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Amended 1106  
Return of Organization Exempt From Income TaxDepartment of the Treasury  
Internal Revenue ServiceUnder 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

A For the 2010 calendar year, or tax year beginning 07/01/2010, and ending 06/30/2011

<b>B</b> Check if applicable		C Name of organization SADDLEBACK MEMORIAL FOUNDATION		D Employer identification number 33-0011887	
<input type="checkbox"/> Address change		Doing Business As		E Telephone number (949) 452-3680	
<input type="checkbox"/> Name change		Number and street (or P O box if mail is not delivered to street address) 24451 HEALTH CENTER DRIVE		F Gross receipts \$ 143,992,526.	
<input type="checkbox"/> Initial return		Room/suite		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<input type="checkbox"/> Terminated		City or town, state or country, and ZIP + 4 LAGUNA HILLS, CA 92653		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
<input checked="" type="checkbox"/> Amended return		G Name and address of principal officer CECILIA BELEW 24451 HEALTH CENTER DRIVE LAGUNA HILLS, CA 92653		If "No," attach a list (see instructions)	
<input type="checkbox"/> Application pending		I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)( ) (insert no) 4947(a)(1) or 527		H(c) Group exemption number ► 5661	
J Website ► WWW.MEMORIALCARE.ORG		K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of formation 1979 M State of legal domicile CA	

## Part I Summary

SCANNED APR 17 2014 Activities & Governance	1	Briefly describe the organization's mission or most significant activities TO DEVELOP THE PHILANTHROPIC RESOURCES NECESSARY TO STRENGTHEN THE ABILITY OF SADDLEBACK MEMORIAL MEDICAL CENTER TO ENHANCE THE HEALTH AND WELL-BEING OF INDIVIDUALS, FAMILIES, AND OUR COMMUNITY					
	2	Check this box ► <input type="checkbox"/> 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)	17				
	4	Number of independent voting members of the governing body (Part VI, line 1b)	15				
	5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	9				
	6	Total number of volunteers (estimate if necessary)	15				
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	0				
	b	Net unrelated business taxable income from Form 990-T, line 34	0				
	Revenue	8	Contributions and grants (Part VIII, line 1h)	19,023,273. 5,133,921.			
		9	Program service revenue (Part VIII, line 2g)	0. 0.			
		10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,992,853. 14,323,593.			
		11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	5,632. 4,436.			
		12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	22,021,758. 19,461,950.			
		Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,734,623. 3,957,020.		
			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)	1,207,286. 1,019,795.			
	16a		Professional fundraising fees (Part IX, column (A), line 11e)	0. 0.			
	b		Total fundraising expenses (Part IX, column (D), line 25)	925,003. 940,406.			
	17		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	4,882,315. 839,516.			
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)		17,139,443. 5,816,331.				
Net Assets or Fund Balances	19	Revenue less expenses Subtract line 18 from line 12	13,645,619.				
	20	Total assets (Part X, line 16)	Beginning of Current Year 105,403,126. End of Year 117,090,226.				
	21	Total liabilities (Part X, line 26)	6,331,741. 7,644,989.				
	22	Net assets or fund balances Subtract line 21 from line 20	99,071,385. 109,445,237.				

## 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 CECILIA BELEW, PRESIDENT		Date 4/1/2014
	Type or print name and title		

Paid Preparer Use Only	Print/Type preparer's name SHANNON DEFOREST	Preparer's signature Shannon Deforest	Date 03/26/14	Check if self-employed <input type="checkbox"/>	PTIN P00712229
	Firm's name ► ERNST & YOUNG U.S. LLP	Firm's EIN ► 34-6565596			
	Firm's address ► 178 S RIO GRANDE STREET, SUITE 400 SALT LAKE CITY, UT 84101	Phone no 801-350-3300			

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2010)

JSA  
0E10101000

2162GJ 2020

MHS

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**Part III Statement of Program Service Accomplishments**Check if Schedule O contains a response to any question in this Part III . . . . . **1 Briefly describe the organization's mission**

TO DEVELOP THE PHILANTHROPIC RESOURCES NECESSARY TO STRENGTHEN THE  
ABILITY OF SADDLEBACK MEMORIAL MEDICAL CENTER TO ENHANCE THE HEALTH  
AND WELL-BEING OF INDIVIDUALS, FAMILIES, AND OUR COMMUNITY.

**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 \$ 2,344,334 including grants of \$ 2,344,334) (Revenue \$ 0)  
SEE SCHEDULE O

**4b** (Code \_\_\_\_\_) (Expenses \$ 470,000 including grants of \$ 470,000) (Revenue \$ 0)  
SEE SCHEDULE O

**4c** (Code \_\_\_\_\_) (Expenses \$ 399,280 including grants of \$ 399,280) (Revenue \$ 0)  
SEE SCHEDULE O

**4d Other program services (Describe in Schedule O)**(Expenses \$ 743,406 including grants of \$ 743,406) (Revenue \$ 0)**4e Total program service expenses ► 3,957,020**

**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 X	
2	Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions) . . . . .	2 X	
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 X	
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II . . . . .	4 X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? 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 X	
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 X	
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III . . . . .	8 X	
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 X	
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 X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI . . . . .	11a X	
b	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 . . . . .	11b X	
c	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 . . . . .	11c X	
d	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 . . . . .	11d X	
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X . . . . .	11e X	
f	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 (ASC 740)? If "Yes," complete Schedule D, Part X . . . . .	11f X	
12 a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII . . . . .	12a X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional . . . . .	12b X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . .	13 X	
14 a	Did the organization maintain an office, employees, or agents outside of the United States? . . . . .	14a X	
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, Parts I and IV . . . . .	14b X	
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 United States? If "Yes," complete Schedule F, Parts II and IV . . . . .	15 X	
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 United States? If "Yes," complete Schedule F, Parts III and IV . . . . .	16 X	
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 (see instructions) . . . . .	17 X	
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 X	
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 X	
20 a	Did the organization operate one or more hospitals? If "Yes," complete Schedule H . . . . .	20a X	
b	If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions) . . . . .	20b	

## Part IV Checklist of Required Schedules (continued)

		Yes	No
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	X
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	X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	X
24 a	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 lines 24b through 24d and complete Schedule K If "No," go to line 25	24a	X
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	
25 a	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	X
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	X
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	X
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	X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a	X
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.	28b	X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.	28c	X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	29	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30	X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31	X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32	X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33	X
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	34	X
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	35	X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?		
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	X	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
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	X
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	X
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	X

Form 990 (2010)

**Part V Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response to any question in this Part V. 

		Yes	No
1a	109		
1b	0		
1c	X		
2a	9		
2b	X		
3a		X	
3b			
4a		X	
5a		X	
5b		X	
5c			
6a		X	
6b			
7a	X		
7b	X		
7c		X	
7d			
7e		X	
7f		X	
7g			
7h			
8			
9a			
9b			
10a			
10b			
11a			
11b			
12a			
12b			
13a			
13b			
13c			
14a		X	
14b			

1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . . . . .

1b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable . . . . .

c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .

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 9

b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)

3a Did the organization have unrelated business gross income of \$1,000 or more during the year? . . . . .

b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O . . . . .

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)? . . . . .

b If "Yes," enter the name of the foreign country ► See instructions for 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? . . . . .

b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? . . . . .

c If "Yes," to line 5a or 5b, did the organization file Form 8886-T? . . . . .

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? . . . . .

b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .

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? . . . . .

b If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .

c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .

d If "Yes," indicate the number of Forms 8282 filed during the year . . . . . 7d

e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .

f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .

g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . . .

h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . . .

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? . . . . .

