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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 black lung benefit trust or private foundation)

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

OMB No 1545-0047

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning 07-01-2009 and ending 06-30-2010

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
Baylor Health Care System Foundation

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
2001 Bryan Street No 2200

City or town, state or country, and ZIP + 4
Dallas, TX 752013005

D Employer identification number
75-1606705

E Telephone number
(214) 820-4135

G Gross receipts $ 111,726,713

F Name and address of principal officer
Rowland Robinson
3600 Gaston Ave Ste 100
Dallas, TX 75246

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

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

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

J Website: ▶ www BaylorHealth com

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶ | **L** Year of formation 1975 | **M** State of legal domicile TX

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
Provides philanthropic support services to help Baylor Health Care System achieve its mission of serving all people with exemplary health care, medical education, medical research, and community service

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

3	Number of voting members of the governing body (Part VI, line 1a)	3	3
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	0
5	Total number of employees (Part V, line 2a)	5	45
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0

		Prior Year	Current Year
Revenue			
8	Contributions and grants (Part VIII, line 1h)	41,320,509	32,644,238
9	Program service revenue (Part VIII, line 2g)	35,017	11,740
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	8,502,405	10,557,034
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-548,815	-290,964
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	49,309,116	42,922,048
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	19,757,644	18,165,217
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	3,578,676	3,614,347
16a	Professional fundraising fees (Part IX, column (A), line 11e)	60,000	120,000
b	Total fundraising expenses (Part IX, column (D), line 25) ▶4,328,366		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	3,124,556	4,633,502
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	26,520,876	26,533,066
19	Revenue less expenses Subtract line 18 from line 12	22,788,240	16,388,982

		Beginning of Current Year	End of Year
Net Assets or Fund Balances			
20	Total assets (Part X, line 16)	236,933,778	272,481,466
21	Total liabilities (Part X, line 26)	7,122,382	7,239,551
22	Net assets or fund balances Subtract line 21 from line 20	229,811,396	265,241,915

Part II Signature Block

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

Sign Here

Signature of officer — Date: 2011-05-16

Rowland Robinson President
Type or print name and title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-empolyed ▶ ☐	Preparer's identifying number (see instructions)
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ Ernst & Young US LLP 1901 Sixth Avenue North Suite 1200 Birmingham, AL 35203		EIN ▶	
		Phone no ▶ (205) 251-2000	

May the IRS discuss this return with the preparer shown above? (see instructions) ☑ Yes ☐ No

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission

To foster and support the activies and purposes of Baylor Health Care System to encourage broad-based public support of the health care system and its affiliated institutions, and to advance the medical objectives, including sponsorship of specific projects and programs, as recommended by the health care system and its affiliate institutions, to promote patient care, research and educational and training programs

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 exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts 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 $ 19,895,425 including grants of $ 18,165,217) (Revenue $ 0)

See Schedule OBaylor Health Care System Foundation ("Foundation") provides philanthropic services to help its sole member, Baylor Health Care System ("BHCS"), and its related non-profit entities achieve their mission of serving all people through exemplary health care, education, research, and community service With the support of the community, Baylor Health Care System continues to achieve new levels of excellence to dramatically improve the lives of patients and the well-being of our community for generations to come Since 1978, the Foundation has raised money through a variety of campaigns and fundraising events, all geared toward certain areas of need such as cancer care, heart and vascular, medical education, palliative care, nursing, neuroscience and other areas Each event is designed to reach out to the community, educating citizens on various health issues, the Baylor Health Care System mission, and actions that are essential for providing quality healthcare for the North Texas area Through a wide range of fundraising events and opportunities, donors are united by a single, simple passion to serve, care for and improve the health and lives of the people in our communities

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** ▶ $ 19,895,425

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		No
5	**Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	Is the organization's answer to any of the following questions "Yes"? *If so,complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.*	11	Yes	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*			
	• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*			
	• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*			
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*			
	• Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*			
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? *If "Yes," complete Schedule D, Part X.*			
12	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12	Yes	
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional* — **12A** Yes			
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Part I*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Part II*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the U S ? *If "Yes," complete Schedule F, Part III*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17	Yes	
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		No

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35**	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096, *Annual Summary and Transmittal of U.S. Information Returns. Enter -0-* if not applicable	1a	36		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		Yes	
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	2a	45		
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 this return (see instructions)	2b		Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	3a			No
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b			
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)?	4a			No
b	If "Yes," enter the name of the foreign country ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .	5a			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c			
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?	6a			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
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?	7a		Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	7f			No
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required? . . .	7g			
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h			
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			

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.

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body . .	1a: 3		
b	Enter the number of voting members that are independent . .	1b: 0		
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?	2	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . .	3		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a material diversion of the organization's assets? . .	5		No
6	Does the organization have members or stockholders?	6	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	Yes	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . .	7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

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

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	Yes	
11A	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	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?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line a or b, 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?	16a		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ MI

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply

☐ Own website ☐ Another's website ☑ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

Amy Martin
3600 Gaston Avenue
Dallas, TX 75246
(214) 820-2677

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

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

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year Use Schedule J-2 if additional space is needed

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

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

☐ Check this box if the organization did not compensate any current or former officer, director, trustee or key employee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See add'l data										

1b Total . . . . . ▶	1,637,865	2,764,767	651,578

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 10

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**		No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
Baylor Health Care System 2001 Bryan St Ste 2200 Dallas, TX 75201	Management Services	1,024,167
Black Lab Creative LLC 25 Highland Park Village 100-245 Dallas, TX 75205	Printing Services	233,425
PK Works 5172 Village Creek Dr Ste 102 Plano, TX 75093	Video Production Serv	127,485
William H Lively Consulting 2911 Turtle Creek Blvd Ste 100 Dallas, TX 75219	Fundraising Services	120,000

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 4

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . 1a				
	b	Membership dues 1b				
	c	Fundraising events 1c 2,027,843				
	d	Related organizations . . . 1d 7,000,000				
	e	Government grants (contributions) 1e				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f 23,616,395				
	g	Noncash contributions included in lines 1a-1f $ 1,084,968				
	h	**Total.** Add lines 1a-1f	32,644,238			
Program Service Revenue		Business Code				
	2a	Misc Operating Revenue 900,099	11,740			11,740
	b					
	c					
	d					
	e					
	f	All other program service revenue				
	g	**Total.** Add lines 2a–2f	11,740			
	3	Investment income (including dividends, interest and other similar amounts)	11,182,980			11,182,980
	4	Income from investment of tax-exempt bond proceeds . .				
	5	Royalties				
		(i) Real / (ii) Personal				
	6a	Gross Rents				
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss)				
		(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory 67,799,321				
	b	Less cost or other basis and sales expenses 68,413,016 / 12,251				
	c	Gain or (loss) -613,695 / -12,251				
	d	Net gain or (loss)	-625,946			-625,946
Other Revenue	8a	Gross income from fundraising events (not including $ 2,027,843 of contributions reported on line 1c) See Part IV, line 18 . . . a 88,434				
	b	Less direct expenses . . . b 379,398				
	c	Net income or (loss) from fundraising events . .	-290,964			-290,964
	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				
	b	Less cost of goods sold . . b				
	c	Net income or (loss) from sales of inventory . .				
		Miscellaneous Revenue / Business Code				
	11a					
	b					
	c					
	d	All other revenue				
	e	**Total.** Add lines 11a–11d				
	12	**Total revenue.** See Instructions . . .	42,922,048	0	0	10,277,810

