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FINAL RETURN

Form **990-T**

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

OMB No. 1545-0687

2011

Department of the Treasury
Internal Revenue Service

For calendar year 2011 or other tax year beginning 10/01, 2011, and ending 09/30, 2012. See separate instructions.

Open to Public Inspection for 501(c)(3) Organizations Only

<p>A <input type="checkbox"/> Check box if address changed</p> <p>B Exempt under section</p> <table style="width: 100%;"> <tr> <td><input checked="" type="checkbox"/> 501(C)(3)</td> <td><input type="checkbox"/> 220(e)</td> </tr> <tr> <td><input type="checkbox"/> 408(e)</td> <td><input type="checkbox"/> 530(a)</td> </tr> <tr> <td><input type="checkbox"/> 408A</td> <td><input type="checkbox"/> 529(a)</td> </tr> </table> <p>C Book value of all assets at end of year</p>	<input checked="" type="checkbox"/> 501(C)(3)	<input type="checkbox"/> 220(e)	<input type="checkbox"/> 408(e)	<input type="checkbox"/> 530(a)	<input type="checkbox"/> 408A	<input type="checkbox"/> 529(a)	Print or Type	<p>Name of organization (<input type="checkbox"/> Check box if name changed and see instructions)</p> <p>WOMEN & INFANTS HOSPITAL OF RI</p> <p>Number, street, and room or suite no. If a P.O. box, see instructions</p> <p>101 DUDLEY STREET</p> <p>City or town, state, and ZIP code</p> <p>PROVIDENCE, RI 02905</p>	<p>D Employer identification number (Employees' trust, see instructions)</p> <p>05-0258937</p> <p>E Unrelated business activity codes (See instructions)</p> <p>NONE</p>
<input checked="" type="checkbox"/> 501(C)(3)	<input type="checkbox"/> 220(e)								
<input type="checkbox"/> 408(e)	<input type="checkbox"/> 530(a)								
<input type="checkbox"/> 408A	<input type="checkbox"/> 529(a)								
<p>F Group exemption number (See instructions) ▶</p>		<p>G Check organization type ▶ <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust</p>							

H Describe the organization's primary unrelated business activity ▶ **ATTACHMENT 1**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
If "Yes," enter the name and identifying number of the parent corporation ▶ **ATTACHMENT 2**

J The books are in care of ▶ **ROBERT PACHECO** Telephone number ▶ **(401) 455-6453**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales			
b Less returns and allowances			
c Balance ▶	1c		
2 Cost of goods sold (Schedule A, line 7)	2		
3 Gross profit Subtract line 2 from line 1c	3		
4a Capital gain net income (attach Schedule D)	4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c Capital loss deduction for trusts	4c		
5 Income (loss) from partnerships and S corporations (attach statement)	5		
6 Rent income (Schedule C)	6		
7 Unrelated debt-financed income (Schedule E)	7		
8 Interest, annuities, royalties, and rents from controlled organizations (Schedule F)	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10 Exploited exempt activity income (Schedule I)	10		
11 Advertising income (Schedule J)	11		
12 Other income (See instructions, attach schedule)	12		
13 Total. Combine lines 3 through 12	13	0	

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.) (Except for contributions, deductions must be directly connected with the unrelated business income.)		(A) Income	(B) Expenses	(C) Net
14 Compensation of officers, directors, and trustees (Schedule K)				14
15 Salaries and wages				15
16 Repairs and maintenance				16
17 Bad debts				17
18 Interest (attach schedule)				18
19 Taxes and licenses				19
20 Charitable contributions (See instructions for limitation rules)				20
21 Depreciation (attach Form 4562)	21			
22 Less depreciation claimed on Schedule A and elsewhere on return	22a			22b
23 Depletion				23
24 Contributions to deferred compensation plans				24
25 Employee benefit programs				25
26 Excess exempt expenses (Schedule I)				26
27 Excess readership costs (Schedule J)				27
28 Other deductions (attach schedule)				28
29 Total deductions. Add lines 14 through 28				29
30 Unrelated business taxable income before net operating loss deduction Subtract line 29 from line 13				30
31 Net operating loss deduction (limited to the amount on line 30)				31
32 Unrelated business taxable income before specific deduction Subtract line 31 from line 30				32
33 Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions)				33
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32				34