9 Sponsoring organizations maintaining donor advised funds.

a Did the organization make any taxable distributions under section 4966? . . . . .

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

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

13 Section 501(c)(29) qualified nonprofit health insurance issuers.

a Is the organization licensed to issue qualified health plans in more than one state? . . . . .

**Note.** See the instructions for additional information the organization must report on Schedule O

b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans . . . . . 13b

c Enter the amount of reserves on hand . . . . . 13c

14a Did the organization receive any payments for indoor tanning services during the tax year? . . . . .

b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . . . . 14b

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

Check if Schedule O contains a response to any question in this Part VI  X

### Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a 17	
b	Enter the number of voting members included in line 1a, above, who are independent	1b 15	
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	X
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	X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6	Does the organization have members or stockholders?	6	X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	X
b	Each committee with authority to act on behalf of the governing body?	8b	X
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	X

### 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	X
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	
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
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	X
13	Does the organization have a written whistleblower policy?	13	X
14	Does the organization have a written document retention and destruction policy?	14	X
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	X
b	Other officers or key employees of the organization	15b	X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions )		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
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 ► CALIFORNIA

18 Section 6104 requires an organization to make its Forms 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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► BRIAN KRAWIEC, CFO/DIR-FINANCE 24451 HEALTH CTR DR LAGUNA HILLS, CA 92653  
 949-452-3680

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

 Check if Schedule O contains a response to any question in this Part VII. . . . . 
**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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any 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, and 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 neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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
		or director	Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated			
(1) BOB ADAMS BOARD MEMBER	1.00	X						0	0	0
(2) JACK BERGER BOARD MEMBER	1.00	X						0	0	0
(3) BRUCE CHANNING BOARD MEMBER, EX-OFFICIO	1.00	X						0	0	0
(4) GARY DAMSKER BOARD MEMBER	1.00	X						0	0	0
(5) YVETTE DEL PRADO, PHD BOARD MEMBER	1.00	X						0	0	0
(6) STEPHEN GEIDT BOARD MEMBER, EX-OFFICIO	1.00	X						0	538,185	173,556
(7) CHIRAG PATEL, MD BOARD MEMBER	1.00	X						0	0	0
(8) VIRGINIA PILLSBURY BOARD MEMBER	1.00	X						0	0	0
(9) BOB RING BOARD MEMBER	1.00	X						0	0	0
(10) EVELYN SHOPP BOARD MEMBER	1.00	X						0	0	0
(11) LAWRENCE TRAN, MD BOARD MEMBER	1.00	X						0	0	0
(12) BARBARA VICTOR, MD BOARD MEMBER	1.00	X						0	0	0
(13) BEBE SHADDOCK BOARD CHAIR	1.00	X	X					0	0	0
(14) LEILA RASOULI, MD BOARD VICE CHAIR	1.00	X	X					0	0	0
(15) TOM SAUCHELLI BOARD TREASURER	1.00	X	X					0	0	0
(16) WILLIAM PHILLIPS BOARD SECRETARY	1.00	X	X					0	0	0

## Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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
		Or director or trustee Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated employee			
(17) CECILIA BELEW PRESIDENT	40.00	X		X			279,110.	0	28,473.
(18) BRIAN KRAWIEC CFO/DIRECTOR OF FINANCE	40.00			X			124,696.	0	15,996.
(19)									
(20)									
(21)									
(22)									
(23)									
(24)									
(25)									
(26)									
(27)									
(28)									
<b>1b Sub-total</b>							<b>403,806.</b>	<b>538,185.</b>	<b>218,025.</b>
<b>c Total from continuation sheets to Part VII, Section A</b>									
<b>d Total (add lines 1b and 1c)</b>							<b>403,806.</b>	<b>538,185.</b>	<b>218,025.</b>

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 ► 2

	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	X
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	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5	X

## 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

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 ► 0

## 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	96,257		
	d Related organizations . . . . .	1d	200,000.		
	e Government grants (contributions) . . . . .	1e			
	f All other contributions, gifts, grants, and similar amounts not included above . . . . .	1f	4,837,664.		
	g Noncash contributions included in lines 1a-1f		\$ 46,234.		
	h Total. Add lines 1a-1f . . . . . ►		5,133,921.		
Program Service Revenue	Business Code				
	2a				
	b				
	c				
	d				
	e				
	f All other program service revenue . . . . .		0		
	g Total. Add lines 2a-2f . . . . . ►		0		
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) . . . . . ►		2,533,344		2,533,344
	4 Income from investment of tax-exempt bond proceeds . . . . . ►		0		
	5 Royalties . . . . .		0		
	6a Gross Rents. . . . .	(i) Real			
	b Less rental expenses . . . . .				
	c Rental income or (loss) . . . . .				
	d Net rental income or (loss) . . . . . ►		0		
	7a Gross amount from sales of assets other than inventory	(i) Securities			
b Less cost or other basis and sales expenses . . . . .					
c Gain or (loss) . . . . .					
d Net gain or (loss) . . . . . ►		11,790,249		11,790,249	
8a Gross income from fundraising events (not including \$ 96,257 of contributions reported on line 1c) See Part IV, line 18 . . . . .	a	32,059.			
b Less direct expenses . . . . .	b	27,623.			
c Net income or (loss) from fundraising events . . . . . ►		4,436.		4,436	
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 . . . . . ►		0.			
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 . . . . . ►		0.			
Miscellaneous Revenue		Business Code			
11a					
b					
c					
d All other revenue . . . . .					
e Total. Add lines 11a-11d . . . . . ►		0.			
12 Total revenue, See instructions . . . . . ►		19,461,950.			14,328,029.

**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)

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	<b>(A) Total expenses</b>	<b>(B) Program service expenses</b>	<b>(C) Management and general expenses</b>	<b>(D) Fundraising expenses</b>
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . . . .	3,957,020.	3,957,020.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 . . . . .	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 . . . . .	0.			
4 Benefits paid to or for members . . . . .	0.			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	587,968.		130,665.	457,303.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	0.			
7 Other salaries and wages . . . . .	253,938.		96,743.	157,195.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .	45,048.		13,346.	31,702.
9 Other employee benefits . . . . .	67,633.		18,540.	49,093.
10 Payroll taxes . . . . .	65,208.		20,262.	44,946.
11 Fees for services (non-employees)				
a Management . . . . .	0.			
b Legal . . . . .	0.			
c Accounting . . . . .	57,993.		57,993.	
d Lobbying . . . . .	0.			
e Professional fundraising services See Part IV, line 17	0.			
f Investment management fees . . . . .	295,254.		295,254.	
g Other . . . . .	25,155.			25,155.
12 Advertising and promotion . . . . .	23,996.			23,996.
13 Office expenses . . . . .	54,074.		8,971.	45,103.
14 Information technology . . . . .	42,483.		15,442.	27,041.
15 Royalties . . . . .	0.			
16 Occupancy . . . . .	0.			
17 Travel . . . . .	895.			895.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings . . . . .	7,467.			7,467.
20 Interest . . . . .	0.			
21 Payments to affiliates . . . . .	0.			
22 Depreciation, depletion, and amortization . . . . .	29,058.		29,058.	
23 Insurance . . . . .	10,932.		10,932.	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a PUBLIC RELATIONS	7,567.			7,567.
b BUSINESS CULTIVATION	5,435.			5,435.
c RECOGNITION EVENTS	10,747.			10,747.
d DUES AND SUBSCRIPTIONS	2,898.			2,898.
e MISCELLANEOUS	265,562.		237,102.	28,460.
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	5,816,331.	3,957,020.	934,308.	925,003.
26 Joint Costs. Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) 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 . . . . .	1,205,619.	1 2,804,616.
	2 Savings and temporary cash investments . . . . .	8,922,880.	2 5,312,817.
	3 Pledges and grants receivable, net . . . . .	1,209,920.	3 744,989.
	4 Accounts receivable, net . . . . .		4
	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)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) . . . . .		6
	7 Notes and loans receivable, net . . . . .		7
	8 Inventories for sale or use . . . . .		8
	9 Prepaid expenses and deferred charges . . . . .		9
	10 a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 1,282,221.	
	b Less accumulated depreciation . . . . .	10b 1,113,028.	10c 194,960. 169,193.
	11 Investments - publicly traded securities . . . . .	89,941,438.	11 104,151,595.
	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 . . . . .	3,928,309.	15 3,907,016.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	105,403,126.	16 117,090,226.	
Liabilities	17 Accounts payable and accrued expenses . . . . .	23,376.	17 22,358.
	18 Grants payable . . . . .		18
	19 Deferred revenue . . . . .		19
	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 . . . . .	6,308,365.	25 7,622,631.
	<b>26 Total liabilities.</b> Add lines 17 through 25 . . . . .	6,331,741.	26 7,644,989.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets . . . . .	44,351,615.	27 44,182,571.
	28 Temporarily restricted net assets . . . . .	8,192,544.	28 16,535,490.
	29 Permanently restricted net assets . . . . .	46,527,226.	29 48,727,176.
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds . . . . .		30
	31 Paid-in or capital surplus, or land, building, or equipment fund . . . . .		31
	32 Retained earnings, endowment, accumulated income, or other funds . . . . .		32
	<b>33 Total net assets or fund balances . . . . .</b>	99,071,385.	33 109,445,237.
	<b>34 Total liabilities and net assets/fund balances . . . . .</b>	105,403,126.	34 117,090,226.

