	

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X		X		X		X
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X		X		X		X
b Exception to rebate?	X		X		X		X	
c No rebate due?	X		X		X		X	
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X			X	X		X	
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X		X		X
b Name of provider	0		0		0		0	
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		X
b Name of provider	0		0		0		0	
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X	X		X			X
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X		X		X	

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X		X		X		X	

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

Return Reference	Explanation
Part I	Part I, Line A, Column (f) - Construct Facility & refund prior issues (6/9/98, 7/1/98, 11/10/04) Part I, Line B, Column (f) - Construct Facility & refund prior issues (7/15/05, 11/7/08, 3/10/10) Part I, Line C, Column (f) - Construct Facility & refund prior issues (7/15/05, 11/7/08, 3/10/10) Part II, Line 3 - The total proceeds do not agree to the issue price in Part I, Column (e) due to interest earnings Part IV, Arbitrage, Line 2c (A) Issuer Name Illinois Finance Authority, Date the Rebate Computation was Performed 09/18/2010 Note regarding the rebate computation Since the bond proceeds have been spent, a spending exception was met, and the debt service fund was operated on a bona fide basis so no further rebate calculations are necessary Part IV, Arbitrage, Line 2c (B) Issuer Name Illinois Finance Authority, Date the Rebate Computation was Performed 04/30/2015 Note regarding the rebate computation Since the bond proceeds have been spent and the debt service fund was operated on a bona fide basis, no further rebate calculations are necessary Part IV, Arbitrage, Line 2c (C) Issuer Name Illinois Finance Authority, Date the Rebate Computation was Performed 05/01/2016 Note regarding the rebate computation Since the bond proceeds have been spent and the debt service fund was operated on a bona fide basis, no further rebate calculations are necessary Part IV, Arbitrage, Line 2c (D) Issuer Name Illinois Finance Authority, Date the Rebate Computation was Performed 02/08/2015 Note regarding the rebate computation Since the bond proceeds have been spent, a spending exception was met, and the debt service fund was operated on a bona fide basis so no further rebate calculations are necessary Part I, Line A, Column (f) - Construct Facility & refund prior issues (3/18/09) Part II, Line 3 - The total proceeds do not agree to the issue price in Part I, Column (e) due to interest earnings

Additional Data

Software ID:
Software Version:
EIN: 37-0673465
Name: THE CARLE FOUNDATION

Return Reference	Explanation
Part I	Part I, Line A, Column (f) - Construct Facility & refund prior issues (6/9/98, 7/1/98,11/10/04) Part I, Line B, Column (f) - Construct Facility & refund prior issues (7/15/05, 11/7/08, 3/10/10) Part I, Line C, Column (f) - Construct Facility & refund prior issues (7/15/05, 11/7/08, 3/10/10 Part II, Line 3 - The total proceeds do not agree to the issue price in Part I, Column (e) due to interest earnings Part IV, Arbitrage, Line 2c (A) Issuer Name Illinois Finance Authority, Date the Rebate Computation was Performed 09/18/2010 Note regarding the rebate computation Since the bond proceeds have been spent, a spending exception was met, and the debt service fund was operated on a bona fide basis so no further rebate calculations are necessary Part IV, Arbitrage, Line 2c (B) Issuer Name Illinois Finance Authority, Date the Rebate Computation was Performed 04/30/2015 Note regarding the rebate computation Since the bond proceeds have been spent and the debt service fund was operated on a bona fide basis, no further rebate calculations are necessary Part IV, Arbitrage, Line 2c (C) Issuer Name Illinois Finance Authority, Date the Rebate Computation was Performed 05/01/2016 Note regarding the rebate computation Since the bond proceeds have been spent and the debt service fund was operated on a bona fide basis, no further rebate calculations are necessary Part IV, Arbitrage, Line 2c (D) Issuer Name Illinois Finance Authority, Date the Rebate Computation was Performed 02/08/2015 Note regarding the rebate computation Since the bond proceeds have been spent, a spending exception was met, and the debt service fund was operated on a bona fide basis so no further rebate calculations are necessary Part I, Line A, Column (f) - Construct Facility & refund prior issues (3/18/09) Part II, Line 3 - The total proceeds do not agree to the issue price in Part I, Column (e) due to interest earnings

