

Form 990
Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
Do not enter social security numbers on this form as it may be made public
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047
2018
Open to Public Inspection

A For the 2019 calendar year, or tax year beginning 07-01-2018, and ending 06-30-2019

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

C Name of organization THE DULUTH CLINIC LTD
Doing business as
Number and street (or P O box if mail is not delivered to street address) Room/suite
400 E 3RD ST
City or town, state or province, country, and ZIP or foreign postal code
DULUTH, MN 55805

D Employer identification number
41-0883623
E Telephone number
(218) 786-8364

F Name and address of principal officer
JON PRYOR MD
502 E 2ND ST
DULUTH, MN 55805

H(a) Is this a group return for subordinates?
H(b) Are all subordinates included?
H(c) Group exemption number

I Tax-exempt status
501(c)(3)
J Website: WWW.ESSENTIAHEALTH.ORG

K Form of organization
Corporation
L Year of formation 1964
M State of legal domicile MN

Part I Summary

1 Briefly describe the organization's mission or most significant activities
WE ARE CALLED TO MAKE A HEALTHY DIFFERENCE IN PEOPLE'S LIVES

Table with 2 columns: Description, Amount. Rows include: 2 Check this box, 3 Number of voting members, 4 Number of independent voting members, 5 Total number of individuals employed, 6 Total number of volunteers, 7a Total unrelated business revenue, 7b Net unrelated business taxable income.

Table with 4 columns: Description, Prior Year, Current Year, Net Assets or Fund Balances. Rows include: 8 Contributions and grants, 9 Program service revenue, 10 Investment income, 11 Other revenue, 12 Total revenue, 13 Grants and similar amounts paid, 14 Benefits paid to or for members, 15 Salaries, other compensation, 16a Professional fundraising fees, 17 Other expenses, 18 Total expenses, 19 Revenue less expenses, 20 Total assets, 21 Total liabilities, 22 Net assets or fund balances.

Part II Signature Block

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

Sign Here
Signature of officer: KEVIN BOREN VICE PRESIDENT, FINANCE
Date: 2020-04-29

Paid Preparer Use Only
Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no.

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

WE ARE CALLED TO MAKE A HEALTHY DIFFERENCE IN PEOPLE'S LIVES

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

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

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

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses \$ 128,987,035 including grants of \$) (Revenue \$ 131,227,092)
See Additional Data

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

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

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

4e Total program service expenses ▶ 128,987,035

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1 through 22 regarding organizational requirements, such as political campaign activities, lobbying, and financial reporting.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, and Yes/No columns. Rows include questions 23 through 38 regarding compensation, bond issues, escrow accounts, 501(c)(3) organizations, and other IRS requirements.

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with 3 columns: Question ID, Question Text, and Yes/No columns. Rows include questions 1a, 1b, and 1c regarding Form 1096, Forms W-2G, and backup withholding rules.

<p>2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return</p>	2a	1,055			
<p>b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note.If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</p>			2b	Yes	
<p>3a Did the organization have unrelated business gross income of \$1,000 or more during the year?</p>			3a	Yes	
<p>b If "Yes," has it filed a Form 990-T for this year?<i>If "No" to line 3b, provide an explanation in Schedule O</i></p>			3b	Yes	
<p>4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?</p>			4a		No
<p>b If "Yes," enter the name of the foreign country See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)</p>					
<p>5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?</p>			5a		No
<p>b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?</p>			5b		No
<p>c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?</p>			5c		
<p>6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?</p>			6a		No
<p>b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?</p>			6b		
7 Organizations that may receive deductible contributions under section 170(c).					
<p>a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?</p>			7a		No
<p>b If "Yes," did the organization notify the donor of the value of the goods or services provided?</p>			7b		
<p>c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?</p>			7c		No
<p>d If "Yes," indicate the number of Forms 8282 filed during the year</p>	7d				
<p>e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p>			7e		No
<p>f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p>			7f		No
<p>g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?</p>			7g		
<p>h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?</p>			7h		
8 Sponsoring organizations maintaining donor advised funds.					
<p>Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?</p>			8		
<p>9a Did the sponsoring organization make any taxable distributions under section 4966?</p>			9a		
<p>b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?</p>			9b		
10 Section 501(c)(7) organizations. Enter					
<p>a Initiation fees and capital contributions included on Part VIII, line 12</p>	10a				
<p>b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities</p>	10b				
11 Section 501(c)(12) organizations. Enter					
<p>a Gross income from members or shareholders</p>	11a				
<p>b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)</p>	11b				
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?					
<p>b If "Yes," enter the amount of tax-exempt interest received or accrued during the year</p>	12b				
13 Section 501(c)(29) qualified nonprofit health insurance issuers.					
<p>a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O</p>			13a		
<p>b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans</p>	13b				
<p>c Enter the amount of reserves on hand</p>	13c				
<p>14a Did the organization receive any payments for indoor tanning services during the tax year?</p>			14a		No
<p>b If "Yes," has it filed a Form 720 to report these payments?<i>If "No," provide an explanation in Schedule O</i></p>			14b		
<p>15 Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N</p>			15		No
<p>16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O</p>			16		No

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



Section A. Governing Body and Management

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

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? (No); 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? (Yes); 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 (Yes); 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (Yes); 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done (Yes); 13 Did the organization have a written whistleblower policy? (Yes); 14 Did the organization have a written document retention and destruction policy? (Yes); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15a The organization's CEO, Executive Director, or top management official (Yes); 15b Other officers or key employees of the organization (Yes); If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions); 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (Yes); 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? (Yes).

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed: MN
18 Section 6104 requires an organization to make its Form 1023 (or 1024-A if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [] Own website [] Another's website [x] Upon request [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20 State the name, address, and telephone number of the person who possesses the organization's books and records: KEVIN BOREN 502 E 2ND ST DULUTH, MN 55805 (218) 786-8364

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c			
	d Related organizations	1d	1,996		
	e Government grants (contributions)	1e	97,709		
	f All other contributions, gifts, grants, and similar amounts not included above	1f			
	g Noncash contributions included in lines 1a - 1f \$ _____				
	h Total. Add lines 1a-1f		99,705		
Program Service Revenue	2a OUTPATIENT REVENUES	Business Code			
		621110	126,995,068	126,311,929	683,139
	b ASHLAND CANCER CENTER INVESTMENT	900099	2,731,229	2,731,229	
	c LAKEWOOD SURGERY CENTER INVESTMEN	900099	-18,323	-18,323	
	d _____				
	e _____				
	f All other program service revenue				
g Total. Add lines 2a-2f		129,707,974			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		277,562		16,669
	4 Income from investment of tax-exempt bond proceeds				
	5 Royalties				
	6a Gross rents	(i) Real	(ii) Personal		
	b Less rental expenses				
	c Rental income or (loss)				
	d Net rental income or (loss)				
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other		
		1,945,628	815		
	b Less cost or other basis and sales expenses	1,880,280	520,911		
	c Gain or (loss)	65,348	-520,096		
	d Net gain or (loss)			-454,748	-454,748
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a			
	b Less direct expenses	b			
	c Net income or (loss) from fundraising events				
9a Gross income from gaming activities See Part IV, line 19	a				
b Less direct expenses	b				
c Net income or (loss) from gaming activities					
10a Gross sales of inventory, less returns and allowances	a	7,064,878			
b Less cost of goods sold	b	6,223,752			
c Net income or (loss) from sales of inventory			841,126	841,126	
Miscellaneous Revenue	Business Code				
11a ASHLAND CARE CENTER MSA	541900	1,519,118	1,519,118		
b PARKING REVENUE	812930	137,117		137,117	
c MISCELLANEOUS REVENUE	900099	43		43	
d All other revenue					
e Total. Add lines 11a-11d		1,656,278			
12 Total revenue. See Instructions		132,127,897	130,543,953	1,540,934	-56,695

Part IX Statement of Functional Expenses

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

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

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.				
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.				
2 Grants and other assistance to domestic individuals. See Part IV, line 22.				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.				
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	55,699	55,699		
7 Other salaries and wages.	46,576,586	44,764,630	1,811,956	
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions).	1,692,129	1,855,320	-163,191	
9 Other employee benefits.	4,561,354	4,091,863	469,491	
10 Payroll taxes.	2,374,468	2,282,591	91,877	
11 Fees for services (non-employees):				
a Management.				
b Legal.	1,620		1,620	
c Accounting.				
d Lobbying.	1,250		1,250	
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.	11,207		11,207	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	4,573,601	4,408,804	164,797	
12 Advertising and promotion.	70,889	68,605	2,284	
13 Office expenses.	1,583,915	1,409,443	174,472	
14 Information technology.	132,133	126,993	5,140	
15 Royalties.				
16 Occupancy.	3,376,763	3,247,791	128,972	
17 Travel.	333,596	326,648	6,948	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.	35,755	26,001	9,754	
20 Interest.	8,666,970	8,665,940	1,030	
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	7,034,410	6,760,752	273,658	
23 Insurance.	1,864,124	1,853,424	10,700	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a UNRELATED BUSINESS TAXE	18,127		18,127	
b MEDICAL SUPPLIES	47,563,248	47,563,248		
c AFFILIATE SUPPORT FEE	13,952,420	4,410,040	9,542,380	
d BAD DEBT EXPENSE	1,488,809	1,488,809		
e All other expenses	46,999	-4,419,566	4,466,565	
25 Total functional expenses. Add lines 1 through 24e.	146,016,072	128,987,035	17,029,037	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	19,955	1	19,756
	2 Savings and temporary cash investments	5,120	2	13,474
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	8,548,680	4	8,741,618
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net	2,671,062	7	3,141,929
	8 Inventories for sale or use	7,273,703	8	7,321,938
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	188,522,152		
	b Less accumulated depreciation	101,141,617		
		95,387,810	10c	87,380,535
	11 Investments—publicly traded securities	195,288	11	
	12 Investments—other securities See Part IV, line 11	3,249,368	12	3,958,539
	13 Investments—program-related See Part IV, line 11	4,940,318	13	3,976,545
	14 Intangible assets		14	
15 Other assets See Part IV, line 11	256,595,636	15	255,924,065	
16 Total assets. Add lines 1 through 15 (must equal line 34)	378,886,940	16	370,478,399	
Liabilities	17 Accounts payable and accrued expenses	34,780,626	17	32,693,928
	18 Grants payable		18	
	19 Deferred revenue	3,730,441	19	3,516,114
	20 Tax-exempt bond liabilities	133,464,994	20	133,934,870
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	63,610,838	23	57,664,089
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17 - 24) Complete Part X of Schedule D	643,853,188	25	659,520,511
	26 Total liabilities. Add lines 17 through 25	879,440,087	26	887,329,512
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	-500,553,147	27	-516,851,113
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	-500,553,147	33	-516,851,113	
34 Total liabilities and net assets/fund balances	378,886,940	34	370,478,399	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	132,127,897
2	Total expenses (must equal Part IX, column (A), line 25)	2	146,016,072
3	Revenue less expenses Subtract line 2 from line 1	3	-13,888,175
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-500,553,147
5	Net unrealized gains (losses) on investments	5	-476,140
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-1,933,651
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-516,851,113