Form 990 (2010)

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI 

1 Total revenue (must equal Part VIII, column (A), line 12) . . . . .	1	19,461,950.
2 Total expenses (must equal Part IX, column (A), line 25) . . . . .	2	5,816,331.
3 Revenue less expenses Subtract line 2 from line 1 . . . . .	3	13,645,619.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .	4	99,071,385.
5 Other changes in net assets or fund balances (explain in Schedule O) . . . . .	5	-3,271,767.
6 Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) . . . . .	6	109,445,237.

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response to any question in this Part XII 

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .	2a	X
b Were the organization's financial statements audited by an independent accountant? . . . . .	2b	X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? . . . . . If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	X
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 separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate 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	X
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	

Form 990 (2010)

**SCHEDULE A**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

OMB No. 1545-0047

**2010**

Open to Public  
Inspection

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.

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

**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 described in 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 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III)  
 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?

(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 supported organization? \_\_\_\_\_  
 (ii) A family member of a person described in (i) above? \_\_\_\_\_  
 (iii) A 35% controlled entity of a person described in (i) or (ii) above? \_\_\_\_\_

	Yes	No
11g(i)		
11g(ii)		
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?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2010

**Part II Support Schedule for Organizations Described in Sections 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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants") . . . . .	3,750,735	5,189,865	3,395,877	19,023,273	5,133,921	36,493,671
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 . . . . .	3,750,735	5,189,865	3,395,877	19,023,273	5,133,921	36,493,671
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f). . . . .						
6 Public support. Subtract line 5 from line 4						18,816,651
						17,677,020

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4 . . . . .	3,750,735	5,189,865	3,395,877	19,023,273	5,133,921	36,493,671
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .	1,784,867	1,677,668	1,267,409	2,259,245	2,533,345	9,522,534
9 Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .				5,632	4,436	10,068
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) . . . . .						
11 Total support. Add lines 7 through 10 . . . . .						46,026,273
12 Gross receipts from related activities, etc (see instructions) . . . . .					12	0
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here . . . . . ► <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f)) . . . . .	14	38.41 %
15 Public support percentage from 2009 Schedule A, Part II, line 14 . . . . .	15	43.98 %
16a 33 1/3 % support test - 2010. 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 . . . . . ► <input checked="" type="checkbox"/>		
b 33 1/3 % support test - 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization . . . . . ► <input type="checkbox"/>		
17a 10%-facts-and-circumstances test - 2010. 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 . . . . . ► <input type="checkbox"/>		
b 10%-facts-and-circumstances test - 2009. 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 . . . . . ► <input type="checkbox"/>		
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 . . . . . ► <input type="checkbox"/>		

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.  
If the organization fails to qualify under the tests listed below, please complete Part II.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%
19a 33 1/3 % support tests - 2010. 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 ► <input type="checkbox"/>		
b 33 1/3 % support tests - 2009. 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 ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

**Part IV Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b, or Part III, line 12. Also complete this part for any additional information. (See instructions).

**SCHEDULE D**  
(Form 990)

**Supplemental Financial Statements**

OMB No 1545-0047

**2010**

Open to Public  
Inspection

Department of the Treasury  
Internal Revenue Service

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number  
33-0011887

► 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.

**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? .....	<input type="checkbox"/>	Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? .....	<input type="checkbox"/>	Yes <input type="checkbox"/> No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements .....	<b>Held at the End of the Tax Year</b>
2a .....	
2b .....	
2c .....	
2d .....	
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► -----	
4 Number of states where property subject to conservation easement is located ► -----	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? .....	<input type="checkbox"/> Yes <input type="checkbox"/> 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)? .....	<input type="checkbox"/> Yes <input type="checkbox"/> 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 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items
(i) 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 (ASC 958) relating to these items
a Revenues included in Form 990, Part VIII, line 1 .....
b Assets included in Form 990, Part X .....

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Schedule D (Form 990) 2010

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

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a <input type="checkbox"/>	Public exhibition	d <input type="checkbox"/>	Loan or exchange programs
b <input type="checkbox"/>	Scholarly research	e <input type="checkbox"/>	Other
c <input type="checkbox"/>	Preservation for future generations		

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 XI V and complete the following table

	Amount
1c	
1d	
1e	
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 XI V

**Part V Endowment Funds.** Complete if 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	44,923,544	33,351,991.	12,428,587.		
b Contributions	2,306,929	11,571,553	20,923,404		
c Net investment earnings, gains, and losses	9,543,767	1,622,231.	456,968.		
d Grants or scholarships	1,374,166	1,451,897	399,804.		
e Other expenditures for facilities and programs					
f Administrative expenses	171,172	170,334	57,154		
g End of year balance	55,228,902	44,923,544	33,352,001		

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

a Board designated or quasi-endowment ► 0.0000 %

b Permanent endowment ► 100.0000 %

c Term endowment ► 0.0000 %

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

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

**Part VI 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				
b Buildings				
c Leasehold improvements		424,567.	258,610.	165,957.
d Equipment		857,654.	854,418.	3,236.
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c)). ► 169,193.

Schedule D (Form 990) 2010

**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
(1) Financial derivatives . . . . .		
(2) Closely-held equity interests . . . . .		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

Total. (Column (b) must 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
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total. (Column (b) must 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
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 15) . . . . . ►

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

1. (a) Description of liability	(b) Amount	
(1) Federal income taxes		
(2) SPLIT-INTEREST AGREEMENT LIABILITY	7,250,336.	
(3) DUE TO RELATED PARTIES	372,295.	
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		

Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ► 7,622,631.

2. FIN 48 (ASC 740) 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 (ASC 740)

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	19,461,950
2	Total expenses (Form 990, Part IX, column (A), line 25)	5,816,331
3	Excess or (deficit) for the year Subtract line 2 from line 1	13,645,619
4	Net unrealized gains (losses) on investments	-2,533,923
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV)	-737,844
9	Total adjustments (net) Add lines 4 through 8	-3,271,767
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10,373,852

## 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	16,217,806.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	-737,844.
e	Add lines 2a through 2d	2e	-737,844.
3	Subtract line 2e from line 1	3	16,955,650.
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	2,506,300.
c	Add lines 4a and 4b	4c	2,506,300.
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	19,461,950.