AUG 19 2013

OGDEN, UT

ENVELOPE POSTMARK DATE AUG 15 2013

SCANNED AUG 26 2013

15nd

Part III Tax Computation

Table with 3 columns: Description, Amount, and Code. Rows include Organizations Taxable as Corporations (35), Trusts Taxable at Trust Rates (36), Proxy tax (37), Alternative minimum tax (38), and Total (39).

Part IV Tax and Payments

Table with 3 columns: Description, Amount, and Code. Rows include Foreign tax credit (40a-40e), Other taxes (42), Total tax (43), Payments (44a-44g), Total payments (45), Estimated tax penalty (46), Tax due (47), Overpayment (48), and Refunded (49).

Part V Statements Regarding Certain Activities and Other Information (see instructions)

Table with 3 columns: Question, Yes, No. Questions 1, 2, and 3 regarding foreign interest, distributions, and tax-exempt interest.

Schedule A - Cost of Goods Sold. Enter method of inventory valuation

Table with 3 columns: Description, Amount, and Code. Rows include Inventory at beginning/end of year (1, 6), Purchases (2), Cost of labor (3), Additional section 263A costs (4a, 4b), and Total (5, 7, 8).

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 taxpayer) is based on all information of which preparer has any knowledge.

Signature and Preparer Information section. Includes fields for Sign Here, Signature of officer, Date, Title, Preparer's name, Signature, Date, Firm's name, address, EIN, and phone number.

MORRISTOWN, NJ 07960-6497

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)

(see instructions)

1. Description of property

Table with 1 column for description of property, rows (1) through (4).

2. Rent received or accrued

Table with 3 columns: (a) From personal property, (b) From real and personal property, 3(a) Deductions directly connected with the income. Rows (1) through (4) and Total.

(c) Total income. Add totals of columns 2(a) and 2(b) Enter here and on page 1, Part I, line 6, column (A)

(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) ▶

Schedule E - Unrelated Debt-Financed Income (see instructions)

Table with 4 columns: 1. Description of debt-financed property, 2. Gross income from or allocable to debt-financed property, 3(a) Straight line depreciation, 3(b) Other deductions. Rows (1) through (4).

Table with 5 columns: 4. Amount of average acquisition debt, 5. Average adjusted basis, 6. Column 4 divided by column 5, 7. Gross income reportable, 8. Allocable deductions. Rows (1) through (4).

Enter here and on page 1, Part I, line 7, column (A). Enter here and on page 1, Part I, line 7, column (B)

Totals ▶

Total dividends-received deductions included in column 8 ▶

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

Table with 6 columns: 1. Name of controlled organization, 2. Employer identification number, 3. Net unrelated income, 4. Total of specified payments made, 5. Part of column 4 that is included in the controlling organization's gross income, 6. Deductions directly connected with income. Rows (1) through (4).

Nonexempt Controlled Organizations

Table with 5 columns: 7. Taxable Income, 8. Net unrelated income, 9. Total of specified payments made, 10. Part of column 9 that is included in the controlling organization's gross income, 11. Deductions directly connected with income. Rows (1) through (4).

Add columns 5 and 10 Enter here and on page 1, Part I, line 8, column (A) Add columns 6 and 11 Enter here and on page 1, Part I, line 8, column (B)

Totals ▶

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

Table with 5 columns: 1. Description of income, 2. Amount of income, 3. Deductions directly connected, 4. Set-asides, 5. Total deductions and set-asides. Includes rows (1)-(4) and a Totals row.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

Table with 7 columns: 1. Description of exploited activity, 2. Gross unrelated business income, 3. Expenses directly connected, 4. Net income (loss), 5. Gross income from activity, 6. Expenses attributable, 7. Excess exempt expenses. Includes rows (1)-(4) and a Totals row.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