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

Schedule K (Form 990)

Supplemental Information on Tax-Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part VI, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
THE CARLE FOUNDATION

Employer identification number

37-0673465

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A Illinois Finance Authority	86-1091967	45204EPQ5	11-10-2016	205,002,138	See Part VI		X		X		X

Part II Proceeds

		A	B	C	D				
1	Amount of bonds retired	0							
2	Amount of bonds legally defeased	0							
3	Total proceeds of issue	206,816,366							
4	Gross proceeds in reserve funds	0							
5	Capitalized interest from proceeds	0							
6	Proceeds in refunding escrows	0							
7	Issuance costs from proceeds	0							
8	Credit enhancement from proceeds	0							
9	Working capital expenditures from proceeds	0							
10	Capital expenditures from proceeds	144,980,833							
11	Other spent proceeds	55,000,000							
12	Other unspent proceeds	6,835,533							
13	Year of substantial completion								
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X							
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?		X						
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X						

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?	X							
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?	X							
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶	0 %							
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶	0 %							
6 Total of lines 4 and 5	0 %							
7 Does the bond issue meet the private security or payment test?		X						
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?		X						
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?	X							
b Exception to rebate?	X							
c No rebate due?		X						
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X						
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider	0							
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b Name of provider	0							
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X						
7 Has the organization established written procedures to monitor the requirements of section 148?	X							

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X							

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

Return Reference	Explanation
Part I	Part I

Additional Data

Software ID:

Software Version:

EIN: 37-0673465

Name: THE CARLE FOUNDATION

Return Reference	Explanation
Part I	Part I

SCHEDULE O
(Form 990 or 990-EZ)

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.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