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

1	Total expenses and losses per audited financial statements	1	5,843,954.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	27,623.
e	Add lines 2a through 2d	2e	27,623.
3	Subtract line 2e from line 1	3	5,816,331.
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	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	5,816,331.

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, line 2, 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.

SEE PAGE 5

**Part XIV Supplemental Information (continued)****USE OF ENDOWMENT FUNDS**

SCH D, PART V, LINE 4

ALL ENDOWMENT FUNDS ARE PERMANENTLY RESTRICTED. THE PRINCIPAL, OR ORIGINAL GIFT AMOUNT, IS HELD IN PERPETUITY AND CANNOT BE USED, OR TRANSFERRED TO RELATED ORGANIZATIONS AS FUNDING OR GRANT REVENUE. ONLY THE NET INVESTMENT INCOME, WITHIN POLICY GUIDELINES AND THRESHOLDS, CAN BE USED ANNUALLY.

**CONSOLIDATED AUDIT FOOTNOTE FOR FIN 48 (ASC 740)**

SCH D, PART X, LINE 2

ACCOUNTING STANDARDS CODIFICATION (ASC) 740, INCOME TAXES, CLARIFIES THE ACCOUNTING FOR INCOME TAXES BY PRESCRIBING A MINIMUM RECOGNITION THRESHOLD THAT A TAX POSITION IS REQUIRED TO MEET BEFORE BEING RECOGNIZED IN THE FINANCIAL STATEMENTS. ASC 740 ALSO PROVIDES GUIDANCE ON DERECOGNITION, MEASUREMENT, CLASSIFICATION, INTEREST AND PENALTIES, DISCLOSURE AND TRANSITION. THE GUIDANCE IS APPLICABLE TO PASS-THROUGH ENTITIES AND TAX-EXEMPT ORGANIZATIONS. NO SIGNIFICANT TAX LIABILITY FOR TAX BENEFITS, INTEREST OR PENALTIES WAS ACCRUED AT JUNE 30, 2011 AND 2010.

**Part XIV Supplemental Information (continued)**

OTHER CHANGES IN NET ASSETS

SCH D, PART XI, LINE 8

THE (\$737,844) REPRESENTS THE CHANGE IN VALUE OF SPLIT-INTEREST

AGREEMENTS.

OTHER REVENUE REPORTED ON AFS AND NOT ON FORM 990

SCH D, PART XII, LINE 2D

THE (\$737,844) REPRESENTS THE CHANGE IN VALUE OF SPLIT-INTEREST

AGREEMENTS.

OTHER REVENUE REPORTED ON FORM 990 AND NOT ON AFS

SCH D, PART XIII, LINE 4B

THE \$2,506,300 REPRESENTS THE FOLLOWING:

\$2,533,923 = UNREALIZED LOSS AND (\$27,623) = RECLASS OF DIRECT EXPENSES

RELATED TO FUNDRAISING EVENTS.

OTHER EXPENSES REPORTED ON AFS AND NOT ON FORM 990

SCH D, PART XIV, LINE 2D

\$27,623 = RECLASS OF DIRECT EXPENSES RELATED TO FUNDRAISING EVENTS.

**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-FZ. ► See separate instructions.

► Attach to Form 990 or Form 990-EZ      ► See separate instructions

OMB No 1545-0047

2010

Open To Public  
Inspection

**Name of the organization**

SADDLEBACK MEMORIAL FOUNDATION

**Employer identification number**

33-0011887

**Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

**Part I** Fundraising Activities: Complete if the organization uses 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.

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

<input type="checkbox"/> a	Mail solicitations	<input type="checkbox"/> e	Solicitation of non-government grants
<input type="checkbox"/> b	Internet and email solicitations	<input type="checkbox"/> f	Solicitation of government grants
<input type="checkbox"/> c	Phone solicitations	<input type="checkbox"/> g	Special fundraising events
<input type="checkbox"/> d	In-person solicitations		

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 services?

**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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?	(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
		Yes	No		
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
<b>Total</b>					

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

**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000

	(a) Event #1 CORPORATE GOLF (event type)	(b) Event #2 ASSOC. GOLF (event type)	(c) Other Events 1. (total number)	(d) Total events (add col (a) through col (c))	
Revenue	1 Gross receipts . . . . .	91,050.	24,776.	12,490.	128,316.
	2 Less Charitable contributions . . . . .	74,723.	17,634.	3,900.	96,257.
	3 Gross income (line 1 minus line 2) . . . . .	16,327.	7,142.	8,590.	32,059.
Direct Expenses	4 Cash prizes . . . . .	0.	0.	0.	0.
	5 Noncash prizes . . . . .	1,015.	280.	36.	1,331.
	6 Rent/facility costs . . . . .	0.	3,294.	0.	3,294.
	7 Food and beverages . . . . .	8,000.	6,299.	3,080.	17,379.
	8 Entertainment . . . . .	250.	0.	0.	250.
	9 Other direct expenses . . . . .	1,322.	3,086.	961.	5,369.
	10 Direct expense summary Add lines 4 through 9 in column (d) . . . . .				► ( 27,623.)
	11 Net income summary Combine line 3, column (d), and line 10 . . . . .				► 4,436.

**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 Noncash 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 line 1, column d, and line 7 . . . . .			►

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? . . . . .  Yes  No  
b If "No," explain: \_\_\_\_\_

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? . . . . .  Yes  No  
b If "Yes," explain: \_\_\_\_\_

## Schedule G (Form 990 or 990-EZ) 2010

11 Does the organization operate gaming activities with nonmembers?  Yes  No

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?  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 ► \_\_\_\_\_

15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue?  Yes  No

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 of the third party

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?  Yes  No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ \_\_\_\_\_

**Part IV Supplemental Information.** Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions)

**SCHEDULE I**  
**(Form 990)****Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**Department of the Treasury  
Internal Revenue Service

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

**2010**  
Open to Public  
Inspection

OMB No. 1545-0047

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

► Attach to Form 990.

**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. Part II can be duplicated if additional space is needed**

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	SADDLEBACK MEMORIAL MEDICAL CENTER 24151 HEALTH CTR DR LAGUNA HILLS, CA 92653	95-2585792	501(C) (3)	3,957,020				SEE PART IV
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

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

3 Enter total number of other organizations

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Schedule I (Form 990) (2010)

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

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

DESCRIPTION OF ORGANIZATION'S PROCEDURES FOR MONITORING THE USE OF GRANTS

FORM 990, SCHEDULE I, PART I, LINE 2

A PORTION OF THE GRANTS GIVEN TO SADDLEBACK MEMORIAL MEDICAL CENTER

(SMMC) ARE USED FOR THE SCHOLARSHIP PROGRAM. SMMC OFFERS SCHOLARSHIPS TO ALL ELIGIBLE STAFF (CLINICAL AND NON-CLINICAL) OF THE AFFILIATED MEDICAL CENTER ON AN ANNUAL BASIS. RECIPIENTS ARE CHOSEN BY THE SCHOLARSHIP

COMMITTEE ANNUALLY FROM A POOL OF APPLICANTS. THERE ARE VARIOUS

REQUIREMENTS AND CRITERIA THAT MUST BE MET IN ORDER TO BE AWARDED A SCHOLARSHIP FROM THE ORGANIZATION. THE PURPOSE OF THE SCHOLARSHIP