Table with 7 columns: 1. Name of periodical, 2. Gross advertising income, 3. Direct advertising costs, 4. Advertising gain or (loss), 5. Circulation income, 6. Readership costs, 7. Excess readership costs. Includes rows (1)-(4) and a Totals row.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis)

Table with 7 columns: 1. Name of periodical, 2. Gross advertising income, 3. Direct advertising costs, 4. Advertising gain or (loss), 5. Circulation income, 6. Readership costs, 7. Excess readership costs. Includes rows (1)-(4) and a Totals row.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

Table with 4 columns: 1. Name, 2. Title, 3. Percent of time devoted to business, 4. Compensation attributable to unrelated business. Includes rows (1)-(4) and a Total row.

Department of the Treasury
Internal Revenue Service

▶ See separate instructions.
▶ Attach to the corporation's tax return.

2011

Name **WOMEN & INFANTS HOSPITAL OF RHODE ISLAND** Employer identification number **05-0258937**

Note: See the instructions to find out if the corporation is a small corporation exempt from the alternative minimum tax (AMT) under section 55(e)

1	Taxable income or (loss) before net operating loss deduction	1	NONE
2	Adjustments and preferences:		
a	Depreciation of post-1986 property	2a	
b	Amortization of certified pollution control facilities	2b	
c	Amortization of mining exploration and development costs	2c	
d	Amortization of circulation expenditures (personal holding companies only)	2d	
e	Adjusted gain or loss	2e	
f	Long-term contracts	2f	
g	Merchant marine capital construction funds	2g	
h	Section 833(b) deduction (Blue Cross, Blue Shield, and similar type organizations only)	2h	
i	Tax shelter farm activities (personal service corporations only)	2i	
j	Passive activities (closely held corporations and personal service corporations only)	2j	
k	Loss limitations	2k	
l	Depletion	2l	
m	Tax-exempt interest income from specified private activity bonds	2m	
n	Intangible drilling costs	2n	
o	Other adjustments and preferences	2o	
3	Pre-adjustment alternative minimum taxable income (AMTI) Combine lines 1 through 2o	3	
4	Adjusted current earnings (ACE) adjustment:		
a	ACE from line 10 of the ACE worksheet in the instructions	4a	NONE
b	Subtract line 3 from line 4a If line 3 exceeds line 4a, enter the difference as a negative amount (see instructions)	4b	
c	Multiply line 4b by 75% (.75) Enter the result as a positive amount	4c	
d	Enter the excess, if any, of the corporation's total increases in AMTI from prior year ACE adjustments over its total reductions in AMTI from prior year ACE adjustments (see instructions) Note: You must enter an amount on line 4d (even if line 4b is positive).	4d	
e	ACE adjustment • If line 4b is zero or more, enter the amount from line 4c • If line 4b is less than zero, enter the smaller of line 4c or line 4d as a negative amount }	4e	
5	Combine lines 3 and 4e If zero or less, stop here, the corporation does not owe any AMT	5	
6	Alternative tax net operating loss deduction (see instructions)	6	NONE
7	Alternative minimum taxable income. Subtract line 6 from line 5 If the corporation held a residual interest in a REMIC, see instructions	7	
8	Exemption phase-out (if line 7 is \$310,000 or more, skip lines 8a and 8b and enter -0- on line 8c)		
a	Subtract \$150,000 from line 7 (if completing this line for a member of a controlled group, see instructions) If zero or less, enter -0-	8a	
b	Multiply line 8a by 25% (.25)	8b	
c	Exemption Subtract line 8b from \$40,000 (if completing this line for a member of a controlled group, see instructions) If zero or less, enter -0-	8c	NONE
9	Subtract line 8c from line 7 If zero or less, enter -0-	9	0.00
10	Multiply line 9 by 20% (.20)	10	0.00
11	Alternative minimum tax foreign tax credit (AMTFTC) (see instructions)	11	0.00
12	Tentative minimum tax Subtract line 11 from line 10.	12	0.00
13	Regular tax liability before applying all credits except the foreign tax credit	13	0.00
14	Alternative minimum tax. Subtract line 13 from line 12 If zero or less, enter -0- Enter here and on Form 1120, Schedule J, line 3, or the appropriate line of the corporation's income tax return	14	NONE

