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2011

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Form 990

Department of the Treasury  
Internal Revenue Service

## Return of Organization Exempt From Income Tax

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

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

## A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

B Check if applicable	C Name of organization METHODIST HEALTHCARE FOUNDATION	D Employer identification number 23-7320638
<input type="checkbox"/> Address change	Doing Business As	E Telephone number (901) 516-0500
<input type="checkbox"/> Name change	Number and street (or P O box if mail is not delivered to street address) 1211 UNION AVENUE NO 450	F Gross receipts \$ 5,251,593
<input type="checkbox"/> Initial return	Room/suite	
<input type="checkbox"/> Terminated		
<input type="checkbox"/> Amended return		
<input type="checkbox"/> Application pending	City or town, state or country, and ZIP + 4 MEMPHIS, TN 38104	
F Name and address of principal officer PAULA JACOBSON 1211 UNION AVENUE NO 450 MEMPHIS, TN 38104		G

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

J Website: ► WWW METHODISTHEALTH.ORG

K Form of organization  Corporation  Trust  Association  Other ► L Year of formation 1974 M State of legal domicile TN

## Part I Summary

1 Briefly describe the organization's mission or most significant activities PHILANTHROPIC ACTIVITIES AWARDING GRANTS AND SCHOLARSHIPS FOR PROGRAMS AND PROJECTS	
2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets	
3 Number of voting members of the governing body (Part VI, line 1a) . . . . .	3 19
4 Number of independent voting members of the governing body (Part VI, line 1b) . . . . .	4 18
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a) . . . . .	5 16
6 Total number of volunteers (estimate if necessary) . . . . .	6 275
7a Total unrelated business revenue from Part VIII, column (C), line 12 . . . . .	7a 0
b Net unrelated business taxable income from Form 990-T, line 34 . . . . .	7b 0

8 Contributions and grants (Part VIII, line 1h) . . . . .	Prior Year 6,267,607	Current Year 5,069,644
9 Program service revenue (Part VIII, line 2g) . . . . .	0	0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .	608,762	100,650
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-175,979	-261,157
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .	6,700,390	4,909,137

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) . . . . .	8,467,302	3,320,310
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)	852,881	861,080
16a Professional fundraising fees (Part IX, column (A), line 11e) . . . . .	116,076	63,613
b Total fundraising expenses (Part IX, column (D), line 25) ► 458,373		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) . . . . .	1,767,091	1,816,002
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	11,203,350	6,061,005
19 Revenue less expenses Subtract line 18 from line 12 . . . . .	-4,502,960	-1,151,868

20 Total assets (Part X, line 16) . . . . .	Beginning of Current Year 14,371,156	End of Year 13,974,850
21 Total liabilities (Part X, line 26) . . . . .	324,899	540,047
22 Net assets or fund balances Subtract line 21 from line 20 . . . . .	14,046,257	13,434,803

## 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 CHRISTOPHER MCLEAN ASSISTANT TREASURER Type or print name and title	2012-09-28 Date
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Paid Preparer's Use Only	Preparer's signature ► AMY BIBBY	Date	Check if self-employed ►	Preparer's taxpayer identification number (see instructions) P00445891
	Firm's name (or yours if self-employed), address, and ZIP + 4 ► DIXON HUGHES GOODMAN LLP 500 RIDGEFIELD COURT ASHEVILLE, NC 28806			EIN ► 56-0747981
				Phone no ► (828) 254-2254

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

**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 SUPPORT THE LIFE OF METHODIST LE BONHEUR HEALTHCARE BY INVITING COMMUNITY PHILANTHROPIC PARTNERS TO INVEST IN THE PARTS OF OUR MISSION THAT DEMAND ENHANCEMENTS IN RESEARCH, FACILITY OR PROGRAMS THE FOUNDATION INVITES ITS PARTNERS TO BUILD THE CAPACITY OF THE HEALTHCARE SYSTEM BY COMMUNICATING THE BOLD FAITH OF OUR FOUNDERS AND EXPANSIVE VISION OF A MORE FULL AND HEALTHY LIFE FOR THE COMMUNITIES WE SERVE

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

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

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

If "Yes," describe these changes on Schedule O

**4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 \$ 1,280,047 including grants of \$ 1,280,047 ) (Revenue \$ )**

#1 - PHYSICIANS' RESEARCH NETWORK METHODIST LE BONHEUR HEALTHCARE HAD 503 OPEN CLINICAL RESEARCH PROTOCOLS IN 2011 OF WHICH 147 WERE NEW STUDIES THE PHYSICIANS' RESEARCH NETWORK (PRN) OPERATES UNDER THE UMBRELLA OF THE METHODIST HEALTHCARE FOUNDATION AND FACILITATES ADULT AND PEDIATRIC RESEARCH WITHIN METHODIST HEALTHCARE PRN PROVIDES STUDY COORDINATION, SUPPORT SERVICES, AND REGULATORY ASSISTANCE TO INVESTIGATORS MANAGING INPATIENT AND OUTPATIENT CLINICAL RESEARCH TRIALS