Department of the Treasury

Name of the organization
THE CARLE FOUNDATION

Employer identification number

37-0673465

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4A	<p>THE CARLE FOUNDATION IS ORGANIZED AND AT ALL TIMES OPERATES EXCLUSIVELY FOR THE BENEFIT OF , TO PERFORM THE FUNCTIONS OF, AND TO CARRY OUT THE PURPOSES OF THE FOLLOWING HEALTHCARE ORGANIZATIONS WHICH ARE AFFILIATED WITH THE CORPORATION THROUGH THE PROVISION OF FINANCIAL AND MANAGEMENT ASSISTANCE THE CARLE FOUNDATION HOSPITAL, CARLE HEALTH CARE INCORPORATED, THE CARLE DEVELOPMENT FOUNDATION, OR ANY OTHER NOT-FOR-PROFIT CORPORATION THAT IS OR BECOMES AFFILIATED WITH THE CORPORATION, OR ANY OF THE HEALTH CARE ORGANIZATIONS DESCRIBED IN THIS SECTION, WHICH QUALIFIES FOR EXEMPTION FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) AND AS A PUBLIC CHARITY UNDER SECTIONS 509(A)(1) OR (2) OF THE CODE THE CARLE FOUNDATION</p> <p>(A) SERVES AS THE PARENT CORPORATION FOR AN INTEGRATED HEALTH CARE DELIVERY NETWORK (B) PROVIDES FINANCING AND MANAGEMENT ASSISTANCE TO THE ORGANIZATIONS DESCRIBED ABOVE (C) ACQUIRES, OWNS, USES, LEASES AS LESSOR OR LESSEE, CONVEYS AND OTHERWISE DEALS IN AND WITH REAL PROPERTY AND ANY INTEREST THEREIN, ALL IN SUPPORT OF OR IN FURTHERANCE OF THE CHARITABLE PURPOSES OF THE ORGANIZATIONS DESCRIBED ABOVE (D) CONTRACTS WITH OTHER ORGANIZATIONS (FOR PROFIT AND NOT-FOR-PROFIT), WITH INDIVIDUALS, AND WITH GOVERNMENTAL AGENCIES IN SUPPORT OF , OR IN FURTHERANCE OF, THE CHARITABLE PURPOSES OF THE ORGANIZATIONS DESCRIBED ABOVE AND (E) OWNS OR OPERATES FACILITIES OR OWNS OTHER ASSETS FOR PUBLIC USE AND WELFARE IN FURTHERANCE OF THE CHARITABLE PURPOSES OF THE ORGANIZATIONS DESCRIBED ABOVE</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, QUESTION 2	<p>- GUY HALL (IMMEDIATE PAST CHAIR), KENNETH ARONSON, MD (SECRETARY/TREASURER OF BOARD 2017-2018), JAMES C LEONARD, MD (EX-OFFICIO), BRENDA TIMMONS (CHAIR OF BOARD 2017-2018), KARL APPELQUIST (CHAIR OF BOARD 2018-2019), URETZ OLIPHANT, MD (TRUSTEE), PAUL TUCKER (VICE CHAIR OF BOARD), ANDY ARWARI, MD (SECRETARY/TREASURER OF BOARD 2018-2019), AND JON STEWART (TRUSTEE) HAD A BUSINESS RELATIONSHIP - JAMES C LEONARD, MD (EX-OFFICIO), MATTHEW GIBB, MD (OFFICER), JOHN SNYDER (OFFICER), DENNIS HESCH (OFFICER), ANDY ARWARI, MD (TRUSTEE), AND LAURENCE FALLON (KEY EMPLOYEE) HAD A BUSINESS RELATIONSHIP - JAMES C LEONARD, MD (EX-OFFICIO), JOHN SNYDER (OFFICER), DENNIS HESCH (OFFICER), AND AJA LYSTILA, MD (TRUSTEE) HAD A BUSINESS RELATIONSHIP -DONNA GREENE (TRUSTEE 2017-2018), JAMES C LEONARD, MD (EX-OFFICIO), JOHN SNYDER (OFFICER), DENNIS HESCH (OFFICER), LYNN ZEHNDER (TRUSTEE), AND JON STEWART (TRUSTEE) HAD A BUSINESS RELATIONSHIP</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, QUESTIONS 6, 7a & 7b	<p>THE CARLE FOUNDATION HAS ONE (1) CLASS OF MEMBERS THE NUMBER OF MEMBERS SHALL BE AS DETERMINED FROM TIME TO TIME BY THE BOARD OF TRUSTEES EACH MEMBER SHALL BE ELECTED BY THE BOARD OF TRUSTEES FOR A TERM OF THREE (3) YEARS AND SHALL HOLD OFFICE UNTIL HIS OR HER SUCCESSOR IS DULY ELECTED AND QUALIFIED OR UNTIL HIS OR HER DEATH, RESIGNATION OR REMOVAL, WHICHEVER COMES FIRST NO LICENSED PHYSICIAN, LICENSED DENTIST OR OTHER LICENSED HEALTH CARE PROFESSIONAL SHALL BE ELECTED AS A MEMBER IF SUCH ELECTION WOULD RESULT IN MEMBERS WHO ARE LICENSED PHYSICIANS, LICENSED DENTISTS, OR OTHER LICENSED HEALTH CARE PROFESSIONALS COMPRISING A MAJORITY OF THE MEMBERS OF THE CORPORATION THE ANNUAL MEETING OF THE MEMBERS IS HELD FOR THE PURPOSE OF ELECTING TRUSTEES THE MEMBERS SHALL ELECT THE TRUSTEES OF THE CORPORATION BY VOTING UPON THE SLATE OF NOMINEES PRESENTED TO THEM AT THE ANNUAL MEETING (OR ANY ADJOURNMENT THEREOF) BY A REPRESENTATIVE OF EITHER THE NOMINATING COMMITTEE OF THE BOARD OF TRUSTEES OR THE BOARD OF TRUSTEES THE NOMINATING COMMITTEE SHALL HAVE THE SOLE AND EXCLUSIVE POWER TO NOMINATE INDIVIDUALS TO SERVE AS TRUSTEES, EXCEPT AS PROVIDED IN ARTICLE V, SECTION 4 OF THE ORGANIZATION'S BYLAWS EACH MEMBER SHALL HAVE ONE VOTE WITH RESPECT TO THE SLATE OF NOMINEES PRESENTED FOR ELECTION AS TRUSTEES IF THE ELECTION OF TRUSTEES SHALL NOT BE HELD ON THE DAY DESIGNATED HEREIN FOR ANY ANNUAL MEETING, OR AT ANY ADJOURNMENT THEREOF, THE BOARD OF TRUSTEES SHALL CAUSE THE ELECTION TO BE HELD AT A SPECIAL MEETING OF THE MEMBERS AS SOON THEREAFTER AS SUCH MEETING MAY CONVENIENTLY BE HELD THE BOARD OF TRUSTEES SHALL RECOMMEND REVISIONS TO THESE BYLAWS TO THE MEMBERS OF THE CORPORATION FOR APPROVAL THESE BYLAWS MAY BE ALTERED, AMENDED OR REPEALED AND NEW BYLAWS MAY BE ADOPTED BY A MAJORITY OF THE MEMBERS OF THE CORPORATION, PROVIDED THAT AT LEAST TWENTY (20) DAYS WRITTEN NOTICE IS GIVEN OF INTENTION TO ALTER, AMEND OR REPEAL THESE BYLAWS OR TO ADOPT NEW BYLAWS AT ANY REGULAR OR SPECIAL MEETING OF THE MEMBERS AT WHICH SUCH ACTION IS TO OCCUR</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, QUESTION 11B	THE FORM 990 WAS PREPARED BY STAFF AND AN EXTERNAL TAX ADVISOR AND REVIEWED BY MANAGEMENT PRIOR TO FILING THIS FORM 990, A FULL AND COMPLETE COPY WAS PROVIDED TO THE GOVERNING BODY BY POSTING TO THE ORGANIZATION'S DIRECTOR COMMUNICATION PORTAL ALSO BEFORE FILING, EACH TRUSTEE RECEIVED NOTIFICATION THAT THE FORM 990 WAS POSTED AND AVAILABLE FOR REVIEW AT HIS/HER DISCRETION, EACH TRUSTEE HAS THE OPPORTUNITY TO CONTACT MANAGEMENT OR DISCUSS AND ADDRESS CONCERNS AT SUBSEQUENT BOARD MEETINGS