Part XII Financial Statements and Reporting

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

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

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

Additional Data

Software ID:

Software Version:

EIN: 41-0883623

Name: THE DULUTH CLINIC LTD

Form 990 (2018)

Form 990, Part III, Line 4a:

THE DULUTH CLINIC, LTD IS CREATED & ORGANIZED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, AND SCIENTIFIC PURPOSES TO ADVANCE THE PROMOTION OF HEALTH BY PROVIDING MEDICAL SERVICES, INCLUDING CHARITABLE CARE TO PERSONS UNABLE TO PAY THE DULUTH CLINIC, LTD EMPLOYS OVER 300 FULL TIME EQUIVALENTS THAT SUPPORT ESSENTIA HEALTH EAST'S 7 HOSPITALS AND VARIOUS CLINICS ACROSS NORTHEASTERN MINNESOTA AND NORTHWESTERN WISCONSIN OUR PHYSICIANS COVER A WIDE RANGE OF MEDICAL SPECIALTIES AND SUBSPECIALTIES THE DULUTH CLINIC, LTD OFFERS A BROAD RANGE OF OUTPATIENT SERVICES FOR ITS PATIENTS, INCLUDING FAMILY PRACTICE, INTERNAL MEDICINE, OBSTETRICS AND GYNECOLOGY, CANCER, INFUSION THERAPY, ORTHOPEDICS, DIGESTIVE HEALTH, PEDIATRICS SERVICES, WEIGHT MANAGEMENT, HEART AND VASCULAR SERVICES, LAB SERVICES, IMAGING & RADIOLOGY, AND PHARMACIES THE CLINICS HAD OVER 82,000 ENCOUNTERS DURING THE FISCAL YEAR ENDED JUNE 30, 2019 DURING THE FISCAL YEAR ENDED JUNE 30, 2019, THE DULUTH CLINIC, LTD PROVIDED THE FOLLOWING COMMUNITY BENEFITS \$1.1 MILLION IN CHARITY CARE, \$11 MILLION COSTS IN EXCESS OF MEDICAID PAYMENTS, AND \$122,000 IN HEALTH PROFESSION EDUCATION

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JOSEPH MIHALEK BOARD CHAIR	1 00 6 00	X		X				0	8,500	0
CHUCK WALT BOARD DIRECTOR	1 00 6 00	X						0	9,000	0
DANIEL NIKCEVICH MD PRESIDENT	1 00 59 00	X		X				0	913,042	150,296
KEVIN BOREN VICE PRESIDENT, FINANCE	1 00 59 00			X				0	436,178	95,368
BRADLEY BEARD CHIEF OPERATING OFFICER	1 00 59 00				X			0	251,270	54,590
JAMES GARVEY SENIOR VICE PRESIDENT, OPERATIONS	1 00 59 00				X			0	553,229	95,486
MARK HAYWARD SENIOR VICE PRESIDENT, OPERATIONS	1 00 59 00				X			0	428,947	86,323
CYNTHIA KENT CHIEF NURSING OFFICER	1 00 59 00				X			0	327,470	94,367
JANICE SCHADE SENIOR VICE PRESIDENT, OPERATIONS	1 00 59 00				X			0	260,767	61,184
ANNE STEPHEN MD CHIEF MEDICAL OFFICER	1 00 59 00				X			0	468,772	101,700

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
THOMAS WITT MD PHYSICIAN LEADER	1 00 59 00				X			0	409,854	119,775
TY ERICKSON SENIOR VP, OPERATIONS THRU 2/19	1 00 59 00				X			0	320,531	80,429
STEVEN BROADWAY MD PHYSICIAN LEADER	1 00 59 00					X		1,956,608	0	92,320
DINO TERZIC MD PHYSICIAN	40 00 0 00					X		1,353,822	0	35,136
DURGA SURE MD PHYSICIAN	40 00 0 00					X		1,124,909	0	64,741
MICHAEL GIBBONS MD PHYSICIAN	40 00 0 00					X		1,012,079	300,000	40,823
CHRISTOPHER HECK MD PHYSICIAN LEADER	60 00 0 00					X		1,008,070	0	58,025
ROBERT NORMAN FORMER CHIEF FINANCIAL OFFICER	0 00 0 00						X	0	565,006	15,930
TIMOTHY ZAGER MD FORMER PRESIDENT	40 00 0 00						X	256,742	0	42,809
RONALD ALSTON FORMER SVP SURGICAL PROCEDURE	0 00 60 00						X	0	224,299	43,558

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
WILLIAM DURIE MD FORMER SECTION CHAIR	0 00						X	220,151	0	47,848
WILSON GINETE MD FORMER SECTION CHAIR	0 00						X	599,198	0	56,406
MARK GRIM MD FORMER SECTION CHAIR	40 00						X	637,284	0	57,887
STEVEN JORGENSEN FORMER CHIEF OPERATING OFFICER	0 00						X	0	708,125	22,380
JEFFREY KORSMO FORMER COO	0 00						X	0	1,045,271	29,162
MELISSA LASPI FORMER DIRECTOR OF ANESTHESIOLOGY	40 00						X	184,532	0	33,667
MICHAEL MOTLEY OPERATIONS ADMINISTRATOR	0 00						X	0	212,688	45,187
KIM OGLE MD SECTION CHAIR	0 00						X	284,067	0	25,437
MICHELLE OMAN MD FORMER SECTION CHAIR	39 00						X	280,211	0	56,489
PATRICK TWOMEY MD FORMER CHIEF MEDICAL OFFICER	60 00						X	624,273	0	57,887

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ.

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

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
THE DULUTH CLINIC LTD

Employer identification number

41-0883623

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

The organization is not a private foundation because it is (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E (Form 990 or 990-EZ))
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An agricultural research organization described in **170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture See instructions Enter the name, city, and state of the college or university _____
- 10 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 11 An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
 - f Enter the number of supported organizations _____
 - g Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

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

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

Section A. Public Support

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

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

- 16a 33 1/3% support test—2018.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ►
- b 33 1/3% support test—2017.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ►
- 17a 10%-facts-and-circumstances test—2018.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ►
- b 10%-facts-and-circumstances test—2017.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ►
- 18 Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ►

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►		(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1	Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2	Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3	Gross receipts from activities that are not an unrelated trade or business under section 513						
4	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5	The value of services or facilities furnished by a governmental unit to the organization without charge						
6	Total. Add lines 1 through 5						
7a	Amounts included on lines 1, 2, and 3 received from disqualified persons						
b	Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c	Add lines 7a and 7b						
8	Public support. (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►		(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
9	Amounts from line 6						
10a	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b	Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c	Add lines 10a and 10b						
11	Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13	Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests—2018. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ►

b 33 1/3% support tests—2017. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ►

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

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

Part IV Supporting Organizations (continued)

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

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally-Integrated Supporting Organizations

1	Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)		
a	<input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b	<input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c	<input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2	Activities Test Answer (a) and (b) below.		
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>	Yes	No
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
3	Parent of Supported Organizations Answer (a) and (b) below.		
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>		
b	Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

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

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

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

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

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

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

Additional Data

Software ID:

Software Version:

EIN: 41-0883623

Name: THE DULUTH CLINIC LTD

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

Facts And Circumstances Test

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2018
Open to Public Inspection

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

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

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

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

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

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

Name of the organization THE DULUTH CLINIC LTD	Employer identification number 41-0883623
---	--

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

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

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

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

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

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

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

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

A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check if the filing organization checked box A and "limited control" provisions apply

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

(a) Filing organization's totals

(b) Affiliated group totals

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

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

g Grassroots nontaxable amount (enter 25% of line 1f)**h** Subtract line 1g from line 1a If zero or less, enter -0-**i** Subtract line 1f from line 1c If zero or less, enter -0-**j** If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? Yes No**4-Year Averaging Period Under section 501(h)**

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

Lobbying Expenditures During 4-Year Averaging Period

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

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

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

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?		No	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
c Media advertisements?		No	
d Mailings to members, legislators, or the public?		No	
e Publications, or published or broadcast statements?		No	
f Grants to other organizations for lobbying purposes?		No	
g Direct contact with legislators, their staffs, government officials, or a legislative body?		No	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i Other activities?	Yes		1,250
j Total Add lines 1c through 1i			1,250
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV Supplemental Information

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

Return Reference	Explanation
PART II-B, LINE 1	LOBBYING ACTIVITY EXPLANATION THE DULUTH CLINIC, LTD PAYS DUES TO A CERTAIN ORGANIZATION RELATED TO THE INDUSTRY WHICH HAS LOBBYING EXPENSES THE AMOUNT LISTED IS THE PERCENTAGE OF THE DUES PAID THAT WERE USED FOR LOBBYING

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0047
2018
Open to Public Inspection

Name of the organization
THE DULUTH CLINIC LTD

Employer identification number
41-0883623

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes <input type="checkbox"/> No	

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

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

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

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part IV Escrow and Custodial Arrangements.