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) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21	18,165,217	18,165,217		
2	Grants and other assistance to individuals in the U S See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	1,306,071	285,340	275,355	745,376
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	1,952,831	658,716	541,099	753,016
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	109,905	37,072	30,453	42,380
9	Other employee benefits	46,096	15,548	12,773	17,775
10	Payroll taxes	199,444	67,275	55,263	76,906
11	Fees for services (non-employees)				
a	Management				
b	Legal				
c	Accounting	47,365		47,365	
d	Lobbying				
e	Professional fundraising *See Part IV, line 17*	120,000			120,000
f	Investment management fees				
g	Other	1,323,711	176,784	944,835	202,092
12	Advertising and promotion	22,132			22,132
13	Office expenses	492,242	166,039	136,393	189,810
14	Information technology	181,032	61,065	50,161	69,806
15	Royalties				
16	Occupancy	331,814	111,926	91,940	127,948
17	Travel	38,984	13,150	10,802	15,032
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	47,820	16,131	13,250	18,439
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	71,542	24,132	19,823	27,587
23	Insurance	60		60	
24	Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a	Bad Debt	1,732,768			1,732,768
b	Other Expenses	235,018	79,275	65,120	90,623
c	Special Functions	56,381			56,381
d	Dues & Memberships	40,718	13,735	11,282	15,701
e	Meals & Entertainment	11,915	4,020	3,301	4,594
f	All other expenses				
25	**Total functional expenses.** Add lines 1 through 24f	26,533,066	19,895,425	2,309,275	4,328,366
26	**Joint costs.** Check here ▶ ☐ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing			1	842
	2	Savings and temporary cash investments		7,225,459	2	20,589,081
	3	Pledges and grants receivable, net		28,919,632	3	12,614,276
	4	Accounts receivable, net		47,854	4	143,007
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net		5,939	7	2,350
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges			9	
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 1,489,985			
	b	Less accumulated depreciation	10b 788,445	758,093	10c	701,540
	11	Investments—publicly traded securities		37,426,073	11	44,971,175
	12	Investments—other securities See Part IV, line 11			12	
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		162,550,728	15	193,459,195
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		236,933,778	16	272,481,466
Liabilities	17	Accounts payable and accrued expenses		1,877,637	17	1,376,832
	18	Grants payable			18	
	19	Deferred revenue			19	500,000
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*			21	
	22	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			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities Complete Part X of Schedule D		5,244,745	25	5,362,719
	26	**Total liabilities.** Add lines 17 through 25		7,122,382	26	7,239,551
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		25,563,194	27	30,472,868
	28	Temporarily restricted net assets		99,383,768	28	112,859,688
	29	Permanently restricted net assets		104,864,434	29	121,909,359
		Organizations that do not follow SFAS 117, check here ▶ ☐ 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		229,811,396	33	265,241,915
	34	Total liabilities and net assets/fund balances		236,933,778	34	272,481,466

Part XI Financial Statements and Reporting

			Yes	No
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?	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
c	If "Yes," to 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	2c	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both ☐ Separate basis ☐ Consolidated basis ☑ Both consolidated and separated basis			
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?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

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.** ▶ **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
Baylor Health Care System Foundation

Employer identification number
75-1606705

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

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

1 ☐ A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

_____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☑ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 331/3% 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 331/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization? **11g(i)**		
(ii) a family member of a person described in (i) above? **11g(ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		

h Provide the following information about the supported organization(s)

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

Part II **Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	19,643,702	22,105,580	23,917,225	25,720,509	32,644,238	124,031,254
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	19,643,702	22,105,580	23,917,225	25,720,509	32,644,238	124,031,254
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)						3,330,786
6 **Public Support.** Subtract line 5 from line 4						120,700,468

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	19,643,702	13,879,694	23,917,225	25,720,509	32,644,238	124,031,254
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	12,272,020	13,879,694	13,806,259	11,034,707	11,182,980	62,175,660
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 **Total support** (Add lines 7 through 10)						186,206,914

12	Gross receipts from related activities, etc (See instructions)	12	712,874

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

Section C. Computation of Public Support Percentage

14	Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f))	14	64 820 %
15	Public Support Percentage for 2008 Schedule A, Part II, line 14	15	64 990 %

16a **33 1/3% support test—2009.** 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—2008.** If the organization did not check the 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—2009.** 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 IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ☐

b **10%-facts-and-circumstances test—2008.** 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 IV 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 IRC 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support** (Add lines 9, 10c, 11 and 12)						

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

Section C. Computation of Public Support Percentage

15	Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15
16	Public support percentage from 2008 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2009** (line 10c column (f) divided by line 13 column (f))	17
18	Investment income percentage from **2008** Schedule A, Part III, line 17	18

19a **33 1/3% support tests—2009.** 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—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶

20 **Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions ▶

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

Additional Data

Software ID:
Software Version:
EIN: 75-1606705
Name: Baylor Health Care System Foundation

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	(C) Position (check all that apply)						(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			
Rowland Robinson President	40 00	X		X				461,902	0	57,274
Joel Allison Director	1 00	X						0	1,921,774	353,051
William Boyd Director	1 00	X						0	818,993	105,650
Raul Aguilar Director	1 00	X						0	0	0
Dennis H Alberts Director	1 00	X						0	0	0
Barry Andrews Director	1 00	X						0	0	0
Anita R Arnold Director	1 00	X						0	0	0
Darron K Ash Director	1 00	X						0	0	0
Norman P Bagwell Director	1 00	X						0	0	0
Roy Bailey Director	1 00	X						0	0	0
Robert Barnes Jr Director	1 00	X						0	0	0
Richard Bernstein Director	1 00	X						0	0	0
Barbara Bradfield Director	1 00	X						0	0	0
Harold Brierley Director	1 00	X						0	0	0
Glenn Callison Director	1 00	X						0	0	0
Brian Casey Director	1 00	X						0	0	0
Darlene Cass Director	1 00	X						0	0	0
Natalie Chu Director	1 00	X						0	0	0
Donald Clampitt Director	1 00	X						0	0	0
Nancy Collins Fisher Director	1 00	X						0	0	0
Joe Colonnetta Director	1 00	X						0	0	0
Edward Copley Director	1 00	X						0	0	0
Edward C Coppola Jr Director	1 00	X						0	0	0
Leo Corrigan III Director	1 00	X						0	0	0
David Craig Director	1 00	X						0	0	0

