

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

Department of the Treasury Internal Revenue Service

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

A For the 2007 calendar year, or tax year beginning 10/01, 2007, and ending 09/30/2008

B Check if applicable: Address change, Name change, Initial return, Termination, Amended return, Application pending. C Name of organization: THE BRIGHAM AND WOMEN'S HOSPITAL, INC. D Employer identification number: 04-2312909 E Telephone number: (617) 724-9841 F Accounting method: Cash, Accrual

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations.

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

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

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

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

I Group Exemption Number

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

G Website: WWW.BRIGHAMANDWOMENS.ORG

J Organization type (check only one) 501(c)(3) 4947(a)(1) or 527

K Check here if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 1,936,176,046.

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

Table with 21 rows and 4 columns: Description, Sub-description, Amount, Total. Rows include Contributions, Program service revenue, Membership dues, Interest on savings, Dividends, Gross rents, Other investment income, Gross amount from sales of assets, Special events, Gross sales of inventory, Other revenue, Total revenue, Program services, Management and general, Fundraising, Payments to affiliates, Total expenses, Excess or (deficit) for the year, Net assets or fund balances at beginning of year, Other changes in net assets, Net assets or fund balances at end of year.

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

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)

<i>Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.</i>		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a	Grants paid from donor advised funds (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>				
22b	Other grants and allocations (attach schedule) (cash \$ <u>42,361,908.</u> noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	42,361,908.	42,361,908.	STMT 15	
23	Specific assistance to individuals (attach schedule).				
24	Benefits paid to or for members (attach schedule).				
25a	Compensation of current officers, directors, key employees, etc. listed in Part V-A	2,819,955.		2,819,955.	
25b	Compensation of former officers, directors, key employees, etc. listed in Part V-B	NONE			
25c	Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
26	Salaries and wages of employees not included on lines 25a, b, and c	727,586,458.	676,015,085.	51,571,373.	
27	Pension plan contributions not included on lines 25a, b, and c	31,495,306.	29,149,938.	2,345,368.	
28	Employee benefits not included on lines 25a - 27	102,230,590.	94,617,763.	7,612,827.	
29	Payroll taxes	49,297,115.	45,626,096.	3,671,019.	
30	Professional fundraising fees				
31	Accounting fees				
32	Legal fees	2,619,295.		2,619,295.	
33	Supplies	241,028,051.	223,079,365.	17,948,686.	
34	Telephone	7,364,461.	6,816,050.	548,411.	
35	Postage and shipping	4,557,900.	4,218,486.	339,414.	
36	Occupancy	73,817,212.	68,320,250.	5,496,962.	
37	Equipment rental and maintenance	31,073,906.	28,759,919.	2,313,987.	
38	Printing and publications	884,230.	818,384.	65,846.	
39	Travel	5,659,087.	5,237,671.	421,416.	
40	Conferences, conventions, and meetings	137,908.	127,638.	10,270.	
41	Interest	20,834,884.	19,283,368.	1,551,516.	
42	Depreciation, depletion, etc. (attach schedule)	85,896,381.	79,499,917.	6,396,464.	
43	Other expenses not covered above (itemize):				
43a	a STMT 16	405,091,529.	376,982,912.	28,108,617.	
43b	b _____				
43c	c _____				
43d	d _____				
43e	e _____				
43f	f _____				
43g	g _____				
44	Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15).	1,834,756,176.	1,700,914,750.	133,841,426.	

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ _____ ; (ii) the amount allocated to Program services \$ _____ ;
 (iii) the amount allocated to Management and general \$ _____ ; and (iv) the amount allocated to Fundraising \$ _____

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

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

What is the organization's primary exempt purpose? ▶ ACUTE CARE TEACHING AND RESEARCH HOSP. All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
a PATIENT CARE - THE HOSPITAL HAD APPROXIMATELY 45,900 INPATIENT ADMISSIONS, THE AMBULATORY CARE DEPARTMENT HAD APPROX. 561,000 VISITS, AND THE NEIGHBORHOOD HEALTH CENTERS HAD APPROX. 116,000 VISITS. THE EMERGENCY ROOM HAD APPROX. 57,200 VISITS DURING THE YEAR. (Grants and allocations \$ 42,361,908.) If this amount includes foreign grants, check here <input type="checkbox"/>	1,218,592,750.
b RESEARCH - THE CONDUCT OF BIOMEDICAL RESEARCH IS ONE OF THE HOSPITAL'S CORE MISSIONS AND ACTIVITIES AND INCLUDES FUNDAMENTAL BENCH RESEARCH IN ALL OF THE LIFE SCIENCES DISCIPLINES, PATIENT-CENTERED RESEARCH WITHIN THE INPATIENT AND OUTPATIENT SERVICES OF THE HOSPITAL, CLINICAL TRIALS OF NEW DRUGS, DIAG. TESTS AND DEVICES AND EPIDEMIOLOGICAL RES. (Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	435,490,347.
c TEACHING - IN THE CONTEXT OF ITS PATIENT CARE ACTIVITIES, THE CORPORATION ALSO CONTINUES TO SERVE AS A MAJOR TEACHING HOSPITAL FOR THE HARVARD MEDICAL SCHOOL. DURING THIS YEAR, THE HOSPITAL HAD APPROXIMATELY 850 INTERNS, RESIDENTS AND CLINICAL FELLOWS PARTICIPATING IN APPROVED TRAINING PROGRAMS. (Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	25,754,653.
d THE CORP. HAS A POLICY OF PROVIDING CARE REGARDLESS OF A PATIENT'S ABILITY TO PAY. THERE WERE APPROX. 23,550 DAYS OF INPATIENT CARE AND 83,800 OUTPATIENT VISITS RELATED TO MEDICAID PATIENTS. THE CORP. ALSO PROVIDED AN ADDITIONAL \$21 MILLION OF CHARITY CARE (NET COST) TO OTHER INDIVIDUALS DURING THE FISCAL YEAR. SEE STMT. 2-COMMUNITY BENEFITS. (Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	21,077,000.
e Other program services (attach schedule) (Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services) ▶	1,700,914,750.

Part IV Balance Sheets (See the instructions.)

				(A)		(B)
				Beginning of year		End of year
Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.						
Assets	45 Cash - non-interest-bearing				45	
	46 Savings and temporary cash investments			62,685,072.	46	34,125,319.
	47a Accounts receivable	47a	219,266,944.			
	b Less: allowance for doubtful accounts	47b	10,960,476.	178,112,954.	47c	208,306,468.
	48a Pledges receivable	48a	101,188,075.			
	b Less: allowance for doubtful accounts	48b	3,106,832.	74,736,362.	48c	98,081,243.
	49 Grants receivable			55,979,657.	49	59,935,883.
	50a Receivables from current and former officers, directors, trustees, and key employees (attach schedule)				50a	
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)				50b	
	51a Other notes and loans receivable (attach schedule)	51a	475,592.			
	b Less: allowance for doubtful accounts	51b		493,719.	51c	475,592.
	52 Inventories for sale or use			9,088,128.	52	10,130,222.
	53 Prepaid expenses and deferred charges			19,414,639.	53	23,931,396.
	54a Investments - publicly-traded securities	<input type="checkbox"/> Cost	<input checked="" type="checkbox"/> FMV	242,340,149.	54a	216,400,171.
	b Investments - other securities (attach schedule)	<input type="checkbox"/> Cost	<input type="checkbox"/> FMV		54b	
	55a Investments - land, buildings, and equipment: basis	55a				
	b Less: accumulated depreciation (attach schedule)	55b			55c	
	56 Investments - other (attach schedule)				56	
	57a Land, buildings, and equipment: basis	57a	1,468,130,662.			
	b Less: accumulated depreciation (attach schedule)	57b	503,809,757.	788,880,133.	57c	964,320,905.
58 Other assets, including program-related investments (describe <input type="checkbox"/> STMT 19)			83,183,126.	58	93,534,615.	
59 Total assets (must equal line 74). Add lines 45 through 58			1,514,913,939.	59	1,709,241,814.	
Liabilities	60 Accounts payable and accrued expenses			162,564,808.	60	190,255,785.
	61 Grants payable				61	
	62 Deferred revenue				62	
	63 Loans from officers, directors, trustees, and key employees (attach schedule)				63	
	64a Tax-exempt bond liabilities (attach schedule)				64a	
	b Mortgages and other notes payable (attach schedule)	64b	505,696,603.	505,696,603.	64b	605,949,245.
	65 Other liabilities (describe <input type="checkbox"/> STMT 21)			119,593,362.	65	105,105,679.
	66 Total liabilities. Add lines 60 through 65			787,854,773.	66	901,310,709.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.					
	67 Unrestricted			488,660,927.	67	587,250,112.
	68 Temporarily restricted			199,755,027.	68	170,905,974.
	69 Permanently restricted			38,643,212.	69	49,775,019.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.					
	70 Capital stock, trust principal, or current funds				70	
	71 Paid-in or capital surplus, or land, building, and equipment fund				71	
	72 Retained earnings, endowment, accumulated income, or other funds				72	
	73 Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)			727,059,166.	73	807,931,105.
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73			1,514,913,939.	74	1,709,241,814.

Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return (See the instructions.)

a	Total revenue, gains, and other support per audited financial statements	a	1887162000.
b	Amounts included on line a but not on Part I, line 12:		
1	Net unrealized gains on investments	b1	-3,532,359.
2	Donated services and use of facilities	b2	
3	Recoveries of prior year grants	b3	
4	Other (specify): _____	b4	
	Add lines b1 through b4	b	-3,532,359.
c	Subtract line b from line a	c	1890694359.
d	Amounts included on Part I, line 12, but not on line a :		
1	Investment expenses not included on Part I, line 6b	d1	
2	Other (specify): <u>SEE STATEMENT 22</u>	d2	45,481,687.
	Add lines d1 and d2	d	45,481,687.
e	Total revenue (Part I, line 12). Add lines c and d	e	1936176046.

Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

a	Total expenses and losses per audited financial statements	a	1791441000.
b	Amounts included on line a but not on Part I, line 17:		
1	Donated services and use of facilities	b1	
2	Prior year adjustments reported on Part I, line 20	b2	
3	Losses reported on Part I, line 20	b3	
4	Other (specify): _____	b4	
	Add lines b1 through b4	b	
c	Subtract line b from line a	c	1791441000.
d	Amounts included on Part I, line 17, but not on line a :		
1	Investment expenses not included on Part I, line 6b	d1	
2	Other (specify): <u>SEE STATEMENT 23</u>	d2	43,315,176.
	Add lines d1 and d2	d	43,315,176.
e	Total expenses (Part I, line 17). Add lines c and d	e	1834756176.

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
SEE STATEMENT 24		2,819,955.	605,434.	NONE

Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)		Yes	No
75a	Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings 22		
b	Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s) STMT 31	<input checked="" type="checkbox"/>	
c	Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of "related organization." SEE STATEMENT 32 If "Yes," attach a statement that includes the information described in the instructions.	<input checked="" type="checkbox"/>	
d	Does the organization have a written conflict of interest policy?	<input checked="" type="checkbox"/>	

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits
 (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

(A) Name and address	(B) Loans and Advances	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
SEE STATEMENT 34	NONE	NONE	24,653.	NONE

Part VI Other Information (See the instructions.)		Yes	No
76	Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change		<input checked="" type="checkbox"/>
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.		<input checked="" type="checkbox"/>
78a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	<input checked="" type="checkbox"/>	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input checked="" type="checkbox"/>	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement		<input checked="" type="checkbox"/>
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	<input checked="" type="checkbox"/>	
b	If "Yes," enter the name of the organization STMT 35 _____ and check whether it is <input checked="" type="checkbox"/> exempt or <input checked="" type="checkbox"/> nonexempt		
81a	Enter direct and indirect political expenditures. (See line 81 instructions.) 81a		
b	Did the organization file Form 1120-POL for this year?		<input checked="" type="checkbox"/>

Part VI Other Information (continued)

Table with columns for question number, question text, and Yes/No columns. Includes questions 82a through 91a regarding organizational information, dues, lobbying, and foreign accounts.

Part VI Other Information (continued) Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States? **91c** Yes No

If "Yes," enter the name of the foreign country ▶ _____

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here
 and enter the amount of tax-exempt interest received or accrued during the tax year ▶ **92** | _____ NONE

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

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a PATIENT CARE &					1,403,530,642.
b RELATED SERVICES					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies .					
94 Membership dues and assessments . . .					
95 Interest on savings and temporary cash investments .			14	2,472,610.	
96 Dividends and interest from securities . .			14	523,797.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property			16	3,964,950.	
98 Net rental income or (loss) from personal property . .					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory	525990	-103,282.	18	2,580,128.	
101 Net income or (loss) from special events .					
102 Gross profit or (loss) from sales of inventory . .					
103 Other revenue: a _____					
b PARKING INCOME			03	13,278,147.	
c CAFETERIA REVENUE			03	4,375,821.	
d ROYALTY INCOME			15	1,846,454.	
e _____					
104 Subtotal (add columns (B), (D), and (E)) . .		-103,282.		29,041,907.	1,403,530,642.
105 Total (add line 104, columns (B), (D), and (E)) ▶					1,432,469,267.

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

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

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
93	PATIENT CARE REVENUE - SEE FORM 990, PART III

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

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

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

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

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

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

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13).

106 Did the reporting organization **make** any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No
N/A	

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	----- -----			
b	----- -----			
c	----- -----			
Totals				

107 Did the reporting organization **receive** any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No
N/A	

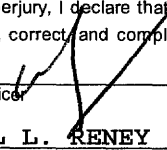
	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	----- -----			
b	----- -----			
c	----- -----			
Totals				

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No
N/A	

Please Sign Here

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

Signature of officer:  Date: 8/3/09
 Type or print name and title: MICHAEL L. RONEY SR. V.P. OF FINANCE

Paid Preparer's Use Only

Preparer's signature: _____ Date: _____ Check if self-employed: Preparer's SSN or PTIN (See Gen. Inst. X): _____

Firm's name (or yours if self-employed), address, and ZIP + 4: _____ EIN: _____ Phone no.: _____

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

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

Supplementary Information - (See separate instructions.)

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

OMB No. 1545-0047

2007

Name of the organization

THE BRIGHAM AND WOMEN'S HOSPITAL, INC.

Employer identification number

04-2312909

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
SEE STATEMENT 40				

Total number of other employees paid over \$50,000 . . . ▶ 8528

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

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 41		

Total number of others receiving over \$50,000 for professional services ▶ 93

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 42		

Total number of other contractors receiving over \$50,000 for other services ▶ 83

Part III Statements About Activities (See page 2 of the instructions.)

Yes No

1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities \$ NONE (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)

1 X

Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.

2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)

a Sale, exchange, or leasing of property?

2a X

b Lending of money or other extension of credit?

2b X

c Furnishing of goods, services, or facilities?

2c X

d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE FORM 990, PT .V.

2d X

e Transfer of any part of its income or assets?

2e X

3a Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.)

3a X

b Did the organization have a section 403(b) annuity plan for its employees?

3b X

c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement

3c X

d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?

3d X

4a Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g

4a X

b Did the organization make any taxable distributions under section 4966?

4b N/A

c Did the organization make a distribution to a donor, donor advisor, or related person?

4c N/A

d Enter the total number of donor advised funds owned at the end of the tax year

e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year

f Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the rights to provide advice on the distribution or investment of amounts in such funds or accounts

NONE

g Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year

NONE

Part IV Reason for Non-Private Foundation Status (See pages 4 through 8 of the instructions.)

I certify that the organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). **Enter the hospital's name, city, and state** ► _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11 a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11 b A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 An organization that normally receives: (1) **more than 33 1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) **no more than 33 1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:
 Type I Type II Type III - Functionally Integrated Type III - Other

Provide the following information about the supported organizations. (See page 8 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total					

- 14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 8 of the instructions.)

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

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

Table with 6 columns: Calendar year (or fiscal year beginning in), (a) 2006, (b) 2005, (c) 2004, (d) 2003, (e) Total. Rows 15-25 include items like Gifts, grants, and contributions received; Membership fees received; Gross receipts from admissions, merchandise sold or services performed; Gross income from interest, dividends; Net income from unrelated business activities; Tax revenues levied; Value of services or facilities furnished; Other income; Total of lines 15 through 22; Line 23 minus line 17; Enter 1% of line 23.

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24 NOT APPLICABLE... 26a
b Prepare a list for your records to show the name of and amount contributed by each person... 26b
c Total support for section 509(a)(1) test: Enter line 24, column (e)... 26c
d Add: Amounts from column (e) for lines: 18 19 22 26b... 26d
e Public support (line 26c minus line 26d total)... 26e
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))... 26f %

27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year:
NOT APPLICABLE
(2006) (2005) (2004) (2003)

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:
(2006) (2005) (2004) (2003)

c Add: Amounts from column (e) for lines: 15 16 17 20 21... 27c
d Add: Line 27a total and line 27b total... 27d
e Public support (line 27c total minus line 27d total)... 27e
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) 27f
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))... 27g %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))... 27h %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See page 9 of the instructions.) NOT APPLICABLE
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29	
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30	
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.) ----- ----- -----	31	
32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d	
	If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.) ----- -----		
33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?	33a	
b	Admissions policies?	33b	
c	Employment of faculty or administrative staff?	33c	
d	Scholarships or other financial assistance?	33d	
e	Educational policies?	33e	
f	Use of facilities?	33f	
g	Athletic programs?	33g	
h	Other extracurricular activities?	33h	
	If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.) ----- -----		
34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.	34b	
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 11 of the instructions.)