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

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

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

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

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as
- a** Board designated or quasi-endowment ▶
 - b** Permanent endowment ▶
 - c** Temporarily restricted endowment ▶
- The percentages on lines 2a, 2b, and 2c should equal 100%
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- | | | |
|--|-----|----|
| (i) unrelated organizations | Yes | No |
| (ii) related organizations | | |
| b If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R? | | |
- 4** Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		2,284,144		2,284,144
b Buildings		163,673,310	84,539,797	79,133,513
c Leasehold improvements		2,246,405	1,000,480	1,245,925
d Equipment		19,056,981	14,753,084	4,303,897
e Other		1,261,312	848,256	413,056
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) . . . ▶				87,380,535

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

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

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

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

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

(a) Description	(b) Book value
(1) RECEIVABLES FROM RELATED TAX-EXEMPT ORGANIZATIONS	248,437,881
(2) LEASE RECEIVABLE	7,048,380
(3) DEFERRED COMPENSATION 457F	437,804
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15)	255,924,065

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
PAYABLES RELATED TAX-EXEMPT ORGS	643,166,227
POST RETIREMENT BENEFIT - NON PENSION	7,015,915
NON CURRENT SWAP LIABILITY	7,964,797
ASSET RETIREMENT OBLIGATION FIN 47	935,668
BENEFIT PLAN LIABILITY 457F	437,804
UNCLAIMED PROPERTY	100
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	659,520,511

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

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

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

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

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

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

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

Part XIII Supplemental Information

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

Return Reference	Explanation	
------------------	-------------	--

Part XIII **Supplemental Information (continued)**

Return Reference	Explanation
------------------	-------------

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

OMB No 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 23.**
▶ **Attach to Form 990.**
▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

2018

Open to Public Inspection

Name of the organization
THE DULUTH CLINIC LTD

Employer identification number
41-0883623

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input checked="" type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input checked="" type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<p>b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</p>	1b Yes									
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?</p>	2 Yes									
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input checked="" type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p>4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization</p> <p>a Receive a severance payment or change-of-control payment?</p> <p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p> <p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</p>	4a Yes									
	4b Yes									
	4c	No								
<p>Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</p> <p>5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes," on line 5a or 5b, describe in Part III</p>	5a	No								
	5b	No								
<p>6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes," on line 6a or 6b, describe in Part III</p>	6a	No								
	6b	No								
<p>7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>	7	No								
<p>8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</p>	8	No								
<p>9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	9									

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

Part III Supplemental Information

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

Return Reference	Explanation
PART I, LINE 1A	BENEFITS PROVIDED DURING CALENDAR YEAR 2018, CHARTER TRAVEL WAS USED BY TWO KEY EMPLOYEES AND ONE FORMER KEY EMPLOYEE FOR TRAVEL BETWEEN DULUTH, MN AND A RELATED ORGANIZATION. THE USE OF CHARTER TRAVEL IS NOT TREATED AS TAXABLE COMPENSATION TO THESE INDIVIDUALS AS ALL TRAVEL WAS BUSINESS RELATED.

Return Reference	Explanation
PART I, LINE 3	ESTABLISHING CEO'S COMPENSATION ESSENTIA HEALTH, AS A RELATED ORGANIZATION, USED THE FOLLOWING METHODS TO ESTABLISH THE DULUTH CLINIC, LTD 'S PRESIDENT'S COMPENSATION A COMPENSATION COMMITTEE, INDEPENDENT COMPENSATION CONSULTANT, COMPENSATION SURVEY OR STUDY, AND APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE

Return Reference	Explanation
PART I, LINES 4A-B	<p>SEVERANCE PAYMENT FORMER OFFICER, ROBERT NORMAN, RECEIVED PAYMENT TOTALING \$569,858 IN CALENDAR YEAR 2018 RELATED TO HIS TERMINATION THE TERMINATION TERMS ARE FROM NOVEMBER 1, 2017 TO MAY 1, 2019 MR NORMAN WILL RECEIVE PAY TOTALING \$854,786 & BENEFITS TOTALING \$20,120 RELATED TO HIS TERMINATION FORMER KEY EMPLOYEE, STEVEN JORGENSEN, RECEIVED PAYMENT TOTALING \$425,818 IN CALENDAR YEAR 2018 RELATED TO HIS TERMINATION THE TERMINATION TERMS WERE FROM JANUARY 19, 2018 TO DECEMBER 19, 2018 MR JORGENSEN RECEIVED PAY TOTALING \$425,818 & BENEFITS TOTALING \$23,907 RELATED TO HIS TERMINATION FORMER KEY EMPLOYEE, JEFFREY KORSMO, RECEIVED PAYMENT TOTALING \$659,088 IN CALENDAR YEAR 2018 RELATED TO HIS TERMINATION THE TERMINATION TERMS ARE FROM MARCH 5, 2018 TO SEPTEMBER 5, 2019 MR KORSMO WILL RECEIVE PAY TOTALING \$1,285,222 & BENEFITS TOTALING \$15,611 RELATED TO HIS TERMINATION ALL OTHER INDIVIDUALS LISTED AS FORMERS IN FORM 990, PART VII, SECTION A, LINE 1A DID NOT RECEIVE A SEVERANCE PAYMENT DURING CALENDAR YEAR 2018 SOME OF THESE INDIVIDUALS REMAIN EMPLOYED WITHIN ESSENTIA HEALTH AND ITS SUBSIDIARIES SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN ESSENTIA HEALTH'S NONQUALIFIED RETIREMENT PLAN IS OFFERED TO DESIGNATED ESSENTIA HEALTH EXECUTIVES THERE IS A MINIMUM FOUR YEAR VESTING DATE, OR VESTING IS AUTOMATIC UPON REACHING RETIREMENT AGE, DEATH, DISABILITY OR INVOLUNTARY TERMINATION WITHOUT CAUSE BENEFITS ARE SUBJECT TO INCOME TAXES UPON VESTING AND PAYABLE FROM ESSENTIA HEALTH'S GENERAL ASSETS REPORTED AS OTHER REPORTABLE COMPENSATION IN SCHEDULE J, PART II, COLUMN B (III), THE FOLLOWING INDIVIDUALS LISTED IN FORM 990, PART VII, SECTION A, LINE 1A RECEIVED PAYMENT OF THE VESTED BENEFIT FROM THE SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN DURING THE YEAR DANIEL NIKCEVICH, MD \$105,386 KEVIN BOREN \$70,220 JAMES GARVEY \$51,644 TIMOTHY ZAGER, MD \$49,522 STEVEN JORGENSEN \$212,848 JEFFREY KORSMO \$190,380 MICHAEL MOTLEY \$7,544 PATRICK TWOMEY, MD \$66,326 REPORTED AS RETIREMENT AND OTHER DEFERRED COMPENSATION IN SCHEDULE J, PART II, COLUMN C, ESSENTIA HEALTH MADE CONTRIBUTIONS, SUBJECT TO THE VESTING TERMS, DURING THE YEAR INTO THE SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN ON BEHALF OF THE FOLLOWING INDIVIDUALS LISTED IN FORM 990, PART VII, SECTION A, LINE 1A DANIEL NIKCEVICH, MD \$92,195 KEVIN BOREN \$35,865 BRADLEY BEARD \$43,259 JAMES GARVEY \$49,539 MARK HAYWARD \$29,942 CYNTHIA KENT \$48,123 JANICE SCHADE \$37,361 ANNE STEPHEN, MD \$45,240 THOMAS WITT, MD \$92,701 TY ERICKSON \$24,749</p>



Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees								
(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
MARK GRIM MD FORMER SECTION CHAIR	(i)	636,218	0	1,066	22,192	35,695	695,171	0
	(ii)	0	0	0	0	0	0	0
STEVEN JORGENSEN FORMER CHIEF OPERATING OFFICER	(i)	0	0	0	0	0	0	0
	(ii)	32,780	0	675,345	1,907	20,473	730,505	71,338
JEFFREY KORSMO FORMER COO	(i)	0	0	0	0	0	0	0
	(ii)	192,666	0	852,605	15,818	13,344	1,074,433	188,397
MELISSA LASPI FORMER DIRECTOR OF ANESTHESIOLOGY	(i)	184,384	0	148	9,692	23,975	218,199	0
	(ii)	0	0	0	0	0	0	0
MICHAEL MOTLEY OPERATIONS ADMINISTRATOR	(i)	0	0	0	0	0	0	0
	(ii)	200,164	0	12,524	10,741	34,446	257,875	0
KIM OGLE MD SECTION CHAIR	(i)	283,549	0	518	18,107	7,330	309,504	0
	(ii)	0	0	0	0	0	0	0
MICHELLE OMAN MD FORMER SECTION CHAIR	(i)	279,525	0	686	21,328	35,161	336,700	0
	(ii)	0	0	0	0	0	0	0
PATRICK TWOMEY MD FORMER CHIEF MEDICAL OFFICER	(i)	556,525	0	67,748	22,118	35,769	682,160	53,490
	(ii)	0	0	0	0	0	0	0

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

Schedule K (Form 990)

Supplemental Information on Tax-Exempt Bonds

OMB No 1545-0047

2018

Open to Public Inspection

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

▶ **Attach to Form 990.**

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

Department of the Treasury
Internal Revenue Service

Name of the organization
THE DULUTH CLINIC LTD

Employer identification number

41-0883623

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A CASS COUNTY ND	45-6002205	148047AU7	02-25-2010	59,573,111	SRS 2008A REOFF (SEE PART VI)		X		X		X
B WI HEALTH & EDU FAC AUTH	39-1337855	97710BSD5	02-25-2010	12,854,722	SRS 2008B REOFF (SEE PART VI)		X		X		X
C MN AG & ECON DEVEL BRD	41-6007162	6049202H0	02-25-2010	165,717,405	SRS 2008C REOFF (SEE PART VI)		X		X		X
D DULUTH ECONOMIC DEVELOPMENT AUTHORITY	90-0848286	26444CHF2	11-01-2018	704,253,406	SRS 2018A (SEE PART VI)		X		X		X

Part II Proceeds

		A		B		C		D	
1	Amount of bonds retired					22,380,134			
2	Amount of bonds legally defeased								
3	Total proceeds of issue	36,008,791		7,769,999		100,167,396		15,296,427	
4	Gross proceeds in reserve funds								
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrows								
7	Issuance costs from proceeds					906,723		132,245	
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds								
11	Other spent proceeds	36,008,791		7,769,999		99,260,673		15,164,182	
12	Other unspent proceeds								
13	Year of substantial completion	2010		2010		2010			
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X		X		X		X	
15	Were the bonds issued as part of an advance refunding issue?		X		X		X		X
16	Has the final allocation of proceeds been made?	X		X		X		X	
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		X	

Part III Private Business Use

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

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X		X		X		X
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		X
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶			0 100 %		0 %		0 %	
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶								
6 Total of lines 4 and 5			0 100 %		0 %		0 %	
7 Does the bond issue meet the private security or payment test?		X		X		X		X
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		X
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X		X		X		X	

Part IV Arbitrage

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

Part IV Arbitrage (Continued)

	A		B		C		D		
	Yes	No	Yes	No	Yes	No	Yes	No	
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X	X		
b Name of provider								SEE PART VI	
c Term of GIC								340 0000000000 %	
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?							X		
6 Were any gross proceeds invested beyond an available temporary period?		X		X		X		X	
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X		X		X		