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
Mary Anne Cree Director	1 00	X						0	0	0
Linda P Custard Director	1 00	X						0	0	0
Lawrence Dale Director	1 00	X						0	0	0
Stephen B Dobbs Director	1 00	X						0	0	0
Thomas Dunning Director	1 00	X						0	0	0
Virgina Dykes DO Director	1 00	X						0	0	0
Leldon Echols Director	1 00	X						0	0	0
Richard Eiseman Jr Director	1 00	X						0	0	0
Sharon Ellis Director	1 00	X						0	0	0
Timothy Ewing Director	1 00	X						0	0	0
Curtis C Farmer Director	1 00	X						0	0	0
D Gilbert Friedlander Director	1 00	X						0	0	0
Jeff Fronterhouse Director	1 00	X						0	0	0
Mark D Gibson Director	1 00	X						0	0	0
Margo Goodwin Director	1 00	X						0	0	0
James Gray MD Director	1 00	X						0	24,000	0
Kelly Green Director	1 00	X						0	0	0
Randi Halsell Director	1 00	X						0	0	0
Jack Hamilton Director	1 00	X						0	0	0
Margaret Hancock Director	1 00	X						0	0	0
John D Harkey Jr Director	1 00	X						0	0	0
Milledge A Hart III Director	1 00	X						0	0	0
CR Hefner Jr Director	1 00	X						0	0	0
Lisa Hembry Director	1 00	X						0	0	0
Barry N Henry Director	1 00	X						0	0	0

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
Al Hill Director	1 00	X						0	0	0
William Hill Director	1 00	X						0	0	0
Robert C Holmes Director	1 00	X						0	0	0
J Stephen Jones Director	1 00	X						0	0	0
Thomas D Kingsley Director	1 00	X						0	0	0
Aaron W Kozmetsky Director	1 00	X						0	0	0
Mike Lafitte Director	1 00	X						0	0	0
Peter Lewis Director	1 00	X						0	0	0
Norman Lofgren Director	1 00	X						0	0	0
Lisa W Longino Director	1 00	X						0	0	0
Sarah Losinger Director	1 00	X						0	0	0
Ted Lyon Director	1 00	X						0	0	0
P Mike McCullough Director	1 00	X						0	0	0
Sharon C McCullough Director	1 00	X						0	0	0
John McFarland Director	1 00	X						0	0	0
James Miller Director	1 00	X						0	0	0
William Miller Director	1 00	X						0	0	0
Florence Mullins Director	1 00	X						0	0	0
Barry Newman Director	1 00	X						0	0	0
Beverly Nichols Director	1 00	X						0	0	0
Jeanette Norsworthy Director	1 00	X						0	0	0
Daniel P Novakov Director	1 00	X						0	0	0
Yvette Ostolaza Director	1 00	X						0	0	0
Pamela Patsley Director	1 00	X						0	0	0
Charles Pierce Jr Director	1 00	X						0	0	0

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
Gail Plummer Director	1 00	X						0	0	0
Ailenn M Pratt Director	1 00	X						0	0	0
Gail O Randall Director	1 00	X						0	0	0
Claiborne Querbes Director	1 00	X						0	0	0
Ann Quest Director	1 00	X						0	0	0
Wade Reed Director	1 00	X						0	0	0
Leonard Riggs Jr Director	1 00	X						0	0	0
Robert Sanford Director	1 00	X						0	0	0
Kenneth Schnitzer Jr Director	1 00	X						0	0	0
Peggy Sewell Director	1 00	X						0	0	0
David Shanahan Director	1 00	X						0	0	0
Ginny Sillers Director	1 00	X						0	0	0
Annette C Simmons Director	1 00	X						0	0	0
Shannon B Skokos Director	1 00	X						0	0	0
Jill Smith Director	1 00	X						0	0	0
Alison Solomon Director	1 00	X						0	0	0
David Stephens Director	1 00	X						0	0	0
Robert H Stewart III Director	1 00	X						0	0	0
Ann Stuart MD Director	1 00	X						0	0	0
Carolyn Swann Director	1 00	X						0	0	0
Thomas Swiley Director	1 00	X						0	0	0
John Tolleson Director	1 00	X						0	0	0
Julie Turner Director	1 00	X						0	0	0
Kristen H Twomey Director	1 00	X						0	0	0
Ann K Utley Director	1 00	X						0	0	0

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
Patrick S Wallace Director	1 00	X						0	0	0
Susan Wayne Strauss Director	1 00	X						0	0	0
Tucean Webb Director	1 00	X						0	0	0
Robert Wellborn Director	1 00	X						0	0	0
Lee Ann White Director	1 00	X						0	0	0
William D White Director	1 00	X						0	0	0
Joseph Williams Director	1 00	X						0	0	0
Philip Wise Director	1 00	X						0	0	0
Blake Woodall Director	1 00	X						0	0	0
Terry Worrell Director	1 00	X						0	0	0
Rev SM Wright II Director	1 00	X						0	0	0
Trea C Yip Director	1 00	X						0	0	0
Ana Yoder Director	1 00	X						0	0	0
Amy Martin VP Finance/Hosp Fin Off	40 00			X				190,565	0	17,510
Clare Graca VP Foundation Admin	40 00				X			204,117	0	26,145
Cynthia Krause VP Gift Planning	40 00				X			169,735	0	1,335
Mildred Dearman Director Foundation	40 00					X		139,066	0	6,209
Jayne Grimes Director Foundation	40 00					X		124,287	0	24,639
Roxann Garcia Director Foundation	40 00					X		122,314	0	18,223
Drew Oleson Director Foundation	40 00					X		119,264	0	20,299
Paige Schnabel Director Foundation	40 00					X		106,615	0	21,243

Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses

Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Bad Debt	1,732,768			1,732,768
Other Expenses	235,018	79,275	65,120	90,623
Special Functions	56,381			56,381
Dues & Memberships	40,718	13,735	11,282	15,701
Meals & Entertainment	11,915	4,020	3,301	4,594

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
Baylor Health Care System Foundation

Employer identification number
75-1606705

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

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

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

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

Part II **Conservation Easements.** Complete if the organization answered "Yes" to 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 pleasure)
☐ Preservation of an historically importantly land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a–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 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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 and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, 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 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, 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" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, 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 XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, 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) Revenues included in 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 relating to these items

a Revenues included in 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 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 XIV

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" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to 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	119,432,481	141,738,096			
b Contributions	18,002,631	3,046,424			
c Investment earnings or losses	11,104,626	-20,295,335			
d Grants or scholarships	0	0			
e Other expenditures for facilities and programs	4,154,676	5,056,704			
f Administrative expenses	0	0			
g End of year balance	144,385,062	119,432,481			

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ▶ **0.690 %**
- b Permanent endowment ▶ **99.310 %**
- c Term endowment ▶ **0 %**

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)	Yes	
(ii) related organizations	3a(ii)		No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	38,044			38,044
b Buildings		1,182,044	696,198	485,846
c Leasehold improvements				
d Equipment		269,897	92,247	177,650
e Other				
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				701,540