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, QUESTION 12C	THE ORGANIZATION'S ESTABLISHED CONFLICT OF INTEREST POLICIES REQUIRE ANNUAL DISCLOSURE OF ACTUAL AND POTENTIAL CONFLICTS OF INTEREST FOR OFFICERS, DIRECTORS, TRUSTEES, MEMBERS OF BOARD COMMITTEES, ADMINISTRATIVE AND MANAGERIAL EMPLOYEES AS WELL AS ALL EMPLOYEES OF THE PURCHASING DEPARTMENT IF CIRCUMSTANCES CHANGE DURING THE COURSE OF A YEAR, INTERIM DISCLOSURE IS ALSO REQUIRED OF THE SAME INDIVIDUALS THE DISCLOSURES OF EMPLOYEES ARE REVIEWED INITIALLY BY THE HUMAN RESOURCES DEPARTMENT AND ANY IDENTIFIED CONFLICTS ARE REFERRED TO, AND ADDRESSED BY, THE ORGANIZATION'S INTERNAL LEGAL COUNSEL AND/OR CORPORATE INTEGRITY OFFICER THE DISCLOSURES OF TRUSTEES AND MEMBERS OF BOARD COMMITTEES ARE REVIEWED BY THE CHAIR OF THE BOARD THE ENTIRE BOARD, ABSENT THE SUBJECT TRUSTEE OR COMMITTEE MEMBER, DETERMINES WHETHER A CONFLICT EXISTS TRUSTEES AND/OR BOARD COMMITTEE MEMBERS WITH IDENTIFIED CONFLICTS ARE REQUIRED TO RECUSE THEMSELVES FROM VOTING ON MATTERS THAT MAY PRESENT A CONFLICT THE ORGANIZATION ALSO MAINTAINS PURCHASING POLICIES REQUIRING COUNTER SIGNATURES TO FURTHER MINIMIZE THE RISK ASSOCIATED WITH ACTUAL AND/OR POTENTIAL CONFLICTS OF INTEREST