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

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

Limits on Lobbying Expenditures

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

	(a) Affiliated group totals	(b) To be completed for all electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38 Total lobbying expenditures (add lines 36 and 37)	38	
39 Other exempt purpose expenditures	39	
40 Total exempt purpose expenditures (add lines 38 and 39)	40	
41 Lobbying nontaxable amount. Enter the amount from the following table - If the amount on line 40 is - The lobbying nontaxable amount is -		
Not over \$500,000 20% of the amount on line 40		
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	41	
Over \$1,500,000 but not over \$17,000,000 \$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000 \$1,000,000		
42 Grassroots nontaxable amount (enter 25% of line 41)	42	
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

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

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 13 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 13 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers		X	
b Paid staff or management (Include compensation in expenses reported on lines c through h.)		X	
c Media advertisements		X	
d Mailings to members, legislators, or the public		X	
e Publications, or published or broadcast statements		X	
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body	X		NONE
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		X	
i Total lobbying expenditures (Add lines c through h.)			NONE

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities. **STMT 43**

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 14 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting organization to a noncharitable exempt organization of:			
(i) Cash	51a(i)		X
(ii) Other assets	a(ii)		X
b Other transactions:			
(i) Sales or exchanges of assets with a noncharitable exempt organization	b(i)		X
(ii) Purchases of assets from a noncharitable exempt organization	b(ii)		X
(iii) Rental of facilities, equipment, or other assets	b(iii)		X
(iv) Reimbursement arrangements	b(iv)		X
(v) Loans or loan guarantees	b(v)		X
(vi) Performance of services or membership or fundraising solicitations	b(vi)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received:

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule:

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Schedule B

(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No. 1545-0047

2007

Name of organization

THE BRIGHAM AND WOMEN' S HOSPITAL, INC.

Employer identification number

04-2312909

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule - see instructions.)

General Rule -

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

Special Rules -

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

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

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

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

FORM 990 - GENERAL EXPLANATION ATTACHMENT
=====

FUNDRAISING EXPENSES
FORM 990, PART II, COLUMN D

FUNDRAISING EXPENSES ARE INCURRED BY BRIGHAM AND WOMEN' S/FAULKNER
HOSPITALS, INC. (AN AFFILIATED TAX EXEMPT ORGANIZATION).

FORM 990 - GENERAL EXPLANATION ATTACHMENT
=====

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS - COMMUNITY BENEFITS
FORM 990, PART III

PLEASE SEE THE FULL-TEXT VERSION OF THE 2008 REPORT ON COMMUNITY BENEFIT
ACTIVITIES AS FILED WITH THE OFFICE OF THE ATTORNEY GENERAL OF THE
COMMONWEALTH OF MASSACHUSETTS (WWW. AGO. STATE. MA. US).

BELOW IS A SUMMARY OF COMMUNITY BENEFITS ACTIVITIES CARRIED ON DURING THE
FISCAL YEAR:

COMMUNITY BENEFITS MISSION STATEMENT:

BWH IS COMMITTED TO SERVING THE HEALTH CARE NEEDS OF PERSONS FROM DIVERSE
COMMUNITIES AND MAKES A UNIQUE COMMITMENT TO THE NEIGHBORING RESIDENTS OF
JAMAICA PLAIN AND MISSION HILL. THE HOSPITAL ALSO COMMITS TO MEETING THE
NEEDS OF LOW-INCOME PREGNANT WOMEN AND THEIR FAMILIES FROM THE
COMMUNITIES OF ROXBURY AND DORCHESTER.

PROGRAM ORGANIZATION AND MANAGEMENT:

THE CENTER FOR COMMUNITY HEALTH AND HEALTH EQUITY (CCHHE) AT BRIGHAM AND
WOMEN'S HOSPITAL SERVES AS A COORDINATING DEPARTMENT FOR COMMUNITY HEALTH
PROGRAMS AND ACTS AS A LIAISON BETWEEN COMMUNITY-BASED ORGANIZATIONS AND
THE HOSPITAL. THE CCHHE DEVELOPS AND SUPPORTS INITIATIVES TO IMPROVE THE
HEALTH OF RACIALLY AND ETHNICALLY DIVERSE AND UNDERSERVED POPULATIONS. IT
COLLABORATES WITH HOSPITAL DEPARTMENTS, COMMUNITY RESIDENTS, GOVERNMENT
AGENCIES, AND COMMUNITY-BASED GROUPS TO IMPROVE ACCESS TO CARE AND TO
ADVANCE SYSTEMS OF CARE AND COMMUNITY HEALTH STRATEGIES TO ELEVATE THE
HEALTH STATUS OF COMMUNITIES SERVED BY BWH.

KEY COLLABORATIONS AND PARTNERSHIPS:

- ABCD
- ALLIANCE FOR COMMUNITY HEALTH
- ALTERNATIVES FOR THE COMMUNITY AND THE ENVIRONMENT
- AMERICAN CANCER SOCIETY
- BOSTON ALLIANCE - CHNA
- BOSTON LATIN ACADEMY
- BOSTON POLICE DEPARTMENT
- BOSTON PRIVATE INDUSTRY COUNCIL
- BOSTON PUBLIC HEALTH COMMISSION
- BROOKSIDE COMMUNITY HEALTH CENTER
- BOSTON UNIVERSITY SCHOOL OF PUBLIC HEALTH, ENVIRONMENTAL HEALTH
DEPARTMENT
- BOSTON MAMMOGRAPHY VAN
- BROMLEY HEALTH TMC
- BROOKSIDE HEALTH CENTER
- CCHERS

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT'D)

=====

CHILDREN'S HOSPITAL
CURTIS HALL COMMUNITY CENTER
CHERISHING OUR HEARTS AND SOULS COALITION
CHILDREN'S ADVOCACY CENTER
CHILDREN'S HOSPITAL
CITY LIFE/VIDA URBANA
CLUSTER 6 OF THE BOSTON PUBLIC SCHOOLS
COMMISSION ON ELDERLY AFFAIRS (CITY OF BOSTON)
COMMUNITY ACADEMY OF SCIENCE AND HEALTH
CONFERENCE OF BOSTON TEACHING HOSPITALS
CRADLES TO CRAYONS
CRITTENTON HASTINGS HOUSE
DEPARTMENT OF PUBLIC HEALTH
ENGLISH HIGH SCHOOL
ESAC (BOSTON ASTHMA INITIATIVE)
GATEWAY PROGRAM
GREATER BOSTON LEGAL SERVICES
HARVARD MEDICAL SCHOOL
HAVEN PROGRAM, MASSACHUSETTS GENERAL HOSPITAL
HEALTH CAREERS ACADEMY
HEALTHY FAMILIES
THE HOSPITALITY PROGRAM
HYDE SQUARE TASK FORCE
INSTITUTE FOR SPORTS AND SOCIETY
JAMAICA PLAIN NEIGHBORHOOD DEVELOPMENT CORPORATION
JAMAICA PLAIN HEALTH PLANNING COMMITTEE
JAMAICA PLAIN TREE OF LIFE/ARBOL DE VIDA
JANE DOE, INC.
JOHN D. O'BRYANT HIGH SCHOOL
JP UNIDOS/UNITED
LEND A HAND
MADISON PARK VOCATIONAL TECHNICAL HIGH SCHOOL
MARTHA ELIOT HEALTH CENTER
MASS IMPACT
MASSACHUSETTS LEAGUE OF COMMUNITY HEALTH CENTERS
MASCO
MASSCOSH
MATCH-UP INTERFAITH VOLUNTEER
MATTAPAN COMMUNITY HEALTH CENTER
MAURICE J. TOBIN SCHOOL
MGH CENTER OF COMMUNITY HEALTH IMPROVEMENT
MISSION GRAMMAR SCHOOL
MISSION HILL MAIN STREETS

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT'D)

=====

MISSION HILL NEIGHBORHOOD HOUSING SERVICES
MISSION HILL YOUTH COLLABORATIVE
MISSION SAFE
MISSIONWORKS
NEW MISSION HIGH SCHOOL
OFFICES OF STATE REPRESENTATIVES JEFFERY SANCHEZ AND LIZ MALIA
PARKER HILL/FENWAY ABCD
PARKWAY ACADEMY OF TECHNOLOGY AND HEALTH
PINK RIBBON FOUNDATION
PRIVATE INDUSTRY COUNCIL
REACH BOSTON 2010 BREAST AND CERVICAL CANCER COALITION
RENEWAL HOUSE
ROOM TO GROW
ROSLINDALE DOMESTIC VIOLENCE TASK FORCE
ROXBURY PREPARATORY CHARTER SCHOOL
ROXBURY TENANTS OF HARVARD
SAFELINK
SAGE - BOSTON
SALVATION ARMY
SOCIEDAD LATINA
SOUTH END COMMUNITY HEALTH CENTER
SOUTH STREET INITIATIVE
SOUTHERN JAMAICA PLAIN COMMUNITY HEALTH CENTER
SPONTANEOUS CELEBRATIONS

COMMUNITY HEALTH NEEDS ASSESSMENT:

BWH AND THE CCHHE CLOSELY COLLABORATE WITH COMMUNITY ORGANIZATIONS AND RESIDENTS TO IDENTIFY AND ADDRESS BARRIERS TO ACCESS AND MOBILIZE COMMUNITY RESOURCES TO HELP IMPROVE HEALTH STATUS. BWH CONVENES A REPRESENTATIVE GROUP FROM TEN COMMUNITY HEALTH CENTERS TO IDENTIFY UNIQUE LOW-INCOME AND MINORITY REPRODUCTIVE-AGED WOMEN'S ISSUES. BWH AND THE CCHHE PARTICIPATE IN SEVERAL COALITIONS WHERE COMMUNITY WOMEN ARE ACTIVELY ENGAGED AND INSTRUMENTAL TO THE PROCESS, INCLUDING THE REACH BOSTON 2010 COALITION TO ADDRESS BREAST AND CERVICAL CANCER MORTALITY AMONG BLACK WOMEN. BWH AND THE CCHHE REVIEW PUBLIC HEALTH AND HOSPITAL DATA AND SOLICIT INPUT FROM WOMEN AND FAMILIES WHO USE HOSPITAL AND HEALTH CENTERS SERVICES. THE CCHHE IS A MEMBER OF THE OPERATIONS COMMITTEE OF THE BOSTON ALLIANCE FOR COMMUNITY HEALTH.