Part VII Investments—Other Securities. 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
Financial derivatives		
Closely-held equity interests		
Other		
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶		

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

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

(a) Description	(b) Book value
Beneficial Int in Split Int Agrmts	14,570,437
Long Term Investments	178,888,758
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	193,459,195

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
Annuities Payable	5,362,719
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	5,362,719

2. Fin 48 Footnote In Part XIV, 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

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	42,922,048
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	26,533,066
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	16,388,982
4	Net unrealized gains (losses) on investments	4	15,422,176
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	3,619,361
9	Total adjustments (net) Add lines 4 - 8	9	19,041,537
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	35,430,519

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

1	Total revenue, gains, and other support per audited financial statements			1	53,057,010
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	15,422,176		
b	Donated services and use of facilities	2b	422,157		
c	Recoveries of prior year grants	2c	911,231		
d	Other (Describe in Part XIV)	2d	379,398		
e	Add lines **2a** through **2d**			2e	17,134,962
3	Subtract line **2e** from line **1**			3	35,922,048
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 XIV)	4b	7,000,000		
c	Add lines **4a** and **4b**			4c	7,000,000
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	42,922,048

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	26,300,522
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	422,157		
b	Prior year adjustments	2b	1,442,155		
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d	379,398		
e	Add lines **2a** through **2d**			2e	2,243,710
3	Subtract line **2e** from line **1**			3	24,056,812
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 XIV)	4b	2,476,254		
c	Add lines **4a** and **4b**			4c	2,476,254
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	26,533,066

Part XIV Supplemental Information

Complete this part to 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, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
Part V, Line 4	Description of Intended Use of Endowment Funds	Description of use of endowment funds The Baylor Health Care System Foundation endowments provide support for the activities and purposes of Baylor Health Care System and its affiliated entities (collectively, "BHCS") The enable BHCS to advance its medical objectives and mission, including sponsorship of patient care, research, and educational and training programs
Part XII, Line 2d - Other Adjustments		Special Event Expenses 379398
Part XII, Line 4b - Other Adjustments		Contributions Recorded in Transfers Between Entities Under Common Control 7000000
Part XIII, Line 2d - Other Adjustments		Special Event Expenses 379398
Part XIII, Line 4b - Other Adjustments		Grants Recorded in Transfers Between Entities Under Common Control 743863 Bad Debt Expense 1732391
		FIN 48 Footnote The filing organization has separate individual audited financial statements, however, the organization is also included in Baylor Health Care System's combined audited financial statements (System) The System adopted the provisions of ASC 740 "Income Taxes" on July 1, 2007 As of June 30, 2010, there were no gross unrecognized tax benefits related to the filing organization

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SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization
Baylor Health Care System Foundation

Employer identification number
75-1606705

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

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

- **a** ☑ Mail solicitations
- **b** ☑ Internet and e-mail solicitations
- **c** ☑ Phone solicitations
- **d** ☑ In-person solicitations
- **e** ☑ Solicitation of non-government grants
- **f** ☐ Solicitation of government grants
- **g** ☑ Special fundraising events

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

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization Form 990-EZ filers are not required to complete this table

(i) Name of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions? **Yes**	**(iii)** **No**	**(iv)** Gross receipts from activity	**(v)** Amount paid to (or retained by) fundraiser listed in col **(i)**	**(vi)** Amount paid to (or retained by) organization
William H Lively Consulting	consult & educate on fund campaigns & strategies		No	0	120,000	0
Total . . . . . ▶					120,000	

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

MI

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than $5,000.

		(a) Event #1 Luncheon (event type)	(b) Event #2 Golf Tournament (event type)	(c) Other Events (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	1,855,931	260,346		2,116,277
	2 Less Charitable contributions	1,813,071	214,772		2,027,843
	3 Gross income (line 1 minus line 2)	42,860	45,574		88,434
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes	14,420	10,614		25,034
	6 Rent/facility costs	14,693	44,605		59,298
	7 Food and beverages	57,051	9,169		66,220
	8 Entertainment	21,500	5,000		26,500
	9 Other direct expenses	199,255	3,091		202,346
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				379,398
	11 Net income summary Combine lines 3, column d, and line 10 ▶				-290,964

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

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

			Yes	No
9	Enter the state(s) in which the organization operates gaming activities _____			
a	Is the organization licensed to operate gaming activities in each of these states?	9a		
b	If "No," Explain			
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a		
b	If "Yes," Explain			
11	Does the organization operate gaming activities with nonmembers?	11		
12	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12		

			Yes	No
13	Indicate the percentage of gaming activity operated in			
a	The organization's facility	**13a**		
b	An outside facility	**13b**		
14	Enter the name and address of the person who prepares the organization's gaming/special events books and records			
	Name ▶			
	Address ▶			
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue?	**15a**		
b	If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____			
c	If "Yes," enter name and address			
	Name ▶			
	Address ▶			
16	Gaming manager information			
	Name ▶			
	Gaming manager compensation ▶ $ _____			
	Description of services provided ▶			
	☐ Director/officer ☐ Employee ☐ Independent contractor			
17	Mandatory distributions			
a	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?	**17a**		
b	Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $			

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
Baylor Health Care System Foundation

Employer identification number
75-1606705

Part I General Information on Grants and Assistance

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

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . . . ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Baylor University Medical Center3500 Gaston Avenue Dallas,TX 75246	751837454	501(c)(3)	11,793,493		N/A	N/A	Patient Care, Education, Medical Research, Equipment, Community Service
Baylor Specialty Health Centers3301 Gaston Avenue Dallas,TX 75204	751765385	501(c)(3)	601,601		N/A	N/A	Patient Care, Education
Baylor Institute for Rehabilitation at Gaston Episcopal Hospital909 N Washington Dallas,TX 75246	751037226	501(c)(3)	79,053		N/A	N/A	Patient Care, Education
Baylor Medical Center at Waxahachie1405 West Jefferson Waxahachie,TX 75165	751844139	501(c)(3)	63,414		N/A	N/A	Patient Care, Education, Equipment
Baylor Regional Medical Center at Grapevine1650 W College Grapevine,TX 76051	751777119	501(c)(3)	50,287		N/A	N/A	Patient Care, Education
Baylor Regional Medical Center at Plano4700 Alliance Blvd Plano,TX 75093	820551704	501(c)(3)	509,372	0	N/A	N/A	Patient Care, Education
Baylor Research Institute 3310 Live Oak Ste 501 Dallas,TX 75204	751921898	501(c)(3)	4,175,227	0	N/A	N/A	Medical Research, Equipment
Baylor Health Care System 2001 Bryan Street Suite 2200 Dallas,TX 75201	751812652	501(c)(3)	126,943	0	N/A	N/A	Education, Employee Assistance
HealthTexas Provider Network8080 N Cntrl Expwy Ste 1700 LB 83 Dallas,TX 75206	752536818	501(c)(3)	11,073	0	N/A	N/A	Medical Research
Southern Sector Health Initiative4500 Spring Ave Dallas,TX 75210	263087442	501(c)(3)	0	743,863	FMV	Equipment	Equipment
Baylor Medical Center at Garland2300 Marie Curie Blvd Garland,TX 75042	751037591	501(c)(3)	10,891	0	N/A	N/A	Patient Care, Education