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, QUESTIONS 15A & 15B	THE BOARD OF TRUSTEES OF THE CARLE FOUNDATION, THROUGH ITS COMPENSATION COMMITTEE COMPRISE D OF INDEPENDENT MEMBERS FREE OF CONFLICT, ANNUALLY REVIEWS EXECUTIVE COMPENSATION LEVELS AND ESTABLISHES APPROPRIATE SALARY RANGES AND OTHER FEATURES OF THE COMPENSATION PLAN IN A CCORDANCE WITH THE ORGANIZATION'S APPROVED COMPENSATION PHILOSOPHY AND STRATEGY -THE COMM ITTEE IS COMPRISED OF MEMBERS OF THE BOARD OF TRUSTEES, WHO ARE INDEPENDENT OF THE CARLE F OUNDATION MANAGEMENT, HAVE NO PERSONAL INTEREST IN THE COMPENSATION ARRANGEMENTS, ARE NOT RELATED TO, OR UNDER THE CONTROL OF ANY INDIVIDUAL WHOSE COMPENSATION ARRANGEMENT IS BEING REVIEWED, AND HAVE NO MATERIAL BUSINESS RELATIONSHIP WITH THE CARLE FOUNDATION -THE CHIE F EXECUTIVE OFFICER'S COMPENSATION IS DETERMINED BY THE COMPENSATION COMMITTEE IN RELATION TO APPROPRIATE COMPARABILITY DATA COMPENSATION FOR OTHER MEMBERS OF THE EXECUTIVE STAFF IS DEVELOPED BY THE CEO, EVALUATED AGAINST MARKET DATA, AND REVIEWED AND APPROVED BY THE C OMMITTEE -THE COMMITTEE APPROVES ALL ANNUAL COMPENSATION DECISIONS IN ADVANCE OF THEIR IM PLEMENTATION AND DOCUMENTS ITS DETERMINATIONS AND DISCUSSIONS -THE COMPENSATION COMMITTEE RELIES UPON A NUMBER OF EXTERNAL RESOURCES AND COMPARISONS, AND ITS ANALYSIS INCLUDES TOT AL COMPENSATION (CASH COMPENSATION PLUS BENEFITS PROVIDED BY THE CARLE FOUNDATION) IN RELA TION TO ORGANIZATIONAL PERFORMANCE AND PREVAILING INDUSTRY PRACTICES FOR LIKE RESPONSIBILI TIES AT COMPARABLY-SIZED ORGANIZATIONS THE COMMITTEE HAS ENGAGED THE SERVICES OF A COMPEN SATION CONSULTING FIRM SPECIALIZING IN THE NOT-FOR-PROFIT SECTOR WHICH HAS WORKED WITH THE CARLE FOUNDATION AND MAKES ITS REPORTS DIRECTLY AVAILABLE TO THE COMPENSATION COMMITTEE -THE MOST RECENT COMPENSATION STUDY WAS COMPLETED IN APRIL 2018

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, QUESTIONS 18 & 19	THE CARLE FOUNDATION PUBLISHES THROUGH WWW DACBOND COM AND HTTPS //EMMA MSRB ORG/ ITS QUARTERLY UNAUDITED FINANCIAL STATEMENTS, ANNUAL AUDITED FINANCIAL STATEMENTS, A MANAGEMENT'S DISCUSSION & ANALYSIS TO ACCOMPANY THE FINANCIAL STATEMENTS, AND AN ANNUAL REPORT OF CERTAIN OPERATING AND FINANCIAL INFORMATION ADDITIONALLY, OFFICIAL STATEMENTS FOR OUTSTANDING MUNICIPAL BOND ISSUES FOR WHICH THE CARLE FOUNDATION IS OBLIGATED ARE AVAILABLE AT THESE WEBSITES THESE DOCUMENTS INCLUDE EXTENSIVE INFORMATION ABOUT THE ORGANIZATION'S HEALTH CARE DELIVERY SYSTEM MODEL, RECENT HIGHLIGHTS/ACCOMPLISHMENTS, GOVERNANCE AND ADMINISTRATION, STRATEGIC PLAN, FACILITIES, CLINICAL PROGRAMS, MEDICAL STAFF, SERVICE AREA, COMPETITIVE ENVIRONMENT, DEMOGRAPHIC DATA, UTILIZATION STATISTICS, SUMMARY FINANCIAL INFORMATION, ACADEMIC AFFILIATIONS AND EDUCATIONAL PROGRAMS, MEDICAL RESEARCH, ACCREDITATIONS, AND ITS EMPLOYEES THIS INFORMATION IS AVAILABLE AT NO CHARGE TO THOSE WHO REGISTER AT THE WWW DACBOND COM WEBSITE OR BY SEARCHING AT HTTPS //EMMA MSRB ORG/ IN ADDITION, THE FORM 990S OF THE ORGANIZATION'S FILING ENTITIES ARE AVAILABLE THROUGH DACBOND QUARTERLY FINANCIAL STATEMENTS ARE ALSO AVAILABLE UPON REQUEST DELIVERED TO THE ORGANIZATION'S ADMINISTRATIVE OFFICES THE ORGANIZATION'S GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICIES ARE ALSO AVAILABLE UPON REQUEST TO THE ORGANIZATION'S ADMINISTRATIVE OFFICES