PROGRAM IS TO ASSIST IN THE EDUCATION OF CURRENT STAFF TO ENHANCE THE

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

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

MEDICAL AND ADMINISTRATIVE FUNCTION OF THE AFFILIATED MEDICAL CENTER'S TREATMENT AND SERVICES PROVIDED TO THE COMMUNITY. THE PROCESS INVOLVES POTENTIAL RECIPIENTS RECEIVING ENDORSEMENTS FROM SENIOR STAFF IN ADDITION TO PERSONAL NARRATIVES FROM EACH, AND AN EXPLANATION OF FINANCIAL NEED. THE PACKETS, AND ALL REQUIRED INFORMATION AND DOCUMENTATION IS DISTRIBUTED TO THE SCHOLARSHIP COMMITTEE FOR SCORING AND RANKING, AND ULTIMATE SELECTION OF Awardees. THE REQUIREMENTS INCLUDE THE FOLLOWING:

- 1) MUST BE AN ELIGIBLE EMPLOYEE, 2) MUST ATTEND, OR BE ATTENDING AN ACCREDITED INSTITUTION, 3) THE AREA OF STUDY MUST BE RELATED TO CAREER GOALS AT THE AFFILIATED MEDICAL CENTER (CLINICAL OR NON-CLINICAL), AND 4)

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

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

THE EDUCATIONAL PERFORMANCE AND ADHERENCE TO AFOREMENTIONED CRITERIA OF THE RECIPIENT IS MONITORED THROUGHOUT THE AWARD YEAR. WHILE THE SCHOLARSHIP PROGRAM IS ONGOING, NO SCHOLARSHIP AMOUNTS WERE PAID OUT IN FY 2011.

DEPARTMENTS WITHIN SMMC REQUEST GRANTS FROM THE FOUNDATION BY SUBMITTING REQUEST FORMS TO THE PRESIDENT OF THE FOUNDATION. THE GRANT REQUEST FORM IS COMPLETED BY THE INDIVIDUALS AUTHORIZED TO INITIATE THE REQUEST AND MUST INCLUDE ALL SUPPORTIVE DOCUMENTATION. THE PRESIDENT WILL PRESENT THE REQUESTS TO THE FOUNDATION'S GRANTS COMMITTEE FOR REVIEW AND

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
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**Part IV Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

EVALUATION.

ALL REQUESTS HAVE THE APPROVAL AND ENDORSEMENT OF THE DEPARTMENT'S EXECUTIVE DIRECTOR, THE CHIEF OPERATING OFFICER AND THE CHIEF FINANCIAL OFFICER OF SMMC. THE APPROVAL AND ENDORSEMENT OF GRANT REQUESTS ARE THE RESPONSIBILITY OF THE REQUESTOR.

THE PRESIDENT OF THE FOUNDATION IS RESPONSIBLE FOR MONITORING, RECEIVING, PROCESSING AND REPORTING ALL GRANT REQUESTS. THE PRESIDENT REVIEWS ALL REQUESTS WITH THE CHIEF OPERATING OFFICER AND THE CHIEF FINANCIAL OFFICER

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
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**Part IV Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

OF SMMC PRIOR TO SUBMISSION TO THE FOUNDATION'S GRANTS COMMITTEE.

REQUESTS OF \$100,000 OR MORE ARE REVIEWED WITH THE CHIEF EXECUTIVE OFFICER OF SMMC.

THE GRANTS COMMITTEE MEETS TWICE A YEAR IN THE MONTHS OF APRIL AND OCTOBER. ALL REQUESTS FOR CAPITAL AND PROGRAM SERVICE EXPENDITURES ARE SUBMITTED BY THE ADMINISTRATION OF SMMC FOR REVIEW NO LATER THAN APRIL 1ST PRIOR TO THE FISCAL YEAR IN WHICH MONIES ARE TO BE EXPENDED. THE FOUNDATION'S PRESIDENT MEETS WITH THE CHIEF OPERATING OFFICER AND CHIEF FINANCIAL OFFICER OF SMMC IN ORDER TO DETERMINE WHICH CAPITAL ITEMS

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
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**Part IV Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

(PROPERTY, PLANT, BUILDING, EQUIPMENT, OR PROJECTS) AND PROGRAM SERVICES  
ARE MOST NEEDED BY SMMC.

THE FOUNDATION'S GRANTS COMMITTEE CONSIDERS EACH GRANT SEPARATELY AND DETERMINES WHICH OF THOSE REQUESTS PROVIDES ASSISTANCE MOST NEEDED BY SMMC. THE GRANTS COMMITTEE MAY SEEK THE ASSISTANCE OF SMMC'S CHIEF EXECUTIVE OFFICER, CHIEF OPERATING OFFICER AND/OR CHIEF FINANCIAL OFFICER IN PRIORITIZING THOSE NEEDS.

THE TOTAL GRANT REQUESTS APPROVED DURING ANY FISCAL YEAR SHALL NOT BE A

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
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**Part IV Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

TOTAL AMOUNT THAT WOULD JEOPARDIZE THE FINANCIAL AND OPERATIONAL

VIABILITY OF THE FOUNDATION IN ORDER TO FURTHER ITS MISSION AND PURPOSE.

PURPOSE OF GRANT OR ASSISTANCE

FORM 990, SCHEDULE I, PART II, LINE 1H

THE TOTAL CONSISTS OF THE FOLLOWING AMOUNTS:

CAPITAL EQUIPMENT:

\$931,215 FOR A CT REPLACEMENT

\$732,000 FOR SURGICAL VIDEO TOWERS

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
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7					

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

\$351,247 FOR ANESTHESIA MACHINES

\$100,000 FOR BLOOD DONOR CENTER EXPANSION PROJECT

\$87,037 FOR NEONATAL ISOLETTES (FOUR)

\$67,802 FOR SIMMAN EDUCATIONAL ELECTRONIC SIMULATOR

\$36,806 FOR GIRAFFE WARMER UNITS FOR NICU (TWO)

\$15,082 FOR NEONATAL BILIRUBIN MONITORS (THREE)

\$9,896 FOR SITE RITE SCANNER

\$7,150 FOR HEART INSTITUTE WAITING ROOM REMODEL

\$6,099 FOR CRIBETTES FOR NICU (TWO)

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.  
**Part III** can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
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7					

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

PROGRAM SERVICES:

\$470,000 FOR CANCER SERVICES PROGRAMS

\$399,280 FOR NURSING PROGRAMS

\$250,000 FOR MEMORIAL CARE SENIOR PLUS PROGRAM, A SENIOR ADVOCACY GROUP

\$166,661 FOR EMERGENCY CARE PROGRAMS

\$117,980 FOR CARDIOLOGY PROGRAMS

\$42,734 FOR HEART INSTITUTE PROGRAMS

\$35,850 FOR PASTORAL CARE PROGRAMS

\$27,000 FOR SUPPORT SERVICES RELATED TO NEW EQUIPMENT

\$20,000 FOR HOSPICE PROGRAMS

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
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7					

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

\$20,000 FOR MEALS ON WHEELS PROGRAM

\$16,600 FOR CHILDBIRTH EDUCATION PROGRAMS

\$11,621 FOR THE MEDICAL STAFF LIBRARY

\$10,626 FOR WOMEN'S AND CHILDREN'S SERVICES

\$24,334 FOR MISCELLANEOUS PROGRAMS (GRANTS &lt; \$10,000 EACH)

**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, line 23.

► Attach to Form 990. ►See separate instructions.