2 Enter total number of section 501(c)(3) and government organizations . . . . . ▶ 12

3 Enter total number of other organizations . . . . . ▶ 0

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
Procedure for Monitoring Grants in the U S	Part I, Line 2	Schedule I, Part I, Line 2 Monitoring Grants & Other Assistance As part of its mission, the organization provides grants and other assistance to related organizations and/or unrelated not-for-profit organizations which are religious, charitable, scientific, or educational in nature, within the meaning of Internal Revenue Code Section 501(c)(3), when the use will further one or more tenets of Baylor's charitable mission and one of the following criteria for use of these funds is met (1)Fulfills a need identified by a community needs assessment conducted by Baylor Health Care System (BHCS) or a third party (such as Community Health Check Up or by the United Way) and adopted as a priority by BHCS's Community Service Advisory Council, (2) Serves an under-served community or group of people through medical mission work to improve their health status For related organizations, all grants and other assistance are subject to the policies and procedures set forth by BHCS which ensures all funds are used in accordance with the guidelines set forth above and in accordance with the related organization's exempt purpose Grants and other assistance provided to unrelated organizations are typically monitored by personal inspection Examples include providing assistance to entities where the filing organization's employee serves as a Board Member for the recipient organization or through attendance at community events where the filing organization employees work as volunteers or to help coordinate these events

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
Baylor Health Care System Foundation

Employer identification number
75-1606705

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☑ Health or social club dues or initiation fees ☑ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**	Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**	Yes	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☑ Compensation committee ☐ Written employment contract ☑ Independent compensation consultant ☑ Compensation survey or study ☐ Form 990 of other organizations ☑ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**	Yes	
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
Rowland Robinson	(i)	299,990	145,076	16,836	34,789	22,485	519,176	0
	(ii)	0	0	0	0	0	0	0
Joel Allison	(i)	0	0	0	0	0	0	0
	(ii)	942,834	948,382	30,558	323,038	30,013	2,274,825	198,172
William Boyd	(i)	0	0	0	0	0	0	0
	(ii)	518,416	278,851	21,726	71,005	34,645	924,643	0
Amy Martin	(i)	146,473	43,192	900	0	17,510	208,075	0
	(ii)	0	0	0	0	0	0	0
Clare Graca	(i)	129,101	53,191	21,825	0	26,145	230,262	0
	(ii)	0	0	0	0	0	0	0
Cynthia Krause	(i)	144,384	24,481	870	0	1,335	171,070	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
	Part I, Line 1a	Discretionary spending account - The organization provides eligible employees who travel frequently in their personal vehicle an auto expense allowance in lieu of reimbursement for business mileage under the organization's business travel and expense reimbursement policy All auto expense allowances are treated as taxable compensation One person listed in the Form 990, Part VII, Section A, received this benefit during the tax year
	Part I, Line 1a	Health or social club dues or initiation fees - The organization may reimburse eligible employees for dues for a health club and/or a social club where there is a bona fide business need for the membership For example, as part of the organization's promotion of health, the organization will cover a portion of any employees' fitness center club membership dues paid to an affiliated entity that owns and operates a fitness center All employees are eligible for this benefit Such reimbursements are treated as taxable compensation to the extent any part of the membership is used for personal use Six of the persons listed in the Form 990, Part VII, Section A, received this benefit during the tax year
	Part I, Line 4a	In order to recruit and retain key talent, Baylor Health Care System ("BHCS") offers a supplemental non qualified retirement plan to eligible employees The plan provides an annual benefit (based on a percentage of compensation) to the employee that is paid to the employee on a future date upon vesting in the plan The following individual(s) participated in and/or received payments (noted in parenthesis) from BHCS' supplemental non qualified retirement plan during the tax year Rowland Robinson, Joel Allison ($198,172) and William Boyd Also, select certain officers, as designated by the organization's governing body, are eligible to participate in a Long Term Incentive Plan that is designed to recognize the key senior leaders' value and contribution to the organization as well as align their compensation to the long term strategy of the organization Performance targets are based upon a percentage of the participant's base salary and are developed by independent third party expert(s) using market competitive data within the guides of reasonableness The plan is based on organization's three-year performance against its peers, determined based on peer rankings or percentile rankings in quality, patient satisfaction and financial performance At the end of three years, awards are determined by the organization's governing body for participants Payouts are partially made in cash and the remainder vests over an additional two year period Joel Allison participated in this plan during the tax year
	Part I, Line 7	The organization has adopted and implemented BHCS's, the organization's sole member, Performance Award Program to provide a market competitive total cash compensation incentive program that is designed to attract and retain key leaders and establish greater individual accountability and alignment to business performance Payout targets are based upon a percentage of base pay and are developed by independent third party expert(s) using comparable market competitive data within the bounds of reasonableness and that are reviewed and approved by BHCS's governing body Payout levels are based upon a combination of system, entity, and individual performance using various metrics related to quality, patient satisfaction, employee retention, and financal stewardship BHCS's governing body may approve modifications to annual incentive awards provided under the program consistent with market comparability data
Supplemental Information	Part III	Supplemental Information Governing Body Compensation The members of the governing body serve on a voluntary basis and receive no cash compensation from the organization for these duties as a member of the governing body However, certain members receive compensation from a related organization in their capacity as an employee of the related organization

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SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

▶Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

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Baylor Health Care System Foundation

Employer identification number
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Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications	X		6,156	Cost of Donated Property
5 Clothing and household goods	X		17,902	Cost of Donated Property
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	8	199,434	Avg FMV on Date of Trans
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory	X	2	9,935	Cost of Donated Property
20 Drugs and medical supplies	X	3	16,936	Cost of Donated Property
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (Giveaways)	X	72	78,955	Cost of Donated Property
26 Other ▶ (Capital Assets)	X	11	755,650	Cost of Donated Property
27 Other ▶( )				
28 Other ▶ ( )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . **29** 0

		Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		No
b	If "Yes," describe the arrangement in Part II		
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	Yes	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?		No
b	If "Yes," describe in Part II		
33	If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II		

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
Method for Determining Number of Contributors	Part I, Column (b)	The organization is reporting the number of contributions, not the number of items contributed

Additional Data

Software ID:
Software Version:
EIN: 75-1606705
Name: Baylor Health Care System Foundation

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SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

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2009

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Employer identification number
75-1606705