Part V Procedures To Undertake Corrective Action

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

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

Return Reference	Explanation
DATE REBATE COMPUTATION PERFORMED	ISSUER NAME DULUTH ECONOMIC DEVELOPMENT AUTHORITY DATE THE REBATE COMPUTATION WAS PERFORMED 06/30/2019

Return Reference	Explanation
<p>SCHEDULE K, PART VI DISCLOSURES</p>	<p>ADDITIONAL INFORMATION/COMMENTS RELATING TO THE REPORTING OF LIABILITIES BY RELATED ORGANIZATIONS ESSENTIA HEALTH HAS AN OBLIGATED GROUP CREATED UNDER THE MASTER TRUST INDENTURE WHICH IS COMPOSED OF THE FOLLOWING MEMBERS ESSENTIA HEALTH, CRITICAL ACCESS GROUP, ESSENTIA HEALTH EAST, ESSENTIA HEALTH ST JOSEPH'S MEDICAL CENTER, ESSENTIA HEALTH ST MARY'S-DET ROIT LAKES, ESSENTIA HEALTH ST MARY'S MEDICAL CENTER, ESSENTIA HEALTH DULUTH, ESSENTIA HEALTH POLINSKY MEDICAL REHABILITATION CENTER, ESSENTIA HEALTH ST MARY'S HOSPITAL-SUPERIOR, ESSENTIA HEALTH BRAINERD SPECIALTY CLINIC, ESSENTIA HEALTH CENTRAL, ST MARY'S INNOVIS HEALTH, THE DULUTH CLINIC, LTD AND ESSENTIA HEALTH WEST (THE "OBLIGATED GROUP MEMBERS") THE OBLIGATED GROUP MEMBERS ARE JOINTLY AND SEVERALLY OBLIGATED ON ALL INDEBTEDNESS EVIDENCE D OR SECURED BY NOTES ISSUED UNDER THE MASTER TRUST INDENTURE SERIES 2008A REOFFERED THE SERIES 2008A REOFFERED BONDS ARE SECURED BY NOTES ISSUED UNDER THE MASTER TRUST INDENTURE ESSENTIA HEALTH IS THE CONDUIT BORROWER OF THE SERIES 2008A REOFFERED BONDS AND HAS RECORDED A PORTION OF THE BOND LIABILITY ON ITS BALANCE SHEET THE OBLIGATED GROUP MEMBERS, ESSENTIA HEALTH WEST, THE DULUTH CLINIC, LTD , AND ESSENTIA HEALTH ST MARY'S-DETROIT LAKES, ARE INDIRECT BENEFICIARIES OF THE SERIES 2008A REOFFERED BORROWING AND HAVE RECORDED A PORTION OF THE BOND LIABILITY ON THEIR BALANCE SHEETS WHICH ARE CONSOLIDATED WITH ESSENTIA HEALTH SERIES 2008B REOFFERED THE SERIES 2008B REOFFERED BONDS ARE SECURED BY NOTES ISSUED UNDER THE MASTER TRUST INDENTURE THE OBLIGATED GROUP MEMBERS THE DULUTH CLINIC, LTD , ESSENTIA HEALTH AND ESSENTIA HEALTH ST MARY'S HOSPITAL-SUPERIOR ARE THE CONDUIT BORROWERS OF THE SERIES 2008B REOFFERED BONDS THE CONDUIT BORROWERS, THE DULUTH CLINIC, LTD AND ESSENTIA HEALTH, HAVE RECORDED A PORTION OF THE BOND LIABILITY ON THEIR BALANCE SHEETS WHICH ARE CONSOLIDATED WITH ESSENTIA HEALTH THE OBLIGATED GROUP MEMBERS, ESSENTIA HEALTH WEST AND ESSENTIA HEALTH ST MARY'S-DETROIT LAKES, ARE INDIRECT BENEFICIARIES OF A PORTION OF THE SERIES 2008B REOFFERED BORROWING AND HAVE RECORDED A PORTION OF THE BOND LIABILITY ON THEIR BALANCE SHEETS WHICH ARE CONSOLIDATED WITH ESSENTIA HEALTH SERIES 2008C REOFFERED THE SERIES 2008C REOFFERED BONDS ARE SECURED BY NOTES ISSUED UNDER THE MASTER TRUST INDENTURE THE OBLIGATED GROUP MEMBERS ESSENTIA HEALTH EAST, ESSENTIA HEALTH ST JOSEPH'S MEDICAL CENTER, ESSENTIA HEALTH ST MARY'S-DETROIT LAKES, THE DULUTH CLINIC, LTD , ESSENTIA HEALTH, AND ESSENTIA HEALTH ST MARY'S MEDICAL CENTER ARE THE CONDUIT BORROWERS OF THE SERIES 2008C REOFFERED BONDS THE CONDUIT BORROWERS, ESSENTIA HEALTH ST MARY'S-DETROIT LAKES, ESSENTIA HEALTH, AND THE DULUTH CLINIC, LTD , HAVE RECORDED A PORTION OF THE BOND LIABILITY ON THEIR BALANCE SHEETS WHICH ARE CONSOLIDATED WITH ESSENTIA HEALTH THE OBLIGATED GROUP MEMBER, ESSENTIA HEALTH WEST IS AN INDIRECT BENEFICIARY OF A PORTION OF THE SERIES 2008C REOFFERED BORROWING AND HAS REC</p>

Return Reference	Explanation
SCHEDULE K, PART VI DISCLOSURES	<p> ORDERED A PORTION OF THE BOND LIABILITY ON ITS BALANCE SHEET WHICH IS CONSOLIDATED WITH ESSENTIA HEALTH SERIES 2018A. THE SERIES 2018A BONDS ARE SECURED BY NOTES ISSUED UNDER THE MASTER TRUST INDENTURE. THE OBLIGATED GROUP MEMBERS: ESSENTIA HEALTH, ESSENTIA HEALTH EAST, THE DULUTH CLINIC, LTD., ESSENTIA HEALTH DULUTH, ESSENTIA HEALTH ST. MARY'S MEDICAL CENTER, ESSENTIA HEALTH ST. JOSEPH'S MEDICAL CENTER, ESSENTIA HEALTH ST. MARY'S-DETROIT LAKES, ESSENTIA HEALTH CENTRAL, ESSENTIA HEALTH BRAINERD SPECIALTY CLINIC, AND ESSENTIA HEALTH WEST ARE THE CONDUIT BORROWERS OF THE SERIES 2018A BONDS. THE CONDUIT BORROWERS, ESSENTIA HEALTH, ESSENTIA HEALTH ST. MARY'S-DETROIT LAKES, ESSENTIA HEALTH DULUTH, THE DULUTH CLINIC, LTD., ESSENTIA HEALTH WEST, AND ESSENTIA HEALTH ST. JOSEPH'S MEDICAL CENTER, HAVE RECORDED A PORTION OF THE BOND LIABILITY ON THEIR BALANCE SHEETS WHICH ARE CONSOLIDATED WITH ESSENTIA HEALTH. </p>

Return Reference	Explanation
<p>SCHEDULE K, PART 1, COLUMN (F)</p>	<p>DESCRIPTION OF PURPOSE SERIES 2008A REOFFERED REOFFER SERIES 2008 A-1 AND A-2 BONDS ISSUED MARCH 4, 2008 TO REFINANCE A PORTION OF THE ACQUISITION OF CERTAIN ASSETS OF ESSENTIA HEALTH WEST IN CONNECTION WITH THE AFFILIATION OF ESSENTIA HEALTH WITH ESSENTIA HEALTH WEST SERIES 2008B REOFFERED REOFFER SERIES 2008 B-1 BONDS ISSUED MARCH 4, 2008 TO REFUND SERIES 1999B BONDS ISSUED MAY 18, 1999 FOR CONSTRUCTION PROJECTS AND EQUIPMENT PURCHASES IN SUPERIOR, WI AND VARIOUS DULUTH CLINIC LOCATIONS IN NORTHWESTERN WISCONSIN SERIES 2008C REOFFERED REOFFER SERIES 2008 C-5 AND 2008 C-4A BONDS ISSUED MARCH 4, 2008 TO REFUND SERIES 2004 BONDS ISSUED MARCH 19, 2004 FOR VARIOUS ACQUISITIONS, CONSTRUCTION PROJECTS, CAPITAL IMPROVEMENTS AND EQUIPMENT PURCHASES IN DULUTH, BRAINERD, AND DETROIT LAKES, MN AND REFUND SERIES 1999A BONDS ISSUED MAY 18, 1999 FOR VARIOUS ACQUISITIONS, CONSTRUCTION PROJECTS, CAPITAL IMPROVEMENTS AND EQUIPMENT PURCHASES IN BRAINERD, DETROIT LAKES AND DULUTH, MN AND VARIOUS DULUTH CLINIC SITES IN NORTHERN MINNESOTA SERIES 2018A ACQUIRE, CONSTRUCT, BUILD, AND EQUIP MEDICAL CAMPUS PROJECT IN DULUTH, MN, REFUND SERIES 2008E BONDS ISSUED MAY 2, 2008 TO REFINANCE SERIES 1997 BONDS ISSUED DECEMBER 18, 1997 TO FINANCE EQUIPMENT PURCHASES IN DULUTH, MN AND FINANCE PROPERTY ACQUISITIONS, CAPITAL IMPROVEMENTS AND EQUIPMENT PURCHASES IN NORTHERN MINNESOTA, AND REFUND SERIES 2014 BONDS ISSUED JULY 29, 2014 TO REFINANCE PRIOR NOTE USED FOR CAPITAL IMPROVEMENTS TO SKILLED NURSING FACILITY LOCATED IN DETROIT LAKES, MN AND VARIOUS CONSTRUCTION PROJECTS AND EQUIPMENT PURCHASES IN BAXTER, FRAZEE, AND PELICAN RAPIDS, MN AND FINANCE CAPITAL EXPENDITURES TO REPLACE THE CHILLER UNIT FOR ESSENTIA HEALTH VIRGINIA, RENOVATE APPROXIMATELY 118,000 SQUARE FEET OF CLINIC SPACE FOR ESSENTIA HEALTH BRAINERD SPECIALTY CLINIC, REMODEL AND EQUIP EXISTING CLINIC SPACE IN EMILY, MN FOR ESSENTIA HEALTH ST JOSEPH'S MEDICAL CENTER, AND EXPAND AND REMODEL THE IMAGING AREA IN THE EMERGENCY ROOM OF ESSENTIA HEALTH ST MARY'S-DETROIT LAKES' HOSPITAL</p>