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VII, SECTION A, COLUMN B	THE AVERAGE ESTIMATED HOURS PER WEEK LISTED FOR THE REPORTING ORGANIZATION AND RELATED ORGANIZATIONS ARE BASED ON A STANDARD 40 HOUR WEEK MEMBERS MAY FREQUENTLY DEVOTE MORE THAN 40 HOURS OF SERVICE TO THE ENTIRE ORGANIZATION DURING AN AVERAGE WEEK

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XI, LINE 9	OTHER CHANGES IN NET ASSETS INCLUDE \$162,884,072 THE CARLE FOUNDATION SETTLED VARIOUS INTERCOMPANY RECEIVABLE/PAYABLE BALANCES THROUGH EQUAL OFFSETTING EQUITY TRANSFERS THE INTERCOMPANY RECEIVABLE/PAYABLE BALANCE RESULTED FROM THE NORMAL COURSE OF OPERATIONS AND WERE PRIMARILY ATTRIBUTABLE TO CENTRALIZED CASH MANAGEMENT AND DISBURSEMENT ACTIVITIES THESE INTERCOMPANY RECEIVABLE/PAYABLE SETTLEMENTS HELPED PROVIDE SUPPLEMENTAL FUNDING FOR CERTAIN RELATED ORGANIZATIONS TO FURTHER THEIR EXEMPT PURPOSES, AND \$613,262 K-1 INVESTMENT INCOME

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XII, #2A,B,C AND PART IV, #12	THE FINANCIAL STATEMENTS FOR THE CARLE FOUNDATION WERE AUDITED ON A CONSOLIDATED BASIS THE CARLE FOUNDATION HAS AN AUDIT COMMITTEE CONSISTING OF MEMBERS OF THE GOVERNING BOARD AND THE CHIEF FINANCIAL OFFICER WHO TOGETHER ASSUME RESPONSIBILITY FOR OVERSIGHT OF THE REVIEW AND AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT OR AUDITOR

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2018

**Open to Public
Inspection**

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.**
▶ **Attach to Form 990.**
▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

Department of the Treasury
Internal Revenue Service

Name of the organization
THE CARLE FOUNDATION

Employer identification number

37-0673465

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

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

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on 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) THE CARLE FOUNDATION HOSPITAL 611 W PARK ST URBANA, IL 618012595 37-1119538	HOSPITAL SVCS	IL	501(c)(3)	3	TCF	Yes	
(2) THE CARLE DEVELOPMENT FOUNDATION 611 W PARK ST URBANA, IL 618012595 37-1159978	FUNDRAISING	IL	501(c)(3)	7	TCF	Yes	
(3) CARLE HEALTH CARE INCORPORATED 611 W PARK ST URBANA, IL 61801 37-1140016	VAR MED SVCS	IL	501(c)(3)	10	TCF	Yes	
(4) CARLE RETIREMENT CENTERS INC 611 W PARK ST URBANA, IL 618012595 37-1160033	RTRMT LIVING	IL	501(c)(3)	10	TCF	Yes	
(5) CARLE COMMUNITY HEALTH CORPORATION 611 W PARK ST URBANA, IL 61801 36-4458371	FNDN MISSION	IL	501(c)(3)	12A, Type I	TCDF	Yes	
(6) HOOPESTON COMMUNITY MEMORIAL HOSPITAL 701 E ORANGE ST HOOPESTON, IL 609421801 36-3637465	HOSPITAL SVCS	IL	501(c)(3)	3	TCF	Yes	
(7) RICHLAND MEMORIAL HOSPITAL INC 800 EAST LOCUST ST OLNEY, IL 62450 37-1363001	HOSPITAL SVCS	IL	501(c)(3)	3	TCF	Yes	