Adjusted Current Earnings (ACE) Worksheet

Keep for Your Records

▶ See ACE Worksheet Instructions

1	Pre-adjustment AMTI Enter the amount from line 3 of Form 4626		1	NONE
2	ACE depreciation adjustment			
a	AMT depreciation	2a		
b	ACE depreciation			
	(1) Post-1993 property	2b(1)		
	(2) Post-1989, pre-1994 property	2b(2)		
	(3) Pre-1990 MACRS property	2b(3)		
	(4) Pre-1990 original ACRS property	2b(4)		
	(5) Property described in sections 168(f)(1) through (4)	2b(5)		
	(6) Other property	2b(6)		
	(7) Total ACE depreciation Add lines 2b(1) through 2b(6)	2b(7)		
c	ACE depreciation adjustment Subtract line 2b(7) from line 2a		2c	NONE
3	Inclusion in ACE of items included in earnings and profits (E&P)			
a	Tax-exempt interest income	3a		
b	Death benefits from life insurance contracts	3b		
c	All other distributions from life insurance contracts (including surrenders)	3c		
d	Inside buildup of undistributed income in life insurance contracts	3d		
e	Other items (see Regulations sections 1.56(g)-1(c)(6)(iii) through (ix) for a partial list)	3e		
f	Total increase to ACE from inclusion in ACE of items included in E&P Add lines 3a through 3e		3f	NONE
4	Disallowance of items not deductible from E&P			
a	Certain dividends received	4a		
b	Dividends paid on certain preferred stock of public utilities that are deductible under section 247	4b		
c	Dividends paid to an ESOP that are deductible under section 404(k)	4c		
d	Nonpatronage dividends that are paid and deductible under section 1382(c)	4d		
e	Other items (see Regulations sections 1.56(g)-1(d)(3)(i) and (ii) for a partial list)	4e		
f	Total increase to ACE because of disallowance of items not deductible from E&P Add lines 4a through 4e		4f	NONE
5	Other adjustments based on rules for figuring E&P			
a	Intangible drilling costs	5a		
b	Circulation expenditures	5b		
c	Organizational expenditures	5c		
d	LIFO inventory adjustments	5d		
e	Installment sales	5e		
f	Total other E&P adjustments Combine lines 5a through 5e		5f	NONE
6	Disallowance of loss on exchange of debt pools		6	NONE
7	Acquisition expenses of life insurance companies for qualified foreign contracts		7	NONE
8	Depletion		8	NONE
9	Basis adjustments in determining gain or loss from sale or exchange of pre-1994 property		9	NONE
10	Adjusted current earnings. Combine lines 1, 2c, 3f, 4f, and 5f through 9 Enter the result here and on line 4a of Form 4626		10	

ATTACHMENT 1

ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY.

THE HOSPITAL; A MAJOR MEDICAL TEACHING INSTITUTION, ENGAGES IN NO ACTIVITY WHICH CREATES UNRELATED BUSINESS INCOME.

ATTACHMENT 2

NAME AND FEIN OF PARENT CORPORATION

CARE NEW ENGLAND HEALTH SYSTEM, EIN: 05-0490997

Consent Plan and Apportionment Schedule
for a Controlled Group

2011

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-L, 1120-PC, 1120-REIT, or 1120-RIC.
▶ See separate instructions.