Return Reference	Explanation
SCHEDULE K, PART II, LINE 3	ISSUE PRICE THE SERIES 2008A REOFFERED, SERIES 2008B REOFFERED, SERIES 2008C REOFFERED AND SERIES 2018A BONDS WERE ISSUED BY THE ESSENTIA HEALTH OBLIGATED GROUP THE ISSUE PRICE LISTED IN THE DULTH CLINIC, LTD 'S SCHEDULE K, PART I, COLUMN (E) REPRESENTS THE ESSENTIA HEALTH OBLIGATED GROUP'S TOTAL BORROWING

Return Reference	Explanation
SCHEDULE K, PART II, LINES 3 THROUGH 12	THE SERIES 2008A REOFFERED, SERIES 2008B REOFFERED, SERIES 2008C REOFFERED AND SERIES 2018A BONDS WERE ISSUED BY THE ESSENTIA HEALTH OBLIGATED GROUP A PORTION OF THE SERIES 2008A REOFFERED, SERIES 2008B REOFFERED, SERIES 2008C REOFFERED AND SERIES 2018A BORROWINGS WERE ALLOCATED TO THE DULUTH CLINIC, LTD , AN ESSENTIA HEALTH OBLIGATED GROUP MEMBER THE PROCEEDS LISTED IN DULUTH CLINIC LTD 'S SCHEDULE K, PART II, LINES 3 THROUGH 12 REPRESENT THE DULUTH CLINIC, LTD 'S ALLOCATED PORTION OF THE PROCEEDS

Return Reference	Explanation
SCHEDULE K, PART IV, LINE 5B	NAME OF PROVIDER OF GIC NATIXIS FUNDING CORP & THE TORONTO-DOMINION BANK

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b. Attach to Form 990 or Form 990-EZ. Go to www.irs.gov/Form990 for the latest information.

2018

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization THE DULUTH CLINIC LTD

Employer identification number 41-0883623

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only) Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

Table with 4 main columns: (a) Name of disqualified person, (b) Relationship between disqualified person and organization, (c) Description of transaction, (d) Corrected? (Yes/No). Includes rows for data entry.

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 \$
3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization \$

Part II Loans to and/or From Interested Persons. Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

Table with 9 main columns: (a) Name of interested person, (b) Relationship with organization, (c) Purpose of loan, (d) Loan to or from the organization? (To/From), (e) Original principal amount, (f) Balance due, (g) In default? (Yes/No), (h) Approved by board or committee? (Yes/No), (i) Written agreement? (Yes/No). Includes a Total row.

Part III Grants or Assistance Benefiting Interested Persons. Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

Table with 5 main columns: (a) Name of interested person, (b) Relationship between interested person and organization, (c) Amount of assistance, (d) Type of assistance, (e) Purpose of assistance.

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) DAVID GORDON MD	RELATED TO MICHAEL MOTLEY	739,316	COMPENSATION OF A FAMILY MEMBER OF A FORMER KEY EMPLOYEE		No
(2) PATRICIA GRAHEK MD	RELATED TO WILLIAM DURIE, MD	135,618	COMPENSATION OF A FAMILY MEMBER OF A FORMER KEY EMPLOYEE		No

Part V Supplemental Information

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

Return Reference	Explanation

SCHEDULE O
(Form 990 or 990-EZ)**Supplemental Information to Form 990 or 990-EZ**

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

▶ Attach to Form 990 or 990-EZ.

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

2018**Open to Public Inspection**

Department of the Treasury

Name of the organization
THE DULUTH CLINIC LTD

Employer identification number

41-0883623

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART V, LINE 1A	1099 REPORTING CERTAIN VENDOR PAYMENTS AND FORM 1099'S WERE PROCESSED THROUGH ESSENTIA HEALTH ON BEHALF OF CERTAIN LEGAL ENTITIES COMPRISING ESSENTIA HEALTH

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 6	MEMBERS OF ORGANIZATION ESSENTIA HEALTH EAST IS THE SOLE SHAREHOLDER OF THE DULUTH CLINIC, LTD AND MAY ELECT ONE OR MORE MEMBERS OF THE GOVERNING BODY AS DESCRIBED IN SCHEDULE O, PART VI, LINE 7A ESSENTIA HEALTH AND ESSENTIA HEALTH EAST HAVE RESERVED POWERS WITH RESPECT TO THE DULUTH CLINIC, LTD AS DESCRIBED IN SCHEDULE O, PART VI, LINE 7B

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A	MEMBER WITH RIGHT TO ELECT GOVERNING BODY ESSENTIA HEALTH EAST APPOINTS AND REMOVES THE DULUTH CLINIC, LTD 'S GOVERNING BODY

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7B	<p>MEMBER WITH RIGHT TO APPROVE GOVERNING BODY DECISION THE DULUTH CLINIC, LTD IS A SUBSIDIARY OF ESSENTIA HEALTH, WHOSE BOARD OF DIRECTORS HAS RESERVED POWERS WITH RESPECT TO THIS CORPORATION AND ITS SUBSIDIARIES, AND ALL OF THE OTHER DIRECT AND INDIRECT SUBSIDIARIES OF ESSENTIA HEALTH (COLLECTIVELY, THE "SYSTEM") ESSENTIA HEALTH'S RESERVED POWERS ARE AS FOLLOWS STRATEGIC AND BUSINESS PLANS AUTHORITY TO CREATE, AND TO APPROVE, THE SYSTEM'S STRATEGIC AND BUSINESS PLANS MISSION AUTHORITY TO CREATE, AND TO APPROVE, THE MISSION, PURPOSE AND VISION STATEMENTS FOR ALL ENTITIES IN THE SYSTEM BY THE AFFIRMATIVE VOTE OF AT LEAST 67% OF THE ESSENTIA HEALTH BOARD OF DIRECTORS DEBT APPROVAL OF THE INCURRENCE OF DEBT BY, AND THE CREATION OF ALL MORTGAGES, LIENS, SECURITY INTERESTS, OR OTHER ENCUMBRANCES ON THE ASSETS OF, ALL ENTITIES IN THE SYSTEM IN EXCESS OF THE SINGLE OR ANNUAL AGGREGATE DOLLAR LIMITS PRESCRIBED IN WRITING BY THE ESSENTIA HEALTH BOARD OF DIRECTORS, AND THE AUTHORITY TO CAUSE ALL ENTITIES IN THE SYSTEM TO PARTICIPATE IN SYSTEM BORROWING GOVERNING INSTRUMENTS AUTHORITY TO CAUSE, AND TO APPROVE, AMENDMENTS OF THE ARTICLES OF INCORPORATION AND BYLAWS AND/OR CERTIFICATES OF FORMATION AND OPERATING AGREEMENTS OF ALL ENTITIES IN THE SYSTEM MERGERS AND ACQUISITIONS AUTHORITY TO CAUSE, AND TO APPROVE, ALL MERGERS, CONSOLIDATIONS, AND DISSOLUTIONS OF ALL ENTITIES IN THE SYSTEM AFFILIATIONS AND JOINT VENTURES AUTHORITY TO CAUSE, AND TO APPROVE, ALL AFFILIATIONS, JOINT VENTURES AND OTHER ALLIANCES WITH THIRD PARTIES OF ALL ENTITIES IN THE SYSTEM TRANSFER OF ASSETS WITHIN THE SYSTEM AUTHORITY TO TRANSFER ASSETS, INCLUDING CASH, BETWEEN AND AMONG ENTITIES WITHIN THE SYSTEM, PROVIDED, HOWEVER, THAT ESSENTIA HEALTH SHALL NOT HAVE AUTHORITY TO REQUIRE ANY ENTITY IN THE SYSTEM TO TRANSFER ASSETS (A) THAT WOULD CAUSE SUCH ENTITY TO BE IN DEFAULT OF ITS COVENANTS OR OBLIGATIONS UNDER ANY BOND OR OTHER FINANCING DOCUMENTS, (B) FROM THE CATHOLIC ENTITIES TO THE SECULAR ENTITIES OR FROM THE SECULAR ENTITIES TO THE CATHOLIC ENTITIES IN A MANNER OR TO AN EXTENT THAT WOULD CAUSE THE CATHOLIC ENTITIES TO BE IN VIOLATION OF THE ETHICAL AND RELIGIOUS DIRECTIVES FOR CATHOLIC HEALTH CARE SERVICES (ERDS) IN THE JUDGMENT OF THE LOCAL ORDINARY, OR (C) SUCH THAT MONEY GENERATED BY SERVICES AT SECULAR FACILITIES WITHIN THE SYSTEM BY PROCEDURES THAT ARE CONTRARY TO THE ERDS WOULD BE USED AT THE CATHOLIC ENTITIES OR MONEY GENERATED BY THE CATHOLIC ENTITIES WOULD BE USED IN THE PROVIDING OF SERVICES CONTRARY TO THE ERDS AT SECULAR FACILITIES WITHIN THE SYSTEM TRANSFER OF ASSETS OUTSIDE THE SYSTEM AUTHORITY TO CAUSE, AND TO APPROVE, THE SALE, LEASE OR OTHER TRANSFER OF ASSETS OF ALL ENTITIES IN THE SYSTEM TO PARTIES OUTSIDE OF THE SYSTEM WHEN THE ASSET'S VALUE EXCEEDS THE SINGLE OR AGGREGATE LIMITS PRESCRIBED IN WRITING BY THE ESSENTIA HEALTH BOARD OF DIRECTORS SERVICES AUTHORITY TO CAUSE, AND TO APPROVE, THE DISCONTINUANCE OF SERVICES AND SERVICE LOCATIONS WITH</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7B	THIN ALL ENTITIES IN THE SYSTEM BUDGETS APPROVAL OF CAPITAL AND OPERATING BUDGETS OF ALL ENTITIES IN THE SYSTEM PROFESSIONAL SERVICES SELECTION OF THE GENERAL LEGAL COUNSEL AND EXTERNAL AUDITORS OF ALL ENTITIES IN THE SYSTEM ACQUISITIONS AUTHORITY TO CAUSE, AND TO APPROVE, ALL ACQUISITIONS BY AND FORMATIONS OF ENTITIES IN THE SYSTEM MARKETING AUTHORITY TO IMPLEMENT SYSTEM-WIDE MARKETING AND PROMOTIONAL ACTIVITIES COMPLIANCE PLANS AUTHORITY TO CREATE, AND TO APPROVE, CORPORATE COMPLIANCE, SAFETY AND RISK MANAGEMENT PLANS FOR ENTITIES WITHIN THE SYSTEM QUALITY PLAN AUTHORITY TO CREATE, AND TO APPROVE, THE SYSTEM'S QUALITY PLAN NON-BUDGETED PURCHASES APPROVAL OF NON-BUDGETED CAPITAL PURCHASES AND LEASES IN EXCESS OF THE SINGLE OR ANNUAL AGGREGATE DOLLAR LIMITS PRESCRIBED IN WRITING BY ESSENTIA HEALTH FOR ENTITIES WITHIN THE SYSTEM HUMAN RESOURCES AUTHORITY TO CREATE HUMAN RESOURCE POLICIES AND PROCEDURES WITHIN THE SYSTEM RESERVED POWERS AUTHORITY TO CREATE ADDITIONAL ESSENTIA HEALTH RESERVED POWERS BY THE AFFIRMATIVE VOTE OF AT LEAST 80% OF THE ESSENTIA HEALTH BOARD OF DIRECTORS (EXCLUDING THE ESSENTIA HEALTH CEO), PROVIDED, HOWEVER, THAT AT ANY ADDITIONAL ESSENTIA HEALTH RESERVED POWERS SHALL NOT CONTRAVENE OR HINDER THE RESERVED POWERS OF BENEDICTINE SISTERS BENEVOLENT ASSOCIATION