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on 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) CHAMPAIGN SURGICENTER LLC 611 W PARK ST URBANA, IL 61801 20-1915925	SURGICAL CENTER	IL	NA									

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

See Additional Data Table

(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?	
								Yes	No

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on 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

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a Yes	
b Gift, grant, or capital contribution to related organization(s)	1b Yes	
c Gift, grant, or capital contribution from related organization(s)	1c Yes	
d Loans or loan guarantees to or for related organization(s)	1d	No
e Loans or loan guarantees by related organization(s)	1e	No
f Dividends from related organization(s)	1f	No
g Sale of assets to related organization(s)	1g	No
h Purchase of assets from related organization(s)	1h	No
i Exchange of assets with related organization(s)	1i	No
j Lease of facilities, equipment, or other assets to related organization(s)	1j	No
k Lease of facilities, equipment, or other assets from related organization(s)	1k	No
l Performance of services or membership or fundraising solicitations for related organization(s)	1l Yes	
m Performance of services or membership or fundraising solicitations by related organization(s)	1m Yes	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	No
o Sharing of paid employees with related organization(s)	1o	No
p Reimbursement paid to related organization(s) for expenses	1p Yes	
q Reimbursement paid by related organization(s) for expenses	1q Yes	
r Other transfer of cash or property to related organization(s)	1r Yes	
s Other transfer of cash or property from related organization(s)	1s Yes	

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

See Additional Data Table

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
SCHEDULE R, SUPPLEMENTAL INFORMATION	PART II, LINE 3 CARLE HEALTH CARE INCORPORATED Carle Health Care Incorporated's primary activities include Emergency Transport, Day Care, and Physician Services

Schedule Form 9020

Additional Data

Software ID:
Software Version:
EIN: 37-0673465
Name: THE CARLE FOUNDATION

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(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?	
								Yes	No
(1) HEALTH SYSTEMS INSURANCE LIMITED Governors Square 2nd Floor Bldg 3 GRAND CAYMAN KY1-1102 CJ	INSURANCE	CJ	TCF	C Corp	21,696,724	140,561,342	100 000 %	Yes	
(1) CARLE RISK MANAGEMENT COMPANY 611 W PARK ST URBANA, IL 618012595 37-1217973	RISK MANAGEMENT	IL	TCFH	C Corp	1,866,985	38,969	100 000 %	Yes	
(2) EVALIDATA INC 611 W PARK ST URBANA, IL 618012595 46-2022658	PHYS CREDENTIALS	IL	TCFH	C Corp	379,676	40,453	100 000 %	Yes	
(3) HEALTH ALLIANCE CONNECT INC 3310 SOUTH FIELDS DR CHAMPAIGN, IL 61822 46-4796891	HEALTH CARE CORD	IL	CHA HOLDING	C Corp	231,375,707	55,327,951	100 000 %	Yes	
(4) CHA HOLDING INC 3310 SOUTH FIELDS DR CHAMPAIGN, IL 61822 47-1854275	HOLDING COMPANY	IL	TCF	C Corp	843,027	35,333,808	100 000 %	Yes	
(5) CARLE HOLDING COMPANY INC 611 W PARK ST URBANA, IL 618012595 37-1188284	HOLDING COMPANY	IL	CHA HOLDING	C Corp	12,436	318,338,504	100 000 %	Yes	
(6) HEALTH ALLIANCE MEDICAL PLANS INC 3310 SOUTH FIELDS DR CHAMPAIGN, IL 61822 37-1260731	HEALTH COVERAGE	IL	CARLE HOLDING C	C Corp	1,334,012,176	572,303,657	100 000 %	Yes	
(7) HEALTH ALLIANCE-MIDWEST INC 3310 SOUTH FIELDS DR CHAMPAIGN, IL 61822 37-1354502	HEALTH COVERAGE	IL	HAMPI	C Corp	138,594	9,038,598	100 000 %	Yes	
(8) HEALTH ALLIANCE NORTHWEST HOLDING INC 820 N CHELAN AVE WENATCHEE, WA 98801 46-1717578	HOLDING COMPANY	WA	CHA HOLDING	C Corp	0	3,302,386	100 000 %	Yes	
(9) HEALTH ALLIANCE NORTHWEST HEALTH PLAN 820 N CHELAN AVE WENATCHEE, WA 98801 46-1966323	HEALTH COVERAGE	WA	HANWH	C Corp	39,401,411	11,196,859	100 000 %	Yes	