COMMUNITY BENEFITS PLAN:

THROUGH THE ABOVE PROCESSES, BWH HAS WORKED WITH COMMUNITY PARTNERS TO ADDRESS SEVERAL PRIORITIES RELATED TO WOMEN AND THEIR FAMILIES FROM BOSTON'S URBAN CORE:

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT'D)

=====

- DISPARITIES IN INFANT MORTALITY
- YOUTH DEVELOPMENT
- COMPREHENSIVE PRIMARY CARE FOR WOMEN
- DOMESTIC AND COMMUNITY VIOLENCE
- WORKFORCE DEVELOPMENT

IN RESPONSE TO THESE IDENTIFIED NEEDS, BWH IS IMPLEMENTING SEVERAL COMMUNITY HEALTH INITIATIVES TO REACH OUT TO RACIALLY AND ETHNICALLY DIVERSE AND UNDERSERVED POPULATIONS TO ADDRESS BARRIERS TO ACCESSING QUALITY, AFFORDABLE HEALTH CARE AND RELATED SERVICES AND TO ADDRESS RACIAL AND ETHNIC DISPARITIES IN HEART DISEASE, CANCER, AND WOMEN'S HEALTH.

KEY ACCOMPLISHMENTS OF REPORTING YEAR:

- IN FY2008, THERE WERE 18 SENIORS AMONG THE 44 HIGH SCHOOL STUDENTS WHO SUCCESSFULLY COMPLETED THE STUDENT SUCCESS JOBS PROGRAM. ALL 18 OF THE SENIORS REGISTERED FOR THE FALL SEMESTER IN A COLLEGE OR UNIVERSITY, AND ALL OF THEM CHOSE A HEALTH OR SCIENCE MAJOR.
- THE CONNECTING HOPE, ASSISTANCE AND TREATMENT (CHAT) PROGRAM HELPED 131 WOMEN OBTAIN ITEMS AND SERVICES RELATED TO THEIR BREAST CANCER TREATMENT.
- THE PASSAGEWAY HEALTH LAW COLLABORATIVE ASSISTED 151 CLIENTS AND PROVIDED ONGOING TECHNICAL ASSISTANCE WITH LEGAL ISSUES.
- THE BOSTON ASTHMA INITIATIVE RECEIVED 206 REFERRALS AND CONDUCTED 158 HOME VISITS.

PLANS FOR NEXT REPORTING YEAR:

- ADVANCE HEALTH EQUITY THROUGH EXPANDED EFFORTS TO ADDRESS DISPARITIES IN INFANT MORTALITY, CANCER, AND CARDIOVASCULAR DISEASE.
- EXPAND DOMESTIC VIOLENCE EFFORTS TO PROMOTE PREVENTION.
- PROVIDE 50 HIGH SCHOOL YEAR AND SUMMER INTERNSHIPS TO HIGH SCHOOL STUDENTS AND OFFER COLLEGE SCHOLARSHIPS TO GRADUATING SENIORS.

SELECT COMMUNITY BENEFITS PROGRAMS

BOSTON ASTHMA INITIATIVE

BRIEF DESCRIPTION: TO REDUCE THE INCIDENCE AND PREVALENCE OF ASTHMA MORBIDITY AND MORTALITY AMONG BOSTON CHILDREN AND THEIR FAMILIES

PROGRAM TYPE: COMMUNITY EDUCATION, DIRECT SERVICES, SCHOOL/HEALTH CENTER PARTNERSHIP

TARGET POPULATION:

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT' D)

=====

REGIONS SERVED: BOSTON
HEALTH INDICATOR: ENVIRONMENTAL QUALITY, OTHER: ASTHMA/ALLERGIES
SEX: ALL
AGE GROUP: ALL ADULTS, CHILD-INFANT, CHILD-PRESCHOOL, CHILD-PRIMARY
SCHOOL, CHILD-TEEN, CHILD-TODDLER
ETHNIC GROUP: NOT SPECIFIED
LANGUAGE: NOT SPECIFIED

PARTNERS
BOSTON PUBLIC SCHOOLS
ESAC
MASSCOSH

CONTACT INFORMATION:
MICHELLE KEENAN
DIRECTOR OF COMMUNITY PROGRAMS
CENTER FOR COMMUNITY HEALTH AND HEALTH EQUITY
BRIGHAM AND WOMEN' S HOSPITAL
801 MASSACHUSETTS AVENUE
BOSTON, MA 02118
617-582-0186
MJKEENAN@PARTNERS.ORG

CONNECTING HOPE, ASSISTANCE, AND TREATMENT PROGRAM
BRIEF DESCRIPTION: TO ASSIST LOW-INCOME WOMEN WHO HAVE BEEN DIAGNOSED WITH
BREAST CANCER
PROGRAM TYPE: DIRECT SERVICES
TARGET POPULATION:

REGIONS SERVED: BOSTON-GREATER
HEALTH INDICATOR: ACCESS TO HEALTH CARE, OTHER: CANCER - BREAST
SEX: FEMALE
AGE GROUP: ADULT
ETHNIC GROUP: NOT SPECIFIED
LANGUAGE: NOT SPECIFIED

PARTNERS:
PINK RIBBON FOUNDATION

CONTACT INFORMATION:
MAISHA DOUYON-COVER
WOMEN' S HEALTH PROGRAMS COORDINATOR
CENTER FOR COMMUNITY HEALTH AND HEALTH EQUITY
BRIGHAM AND WOMEN' S HOSPITAL
ONE BRIGHAM CIRCLE
BOSTON, MA 02120
617-582-0188
MDOUYON@PARTNERS.ORG

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT'D)

=====

STUDENT SUCCESS JOBS PROGRAM

BRIEF DESCRIPTION: TO ENCOURAGE STUDENTS TO PURSUE CAREERS IN HEALTH CARE

PROGRAM TYPE: SCHOOL/HEALTH CENTER PARTNERSHIP

TARGET POPULATION:

- REGIONS SERVED: BOSTON
- HEALTH INDICATOR: NOT SPECIFIED
- SEX: ALL
- AGE GROUP: CHILD-TEEN
- ETHNIC GROUP: NOT SPECIFIED
- LANGUAGE: NOT SPECIFIED

PARTNERS:

- BOSTON LATIN ACADEMY
- HEALTH CAREERS ACADEMY
- JOHN D. O'BRYANT HIGH SCHOOL
- MADISON PARK HIGH SCHOOL
- NEW MISSION HIGH SCHOOL
- PARKWAY ACADEMY OF TECHNOLOGY AND HEALTH
- COMMUNITY ACADEMY OF SCIENCE AND HEALTH
- BOSTON PRIVATE INDUSTRY COUNCIL

CONTACT INFORMATION:

AMY BELYEA
 YOUTH PROGRAMS MANAGER
 CENTER FOR COMMUNITY HEALTH AND HEALTH EQUITY
 BRIGHAM AND WOMEN'S HOSPITAL
 ONE BRIGHAM CIRCLE
 BOSTON, MA 02120
 617-525-6725

THE HEALTH CENTER DOMESTIC VIOLENCE INITIATIVE

BRIEF DESCRIPTION: TO IMPROVE AND ENHANCE THE RESPONSE TO AND COORDINATION OF SERVICES FOR WOMEN EXPERIENCING DOMESTIC VIOLENCE

PROGRAM TYPE: COMMUNITY EDUCATION, DIRECT SERVICES, PREVENTION

TARGET POPULATION:

- REGIONS SERVED: BOSTON
- HEALTH INDICATOR: INJURY AND VIOLENCE, OTHER: DOMESTIC VIOLENCE
- SEX: FEMALE
- AGE GROUP: ALL ADULTS, ALL CHILDREN
- ETHNIC GROUP: NOT SPECIFIED
- LANGUAGE: NOT SPECIFIED

PARTNERS:

- MARTHA ELIOT HEALTH CENTER

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT'D)

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BROOKSIDE COMMUNITY HEALTH CENTER
WHITTIER STREET COMMUNITY HEALTH CENTER

CONTACT INFORMATION:

JACKIE SAVAGE-BORNE
PROGRAM DIRECTOR
PASSAGEWAY
BRIGHAM AND WOMEN'S HOSPITAL
ONE BRIGHAM CIRCLE
BOSTON, MA 02120
617-732-7047
JSAVAGEBORNE@PARTNERS.ORG