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7B	<p>ESSENTIA HEALTH EAST HAS THE FOLLOWING RESERVED POWERS OVER ALL ITS SUBSIDIARIES QUALITY, SAFETY AND SERVICE AUTHORITY TO RECOMMEND QUALITY AND SAFETY INITIATIVES AND TO REVIEW AND EXECUTE APPROVED QUALITY AND SAFETY PLANS FOR THE EAST MARKET MISSION, VISION AND VALUES AUTHORITY TO CREATE A MISSION AND A VISION THAT SUPPORT THE MISSION AND VISION OF ESSENTIA HEALTH, RESPONSIBILITY TO OVERSEE THE MISSION PERFORMANCE, INCLUDING CHARITY CARE, OF ALL FACILITIES WITHIN THE EAST MARKET, RESPONSIBILITY TO ADOPT THE VALUES OF ESSENTIA HEALTH OPERATING AND FINANCIAL PERFORMANCE RESPONSIBILITY TO OVERSEE THE OPERATING AND FINANCIAL PERFORMANCE OF THE EAST MARKET DEVELOPMENT OF BUDGETS, STRATEGIC PLANS AND STRATEGY MAP AUTHORITY TO DEVELOP AND RECOMMEND, BASED ON ESSENTIA HEALTH TARGETS, CAPITAL AND OPERATING BUDGETS FOR THE EAST MARKET AND ITS FACILITIES, AUTHORITY TO RECOMMEND, WITHIN THE ESSENTIA HEALTH CONTEXT, MARKET AND LOCAL STRATEGIC PLANS FOR THE EAST MARKET, AUTHORITY TO DEVELOP EAST MARKET GOVERNANCE STRATEGY MAP AND BALANCED SCORECARD WITHIN ESSENTIA HEALTH'S SYSTEM STRATEGY TO MEET SYSTEM GOALS NON-BUDGETED EXPENDITURES AUTHORITY TO APPROVE NON-BUDGETED CAPITAL PURCHASES AND LEASES FOR EAST MARKET FACILITIES WITHIN DOLLAR LIMITS DEFINED BY ESSENTIA HEALTH ACCREDITATION AND LICENSURE RESPONSIBILITY TO OVERSEE ACCREDITATION AND LICENSURE COMPLIANCE FOR THE FACILITIES OF THE EAST MARKET AFFILIATIONS, ACQUISITIONS AND JOINT VENTURES AUTHORITY TO RECOMMEND PROPOSED AFFILIATIONS, ACQUISITIONS, JOINT VENTURES AND OTHER ALLIANCES, RESPONSIBILITY TO OVERSEE NEGOTIATION AND IMPLEMENTATION OF APPROVED ACQUISITIONS AND OPERATION OF ALL APPROVED AFFILIATIONS, JOINT VENTURES AND OTHER ALLIANCES WITH THIRD PARTIES WITHIN THE EAST MARKET APPOINTMENT OF DIRECTORS AUTHORITY TO APPOINT OR ELECT DIRECTORS OF THE DIRECT SUBSIDIARIES, AND TO REMOVE SUCH DIRECTORS, WITH OR WITHOUT CAUSE SATISFACTION RESPONSIBILITY TO EXECUTE, EVALUATE AND OVERSEE PATIENT, FAMILY AND CUSTOMER SATISFACTION WITH RESPECT TO SERVICES PROVIDED WITHIN THE EAST MARKET AND TO ENSURE ESTABLISHED GOALS ARE MET JOB SATISFACTION RESPONSIBILITY TO OVERSEE JOB SATISFACTION AND STAFF MORALE WITHIN THE EAST MARKET FACILITIES HUMAN RESOURCES RESPONSIBILITY TO OVERSEE IMPLEMENTATION OF ESSENTIA HEALTH HUMAN RESOURCE POLICIES AND PROCEDURES THROUGHOUT THE EAST MARKET COMPLIANCE RESPONSIBILITY TO EXECUTE THE APPROVED ESSENTIA HEALTH CORPORATE COMPLIANCE AND RISK MANAGEMENT PLANS FOR THE EAST MARKET CREDENTIALING RESPONSIBILITY TO OVERSEE MEDICAL STAFF CREDENTIALING FOR THE EAST MARKET FACILITIES AMENDMENTS AUTHORITY TO SUGGEST PROPOSED AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BYLAWS OF THIS CORPORATION, THE DIRECT SUBSIDIARIES, AND ANY SUBSIDIARIES THEREOF COMPENSATION PLANS RESPONSIBILITY TO REVIEW AND APPROVE COMPENSATION OF EAST MARKET EXECUTIVES AND PHYSICIANS FOR REASONABLENESS AND CONSISTENCY WITH THE LAW AND ESSENTIA HEALTH'S COMPENSATION PHILOSOPHY PRESIDENT/</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7B	CHIEF MEDICAL OFFICER BY ACTION OF THE PRESIDENT OF ESSENTIA HEALTH EAST, AUTHORITY TO APPOINT AND REMOVE, WITH OR WITHOUT CAUSE, THE PRESIDENT/CHIEF MEDICAL OFFICER OF ANY OF THE DIRECT SUBSIDIARIES PUBLIC POLICY RESPONSIBILITY TO SUPPORT ESSENTIA HEALTH PUBLIC POLICY AND ADVOCACY PLANS MARKETING RESPONSIBILITY TO COORDINATE LOCAL MARKETING AND PROMOTIONAL ACTIVITIES CONSISTENT WITH ESSENTIA HEALTH MARKETING PLANS PHILANTHROPY RESPONSIBILITY TO COORDINATE PHILANTHROPY WITH ESSENTIA HEALTH FOUNDATION POLICIES PROFESSIONAL SERVICES RESPONSIBILITY TO OVERSEE EAST MARKET MANAGEMENT'S COOPERATION WITH EXTERNAL AUDITORS AND GENERAL LEGAL COUNSEL SELECTED BY ESSENTIA HEALTH AND COORDINATION OF LEGAL SERVICES THROUGH THE ESSENTIA HEALTH OFFICE OF GENERAL COUNSEL CATHOLIC FACILITIES RESPONSIBILITY TO OVERSEE IMPLEMENTATION OF BSBA-APPROVED METHODS, POLICIES AND PROCEDURES PERTAINING TO ADHERENCE BY THE EAST MARKET CATHOLIC FACILITIES WITH THE ETHICAL AND RELIGIOUS DIRECTIVES FOR CATHOLIC HEALTH CARE SERVICES AND USE OF RELIGIOUS SYMBOLS, DISTINGUISHING ELEMENTS AND PRAYERS PROJECTS INVOLVING REAL ESTATE AUTHORITY TO RECOMMEND FACILITY DEVELOPMENT PROJECTS, SUBJECT TO THE APPROVAL OF ESSENTIA HEALTH, RESPONSIBILITY TO OVERSEE EXECUTION OF APPROVED DEVELOPMENT PROJECTS ACCORDING TO ESSENTIA HEALTH POLICIES

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 8B	COMMITTEES THERE ARE NO COMMITTEES WITH AUTHORITY TO ACT ON BEHALF OF THE GOVERNING BODY

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11B	FORM 990 REVIEW PROCESS THE 2018 FORM 990, INCLUDING ALL SCHEDULES, WAS REVIEWED BY THE DULUTH CLINIC, LTD 'S MANAGEMENT AND GOVERNING BODY PRIOR TO FILING WITH THE INTERNAL REVENUE SERVICE EACH CURRENT DIRECTOR OF THE GOVERNING BODY RECEIVED A COPY OF THE 2018 FORM 990 THE DULUTH CLINIC, LTD 'S FINANCE LEADER REVIEWED THE FORM AND SCHEDULES AND ANY QUESTIONS WERE DISCUSSED