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 2		Description of family or business relationships Director, Yvette Ostolaza and Director, D Gilbert Friedlander have a business relationship Director, Joe Colonnetta and Director, Norman P Bagwell have a business relationship Director, Lisa Hembry and Director, Peter Lewis have a business relationship Director, P Mike McCullough and Director, Sharon McCullough have a family relationship Director, R F Sanford and Director, Raul Aguilar have a business relationship Director, Brian Casey and Director, Beverly Nichols have a business relationship Director, Brian Casey and Director, Pamela Patsley have a business relationship Director, Brian Casey and Director, Leonard Riggs, Jr have a business relationship Director, Brian Casey and Director, John Tolleson have a business relationship Director, Leo F Corrigan III and Director, Leonard Riggs, Jr have a business relationship Director, Leo F Corrigan III and Director, John McFarland have a business relationship Director, Leo F Corrigan III and Director, Kenneth Schnitzer, Jr have a business relationship Director, James N Miller and Director, Brian Casey have a business relationship Director, Philip Wise and Director, Margaret Hancock have a business relationship Director, Terry Worrell and Director, John Tolleson have a business relationship

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 6		Members or stockholders The organization is a Texas nonprofit membership organization in which BHCS, a tax exempt, Texas nonprofit corporation, is the sole member

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 7a		Election of members of governing body by members, stockholders, or other persons The governing body is self-appointed, subject to approval from the sole member, BHCS

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 7b		Governing body decision subject to approval The sole member, BHCS, has final authority over certain decisions/powers of the organization such as approval of the organization's articles of incorporation and bylaws and amendments thereto, appointment and removal of the members of the organization's governing body, approval of dissolutions and mergers, and other similar decisions/powers over the organization

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 11		Process used to review the Form 990 The Form 990 is prepared and reviewed by BHCS's tax department with assistance from a national public accounting firm During the return preparation process the tax department works with other functional areas including finance, accounting, treasury, legal, human resources, and corporate compliance for advice, information and assistance to prepare a complete and accurate return Upon completion, the Form 990 is reviewed by the organization's President, financial officer and/or other key officers The Form 990 is then reviewed with the organization's governing body and a complete final copy of the return is provided to the organization's governing body prior to filing with the IRS

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 12c		Process used to monitor and enforce compliance with the organization's conflict of interest policy Persons with the actual or perceived ability to influence the organization have the duty to disclose annually and otherwise promptly as potential conflicts are identified, any familial, professional or financial relationships with entities or individuals that do, or seek to do business with the organization or that compete with the organization These individuals include the organization's officers, governing body, management, physicians with administrative services agreements and other key personnel who interact with outside organizations or businesses on behalf of the organization The BHCS Board of Trustees Audit and Compliance Committee and the BHCS Corporate Compliance Committee review all relevant disclosures submitted by these individuals to determine whether a conflict of interest exists and to determine an appropriate resolution, if necessary The BHCS Compensation and Governance Committee also reviews all relevant disclosures by individuals serving on BHCS's governing body Any individual with a perceived or potential conflict is prohibited from voting or participating in the decision making process regarding such transaction with that individual

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 15		Process for determining compensation The organization, a controlled affiliate of BHCS, recognizes that those chosen to lead the organization are vital to its ongoing success and growth Thus, it must attract, retain and engage the highest quality officers and key employees to lead the organization and help BHCS maintain its national reputation for achieving high targets for medical quality, patient safety, and patient satisfaction A significant portion of the organization's officers' and key employees' total compensation is based on significant performance achievements This strategy, known as the Performance Award Program, works to put a greater emphasis on the importance of the organization achieving targeted improvements in the areas of People, Quality, Patient Satisfaction and Financial Stewardship, annually Total executive compensation is part of an integrated talent management strategy developed by the BHCS Board of Trustees and its Compensation and Governance Committee (Committee) to attract, motivate, and retain the best leadership resources for the organization Executive compensation is determined pursuant to guidelines outlined in the intermediate sanction rules under IRC Section 4958 including taking steps to meet the rebuttable presumption standard of reasonableness under Treasury Regulation 53 4958-6, as summarized below When making compensation decisions, the organization compares itself to similar-sized, and structured businesses including other integrated health care service systems and other similar-sized organizations, both locally and nationally The BHCS Board of Trustees and Committee, on behalf of the organization, work directly with independent compensation expert(s) to identify reasonable and competitive market rates as well as provide an annual review of the total compensation of the organization's top management officials and key employees The Committee is made up of members of the BHCS Board of Trustees, who are independent, community volunteers Guided by the information provided by the independent compensation expert(s), the Committee approves and recommends to the BHCS Board of Trustees salary increases, earned incentives, and benefit offerings for the organization's President, other officers and/or key employees to be comparable to similar organizations for similar services and/or positions Furthermore, the Committee is charged with the responsibility of reviewing annually the major elements of the executive compensation program to assure designs remain consistent with the business needs, market practices, and compensation philosophy As part of the decision making process, the Committee will often meet in executive session to discuss and review recommendations made by the independent compensation expert(s) During the executive session no officer or key employee whose compensation is being reviewed is present during these discussions All decisions are contemporaneously documented in the Committee minutes which are timely reviewed and approved by the Committee

Identifier	Return Reference	Explanation
Form 990, Part VI, Section C, line 19		Process for making governing documents, conflict of interest policy, & financial statements available to the public The organization's articles of incorporation and amendments thereto are made available to the public by the filing of those documents with the Texas Secretary of State Also, the organization is included within the combined financial statements of BHCS that are made available to the public by the posting of those documents through DAC Bond The organization's other governing documents and conflicts of interest policy are not made available to the public

Identifier	Return Reference	Explanation
Form 990, Part VII Hours devoted to related organizations		The persons listed below also serve as employees of related organizations The average hours per week devoted to the related organizations are listed below Joel Allison (40 Hours) Steve Boyd (40 Hours)

Identifier	Return Reference	Explanation
Form 990, Part I, Lines 3 & 4, and Part VI, Lines 1a and 1b Number of	Independent Board Members	Effective May 11, 2010, the organization's governing body was changed to have a minimum of 3 and no more than 5 persons who will have oversight of the business of the organization and overall governance of the organization except for powers reserved to the organization's sole member, Baylor Health Care System ("BHCS") Furthermore, a non-voting, advisory Foundation Board was created consisting of the former members of the governing body to provide advice and support to the organization's governing body As a result, the number of voting members at the end of the tax year listed on Form 990, Part VI, Line 1a, will not be the same as the number of board members listed on Part VII All of the members of the organization's governing body are employees of the organization or of BHCS, a related tax exempt organization Therefore, the organization's governing body would not be deemed independent according to the definition of independence in the Form 990 instructions However, BHCS, as the organization's sole member, appoints the members of the organization's governing body to fulfill the mission and charitable purpose of the organization BHCS' governing body is, and would be deemed independent under the said instructions, because it is comprised of a majority of independent community representatives that provide leadership and governance to BHCS and its affiliated tax exempt entities to ensure it is meeting its charitable purpose