THE PREVENTION AND ACCESS TO CARE AND TREATMENT (PACT) PROJECT
BRIEF DESCRIPTION: TO IMPROVE HEALTH OUTCOMES FOR UNDERSERVED INDIVIDUALS
WITH HIV DISEASE

PROGRAM TYPE: DIRECT SERVICES, HEALTH SCREENING, OUTREACH TO UNDERSERVED,
PREVENTION, SUPPORT GROUP

TARGET POPULATION:

REGIONS SERVED: BOSTON
HEALTH INDICATOR: OTHER: HIV/AIDS
SEX: ALL
AGE GROUP: ALL ADULTS
ETHNIC GROUP: NOT SPECIFIED
LANGUAGE: NOT SPECIFIED

PARTNERS:

A HOPE
AIDS ACTION COMMITTEE
CASA ESPERANZA
HABIT MANAGEMENT
LATIN-AMERICAN HEALTH INSTITUTE
NUTRITION WORKS

CONTACT INFORMATION:

HEIDI BEHFOROUZ, MD
DIRECTOR
PACT PROJECT
DIVISION OF SOCIAL MEDICINE AND HEALTH INEQUITIES
BRIGHAM AND WOMEN'S HOSPITAL
622 WASHINGTON STREET
DORCHESTER, MA 02124
617-474-8500
HBEHFOROUZ@PARTNERS.ORG

FORM 990 - GENERAL EXPLANATION ATTACHMENT
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STATEMENT OF GRANTS AND ALLOCATIONS
FORM 990, PART II, LINE 22

EFFECTIVE OCTOBER 1, 2005 THE BOARD OF TRUSTEES OF THE BRIGHAM AND WOMEN' S HOSPITAL, INC. APPROVED THE TRANSFER OF SUBSTANTIALLY ALL UNRESTRICTED INVESTMENTS TO ITS 501(C)(3) TAX-EXEMPT PARENT CORPORATION, THE BRIGHAM AND WOMEN' S/FAULKNER HOSPITALS, INC. (04-2921338).

FORM 990 - GENERAL EXPLANATION ATTACHMENT

RELATED PARTY TRANSACTIONS
FORM 990, SCHEDULE A, PART III

PARTNERS HEALTHCARE SYSTEM, INC. IS A LARGE ORGANIZATION WITH A NUMBER OF AFFILIATED CORPORATIONS. OFFICERS AND TRUSTEES/DIRECTORS OF PARTNERS AND ITS AFFILIATED ENTITIES MAY HAVE OVERLAPPING OFFICER AND TRUSTEE/DIRECTOR POSITIONS WITH OTHER ORGANIZATIONS, RESULTING IN A NUMBER OF RELATED PARTY RELATIONSHIPS. BELOW ARE RELATIONSHIPS THAT WERE IDENTIFIED THROUGH A PROCESS THAT INCLUDES RESPONSES TO A QUESTIONNAIRE DISTRIBUTED BY THE CORPORATION TO ITS TRUSTEES/DIRECTORS, OFFICERS, KEY EMPLOYEES, AND FIVE HIGHEST-PAID EMPLOYEES, AND BEST ESTIMATES OF AMOUNTS PAID BY THE CORPORATION TO RELATED INDIVIDUALS AND ORGANIZATIONS:

- SUFFOLK CONSTRUCTION CO., INC. PROVIDES CONSTRUCTION SERVICES TO THE BRIGHAM AND WOMEN' S HOSPITAL, INC. GRETCHEN FISH, A TRUSTEE OF THE BRIGHAM AND WOMEN' S HOSPITAL, INC. HAS A FAMILY MEMBER WHO IS AN OWNER AND OFFICER OF SUFFOLK CONSTRUCTION CO., INC. THE BRIGHAM AND WOMEN' S HOSPITAL, INC. MADE PAYMENTS TO SUFFOLK CONSTRUCTION CO. TOTALING \$8,457,616.00 IN FY 2008.
- THE BRIGHAM AND WOMEN' S HOSPITAL, INC. REIMBURSED TRAVEL EXPENSES FOR A FAMILY MEMBER OF DR. GARY GOTTLIEB, AN OFFICER OF THE BRIGHAM AND WOMEN' S/FAULKNER HOSPITALS, INC., FOR THE PURPOSE OF ATTENDING THE BRIGHAM AND WOMEN' S/FAULKNER HOSPITALS, INC. FUNDRAISING EVENTS WITH DR. GOTTLIEB.
- MEDICALIS CORPORATION PROVIDES RADIOLOGY DECISION SUPPORT SERVICES TO THE BRIGHAM AND WOMEN' S HOSPITAL. ALBERT HOLMAN III, A TRUSTEE OF THE BRIGHAM AND WOMEN' S HOSPITAL, INC., IS A DIRECTOR OF THE MEDICALIS CORPORATION. THE BRIGHAM AND WOMEN' S HOSPITAL, INC. MADE PAYMENTS TO MEDICALIS CORPORATION TOTALING \$3,745,678.00 IN FY 2008.
- NPP DEVELOPMENT LLC OWNS PATRIOT PLACE, FOXBOROUGH, MASSACHUSETTS, WHICH HAS A LEASE WITH THE BRIGHAM AND WOMEN' S HOSPITAL, INC. MYRA H. KRAFT, A TRUSTEE OF THE BRIGHAM AND WOMEN' S HOSPITAL, INC., HAS A FAMILY MEMBER WHO IS AN OFFICER OF A CORPORATION THAT SERVES AS THE MANAGING MEMBER OF AN LLC, WHICH LLC IS THE MANAGING MEMBER OF NPP DEVELOPMENT LLC. THE BRIGHAM AND WOMEN' S HOSPITAL, INC. MADE PAYMENTS TO NPP DEVELOPMENT LLC TOTALING \$8,889,479.00 IN FY 2008.
- THERMOFISHER PROVIDES PRODUCTS AND SERVICES TO THE BRIGHAM AND WOMEN' S HOSPITAL, INC. JIM MANZI, A TRUSTEE OF THE BRIGHAM AND WOMEN' S HOSPITAL, INC., IS ALSO A DIRECTOR AND CHAIRMAN OF THERMOFISHER. THE BRIGHAM AND WOMEN' S HOSPITAL, INC. MADE PAYMENTS TO NPP DEVELOPMENT LLC TOTALING

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT' D)

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\$320,840.00 IN FY 2008.

- HARVARD RISK MANAGEMENT FOUNDATION (RMF) AND CONTROLLED RISK INSURANCE COMPANY (CRICO) PROVIDE RISK MANAGEMENT CONSULTING SERVICES AND GENERAL AND MALPRACTICE INSURANCE COVERAGE TO THE BRIGHAM AND WOMEN' S HOSPITAL, INC. G. MARSHALL MORIARTY, A TRUSTEE OF THE BRIGHAM AND WOMEN' S HOSPITAL, INC., ALSO SERVES AS A DIRECTOR OF RMF AND CRICO. THE BRIGHAM AND WOMEN' S HOSPITAL, INC. MADE PAYMENTS TO HARVARD RISK MANAGEMENT FOUNDATION (RMF) AND CONTROLLED RISK INSURANCE COMPANY (CRICO) TOTALING \$376,644.00 IN FY 2008.

- ROPES AND GRAY PROVIDES LEGAL SERVICES TO THE BRIGHAM AND WOMEN' S HOSPITAL. G. MARSHALL MORIARTY, A TRUSTEE AND CHAIRMAN OF THE BRIGHAM AND WOMEN' S HOSPITAL BOARD OF TRUSTEES, IS SENIOR COUNSEL TO ROPES & GRAY LLP. PARTNERS HEALTHCARE SYSTEM, INC. MADE PAYMENTS TO ROPES AND GRAY FOR THE SYSTEM IN FY 2008.

PARTNERS HAS A CONFLICT OF INTEREST POLICY THAT APPLIES TO ALL ENTITIES IN THE SYSTEM, AND WHICH IS DESIGNED TO: (1) IDENTIFY RELATIONSHIPS AND CONDUCT THAT CREATE EITHER CONFLICTS OF INTEREST OR CONFLICTS OF COMMITMENT; (2) ESTABLISH A SYSTEM FOR DISCLOSING AND RESOLVING POTENTIAL CONFLICTS; AND (3) ENSURE THAT TRANSACTIONS ARE NEGOTIATED AT ARMS LENGTH AND THAT PAYMENTS ARE AT FAIR MARKET VALUE. UNDER OUR POLICY, WHEN A CONFLICT ARISES, THE INDIVIDUAL ASSOCIATED WITH THE OUTSIDE ENTITY IN QUESTION MUST PROVIDE FULL DISCLOSURE AND COMPLETELY RECUSE HIM/HERSELF FROM ANY INSTITUTIONAL DECISION-MAKING ABOUT THE TRANSACTION; AND, IN APPROPRIATE CIRCUMSTANCES, (I) THE CORPORATION MUST CONSIDER AT LEAST TWO ALTERNATIVE DISINTERESTED COMPETITIVE PROPOSALS; OR MUST DETERMINE THAT TWO SUCH COMPETITIVE PROPOSALS DO NOT EXIST OR THAT IT WOULD BE IMPRACTICAL TO ELICIT OR CONSIDER SUCH COMPETITIVE PROPOSALS; AND (II) THE CORPORATION MUST DETERMINE THAT, NOTWITHSTANDING THE APPARENT CONFLICT, THE TRANSACTION IS FAIR AND REASONABLE TO THE CORPORATION AND IS IN THE BEST INTERESTS OF THE CORPORATION. A WRITTEN RECORD MUST BE MADE OF THESE DETERMINATIONS. FURTHERMORE, TRANSACTIONS THAT PRESENT PARTICULARLY SIGNIFICANT CONFLICTS ARE REVIEWED BY AN INDEPENDENT COMMITTEE OF THE PARTNERS BOARD, WHICH REVIEW IS ALSO DOCUMENTED.