OMB No 1545-0047

**2010**

Open to Public  
Inspection

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

**Part I Questions Regarding Compensation**

**1a** Check the appropriate 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

<input type="checkbox"/>	First-class or charter travel	<input type="checkbox"/>	Housing allowance or residence for personal use
<input type="checkbox"/>	Travel for companions	<input type="checkbox"/>	Payments for business use of personal residence
<input type="checkbox"/>	Tax indemnification and gross-up payments	<input type="checkbox"/>	Health or social club dues or initiation fees
<input type="checkbox"/>	Discretionary spending account	<input type="checkbox"/>	Personal services (e.g., maid, chauffeur, chef)

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain . . . . .

**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? . . . . .

**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

<input type="checkbox"/>	Compensation committee	<input type="checkbox"/>	Written employment contract
<input type="checkbox"/>	Independent compensation consultant	<input type="checkbox"/>	Compensation survey or study
<input type="checkbox"/>	Form 990 of other organizations	<input type="checkbox"/>	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 from the organization or a related organization? . . . . .  
b Participate in, or receive payment from, a supplemental nonqualified retirement plan? . . . . .  
c Participate in, or receive payment from, an equity-based compensation arrangement? . . . . .

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

**Only section 501(c)(3) and 501(c)(4) organizations 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? . . . . .  
b Any related organization? . . . . .

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? . . . . .  
b Any related organization? . . . . .

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 . . . . .

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III . . . . .

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? . . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2010

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

For each individual whose compensation must be reported 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 IV-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				
1 STEPHEN GEIDT	0	0	0	0	0	0	0
	349,371	143,045	45,769	157,782	15,774	711,741	0
2 CECILIA BELEW	191,698	61,932	25,480	12,250	16,223	307,583	0
3	0	0	0	0	0	0	0
4	0	0	0	0	0	0	0
5	0	0	0	0	0	0	0
6	0	0	0	0	0	0	0
7	0	0	0	0	0	0	0
8	0	0	0	0	0	0	0
9	0	0	0	0	0	0	0
10	0	0	0	0	0	0	0
11	0	0	0	0	0	0	0
12	0	0	0	0	0	0	0
13	0	0	0	0	0	0	0
14	0	0	0	0	0	0	0
15	0	0	0	0	0	0	0
16	0	0	0	0	0	0	0

**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.**

**SUPPLEMENTAL COMPENSATION INFORMATION**

SCH J, PART I, LINE 3

THE COMPENSATION OF THE ORGANIZATION'S PRESIDENT IS DETERMINED BY

MEMORIAL HEALTH SERVICES (MHS), THE TAX-EXEMPT PARENT OF SADDLEBACK

MEMORIAL FOUNDATION. SEE SCHEDULE O FOR 990, PART VI, LINE 15A FOR THE  
PROCESS USED BY MHS TO DETERMINE COMPENSATION.

SERP

SCH J, PART I, LINE 4B

MEMORIAL HEALTH SERVICES SPONSORS A SUPPLEMENTAL EXECUTIVE RETIREMENT

PLAN (SERP), COVERING SELECTED EXECUTIVES, AS APPROVED BY THE

COMPENSATION COMMITTEE OF THE BOARD. THE SERP PROVIDES FOR A LUMP SUM

PAYMENT TO EACH EXECUTIVE AT VESTING DATE, AS DEFINED IN THE SERP

AGREEMENT.

**INCENTIVE PAYMENTS**

SCH J, PART I, LINE 7

CERTAIN MEMBERS OF EXECUTIVE MANAGEMENT RECEIVE PART OF THEIR OVERALL  
COMPENSATION IN THE FORM OF AN INCENTIVE PAYMENT. SEVERAL DIFFERENT

**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.

FINANCIAL AND NON-FINANCIAL METRICS ARE UTILIZED IN THE FORMULA,

WHICH ARE REVIEWED AND APPROVED EACH YEAR IN ADVANCE BY THE COMPENSATION

COMMITTEE OF THE MEMORIAL HEALTH SERVICES (MHS) BOARD OF DIRECTORS. ANY

INCENTIVE PAYMENTS AWARDED ARE ALSO APPROVED ANNUALLY BY THE COMPENSATION COMMITTEE, AFTER AN AUDIT AND/OR REVIEW HAS BEEN CONDUCTED.

**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.

OMB No 1545-0047

**2010**

Open To Public  
Inspection

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art . . . . .				
2 Art - Historical treasures . . . . .				
3 Art - Fractional interests . . . . .				
4 Books and publications . . . . .				
5 Clothing and household goods . . . . .				
6 Cars and other vehicles . . . . .				
7 Boats and planes . . . . .				
8 Intellectual property . . . . .				
9 Securities - Publicly traded . . . . .	X	2.	46,234.	COST/SELLING PRICE
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 . . . . .				
20 Drugs and medical supplies . . . . .				
21 Taxidermy . . . . .				
22 Historical artifacts . . . . .				
23 Scientific specimens . . . . .				
24 Archeological artifacts . . . . .				
25 Other ►(-----)				
26 Other ►(-----)				
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	2.

	Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, line 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? . . . . .		X
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? . . . . .	X	
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? . . . . .	X	
b If "Yes," describe in Part II		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2010)

**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.**PART I, LINE 32B**

THE ORGANIZATION USES THIRD PARTIES TO SELL THE FOLLOWING NON-CASH

CONTRIBUTIONS:

SECURITIES - PUBLICLY TRADED: ASSET MANAGERS OR ACCOUNT BROKERS

REAL ESTATE - RESIDENTIAL: THIRD PARTY REAL ESTATE AGENTS OR BROKERS

## Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

**2010**

Open to Public  
Inspection

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

### REASON FOR AMENDED RETURN

FORM 990, BOX B

THE FORM 990 IS BEING AMENDED TO CORRECT DEFERRED COMPENSATION AMOUNTS  
REPORTED ON PART VII, COLUMN F AND SCHEDULE J, PART II, COLUMN C FOR A  
SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN (SERP). THE REVISED AMOUNTS  
REFLECT THE INCREASE OR (DECREASE) IN THE ACTUARIAL VALUE FOR THE YEAR  
FOR EACH EXECUTIVE PARTICIPATING IN THE NON QUALIFIED DEFINED BENEFIT  
PLAN.

### DESCRIPTION OF EXEMPT PURPOSE ACHIEVEMENTS

FORM 990, PART III, QUESTIONS 4A-4D

4A PROGRAM SERVICE

PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER CAPITAL ITEMS:

CT REPLACEMENT - \$931,215

SURGICAL VIDEO TOWERS - \$732,000

ANESTHESIA MACHINES - \$351,247

BLOOD DONOR CENTER EXPANSION PROJECT - \$100,000

NEONATAL ISOLETTES (FOUR) - \$87,037

SIMMAN EDUCATIONAL ELECTRONIC SIMULATOR - \$67,802

GIRAFFE WARMER UNITS FOR NICU (TWO) - \$36,806

NEONATAL BILIRUBIN MONITORS (THREE) - \$15,082

SITE RITE SCANNER - \$9,896

HEART INSTITUTE WAITING ROOM REMODEL - \$7,150

CRIBETTES FOR NICU (TWO) - \$6,099

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

## 4B PROGRAM SERVICE

PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER CANCER SERVICES

PROGRAMS:

TOTAL FOR PROGRAM - \$470,000

## 4C PROGRAM SERVICE

PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER NURSING PROGRAMS:

LAGUNA WOODS NURSING PROGRAM - \$108,000

HEART FAILURE DISEASE MANAGEMENT NURSING PROGRAM - \$200,000

SADDLEBACK MEMORIAL MEDICAL CENTER PATIENT LIAISON PROGRAM - \$90,000

OTHER MISCELLANEOUS NURSING PROGRAMS - \$1,280

## 4D PROGRAM SERVICE

OTHER PROGRAM SERVICES CONSIST OF GRANTS TO SADDLEBACK MEMORIAL MEDICAL

CENTER FOR THE FOLLOWING AMOUNTS AND RELATED PROGRAMS: \$250,000 FOR

MEMORIAL CARE SENIOR PLUS PROGRAM, A SENIOR ADVOCACY GROUP, \$166,661 FOR

EMERGENCY CARE, \$117,980 FOR CARDIOLOGY, \$42,734 FOR HEART INSTITUTE

PROGRAMS, \$35,850 FOR PASTORAL CARE, \$27,000 FOR SUPPORT SERVICES RELATED

TO NEW EQUIPMENT, \$20,000 FOR HOSPICE PROGRAMS, \$20,000 FOR MEALS ON

WHEELS PROGRAM, \$16,600 FOR CHILDBIRTH EDUCATION PROGRAMS, \$11,621 FOR

THE MEDICAL STAFF LIBRARY, \$10,626 FOR WOMEN'S AND CHILDREN'S SERVICES,

\$9,334 FOR PHARMACY EDUCATION, \$8,000 FOR VOLUNTEER SERVICES, \$5,000 FOR

WELLNESS CENTER PROGRAMS, \$2,000 FOR CRITICAL CARE PAVILION SERVICES.

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

## DESCRIPTION OF MEMBERS OR STOCKHOLDERS

## FORM 990, PART VI, QUESTION 6

SADDLEBACK MEMORIAL MEDICAL CENTER (SMMC), A RELATED TAX-EXEMPT  
ORGANIZATION IS THE SOLE CORPORATE MEMBER OF SADDLEBACK MEMORIAL  
FOUNDATION (SMF).

## DESCRIPTION OF CLASSES OF PERSONS AND THE NATURE OF THEIR RIGHTS

## FORM 990, PART VI, QUESTION 7A

SADDLEBACK MEMORIAL MEDICAL CENTER (SMMC), A RELATED TAX-EXEMPT  
ORGANIZATION, IS THE SOLE CORPORATE MEMBER OF SADDLEBACK MEMORIAL  
FOUNDATION (SMF). THE SMMC BOARD APPOINTS THE MEMBERS OF THE SMF BOARD.

## DESCR CLASSES OF PERSONS, DECISIONS REQUIRING APPR &amp; TYPE OF VOTING RIGHTS

## FORM 990, PART VI, QUESTION 7B

SADDLEBACK MEMORIAL MEDICAL CENTER (SMMC), A RELATED TAX EXEMPT  
ORGANIZATION, IS THE SOLE CORPORATE MEMBER OF SADDLEBACK MEMORIAL  
FOUNDATION (SMF). THE SMMC BOARD APPOINTS THE MEMBERS OF THE SMF BOARD.  
THE SMMC BOARD HAS THE POWER TO VOTE ON THE NOMINATION OF ANY CANDIDATE  
OF SMF'S BOARD, ANY AMENDMENTS TO SMF'S BYLAWS, AND, IN CONJUNCTION WITH  
A MAJORITY VOTE OF SMF'S BOARD, MAY SET RESTRICTIONS ON THE USE OF SMF'S  
ASSETS, OR DISTRIBUTION OF ASSETS IN THE EVENT OF SMF'S DISSOLUTION.

## DESCRIBE THE PROCESS USED BY MANAGEMENT &amp;/OR GOVERNING BODY TO REVIEW 990

## FORM 990, PART VI, QUESTION 11B

THE ORGANIZATION'S CFO REVIEWS THE FORM 990 TO ENSURE THE ACCURACY OF THE  
FOLLOWING INFORMATION: ALL FINANCIAL DATA FOR THE REPORTING PERIOD,

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

ANSWERS TO TAX COMPLIANCE QUESTIONS, ANSWERS TO POLICY AND GOVERNANCE QUESTIONS, ALL SCHEDULES, AND ALL REQUIRED NARRATIVES. THE ORGANIZATION'S FORM 990 IS THEN REVIEWED BY THE BOARD (A COPY MADE AVAILABLE TO EACH MEMBER) PRIOR TO FILING WITH THE IRS. QUESTIONS AND COMMENTS FROM THE GOVERNING BOARD ARE ADDRESSED BEFORE THE FINAL VERSION IS FILED.

DESCRIPTION OF PROCESS TO MONITOR TRANSACTIONS FOR CONFLICTS OF INTEREST FORM 990, PART VI, QUESTION 12C

THE GENERAL COUNSEL'S OFFICE ANNUALLY SURVEYS EACH DIRECTOR AND OFFICER AND REQUIRES AFFIRMATION THAT THE CONFLICT OF INTEREST POLICY HAS BEEN READ AND UNDERSTOOD. THE RESULTS OF THE SURVEY ARE REPORTED TO THE GOVERNANCE COMMITTEE OF THE SADDLEBACK MEMORIAL MEDICAL CENTER, THE PARENT ORGANIZATION, WHICH IS RESPONSIBLE FOR GOVERNANCE, OVERSIGHT, AND NOMINATIONS. CONFLICTS ARE EVALUATED FOR BEING OCCASIONAL OR DISABLING IN NATURE.

THE GENERAL COUNSEL MAKES THE INITIAL EVALUATION AND ADVISES THE GOVERNANCE COMMITTEE IN ITS DELIBERATIONS. IF AN OCCASIONAL CONFLICT IS IDENTIFIED, THE GENERAL COUNSEL ADVISES THE SUBJECT DIRECTOR OR OFFICER AND GOVERNANCE COMMITTEE IN A "REBUTTABLE PRESUMPTION" TYPE PROCESS. SHOULD A DISABLING CONFLICT BE IDENTIFIED, THE DIRECTOR OR OFFICER RESIGNS OR IS REMOVED UPON THE RECOMMENDATION OF THE GENERAL COUNSEL, GOVERNANCE COMMITTEE, AND BOARD OF DIRECTORS. IN ADDITION, AN ANNUAL NOTICE IS SENT BY EMAIL (TO EACH EMPLOYEE WITH ACCESS TO EMAIL) REGARDING THE ACCEPTANCE OF GIFTS AND CORRESPONDING POLICIES.

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

OFFICES & POSITIONS FOR WHICH PROCESS WAS USED, & YEAR PROCESS WAS BEGUN  
 FORM 990, PART VI, QUESTION 15A AND 15B  
 WITHIN THE ORGANIZATION, THE COMPENSATION OF VICE PRESIDENT'S AND ABOVE  
 IS REVIEWED BY AN EXTERNAL CONSULTANT WITH FINAL REVIEW AND APPROVAL BY  
 THE COMPENSATION COMMITTEE OF THE MEMORIAL HEALTH SERVICES (MHS) BOARD OF  
 DIRECTORS AND THEIR OUTSIDE COUNSEL. ALL MARKET DATA IS OBTAINED FROM  
 THIRD PARTY SURVEY SOURCES. MARKET DATA REVIEWS ARE COMPLETED  
 CONSISTENTLY ON AN ANNUAL BASIS IN ORDER TO DETERMINE APPROPRIATE  
 COMPENSATION. FOR THE CURRENT REPORTING PERIOD, THE COMPENSATION  
 DETERMINATION PROCESS WAS COMPLETED IN CALENDAR YEAR 2010. THE PROCESS OF  
 DETERMINING THE COMPENSATION IS DOCUMENTED IN THE MINUTES OF THE MEMORIAL  
 HEALTH SERVICES BOARD.