Identifier	Return Reference	Explanation
Supplemental Information IRC Section 6038 Statement		The Foundation is controlled by BHCS, Employer Identification Number 75-1812652 BHCS also owns Church University Insurance Company, Ltd (CUIC) and Health Care Insurance Company of Texas, Ltd (HCIC) CUIC and HCIC are controlled foreign corporations BHCS furnishes all information required of BHCSF by IRC Section 6038 and the regulations thereunder with respect to CUIC and HCIC Therefore, pursuant to Treasury Regulation Sec 1 6038-2(j)(2), BHCSF is excepted from providing such information BHCS files its Return of Organization Exempt from Income Tax in Ogden, Utah

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2009

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Name of the organization
Baylor Health Care System Foundation

Employer identification number
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Part I **Identification of Disregarded Entities** (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
See Additional Data Table					

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? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No
See Additional Data Table											

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
See Additional Data Table							

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

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

		Yes	No
1 During the tax year, did the orgranization 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 **(iv)** rent from a controlled entity	1a		No
b Gift, grant, or capital contribution to other organization(s)	1b	Yes	
c Gift, grant, or capital contribution from other organization(s)	1c	Yes	
d Loans or loan guarantees to or for other organization(s)	1d		No
e Loans or loan guarantees by other organization(s)	1e		No
f Sale of assets to other organization(s)	1f		No
g Purchase of assets from other organization(s)	1g		No
h Exchange of assets	1h		No
i Lease of facilities, equipment, or other assets to other organization(s)	1i		No
j Lease of facilities, equipment, or other assets from other organization(s)	1j		No
k Performance of services or membership or fundraising solicitations for other organization(s)	1k		No
l Performance of services or membership or fundraising solicitations by other organization(s)	1l	Yes	
m Sharing of facilities, equipment, mailing lists, or other assets	1m		No
n Sharing of paid employees	1n		No
o Reimbursement paid to other organization for expenses	1o	Yes	
p Reimbursement paid by other organization for expenses	1p		No
q Other transfer of cash or property to other organization(s)	1q		No
r Other transfer of cash or property from other organization(s)	1r		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 other organization	(b) Transaction type(a-r)	(c) Amount involved
(1) See Additional Data Table		
(2)		
(3)		
(4)		
(5)		
(6)		

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) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproprtionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Additional Data Return to Form

Software ID:
Software Version:
EIN: 75-1606705
Name: Baylor Health Care System Foundation

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 501(c)(3))	(f) Direct Controlling Entity
Baylor Health Care System 2001 Bryan Street Suite 2200 Dallas, TX75201 75-1812652	Management Services	TX	501(c)(3)	11, Type III	N/A
Baylor University Medical Center 2001 Bryan Street Suite 2200 Dallas, TX75201 75-1837454	Acute Care Hospital	TX	501(c)(3)	3	Baylor Health Care System
Baylor Medical Center at Garland 2001 Bryan Street Suite 2200 Dallas, TX75201 75-1037591	Acute Care Hospital	TX	501(c)(3)	3	Baylor Health Care System
Baylor Medical Center at Irving 2001 Bryan Street Suite 2200 Dallas, TX75201 75-2586857	Acute Care Hospital	TX	501(c)(3)	3	Baylor Health Care System
Baylor Medical Center at Waxahachie 2001 Bryan Street Suite 2200 Dallas, TX75201 75-1844139	Acute Care Hospital	TX	501(c)(3)	3	Baylor Health Care System
Baylor Regional Medical Center at Plano 2001 Bryan Street Suite 2200 Dallas, TX75201 82-0551704	Acute Care Hospital	TX	501(c)(3)	3	Baylor Health Care System
Baylor Regional Medical Center at Grapevine 2001 Bryan Street Suite 2200 Dallas, TX75201 75-1777119	Acute Care Hospital	TX	501(c)(3)	3	Baylor Health Care System
Baylor Institute for Rehabilitation at Gaston Episcopal Hospital 2001 Bryan Street Suite 2200 Dallas, TX75201 75-1037226	Rehabilitation Hospital	TX	501(c)(3)	3	Baylor Health Care System
Baylor Specialty Health Centers 2001 Bryan Street Suite 2200 Dallas, TX75201 75-1765385	Long Term Care Hospitals	TX	501(c)(3)	3	Baylor Health Care System
Baylor All Saints Medical Center 2001 Bryan Street Suite 2200 Dallas, TX75201 75-1008430	Acute Care Hospital	TX	501(c)(3)	3	Baylor Health Care System
All Saints Health Foundation 2001 Bryan Street Suite 2200 Dallas, TX75201 75-1947007	Fundraising	TX	501(c)(3)	7	Baylor All Saints Medical Center
HealthTexas Provider Network 2001 Bryan Street Suite 2200 Dallas, TX75201 75-2536818	Physician Practices	TX	501(c)(3)	3	Baylor Health Care System
Baylor Health Services 2001 Bryan Street Suite 2200 Dallas, TX75201 75-1917311	Holds interests in Ambulatory Surgery Centers/ Short Stay Hospitals	TX	501(c)(3)	3	Baylor Health Care System
Baylor Research Institute 2001 Bryan Street Suite 2200 Dallas, TX75201 75-1921898	Research	TX	501(c)(3)	4	Baylor Health Care System
Southern Sector Health Initiative 2001 Bryan Street Suite 2200 Dallas, TX75201 26-3087442	Diabetes Health & Wellness Center	TX	501(c)(3)	11, Type I	Baylor University Medical Center
Baylor Medical Center at McKinney 2001 Bryan Street Suite 2200 Dallas, TX75201 26-3604064	Acute Care Hospital	TX	501(c)(3)	3	Baylor Health Care System
Baylor Health Care System Employee Benefit Trust 2001 Bryan Street Suite 2200 Dallas, TX75201 75-1848557	VEBA	TX	501(c)(9)		Baylor Health Care System
Irving Healthcare Foundation 2001 Bryan Street Suite 2200 Dallas, TX75201 75-1570933	Fundraising	TX	501(c)(3)	7	Baylor Medical Center at Irving