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	<p>MONITORING AND ENFORCING CONFLICT OF INTEREST POLICY ESSENTIA HEALTH'S COMPREHENSIVE CONFLICT OF INTEREST PROGRAM PREVENTS, DETECTS, AND RESOLVES ACTUAL CONFLICTS OF INTERESTS OR THE ACTUAL OR POTENTIAL APPEARANCE OF SUCH FIDUCIARIES, DEFINED AS AN ESSENTIA HEALTH BOARD MEMBER/TRUSTEE, OFFICER, BOARD COMMITTEE MEMBER, SENIOR MANAGEMENT EMPLOYEE, OR ANY OTHERS CONSIDERED TO BE IN A POSITION OF INFLUENCE, ARE COVERED UNDER ESSENTIA HEALTH'S CONFLICT OF INTEREST PROGRAM UPON INITIAL APPOINTMENT, EACH FIDUCIARY MUST COMPLETE AN INITIAL CONFLICT OF INTEREST STATEMENT AND DISCLOSURE QUESTIONNAIRE AT THE CONCLUSION OF EACH CALENDAR YEAR, EACH FIDUCIARY MUST COMPLETE AN ANNUAL CONFLICT OF INTEREST STATEMENT AND DISCLOSURE QUESTIONNAIRE AS NEEDED, A FIDUCIARY WILL UPDATE HIS/HER MOST RECENTLY COMPLETED QUESTIONNAIRE EACH TIME THE FIDUCIARY BECOMES AWARE OF A FINANCIAL INTEREST, A POTENTIAL CONFLICT, OR CHANGE TO ANY INFORMATION THAT THE FIDUCIARY PREVIOUSLY REPORTED ESSENTIA HEALTH'S CHIEF COMPLIANCE OFFICER WILL COLLECT THE QUESTIONNAIRES AND EVALUATE THE DISCLOSURES IF A FIDUCIARY HAS A POTENTIAL CONFLICT OF INTEREST, THE CHIEF COMPLIANCE OFFICER OR DESIGNEE MAY REQUEST ADDITIONAL INFORMATION FROM THE FIDUCIARY, THE MANAGEMENT TEAM, AND OTHERS DURING THE EVALUATION PROCESS, THE CHIEF COMPLIANCE OFFICER MAY ALSO CONSULT WITH ESSENTIA HEALTH'S BOARD AND AUDIT COMMITTEE CHAIRS, SENIOR MANAGEMENT, LEGAL DEPARTMENT, OR APPROPRIATE REPRESENTATIVES FROM ESSENTIA HEALTH THE CHIEF COMPLIANCE OFFICER REPORTS TO THE ESSENTIA HEALTH AUDIT COMMITTEE AND THE ESSENTIA HEALTH BOARD OF DIRECTORS ANY ACTUAL OR POTENTIAL CONFLICTS OF INTEREST DISCLOSED BY THE FIDUCIARY, ALONG WITH RECOMMENDED ACTIONS THE ESSENTIA HEALTH BOARD OF DIRECTORS (OR DESIGNEE) WILL THEN DETERMINE WHETHER TO APPROVE THE SITUATION OR TO IMPLEMENT SPECIAL CONTROLS TO MANAGE THE POTENTIAL CONFLICT OF INTEREST THE CHIEF COMPLIANCE OFFICER WILL THEN OFFICIALLY NOTIFY THE FIDUCIARY IN WRITING OF THE BOARD'S DECISION THE DECISION OF WHETHER OR NOT THE DISCLOSURE CONSTITUTES A CONFLICT WILL BE AT THE ESSENTIA HEALTH BOARD OF DIRECTORS' (OR DESIGNEE) SOLE DISCRETION, AND ITS CONCERN MUST BE THE WELFARE OF ESSENTIA HEALTH AND ITS AFFILIATE(S) AND THE ADVANCEMENT OF ITS PURPOSES WHEN THE ESSENTIA HEALTH BOARD OF DIRECTORS (OR DESIGNEE) CONSIDERS A FIDUCIARY'S DISCLOSURE AS A CONFLICT OF INTEREST, SPECIAL CONTROLS WILL BE IDENTIFIED TO MANAGE, ELIMINATE OR REDUCE THE LIKELIHOOD AND/OR APPEARANCE OF A CONFLICT ARISING CONTROLS MAY INCLUDE, BUT ARE NOT LIMITED TO A IF THE CONFLICT INVOLVES AN ON-GOING MATTER OR RELATIONSHIP, THE FIDUCIARY MUST NOT PARTICIPATE IN BOARD, BOARD COMMITTEE, OR MANAGEMENT DISCUSSIONS RELATED TO THE CONFLICT AND MUST RECUSE THEMSELVES AND IF APPROPRIATE, WITHDRAW, FROM ANY BOARD MEETING OR PORTION THEREOF WHERE THE MATTER IS BEING DISCUSSED AND DURING THE VOTE ON THE POTENTIAL CONFLICT OF INTEREST THE FIDUCIARY MAY ANSWER QUESTIONS AT THE BOARD'S OR THE BOARD COMMITTEE</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	E'S REQUEST B IF THE CONFLICT INVOLVES A SPECIFIC TRANSACTION OR DECISION, THE FIDUCIARY WILL FULLY DISCLOSE THEIR INTEREST AND ALL RELATED MATERIAL FACTS THE BOARD OR COMMITTEE OF THE BOARD WILL DETERMINE WHETHER THE CONTEMPLATED TRANSACTION MAY BE AUTHORIZED AS JUST, FAIR, AND REASONABLE TO ESSENTIA HEALTH OR ITS AFFILIATE(S) IF THE BOARD DETERMINES A CONFLICT DOES NOT EXIST, THE FIDUCIARY MAY PROCEED WITH THE TRANSACTION, HOWEVER, HE OR SHE WILL NOT BE ELIGIBLE TO VOTE ON RELATED ISSUES SHOULD THEY ARISE IF THE BOARD DETERMINES A CONFLICT DOES EXIST, THE FIDUCIARY WILL BE NOTIFIED OF THE DECISION REGARDING WHETHER THE CONTEMPLATED TRANSACTION WILL BE AUTHORIZED AS JUST, FAIR, AND REASONABLE FORM 990, PART VI, LINE 12 POLICY APPLIES TO DISREGARDED ENTITY, ESSENTIA HEALTH SANDSTONE MEDICAL, LLC FORM 990, PART VI, LINE 13 POLICY APPLIES TO DISREGARDED ENTITY, ESSENTIA HEALTH SANDSTONE MEDICAL, LLC FORM 990, PART VI, LINE 14 POLICY APPLIES TO DISREGARDED ENTITY, ESSENTIA HEALTH SANDSTONE MEDICAL, LLC FORM 990, PART VI, LINE 15 POLICY APPLIES TO DISREGARDED ENTITY, ESSENTIA HEALTH SANDSTONE MEDICAL, LLC

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15	<p>PROCESS FOR DETERMINING COMPENSATION THE INDEPENDENT EXECUTIVE COMPENSATION COMMITTEE OF ESSENTIA HEALTH'S BOARD OF DIRECTORS IS AUTHORIZED TO FULFILL THE BOARD'S RESPONSIBILITIES REGARDING EXECUTIVE COMPENSATION CONSISTENT WITH ESSENTIA'S MISSION, VALUES AND TAX-EXEMPT STATUS, AND THE EXECUTIVE COMPENSATION COMMITTEE'S CHARTER THE EXECUTIVE COMPENSATION COMMITTEE MEETS AT LEAST TWICE ANNUALLY TO CARRY OUT ITS RESPONSIBILITIES, WHICH INCLUDE, BUT ARE NOT LIMITED TO, ESTABLISHING, REVIEWING AND MODIFYING, AS APPROPRIATE, REASONABLE COMPENSATION AND BENEFITS FOR DESIGNATED ESSENTIA EXECUTIVES WHO ARE OFFICERS OR KEY EMPLOYEES OF ESSENTIA OR ANY OF ITS AFFILIATES WHICH MAY BE PAID BY RELATED ORGANIZATIONS THE EXECUTIVE COMPENSATION COMMITTEE ENGAGES QUALIFIED INDEPENDENT COMPENSATION ADVISORS TO PROVIDE OBJECTIVE AND IMPARTIAL COMPARATIVE DATA AND TO EXPRESS OPINIONS ON TOTAL COMPENSATION REASONABLENESS THE EXECUTIVE COMPENSATION COMMITTEE MAY REQUEST ITS INDEPENDENT ADVISORS TO MONITOR COMPARABILITY DATA AND MARKETPLACE TRENDS, MAKE APPROPRIATE RECOMMENDATIONS REGARDING SALARY RANGES, AND PERIODICALLY REVIEW THE MARKET COMPETITIVENESS OF ESSENTIA EXECUTIVE COMPENSATION PACKAGES PRIOR TO ESTABLISHING OR ADJUSTING EXECUTIVE COMPENSATION, THE EXECUTIVE COMPENSATION COMMITTEE WILL OBTAIN AND RELY UPON APPROPRIATE DATA AS TO COMPARABILITY OF THE PROPOSED COMPENSATION OR ADJUSTMENTS THE EXECUTIVE COMPENSATION COMMITTEE WILL ADEQUATELY DOCUMENT THE BASIS FOR ITS DETERMINATION CONCURRENTLY WITH MAKING THOSE DETERMINATIONS THE EXECUTIVE COMPENSATION COMMITTEE MINUTES WILL INCLUDE THE TERMS OF THE APPROVED COMPENSATION AND THE DATE APPROVED, THE EXECUTIVE COMPENSATION COMMITTEE MEMBERS PRESENT DURING THE REVIEW, DISCUSSION AND APPROVAL OF THE PROPOSED COMPENSATION AND THOSE WHO VOTED ON THE PROPOSED COMPENSATION, IDENTIFICATION OF THE COMPARABILITY DATA OBTAINED AND RELIED UPON BY THE EXECUTIVE COMPENSATION COMMITTEE AND HOW THE DATA WAS OBTAINED, ANY ACTIONS BY A MEMBER OF THE EXECUTIVE COMPENSATION COMMITTEE HAVING A CONFLICT OF INTEREST, AND DOCUMENTATION OF THE BASIS FOR THE DETERMINATION THE YEAR THIS PROCESS WAS LAST UNDERTAKEN FOR THE DULUTH CLINIC, LTD 'S VICE PRESIDENT OF FINANCE, CHIEF OPERATING OFFICER, SENIOR VICE PRESIDENTS OF OPERATIONS, CHIEF NURSING OFFICER, CHIEF MEDICAL OFFICER, AND PHYSICIAN LEADER WAS 2019 THE YEAR THIS PROCESS WAS LAST UNDERTAKEN FOR THE DULUTH CLINIC, LTD 'S PRESIDENT WAS 2018</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	AVAILABILITY OF GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, & FINANCIAL STATEMENTS TO THE PUBLIC GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE MADE AVAILABLE TO THE PUBLIC UPON REQUEST FOR THE SAME PERIOD OF DISCLOSURE AS SET FORTH IN SECTION 6104(D)

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART IX, LINE 24E	ESSENTIA HEALTH DULUTH, ESSENTIA HEALTH ST MARY'S MEDICAL CENTER, AND THE DULUTH CLINIC, LTD ALLOCATE CERTAIN REVENUES AND EXPENSES DIRECTLY TO ESSENTIA HEALTH DULUTH, ESSENTIA HEALTH ST MARY'S MEDICAL CENTER, THE DULUTH CLINIC, LTD , ESSENTIA HEALTH SANDSTONE, ESSENTIA HEALTH ST MARY'S HOSPITAL-SUPERIOR, ESSENTIA HEALTH NORTHERN PINES, ESSENTIA HEALTH POLINSKY MEDICAL REHABILITATION CENTER, ESSENTIA HEALTH DEER RIVER, AND ESSENTIA HEALTH VIRGINIA, ALL RELATED ORGANIZATIONS NET AFFILIATE REVENUE AND EXPENSE ALLOCATIONS OF (\$1,537,339) INCLUDE THE FOLLOWING TYPES OF REVENUE AND EXPENSES PATIENT REVENUE, NONPATIENT REVENUE, INVESTMENT INCOME, AMORTIZATION AND DEPRECIATION, INTEREST, PROFESSIONAL FEES, PURCHASED SERVICES, REPAIRS AND MAINTENANCE, SALARIES, WAGES, AND RELATED BENEFITS, SUPPLIES, UTILITIES, INSURANCE, BAD DEBT, AGENCY FEES, PROVIDER AND OTHER TAXES, AND OTHER EXPENSES