AVAIL OF GOV DOCS, CONFLICT OF INTEREST POLICY, & FIN STMTS TO GEN PUBLIC  
 FORM 990, PART VI, QUESTION 19  
 CURRENTLY, THE ORGANIZATION DOES NOT MAKE THE GOVERNING DOCUMENTS  
 (ARTICLES OF INCORPORATION, BYLAWS, AND CONFLICT OF INTEREST POLICY)  
 AVAILABLE TO THE GENERAL PUBLIC. HOWEVER, THE ARTICLES OF INCORPORATION  
 ARE AVAILABLE FROM THE CALIFORNIA SECRETARY OF STATE'S OFFICE VIA WRITTEN  
 REQUEST. AUDITED FINANCIAL STATEMENTS ARE AVAILABLE TO THE GENERAL PUBLIC  
 WHEN REQUESTS ARE MADE IN PERSON OR IN WRITING.

HOURS DEVOTED TO RELATED ORGANIZATIONS  
 FORM 990, PART VII  
 STEPHEN GEIDT SERVES ON THE BOARD OF SADDLEBACK MEMORIAL FOUNDATION  
 (SMF). HE ALSO SERVES AS THE CEO OF SADDLEBACK MEMORIAL MEDICAL CENTER

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

(SMMC), A RELATED TAX-EXEMPT ORGANIZATION, WHERE HE DEVOTES 60 HOURS OF HIS TIME PER WEEK. THE COMPENSATION REPORTED ON PART VII AND SCHEDULE J FOR STEPHEN GEIDT REPRESENTS HIS ENTIRE COMPENSATION. HOWEVER, SINCE HE IS THE CEO OF SMMC, AND AS REQUIRED BY THE FORM 990 INSTRUCTIONS, HIS COMPENSATION IS ALSO REPORTED ON THE SADDLEBACK MEMORIAL MEDICAL CENTER 990.

## OTHER CHANGES IN NET ASSETS OR FUND BALANCES

FORM 990, PART XI, LINE 5

UNREALIZED GAINS (LOSSES) ON INVESTMENTS \$ (2,533,923)

CHANGE IN VALUE OF SPLIT-INTEREST AGREEMENTS \$ (737,844)

-----

TOTAL \$ (3,271,767)

**SCHEDULE R**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

**Related Organizations and Unrelated Partnerships**

**2010**

Open to Public  
Inspection

► 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.

Name of the organization

Employer identification number

33-0011887

**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
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

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

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
(1)	ANAHENIM MEMORIAL MEDICAL CENTER 95-1966746 1111 WEST LA PALMA AVENUE ANAHEIM, CA 92801-2881	HEALTHCARE	CA	501 (C) (3)	9	MHS	X
(2)	AMERICAN INST FOR PHILANTHROPIC STUDIES 95-3756364 2801 ATLANTIC BLVD LONG BEACH, CA 90606	PHILIAN. EDU.	CA	501 (C) (3)	11, II	MMC/F	X
(3)							
(4)							
(5)							
(6)							
(7)							

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

JSA  
0E13071000 2162GJ 2020  
MHS

Schedule R (Form 990) 2010

**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) Dependents domicile?	(i) Code V, UBI, amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
(1) <u>MEMORIALCARE SURG CNTR SB, LLC</u> SEE PART VII	HEALTHCARE	CA N/A								
(2) <u>MEMORIALCARE SURG CNTR OC, LLC</u> SEE PART VII	HEALTHCARE	CA N/A								
(3) _____										
(4) _____										
(5) _____										
(6) _____										
(7) _____										

**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) Dependents domicile?	(i) C-Corp	(j) Percentage ownership	
(1) <u>CHARITABLE REMAINDER UNITRUST</u> (8)	SUPPORT	CA N/A		TRUST	0	0				
(2) <u>CHARITABLE REMAINDER ANNUITY TRUST</u> (3)	SUPPORT	CA N/A		TRUST	0	0				
(3) <u>NATIONAL HEALTHCARE SERVICES</u> (95-2496341)	MEDICAL SERVICES	CA N/A		C-CORP	0	0				
(4) <u>SADDLEBACK MEDICAL VENTURES</u> (33-0308236)	MEDICAL SERVICES	CA N/A		C-CORP	0	0				
(5) <u>MEMORIAL CONTINUING CARE</u> (33-0043615)	MEDICAL SERVICES	CA N/A		C-CORP	0	0				
(6) <u>ANAHEIM HEALTH FACILITIES SERVICES CORP</u> (30-0026096)	MEDICAL CLINIC	CA N/A		C-CORP	0	0				
(7) _____										

## Schedule R (Form 990) 2010

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

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

1. During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a Receipt of (i) interest, (ii) annuities, (iii) royalties or (iv) rent from a controlled entity
- b Gift, grant, or capital contribution to other organization(s)
- c Gift, grant, or capital contribution from other organization(s)
- d Loans or loan guarantees to or for other organization(s)
- e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

i Lease of facilities, equipment, or other assets to other organization(s)

j Lease of facilities, equipment, or other assets from other organization(s)

k Performance of services or membership or fundraising solicitations for other organization(s)

l Performance of services or membership or fundraising solicitations by other organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

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	(d) Method of determining amount involved
(1) MEMORIALCARE SURGICAL CENTER AT SADDLEBACK			0.
(2) MEMORIALCARE SURGICAL CENTER AT ORANGE COAST			0.
(3) CHARITABLE REMAINDER UNITRUST (8)			0.
(4) CHARITABLE REMAINDER ANNUITY TRUST (3)			0.
(5) NATIONAL HEALTHCARE SERVICES			0.
(6) SADDLEBACK MEDICAL VENTURES			0.

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

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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity .....
- b Gift, grant, or capital contribution to other organization(s) .....
- c Gift, grant, or capital contribution from other organization(s) .....
- d Loans or loan guarantees to or for other organization(s) .....
- e Loans or loan guarantees by other organization(s) .....
- f Sale of assets to other organization(s) .....
- g Purchase of assets from other organization(s) .....
- h Exchange of assets .....
- i Lease of facilities, equipment, or other assets to other organization(s) .....
- j Lease of facilities, equipment, or other assets from other organization(s) .....
- k Performance of services or membership or fundraising solicitations for other organization(s) .....
- l Performance of services or membership or fundraising solicitations by other organization(s) .....
- m Sharing of facilities, equipment, mailing lists, or other assets .....
- n Sharing of paid employees .....
- o Reimbursement paid to other organization for expenses .....
- p Reimbursement paid by other organization for expenses .....
- q Other transfer of cash or property to other organization(s) .....
- r Other transfer of cash or property from other organization(s) .....

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.

(1)	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)	MEMORIAL CONTINUING CARE			0.
(2)	ANAHEIM HEALTH FACILITIES SERVICES CORP			0.
(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? Yes      No	(e) Share of end-of-year assets	(f) Disproportionate allocations? Yes      No		(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner? Yes      No
					Yes	No		
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

**Part VII Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

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**IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS****SCHEDULE R, PART II**

THE CENTRAL ORGANIZATION AND OTHER SUBORDINATE ORGANIZATIONS OF THE MHS GROUP EXEMPTION HAVE NOT BEEN INCLUDED IN PART II, IN ACCORDANCE WITH THE IRS INSTRUCTIONS.

**IDENTIFICATION OF RELATED ORGANIZATIONS TAXABLE AS PARTNERSHIPS****SCHEDULE R, PART III**

MEMORIALCARE SURGICAL CENTER AT SADDLEBACK, LLC

EIN: 20-3678259

24411 HEALTH CENTER DRIVE, #104 LAGUNA HILLS, CA 92653

MEMORIALCARE SURGICAL CENTER AT ORANGE COAST, LLC

EIN: 26-1394069

ADDRESS: 9920 TALBERT AVENUE FOUNTAIN VALLEY, CA 92708