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(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) Disproprtionate allocations?		(i) Code V-UBI amount on Box 20 of K-1 ($)	(j) General or Managing Partner?	
							Yes	No		Yes	No
MEDCO Construction LLC 2001 Bryan Street Suite 2200 Dallas, TX75201 20-5965871	Construction	TX	N/A								
Baylor Affiliated Services LLC 2001 Bryan Street Suite 2200 Dallas, TX75201 26-0614730	Benefit Plans	TX	N/A								
Baylor Heart and Vascular Center LLP 2001 Bryan Street Suite 2200 Dallas, TX75201 75-2834135	Specialty Hospital	TX	N/A								
Texas Heart Hospital of the Southwest LLP 2001 Bryan Street Suite 2200 Dallas, TX75201 41-2101361	Specialty Hospital	TX	N/A								
HealthTexas Provider Network-Gastro Serv LLP 2001 Bryan St Ste 2200 Dallas, TX75201 73-1697736	Ambulatory Surgery Center	TX	N/A								
Trinity MC LLC 2001 Bryan Street Suite 2200 Dallas, TX75201 20-8889358	Acute Care Hospital	TX	N/A								
Texas Health Venture Group LLC 15305 Dallas Parkway Suite 1600 Addison, TX75001 75-2696845	Holds interests in Ambulatory Surgery Centers/Short Stay Hospitals	TX	N/A								
Dallas Surgical Partners LLC 15305 Dallas Parkway Suite 1600 Addison, TX75001 72-2183815	Ambulatory Surgery Center	TX	N/A								
Valley View Surgicare Partners Ltd 15305 Dallas Parkway Suite 1600 Addison, TX75001 75-2900902	Ambulatory Surgery Center	TX	N/A								
Denton Surgicare Partners Ltd 15305 Dallas Parkway Suite 1600 Addison, TX75001 75-2708579	Ambulatory Surgery Center	TX	N/A								
Bellaire Outpatient Surgery Center LLP 15305 Dallas Parkway Suite 1600 Addison, TX75001 56-2297308	Ambulatory Surgery Center	TX	N/A								
Grapevine Surgicare Partners Ltd 15305 Dallas Parkway Suite 1600 Addison, TX75001 75-2854711	Ambulatory Surgery Center	TX	N/A								
Lewisville Surgicare Partners Ltd 15305 Dallas Parkway Suite 1600 Addison, TX75001 75-2862263	Ambulatory Surgery Center	TX	N/A								
North Garland Surgery Center LLP 15305 Dallas Parkway Suite 1600 Addison, TX75001 56-2399993	Ambulatory Surgery Center	TX	N/A								
Garland Surgicare Partners Ltd 15305 Dallas Parkway Suite 1600 Addison, TX75001 75-2764855	Ambulatory Surgery Center	TX	N/A								
Arlington Surgicare Partners Ltd 15305 Dallas Parkway Suite 1600 Addison, TX75001 75-2748040	Ambulatory Surgery Center	TX	N/A								
Rockwall Ambulatory Surgery Center LLP 15305 Dallas Parkway Suite 1600 Addison, TX75001 20-5506447	Ambulatory Surgery Center	TX	N/A								
Metroplex Surgicare Partners Ltd 15305 Dallas Parkway Suite 1600 Addison, TX75001 75-2567179	Ambulatory Surgery Center	TX	N/A								
Baylor Surgicare at Plano LLC 15305 Dallas Parkway Suite 1600 Addison, TX75001 26-0308454	Ambulatory Surgery Center	TX	N/A								
RockwallHeath Surgery Center LLP 15305 Dallas Parkway Suite 1600 Addison, TX75001 20-0334166	Ambulatory Surgery Center	TX	N/A								
Irving Coppell Surgical Hospital LLP 15305 Dallas Parkway Suite 1600 Addison, TX75001 54-2086863	Short Stay Hospital	TX	N/A								
North Central Surgical Center LLP 15305 Dallas Parkway Suite 1600 Addison, TX75001 20-1508140	Short Stay Hospital	TX	N/A								
Trophy Club Medical Center LLP 15305 Dallas Parkway Suite 1600 Addison, TX75001 48-1260190	Short Stay Hospital	TX	N/A								
Ft Worth Surgicare Partners Ltd 15305 Dallas Parkway Suite 1600 Addison, TX75001 75-2658178	Short Stay Hospital	TX	N/A								
Frisco Medical Center LLP 15305 Dallas Parkway Suite 1600 Addison, TX75001 75-2865177	Short Stay Hospital	TX	N/A								
MSH Partners LLP 15305 Dallas Parkway Suite 1600 Addison, TX75001 75-2829613	Short Stay Hospital	TX	N/A								
Arlington Orthopedic and Spine Hospital LLC 15305 Dallas Parkway Suite 1600 Addison, TX75001 26-1578178	Short Stay Hospital	TX	N/A								
University Surgical Partners of Dallas LLP 15305 Dallas Parkway Suite 1600 Addison, TX75001 55-0823809	Ambulatory Surgery Center	TX	N/A								
Baylor Surgicare at Granbury LLC 15305 Dallas Parkway Suite 1600 Addison, TX75001 26-3896477	Ambulatory Surgery Center	TX	N/A								
Baylor Surgicare at Mansfield LLC 15305 Dallas Parkway Suite 1600 Addison, TX75001 27-1835675	Ambulatory Surgery Center	TX	N/A								

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(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) Disproprtionate allocations?		(i) Code V-UBI amount on Box 20 of K-1 ($)	(j) General or Managing Partner?	
							Yes	No		Yes	No
Physicians Surgical Center of Ft Worth LLP 15305 Dallas Parkway Suite 1600 Addison, TX75001 20-8303422	Ambulatory Surgery Center	TX	N/A								
Desoto Surgicare Partners Ltd 15305 Dallas Parkway Suite 1600 Addison, TX75001 75-2592508	Ambulatory Surgery Center	TX	N/A								

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income ($)	(g) Share of end-of-year assets ($)	(h) Percentage ownership
Baylor Health Enterprises LP 2001 Bryan Street Suite 2200 Dallas, TX75201 75-1997378	Fitness Center/Pharmacy/ Hotel	TX	N/A	C			
Baylor Health Network Inc 2001 Bryan Street Suite 2200 Dallas, TX75201 75-2463251	Billing/ Collection	TX	N/A	C			
BMP Incorporated 2001 Bryan Street Suite 2200 Dallas, TX75201 75-1436779	Post Office	TX	N/A	C			
Church University Insurance Company Ltd 41 Cedar Avenue Hamilton BD 98-0352108	Investments	BD	N/A	C			
Health Care Insurance Company of Texas Ltd PO Box GT 2nd Fl Buckingham Sq Grand Cayman CJ 98-0403182	Investments	CJ	N/A	C			
Baylor Medical Center at Grapevine Condominium Owners Association Inc 2001 Bryan Street Suite 2200 Dallas, TX75201 75-2747555	Condo Association	TX	N/A	C			
BUMCRoberts Condominium Owners Association Inc 2001 Bryan Street Suite 2200 Dallas, TX75201 75-2897806	Condo Association	TX	N/A	C			
Baylor All Saints Med Cntr at Ft Worth Condo Owners Association Inc 2001 Bryan Street Suite 2200 Dallas, TX75201 26-1661900	Condo Association	TX	N/A	C			
ODC Therapy Inc 2001 Bryan Street Suite 2200 Dallas, TX75201 20-0749021	Research	DE	N/A	C			

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved ($)
(1)	Baylor Health Care System	C	7,000,000
(2)	Baylor University Medical Center	B	11,793,493
(3)	Baylor Regional Medical Center at Plano	B	509,372
(4)	Baylor Specialty Health Centers	B	601,601
(5)	Baylor Medical Center at Waxahachie	B	63,414
(6)	Baylor Institute for Rehabilitation at Gaston Episcopal Hospital	B	79,053
(7)	Baylor Regional Medical Center at Grapevine	B	50,287
(8)	Baylor Health Care System	B	126,943
(9)	Southern Sector Health Initiative	B	743,863
(10)	Baylor Health Care System	L	1,034,169
(11)	Baylor Research Institute	B	4,175,227