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XI, LINE 9	DEFINED BENEFIT PENSION PLAN LIABILITY ADJUSTMENT 2,550,383 NET ASSET TRANSFERS WITH RELATED ORGS -4,467,365 BOOK/TAX DIFFERENCE RELATED TO PARTNERSHIP INVESTMENTS -16,669

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2018

**Open to Public
Inspection**

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

Department of the Treasury
Internal Revenue Service

Name of the organization
THE DULUTH CLINIC LTD

Employer identification number

41-0883623

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) ESSENTIA HEALTH SANDSTONE MEDICAL LLC 502 E 2ND ST DULUTH, MN 55805 47-5153885	CLINIC	DE	261,083	7,927,184	THE DULUTH CLINIC LTD

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

See Additional Data Table

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) PMC-GATEWAY IMAGING LLC 705 LUNDORFF DR S SANDSTONE, MN 55072 26-1634764	IMAGING SERVICES	MN	N/A	N/A				No			No	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512(b) (13) controlled entity?	
								Yes	No
(1) ESSENTIA HEALTH INSURANCE SERVICES SPC LTD PO BOX 1159 GRAND CAYMAN CJ 000000000	SELF INSURANCE	CJ	N/A	C				Yes	

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

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

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) CRITICAL ACCESS GROUP	E	151,363	ACTUAL COSTS
(2) ESSENTIA HEALTH	M	11,478,495	ACTUAL COSTS
(3) ESSENTIA HEALTH	P	6,162,324	ACTUAL COSTS
(4) PINE MEDICAL CENTER	A	5,212	ACTUAL COSTS
(5) SMDC MEDICAL CENTER	A	171,834	ACTUAL COSTS
(6) ST MARY'S HOSPITAL OF SUPERIOR	A	370,641	ACTUAL COSTS

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

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

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

Part VII Supplemental Information

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

Return Reference	Explanation
SCHEDULE R, PART II, COLUMN (A)	<p>THE FOLLOWING ESSENTIA HEALTH ENTITIES HAVE A DOING BUSINESS AS NAME LEGAL NAME, DOING BUSINESS AS NAME BRAINERD LAKES INTEGRATED HEALTH SYSTEM, ESSENTIA HEALTH CENTRAL BRAINERD MEDICAL CENTER, INC , ESSENTIA HEALTH BRAINERD SPECIALTY CLINIC BRIDGES MEDICAL CENTER, ESSENTIA HEALTH ADA DEER RIVER HEALTHCARE CENTER, INC , ESSENTIA HEALTH DEER RIVER FIRST CARE MEDICAL SERVICES, ESSENTIA HEALTH FOSSTON GRACEVILLE HEALTH CENTER, ESSENTIA HEALTH HOLY TRINITY HOSPITAL INNOVIS HEALTH, LLC, ESSENTIA HEALTH WEST MIDWEST MEDICAL EQUIPMENT AND SUPPLIES, INC , ESSENTIA HEALTH MEDICAL EQUIPMENT & SUPPLIES NORTHERN PINES MEDICAL CENTER, ESSENTIA HEALTH NORTHERN PINES PINE MEDICAL CENTER, ESSENTIA HEALTH SANDSTONE POLINSKY MEDICAL REHABILITATION CENTER, ESSENTIA HEALTH POLINSKY MEDICAL REHABILITATION CENTER SMDC MEDICAL CENTER, ESSENTIA HEALTH DULUTH ST JOSEPH'S MEDICAL CENTER, ESSENTIA HEALTH ST JOSEPH'S MEDICAL CENTER ST MARY'S DULUTH CLINIC HEALTH SYSTEM, ESSENTIA HEALTH EAST ST MARY'S EMS, ESSENTIA HEALTH ST MARY'S EMERGENCY MEDICAL SERVICES-DETROIT LAKES ST MARY'S HOSPITAL OF SUPERIOR, ESSENTIA HEALTH ST MARY'S HOSPITAL-SUPERIOR ST MARY'S MEDICAL CENTER, ESSENTIA HEALTH ST MARY'S MEDICAL CENTER ST MARY'S REGIONAL HEALTH CENTER, ESSENTIA HEALTH ST MARY'S-DETROIT LAKES</p>

Schedule Form 2016

Additional Data

Software ID:
Software Version:
EIN: 41-0883623
Name: THE DULUTH CLINIC LTD

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
2024 S 6TH ST BRAINERD, MN 56401 37-1532145	SUPPORTING ORG	MN	501(C)(3)	LINE 12B, II	ESSENTIA HEALTH	Yes	
2024 S 6TH ST BRAINERD, MN 56401 37-1532148	CLINIC	MN	501(C)(3)	LINE 3	BRAINERD LAKES INTEGRATED HEALTH SYSTEM	Yes	
201 9TH ST W ADA, MN 56510 20-0479568	HOSPITAL/CLINIC	MN	501(C)(3)	LINE 3	INNOVIS HEALTH LLC	Yes	
301 CEDAR OROFINO, ID 83544 82-0497771	HOSPITAL/CLINIC	ID	501(C)(3)	LINE 3	CRITICAL ACCESS GROUP	Yes	
503 E 3RD ST STE 400 DULUTH, MN 55805 26-1219624	SUPPORTING ORG	MN	501(C)(3)	LINE 12B, II	ESSENTIA HEALTH	Yes	
115 10TH AVE NE DEER RIVER, MN 56636 41-0844574	HOSPITAL/CLINIC/SKILLED NURSING FACILITY	MN	501(C)(3)	LINE 3	ST MARY'S DULUTH CLINIC HEALTH SYSTEM	Yes	
502 E 2ND ST DULUTH, MN 55805 20-0360007	SUPPORTING ORG	MN	501(C)(3)	LINE 12C, III-FI	N/A		No
502 E 2ND ST DULUTH, MN 55805 27-1984704	FOUNDATION	MN	501(C)(3)	LINE 7	ESSENTIA HEALTH	Yes	
502 E 2ND ST DULUTH, MN 55805 27-1291124	RESEARCH	MN	501(C)(3)	LINE 4	THE DULUTH CLINIC LTD	Yes	
900 HILLIGOSS BLVD SE FOSSTON, MN 56542 41-0706143	HOSPITAL/CLINIC/SKILLED NURSING FACILITY	MN	501(C)(3)	LINE 3	INNOVIS HEALTH LLC	Yes	
115 WEST 2ND ST GRACEVILLE, MN 56240 41-0726173	HOSPITAL/CLINIC/SKILLED NURSING FACILITY	MN	501(C)(3)	LINE 3	INNOVIS HEALTH LLC	Yes	
3000 32ND AVE S FARGO, ND 58103 26-1175213	HOSPITAL/CLINIC	DE	501(C)(3)	LINE 3	ESSENTIA HEALTH	Yes	
4418 HAINES RD DULUTH, MN 55811 41-1674021	MEDICAL EQUIPMENT	MN	501(C)(3)	LINE 10	ST MARY'S MEDICAL CENTER	Yes	
5211 HWY 110 AURORA, MN 55705 41-0841441	HOSPITAL/CLINIC/SKILLED NURSING FACILITY	MN	501(C)(3)	LINE 3	ST MARY'S DULUTH CLINIC HEALTH SYSTEM	Yes	
705 LUNDORFF DR S SANDSTONE, MN 55072 41-1884597	HOSPITAL	MN	501(C)(3)	LINE 3	ST MARY'S DULUTH CLINIC HEALTH SYSTEM	Yes	
530 E 2ND ST DULUTH, MN 55805 41-0691275	REHABILITATION SERVICES	MN	501(C)(3)	LINE 3	ST MARY'S MEDICAL CENTER	Yes	
502 E 2ND ST DULUTH, MN 55805 41-1878730	HOSPITAL/CLINIC	MN	501(C)(3)	LINE 3	ST MARY'S DULUTH CLINIC HEALTH SYSTEM	Yes	
523 N 3RD ST BRAINERD, MN 56401 41-0695602	HOSPITAL/CLINIC	MN	501(C)(3)	LINE 3	BRAINERD LAKES INTEGRATED HEALTH SYSTEM	Yes	
407 E 3RD ST DULUTH, MN 55805 41-1836633	SUPPORTING ORG	MN	501(C)(3)	LINE 12B, II	ESSENTIA HEALTH	Yes	
1027 WASHINGTON AVE DETROIT LAKES, MN 56501 41-1805811	EMERGENCY SERVICES	MN	501(C)(3)	LINE 10	INNOVIS HEALTH LLC	Yes	

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c) (3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
3500 TOWER AVE SUPERIOR, WI 54880 41-1811073	HOSPITAL/CLINIC	MN	501(C)(3)	LINE 3	ST MARY'S MEDICAL CENTER	Yes	
PO BOX 137 COTTONWOOD, ID 83522 82-0226453	HOSPITAL/CLINIC	ID	501(C)(3)	LINE 3	CRITICAL ACCESS GROUP	Yes	
1027 WASHINGTON AVE DETROIT LAKES, MN 56501 26-2861321	PHARMACY	MN	501(C)(3)	LINE 3	INNOVIS HEALTH LLC	Yes	
407 E 3RD ST DULUTH, MN 55805 41-0695604	HOSPITAL	MN	501(C)(3)	LINE 3	ST MARY'S DULUTH CLINIC HEALTH SYSTEM	Yes	
1027 WASHINGTON AVE DETROIT LAKES, MN 56501 41-1620386	HOSPITAL/CLINIC/SKILLED NURSING FACILITY	MN	501(C)(3)	LINE 3	INNOVIS HEALTH LLC	Yes	

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

(a) Name of related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
(1) CRITICAL ACCESS GROUP	E	151,363	ACTUAL COSTS
(1) ESSENTIA HEALTH	M	11,478,495	ACTUAL COSTS
(2) ESSENTIA HEALTH	P	6,162,324	ACTUAL COSTS
(3) PINE MEDICAL CENTER	A	5,212	ACTUAL COSTS
(4) SMDC MEDICAL CENTER	A	171,834	ACTUAL COSTS
(5) ST MARY'S HOSPITAL OF SUPERIOR	A	370,641	ACTUAL COSTS