Form 990, Schedule R, Part V - Transactions With Related Organizations

	(a) Name of related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
(1)	THE CARLE FOUNDATION HOSPITAL	a	36,470,975	BOOK
(1)	HEALTH ALLIANCE MEDICAL PLANS INC	a	2,260,579	BOOK
(2)	CARLE HEALTH CARE INCORPORATED	a	1,080,022	BOOK
(3)	HOOPESTON COMMUNITY MEMORIAL HOSPITAL	a	828,246	BOOK
(4)	CHAMPAIGN SURGICENTER LLC	a	807,252	BOOK
(5)	THE CARLE DEVELOPMENT FOUNDATION	a	55,788	BOOK
(6)	CARLE RISK MANAGEMENT COMPANY	a	51,180	BOOK
(7)	THE CARLE DEVELOPMENT FOUNDATION	b	1,429,990	BOOK
(8)	THE CARLE FOUNDATION HOSPITAL	b	278,340	BOOK
(9)	THE CARLE DEVELOPMENT FOUNDATION	c	995,889	BOOK
(10)	HEALTH ALLIANCE MEDICAL PLANS INC	l	1,108,122	BOOK
(11)	RICHLAND MEMORIAL HOSPITAL INC	l	543,233	BOOK
(12)	HEALTH ALLIANCE CONNECT INC	l	441,449	BOOK
(13)	THE CARLE FOUNDATION HOSPITAL	l	263,598	BOOK
(14)	CARLE HEALTH CARE INCORPORATED	l	160,783	BOOK
(15)	HOOPESTON COMMUNITY MEMORIAL HOSPITAL	l	103,618	BOOK
(16)	CARLE HEALTH CARE INCORPORATED	m	3,788,320	BOOK
(17)	HEALTH ALLIANCE MEDICAL PLANS INC	m	2,915,916	BOOK
(18)	HEALTH SYSTEMS INSURANCE LIMITED	m	551,456	BOOK
(19)	EVALIDATA INC	m	372,363	BOOK
(20)	CARLE RISK MANAGEMENT COMPANY	p	1,863,657	BOOK
(21)	THE CARLE FOUNDATION HOSPITAL	q	164,817,679	BOOK
(22)	CARLE HEALTH CARE INCORPORATED	q	35,991,452	BOOK
(23)	HOOPESTON COMMUNITY MEMORIAL HOSPITAL	q	9,810,116	BOOK
(24)	HEALTH ALLIANCE MEDICAL PLANS INC	q	8,836,199	BOOK

Form 990, Schedule R, Part V - Transactions With Related Organizations

	(a) Name of related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
(26)	CHAMPAIGN SURGICENTER LLC	q	2,135,080	BOOK
(1)	CARLE RETIREMENT CENTERS INC	q	852,409	BOOK
(2)	CARLE RISK MANAGEMENT COMPANY	q	134,121	BOOK
(3)	THE CARLE DEVELOPMENT FOUNDATION	q	65,781	BOOK
(4)	HEALTH ALLIANCE MEDICAL PLANS INC	r	1,753,516	BOOK
(5)	CHAMPAIGN SURGICENTER LLC	r	210,990	BOOK
(6)	THE CARLE FOUNDATION HOSPITAL	r	139,231	BOOK
(7)	CARLE RETIREMENT CENTERS INC	r	123,416	BOOK
(8)	CARLE HEALTH CARE INCORPORATED	r	97,251	BOOK
(9)	HOOPESTON COMMUNITY MEMORIAL HOSPITAL	r	85,873	BOOK
(10)	THE CARLE FOUNDATION HOSPITAL	s	828,685	BOOK