FORM 990 - GENERAL EXPLANATION ATTACHMENT
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990, PART V-A, LINE 75B
FAMILY OR BUSINESS RELATIONSHIPS

NAME OF OFFICER, DIRECTOR, ETC: MYRA KRAFT

NAME OF RELATED BUSINESS: NPP DEVELOPMENT, INC.

TITLE OR ROLE: NONE

RELATIONSHIP: FAMILY MEMBER IS OFFICER OF MANAGING MEMBER OF LLC THAT IS
MANAGING MEMBER OF NPP DEVELOPMENT.

FORM 990, PART I - OTHER INCREASES IN FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
CHANGE IN FUND STAT OF DEFINED BEN PLAN	8,503,678.
OTHER ADJUSTMENTS	35,007.

TOTAL	8,538,685.
	=====

FORM 990, PART I - OTHER DECREASES IN FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
NET UNREALIZED LOSS ON INVESTMENTS	29,086,616.
TOTAL	<u>29,086,616.</u> =====

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

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RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
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GRANTS PAID =====			
BRIGHAM AND WOMEN'S/FAULKNER HOSPITALS, INC. 75 FRANCIS STREET BOSTON, MA 02115	TAX EXEMPT	TO SUPPORT 501(C)(3) TAX-EXEMPT PARENT ORGANIZATION. SEE GENERAL EXPLANATION STATEMENT FOR MORE DETAIL.	42,361,908.
		TOTAL CONTRIBUTIONS PAID	42,361,908.
			----- =====

FORM 990, PART II - OTHER EXPENSES

=====

DESCRIPTION -----	TOTAL -----	PROGRAM SERVICES -----	MANAGEMENT AND GENERAL -----
BAD DEBT EXPENSE	14,419,056.	14,419,056.	
PURCHASED OUTSIDE SERVICES	82,906,524.	76,732,706.	6,173,818.
OTHER RESEARCH EXPENSES	86,958,210.	80,482,675.	6,475,535.
NON-CAPITAL EQUIPMENT	6,949,851.	6,432,315.	517,536.
PURCHASED SERVICES	154,614,583.	143,100,866.	11,513,717.
INSURANCE	14,681,099.	14,571,509.	109,590.
UTILITIES	28,275,127.	26,169,557.	2,105,570.
MEALS	3,171,159.	2,935,012.	236,147.
REAL ESTATE TAXES	174,228.	161,254.	12,974.
FREE CARE CHARGED TO FUNDS	299,258.	276,973.	22,285.
LOSS ON RETIREMENT OF ASSETS	954,136.	883,084.	71,052.
JOINT PROGRAM FEES	2,813,061.	2,603,580.	209,481.
MISCELLANEOUS EXPENSES	8,875,237.	8,214,325.	660,912.
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TOTALS	405,091,529.	376,982,912.	28,108,617.
	=====	=====	=====

FORM 990, PART IV - OTHER NOTES AND LOANS RECEIVABLE

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BORROWER: BRIGHAM AND WOMEN'S PHYSICIANS ORG.

BEGINNING BALANCE DUE	493,719.
ENDING BALANCE DUE	475,592.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	493,719.
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TOTAL ENDING OTHER NOTES AND LOANS RECEIVABLES	475,592.
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FORM 990, PART IV - INVESTMENTS - PUBLICLY TRADED SECURITIES

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
INVESTED CASH EQUIVALENTS	17,118,940.	9,027,007.
EQUITIES	105,872,628.	68,671,054.
US GOV'T & OTH. FIXED INC. SEC	13,059,954.	9,591,008.
PRIVATE PARTNESHIPS & OTHER	106,294,627.	129,221,102.
ACCRUED INTEREST & DIVIDENDS	-6,000.	-110,000.
	-----	-----
TOTALS	242,340,149.	216,400,171.
	=====	=====

FORM 990, PART IV - OTHER ASSETS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
OTHER LOANS RECEIVABLE	1,408,002.	1,735,103.
CASH SURR. VALUE OF LIFE INS	2,139,084.	2,293,704.
OTHER INVESTMENTS	1,252,500.	1,252,500.
AGENCY RECEIVABLE	529,494.	424,327.
OTHER ASSETS	33,009.	
OVERFUNDING OF PENSION PLAN	77,821,037.	87,828,981.
	-----	-----
TOTALS	83,183,126.	93,534,615.
	=====	=====

FORM 990, PART IV - MORTGAGES AND OTHER NOTES PAYABLE

=====

LENDER: CAPITAL LEASE OBLIGATIONS

BEGINNING BALANCE DUE	3,256,210.
ENDING BALANCE DUE	2,091,007.

LENDER: PTNRS HEALTHCARE SYSTEM- CAP FIN LOAN

INTEREST RATE: 4.880000
MATURITY DATE: 09/15/2038
PURPOSE OF LOAN: VARIOUS CAPITAL PROJECTS

BEGINNING BALANCE DUE	502,440,393.
ENDING BALANCE DUE	603,858,238.

TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	505,696,603.
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TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	605,949,245.
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FORM 990, PART IV - OTHER LIABILITIES

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DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
3RD PTY SETTLEMENTS & OTHER	16,967,167.	20,680,807.
UNEXP. FUNDS ON RESEARCH GRANT	62,767,549.	69,670,126.
DUE TO AFFILIATES	39,858,646.	14,754,746.
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TOTALS	119,593,362.	105,105,679.
	=====	=====

FORM 990, PART IV-A - OTHER REVENUE ON RETURN BUT NOT ON BOOKS

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DESCRIPTION	AMOUNT
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TEMP & PERM RESTRICTED ACTIV.	7,837,729.
GRANTS FROM AFFILIATES	36,691,154.
EXP NETTED AGAINST REV ON F. S.	954,136.
OTHER ADJUSTMENTS	-1,332.

TOTAL	45,481,687.
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FORM 990, PART IV-B - OTHER EXPENSES ON RETURN BUT NOT ON BOOKS

=====

DESCRIPTION	AMOUNT
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GRANTS TO AFFILIATES	42,361,908.
EXP NETTED AGAINST REV ON F. S.	954,136.
OTHER ADJUSTMENTS	-868.

TOTAL	43,315,176.
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FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GARY L GOTTLIEB MD MBA 75 FRANCIS STREET BOSTON, MA 02115	PRESIDENT/TRUSTEE 50.00	1,239,540.	383,831.	NONE

COMPENSATION INCLUDES A DEFERRED COMPENSATION DISTRIBUTION OF \$146,210.

PETER K MARKELL 800 BOYLSTON STREET BOSTON, MA 02199	TREASURER 1.00	NONE	NONE	NONE
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INDIVIDUAL RECEIVES COMPENSATION FROM ONE OR MORE RELATED EXEMPT ORGANIZATIONS. PETER K. MARKELL RECEIVED SALARY OF \$1,412,398 AND DEFERRED COMP/BENEFITS OF \$661,566 FOR TOTAL COMPENSATION OF \$2,073,964 FOR HIS SERVICES AS AN EMPLOYEE OF PARTNERS HEALTHCARE SYSTEM, INC. (04-3230035). COMPENSATION INCLUDES A DISTRIBUTION OF \$362,398 IN DEFERRED COMPENSATION THAT HAS ALREADY BEEN REPORTED IN CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS COLUMN WHEN IT WAS EARNED IN PRIOR YEARS.

ALBERT A HOLMAN III 75 FRANCIS STREET BOSTON, MA 02115	SECRETARY/TRUSTEE 1.00	NONE	NONE	NONE
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ROGER J DESHAIES 75 FRANCIS STREET BOSTON, MA 02115	DEP. TREASURER 10/1/07-4/8/08 50.00	305,742.	57,325.	NONE
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FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MICHAEL RENEY 75 FRANCIS STREET BOSTON, MA 02115	DEP. TREASURER 6/18/08-9/30/08 50.00	335,269.	28,952.	NONE

THESE AMOUNT INCLUDE COMPENSATION EARNED FOR SERVICES AS AN EMPLOYEE OF THE BRIGHAM AND WOMEN' S HOSPITAL FOR THE PERIOD OF 10/1/07 TO 6/17/08.

KATE E WALSH 75 FRANCIS STREET BOSTON, MA 02115	CHIEF OPERATING OFF. 50.00	939,404.	135,326.	NONE
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COMPENSATION INCLUDES A DISTRIBUTION OF \$276,606 IN DEFERRED COMPENSATION THAT HAS ALREADY BEEN REPORTED IN CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS COLUMN WHEN IT WAS EARNED IN PRIOR YEARS.