Name: BUTLER HOSPITAL
Employer identification number: 05-0258812

Part I Apportionment Plan Information

- 1 Type of controlled group
a Parent-subsidiary group
b Brother-sister group
c [X] Combined group
d Life insurance companies only
2 This corporation has been a member of this group
a [X] For the entire year
b From , until
3 This corporation consents and represents to
a Adopt an apportionment plan
b [X] Amend the current apportionment plan
c Terminate the current apportionment plan and not adopt a new plan
d Terminate the current apportionment plan and adopt a new plan
4 If you checked box 3c or 3d above, check the applicable box below to indicate if the termination of the current apportionment plan was
a Elected by the component members of the group
b Required for the component members of the group
5 If you did not check a box on line 3 above, check the applicable box below concerning the status of the group's apportionment plan
a No apportionment plan is in effect and none is being adopted
b An apportionment plan is already in effect
6 If all the members of this group are adopting a plan or amending the current plan for a tax year after the due date
a [X] Yes
(i) [X] The statute of limitations for this year will expire on 08/15/2015
(ii) On , this corporation entered into an agreement with the Internal Revenue Service to extend the statute of limitations for purposes of assessment until
b No The members may not adopt or amend an apportionment plan
7 Required information and elections for component members
a The corporation will determine its tax liability by applying the maximum tax rate imposed by section 11 to the entire amount of its taxable income
b The corporation and the other members of the group elect the FIFO method
c The corporation has a short tax year that does not include December 31

Part II Taxable Income Apportionment (See instructions)

Caution: Each total in Part II, column (g) for each component member must equal taxable income from Form 1120, page 1, line 30 or the comparable line of such member's tax return

	(a) Group member's name and employer identification number	(b) Tax year end (Yr-Mo)	Taxable Income Amount Allocated to Each Bracket					(g) Total (add columns (c) through (f))
			(c) 15%	(d) 25%	(e) 34%	(f) 35%		
1	WOMEN & INFANT HOSPITAL OF RHODE ISLAND	2011-09	NONE	NONE	NONE	NONE	NONE	
2	BUTLER HOSPITAL	2011-09	25,000.00	12,500.00	179,017.00		216,517.00	
3	KENT COUNTY MEMORIAL HOSPITAL	2011-09	NONE	NONE	NONE	NONE	NONE	
4								
5								
6								
7								
8								
9								
10								
	Total		25,000.00	12,500.00	179,017.00		216,517.00	

Schedule O (Form 1120) (2011)

Part III Income Tax Apportionment (See instructions)

Income Tax Apportionment

(a) Group member's name	(b) 15%	(c) 25%	(d) 34%	(e) 35%	(f) 5%	(g) 3%	(h) Total income tax (combine lines (b) through (g))
1WOMEN & INFANT HOSPITAL OF RHODE ISLAND	NONE	NONE	NONE	NONE	NONE	NONE	NONE
2BUTLER HOSPITAL	3,750.00	3,125.00	60,866.00	NONE	NONE		67,741.00
3KENT COUNTY MEMORIAL HOSPITAL	NONE	NONE	NONE	NONE	NONE		NONE
4							
5							
6							
7							
8							
9							
10							
Total	3,750.00	3,125.00	60,866.00				67,741.00

Schedule O (Form 1120) (2011)

Part IV Other Apportionments (See instructions)

Other Apportionments

(a) Group member's name	(b) Accumulated earnings credit	(c) AMT exemption amount	(d) Phaseout of AMT exemption amount	(e) Penalty for failure to pay estimated tax	(f) Other
1 WOMEN & INFANT HOSPITAL OF RHODE ISLAND	NONE	NONE	NONE		
2 BUTLER HOSPITAL	NONE	NONE	NONE		
3 KENT COUNTY MEMORIAL HOSPITAL	NONE	40,000.00	150,000.00		
4					
5					
6					
7					
8					
9					
10					
Total		40,000.00	150,000.00		

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return. See instructions

Name of exempt organization or other filer, see instructions.

Employer identification number (EIN) or

WOMEN & INFANTS HOSPITAL OF RI

05-0258937

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

101 DUDLEY STREET

City, town or post office, state, and ZIP code. For a foreign address, see instructions

PROVIDENCE, RI 02905

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► TAXPAYER C/O WITHUMSMITH+BROWN

Telephone No ► 973 898-9494

FAX No. ► 973 898-0686

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

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► calendar year 20 ____ or

► tax year beginning 10/01, 20 11, and ending 09/30, 20 12

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	0
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	215,000.
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFIPS (Electronic Federal Tax Payment System). See instructions	3c \$	0

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