G MARSHALL MORIARTY ESQ 75 FRANCIS STREET BOSTON, MA 02115	CHAIRMAN 1.00	NONE	NONE	NONE
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PAUL BRAVERMAN 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE
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GRETCHEN S FISH 75 FRANCIS STREET	TRUSTEE 1.00	NONE	NONE	NONE
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FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BOSTON, MA 02115				
STEVEN R HALEY 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE
JAY R HARRIS MD 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE
INDIVIDUAL RECEIVES COMPENSATION FROM ONE OR MORE RELATED EXEMPT ORGANIZATIONS. JAY R. HARRIS, M.D. RECEIVED SALARY OF \$565,000 AND DEFERRED COMP/BENEFITS OF \$44,155 FOR TOTAL COMPENSATION OF \$609,155 FOR HIS SERVICES AS AN EMPLOYEE OF BRIGHAM AND WOMEN' S PHYSICIANS ORGANIZATION, INC. (04-3466314).				
E JAMES HUTCHENS 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE
HOWARD J KESSLER 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE
MYRA HIATT KRAFT 75 FRANCIS STREET	TRUSTEE 1.00	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

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NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
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BOSTON, MA 02115				
JOSEPH LOSCALZO MD PHD 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE
THIS INDIVIDUAL DOES NOT RECEIVE COMPENSATION FOR HIS SERVICES AS A TRUSTEE. SEE SCHEDULE A, PART I FOR COMPENSATION DETAIL.				
JIM MANZI 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE
TERRENCE MURRAY 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE
NAWAL M NOUR MD MPH 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE

INDIVIDUAL RECEIVES COMPENSATION FROM ONE OR MORE RELATED EXEMPT ORGANIZATIONS. NAWAL M. NOUR, M.D., M.P.H. RECEIVED SALARY OF \$241,783 AND DEFERRED COMP/BENEFITS OF \$36,018 FOR TOTAL COMPENSATION OF \$277,801 FOR HER SERVICES AS AN EMPLOYEE OF BRIGHAM AND WOMEN' S PHYSICIANS ORGANIZATION, INC. (04-3466314).

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
STEVEN E SELTZER MD 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE

INDIVIDUAL RECEIVES COMPENSATION FROM ONE OR MORE RELATED EXEMPT ORGANIZATIONS. STEVEN E. SELTZER, M. D. RECEIVED SALARY OF \$483,299 AND DEFERRED COMP/BENEFITS OF \$82,058 FOR TOTAL COMPENSATION OF \$565,357 FOR HIS SERVICES AS AN EMPLOYEE OF BRIGHAM AND WOMEN' S PHYSICIANS ORGANIZATION, INC (04-3466314).

J DALE SHERRATT 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE
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GEOFFREY K SHERWOOD MD 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE
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INDIVIDUAL RECEIVES COMPENSATION FROM ONE OR MORE RELATED EXEMPT ORGANIZATIONS. GEOFFREY K. SHERWOOD, M. D. RECEIVED SALARY OF \$69,112 AND DEFERRED COMP/BENEFITS OF \$2,254 FOR TOTAL COMPENSATION OF \$71,366 FOR HIS SERVICES AS AN EMPLOYEE OF FAULKNER HOSPITAL, INC. (04-2768256).

BENJAMIN SMITH MD 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE
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FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES
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NAME AND ADDRESS -----	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
SCOTT M SPERLING 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE
DAVID A THOMAS 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE
MARY ANN TYNAN 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE
REV GLORIA E WHITE HAMMOND MD 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE
LINDA WHITLOCK 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE
JOHN V WOODARD ESQ 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MICHAEL J ZINNER MD 75 FRANCIS STREET BOSTON, MA 02115	TRUSTEE 1.00	NONE	NONE	NONE

INDIVIDUAL RECEIVES COMPENSATION FROM ONE OR MORE RELATED EXEMPT ORGANIZATIONS. MICHAEL J. ZINNER, M. D. RECEIVED SALARY OF \$1,118,484 AND DEFERRED COMP/BENEFITS OF \$64,522 FOR TOTAL COMPENSATION OF \$1,183,006 FOR HIS SERVICES AS AN EMPLOYEE OF BRIGHAM AND WOMEN' S PHYSICIANS ORGANIZATION, INC. (04-3466314). COMPENSATION INCLUDES A DISTRIBUTION OF \$332,574 IN DEFERRED COMPENSATION THAT HAS ALREADY BEEN REPORTED IN CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS COLUMN WHEN IT WAS EARNED IN PRIOR YEARS.

GRAND TOTALS

2,819,955.	605,434.	NONE
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FORM 990, PART V-A RELATIONSHIP SCHEDULE

RELATIONSHIP SCHEDULE

NAME OF OFFICER, DIRECTOR, ETC: GRETCHEN S FISH
NAME OF RELATED ENTITY: SUFFOLK CONSTRUCTION
TITLE OR ROLE: NONE
RELATIONSHIP: FAMILY MEMBER IS OWNER AND OFFICER

NAME OF OFFICER, DIRECTOR, ETC: MYRA HIATT KRAFT
NAME OF RELATED ENTITY: NPP DEVELOPMENT, INC.
TITLE OR ROLE: NONE
RELATIONSHIP: SEE ATTACHED GENERAL STATEMENT

FORM 990, PART V-A COMPENSATION PROVIDED BY RELATED ORGANIZATION

=====

NAME, ORGANIZATION NAME, RELATIONSHIP	EMPLOYER ID #	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
<hr/>				
PETER K MARKELL SEE FORM 990, PT V FOR DETAIL		NONE	NONE	NONE
JAY R HARRIS MD SEE FORM 990, PART V FOR DETAIL		NONE	NONE	NONE
NAWAL M NOUR MD MPH SEE FORM 990, PART V FOR DETAIL		NONE	NONE	NONE
STEVEN E SELTZER MD SEE FORM 990, PART V FOR DETAIL		NONE	NONE	NONE
GEOFFREY K SHERWOOD MD SEE FORM 990, PART V FOR DETAIL		NONE	NONE	NONE
MICHAEL J ZINNER MD SEE FORM 990, PART V FOR DETAIL		NONE	NONE	NONE

FORM 990, PART V-A COMPENSATION PROVIDED BY RELATED ORGANIZATION

=====

NAME, ORGANIZATION NAME, RELATIONSHIP	EMPLOYER ID #	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
-----		-----	-----	-----
		-----	-----	-----
GRAND TOTALS		NONE	NONE	NONE
		=====	=====	=====

FORM 990, PART V-B - FORMER OFFICERS, DIRECTORS, AND TRUSTEES

=====

NAME AND ADDRESS -----	LOANS AND ADVANCES -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
JEFFREY OTTEN 75 FRANCIS STREET BOSTON, MA 02115	NONE	NONE	23,418.	NONE
MATTHEW VAN VRANKEN 75 FRANCIS STREET BOSTON, MA 02115	NONE	NONE	1,235.	NONE
GRAND TOTALS	----- NONE =====	----- NONE =====	----- 24,653. =====	----- NONE =====

FORM 990, PART VI - NAMES OF RELATED ORGANIZATIONS

=====

RELATED ORGANIZATION NAME: PARTNERS HEALTHCARE SYSTEM, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: THE MASSACHUSETTS GENERAL HOSPITAL

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: THE GENERAL HOSPITAL CORPORATION

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: MASSACHUSETTS GENERAL PHYSICIANS ORGANIZATION, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: THE MGH HEALTH SERVICES CORPORATION

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: THE MGH INSTITUTE OF HEALTH PROFESSIONS, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: MCLEAN HEALTHCARE, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: THE MCLEAN HOSPITAL CORPORATION

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: THE SPAULDING REHABILITATION HOSPITAL CORPORATION

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: REHABILITATION HOSPITAL OF THE CAPE AND ISLANDS

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: PARTNERS CONTINUING CARE, INC.

EXEMPT: X NONEXEMPT:

FORM 990, PART VI - NAMES OF RELATED ORGANIZATIONS

=====

RELATED ORGANIZATION NAME: THE BRIGHAM AND WOMEN' S/FAULKNER HOSPITALS, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: BIOSCIENCES RESEARCH FOUNDATION

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: BSC, INC.

EXEMPT: NONEXEMPT: X

RELATED ORGANIZATION NAME: BWH RESEARCH, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: BRIGHAM AND WOMEN' S PHYSICIANS ORGANIZATION, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: NANTUCKET COTTAGE HOSPITAL

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: BRIGHAM COMMUNITY PRACTICES, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: BWH ANESTHESIA RESEARCH AND EDUCATION FOUNDATION, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: BRIGHAM MEDICAL RESEARCH AND EDUCAT. FOUNDATION, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: BRIGHAM AND WOMEN' S OB-GYN RES & EDU FOUNDATION, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: BRIGHAM PATHOLOGY RES. AND EDU. FOUNDATION, INC.

EXEMPT: X NONEXEMPT:

FORM 990, PART VI - NAMES OF RELATED ORGANIZATIONS

=====

RELATED ORGANIZATION NAME: BRIGHAM RADIOLOGY RES. AND EDU. FOUNDATION, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: BWH ORTHOPEDICS RESEARCH AND EDUC. FOUNDATION, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: BWH NEUROSURGERY RESEARCH AND EDUC. FOUNDATION, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: BWH RADIATION ONCOLOGY RES. AND EDU. FOUNDATION, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: FAULKNER HOSPITAL, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: WEST ROXBURY MEDICAL GROUP, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: FAULKNER BREAST CENTER

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: FAULKNER COMMUNITY MEDICAL CORP.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: VILLAGE MANOR NURSING HOME, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: FRC, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: THE NORTH SHORE MEDICAL CENTER, INC.

EXEMPT: X NONEXEMPT:

FORM 990, PART VI - NAMES OF RELATED ORGANIZATIONS

=====

RELATED ORGANIZATION NAME: SHAUGHNESSY - KAPLAN REHABILITATION HOSPITAL, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: NORTH SHORE PHYSICIANS GROUP, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: NSMC HEALTHCARE, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: NEWTON-WELLESLEY HOSPITAL

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: NEWTON-WELLESLEY HOSPITAL CHARITABLE FOUNDATION, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: NEWTON-WELLESLEY PHYSICIAN HOSPITAL ORGANIZATION, INC.

EXEMPT: NONEXEMPT: X

RELATED ORGANIZATION NAME: NEWTON-WELLESLEY AMBULATORY SERVICES, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: NEWTON-WELLESLEY HEALTHCARE SYSTEM, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: PARTNERS HOME CARE, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: PARTNERS PRIVATE CARE, INC.

EXEMPT: NONEXEMPT: X

RELATED ORGANIZATION NAME: PARTNERS COMMUNITY HEALTHCARE, INC.

EXEMPT: NONEXEMPT: X

FORM 990, PART VI - NAMES OF RELATED ORGANIZATIONS

=====

RELATED ORGANIZATION NAME: MARTHA' S VINEYARD HOSPITAL, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: PARTNERS HOSPICE, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: PARTNERS HARVARD MEDICAL
INTERNATIONAL, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: THE FRIENDS OF THE BRIGHAM AND
WOMEN' S HOSPITAL, INC

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: NEWTON-WELLESLEY CHILDREN' S CORNER,
INC.

EXEMPT: X NONEXEMPT:

SCHEDULE A, PART I - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

NAME AND ADDRESS -----	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCOUNT -----
ANTHONY D WHITTEMORE MD 75 FRANCIS STREET BOSTON, MA 02115 COMPENSATION INCLUDES A DEFERRED COMPENSATION DISTRIBUTION OF \$10,512.	CHIEF MEDICAL OFF. 50.00	721,095.	81,429.	NONE
JOSEPH LOSCALZO MD 75 FRANCIS STREET BOSTON, MA 02115	PHYSICIAN 50.00	565,506.	47,501.	NONE
EUGENE BRAUNWALD MD 75 FRANCIS STREET BOSTON, MA 02115	PHYSICIAN 50.00	495,000.	72,116.	NONE
THOMAS S KUPPER MD 75 FRANCIS STREET BOSTON, MA 02115	PHYSICIAN 50.00	468,882.	40,405.	NONE
BARBARA E BIERER MD 75 FRANCIS STREET BOSTON, MA 02115	SR VICE PRESIDENT 50.00	435,514.	67,732.	NONE
	TOTAL COMPENSATION	----- 2,685,997. =====	----- 309,183. =====	----- NONE =====

SCH. A, PART II-A COMPENSATION OF THE 5 HIGHEST PAID FOR PROF. SERV.

=====

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
-----	-----	-----
BLUE CROSS BLUE SHIELD OF MASSACHUSETTS PO BOX 4184 BOSTON, MA 02211	MEDICAL CLAIMS SVCS	3,970,261.
CANNON DESIGN 100 CAMBRIDGE STREET, STE 1400 BOSTON, MA 02114	ARCHITECTURAL SVCS.	3,205,603.
HILL HOLLIDAY CONNORS COSMOPULOS INC 200 CLARENDON STREET BOSTON, MA 02116	ADVERTISING SERVICES	2,355,092.
DELOITTE CONSULTING LLP PO BOX 7247-6447 PHILADELPHIA, PA 19170	CONSULTING SVCS	1,541,483.
LINEA 5 INC 195 STATE STREET BOSTON, MA 02109	ARCHITECTURAL SVCS.	1,323,333.
TOTAL COMPENSATION		----- 12,395,772. =====

SCH. A, PART II-B COMPENSATION OF THE 5 HIGHEST PAID FOR OTHER SERV.
=====

NAME AND ADDRESS -----	TYPE OF SERVICE -----	COMPENSATION -----
WILLIAM A BERRY AND SON INC 99 CONIFER HILL DRIVE DANVERS, MA 01923	CONSTRUCTION	107,289,768.
N P P DEVELOPMENT LLC ONE PATRIOT PLACE FOXBOROUGH, MA 02035	CONSTRUCTION	8,889,479.
SUFFOLK CONSTRUCTION COMPANY 65 ALLERTON STREET BOSTON, MA 02119	CONSTRUCTION	8,457,616.
TRAMMELL CROW CORPORATE SERVICES 65 LANDSDOWNE ST CAMBRIDGE, MA 02139	FACILITY MGMT SVCS	6,141,598.
SECURITAS SECURITY SERVICES USA INC 1 HARBOR STREET BOSTON, MA 02128	SECURITY SERVICES	5,083,595.
	TOTAL COMPENSATION	----- 135,862,056. =====

SCHEDULE A, PART VI-B - LOBBYING ACTIVITY EXPLANATION

=====

THE CORPORATION MAY ON OCCASION REVIEW PROPOSED LEGISLATION FOR THE PURPOSE OF DETERMINING THE EFFECT UPON ITS TAX-EXEMPT PURPOSES. THE CORPORATION MAY ON OCCASION ALSO APPEAR BEFORE A LEGISLATIVE COMMITTEE CONFER WITH LEGISLATORS OR OTHERWISE ATTEMPT TO INFLUENCE LEGISLATION. HOWEVER, IT WILL NOT PARTICIPATE, IN ANY WAY, IN POLITICAL CAMPAIGNS. THE CORPORATION'S INVOLVEMENT IN LEGISLATIVE ACTIVITIES CONSTITUTES AN INSUBSTANTIAL PART OF ITS ACTIVITIES.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).**

OMB No. 1545-0092

2007

Name of estate or trust

Employer identification number

THE BRIGHAM AND WOMEN'S HOSPITAL, INC.

04-2312909

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 40 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2006 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back. ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 40 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b.	6b	2,476,846.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2006 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back. ▶	12	2,476,846.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2007

Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see page 41)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		2,476,846.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		2,476,846.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 15, column (3) or b \$3,000	16 (
--	-------------

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 42 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 43 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 43 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,150	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 through 27; go to line 28 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Multiply line 26 by 5% (.05)	27		
28	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 28 thru 31; go to line 32. <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28		
29	Enter the amount from line 26 (If line 26 is blank, enter -0-)	29		
30	Subtract line 29 from line 28	30		
31	Multiply line 30 by 15% (.15)	31		
32	Figure the tax on the amount on line 23. Use the 2007 Tax Rate Schedule on page 27 of the instructions	32		
33	Add lines 27, 31, and 32	33		
34	Figure the tax on the amount on line 17. Use the 2007 Tax Rate Schedule on page 27 of the instructions	34		
35	Tax on all taxable income. Enter the smaller of line 33 or line 34 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)	35		

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

THE BRIGHAM AND WOMEN'S HOSPITAL, INC.

04-2312909

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 40 of the instructions)	(e) Cost or other basis (see page 40 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a PUBLICLY TRADED SECURITIES			2,476,846.		2,476,846.

6b. Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 2,476,846.
Schedule D-1 (Form 1041) 2007

EIN: 04-2312909
 FYE: 09/30/2008

FORM 990, PART II, LINE 42 AND PART IV, LINE 57 - FIXED ASSETS and DEPRECIATION

<u>Description</u>	<u>Cost</u>	<u>Current Depreciation</u>	<u>Accumulated Depreciation</u>	<u>Net Book Value</u>
Land	18747454.	NONE	NONE	18747454.
Land Improvements	1,143,704.	114,528.	628,328.	515,376.
Buildings	1042026340	38976425.	358613152.	683413188.
Leasehold Improvements	53718345.	4,321,773.	19868959.	33849386.
Equipment	290036785.	42483655.	124699318.	165337467.
Furniture & Fixtures				
Property, Plant & Equipment	<u>1405672628</u>	<u>85896381.</u>	<u>503809757.</u>	<u>901862871.</u>
Construction in Progress	62458034.	NONE	NONE	62458034.
Total Fixed Assets, line 57	<u>1468130662</u>		<u>503809757.</u>	<u>964320905.</u>
Total Depreciation Expense, line 42		<u>85896381.</u>		

NOTE: Depreciation is calculated using the straight-line method over the estimated useful life of the asset.