**4b (Code ) (Expenses \$ 1,091,067 including grants of \$ 1,091,067 ) (Revenue \$ )**

#2 - THE CENTER OF EXCELLENCE IN FAITH AND HEALTH THE SPIRIT OF FAITH AND HEALING PERVERSES METHODIST LE BONHEUR HEALTHCARE AS A FAITH-BASED INSTITUTION, WE ARE WORKING TO DEFINE HOW WE CAN BETTER UTILIZE OUR FAITH RESOURCES AND OTHER ASSETS IN THE COMMUNITY TO IMPROVE HEALTH THAT MISSION HAS RESULTED IN A STRATEGY AROUND CONGREGATIONS AND OUR CONNECTION WITH THEM WE BELIEVE THAT CONGREGATIONS CAN PLAY A SIGNIFICANT ROLE IN HEALTHCARE WHEN THEY ARE STRATEGIC PARTNERS IN THEIR MEMBERS' HEALTH JOURNEYS TO THAT END, WE HAVE ENTERED INTO CONVENTIONAL RELATIONSHIPS WITH 350+ CONGREGATIONS TO IMPROVE THE ACCESS TO COMPREHENSIVE HEALTH SERVICES FOR ALL CITIZENS AND TO IMPROVE THE HEALTH STATUS OF THESE PATIENTS THE CENTER OF EXCELLENCE IN FAITH AND HEALTH (COE) WAS COMPLETED IN JANUARY 2011 AND IS HOUSED IN RENOVATED SPACE AT METHODIST UNIVERSITY HOSPITAL THE COE WILL ADVANCE HEALTH BY BRINGING FAITH AND HEALTH TOGETHER FOR THE IMPROVED WELLBEING OF THOUSANDS OF PATIENTS THE CENTER'S GOAL IS TO DRAMATICALLY ENHANCE QUALITY OF CARE AND SUPPORT FOR OUR PATIENTS AND THEIR FAMILIES WE BELIEVE THAT THE COUPLING OF FAITH AND HEALTH CAN NOT ONLY ELEVATE THE LEVEL OF CARE WE DELIVER TO OUR PATIENTS, BUT ALSO IMPROVE THE QUALITY OF LIFE FOR OUR COMMUNITY AND BEYOND THE ACTUAL CENTER OF EXCELLENCE SPACE TRANSFORMED THE PREVIOUSLY EXISTING INTENSIVE CARE WAITING ROOM INTO A STATE-OF-THE-ART FAMILY-CENTERED HEALING ENVIRONMENT WITH A QUIET AREA, RESOURCE ROOM, EDUCATION SPACES, MOVEABLE FURNITURE, AS WELL AS SPACE FOR LOCAL CLERGY TO COUNSEL THEIR MEMBERS IT ALSO HOUSES CREATIVE MEETING SPACE FOR ACADEMIC PARTNERS LOCALLY AND ACROSS THE GLOBE TO WORK WITH EACH OTHER, AS WELL AS PROVIDE TRAINING AND EDUCATION TO OUR ASSOCIATES, LOCAL CLERGY AND COMMUNITY HEALTH PARTNERS THE FOUNDATION RAISED OVER \$2 MILLION TO MAKE THIS PROJECT A REALITY REVENUES GENERATED FOR THE YEAR WERE \$651,656 AND EXPENSES INCURRED TOTALD \$1,091,067

**4c (Code ) (Expenses \$ 659,120 including grants of \$ ) (Revenue \$ )**

#3 - COMPREHENSIVE SICKLE CELL CENTER OF MEMPHIS THE COMPREHENSIVE SICKLE CELL CENTER OF MEMPHIS OPENED IN 2012 IT PROVIDES COMPREHENSIVE CARE FOR ADULT PATIENTS WITH SICKLE CELL DISEASE THE CENTER INCLUDES AN OUTPATIENT TREATMENT CENTER FOR CLINICAL CARE AND ROUTINE HEALTH MAINTENANCE CARE AND AN IN-PATIENT UNIT FOR THOSE WITH MORE URGENT CARE NEEDS REVENUES GENERATED IN EFFORT TO OPEN THE CENTER WERE \$ 611,333 AND EXPENSES INCURRED TOTALD \$659,120

**(Code ) (Expenses \$ 1,440,331 including grants of \$ 949,196 ) (Revenue \$ )**

THE FOUNDATION RAISES FUNDS TO BENEFIT AND STRENGTHEN THE METHODIST LE BONHEUR HEALTHCARE PROGRAMS AND CENTERS OF EXCELLENCE FUNDS RAISED ENHANCE AND STRENGTHEN CLINICAL AND RESEARCH INITIATIVES, UNDERWRITE COSTS FOR FACILITIES, TECHNICIANS, AND EQUIPMENT AND BRIDGE THE GAP BETWEEN WHAT HOSPITAL CHARGES COVER AND WHAT IS NECESSARY TO STAY ON THE CUTTING EDGE OF MEDICAL SCIENCE THE HOSPICE RESIDENCE IS A \$9 MILLION, 30-BED FREE-STANDING FACILITY ON SIX ACRES THAT PROVIDES RESIDENTIAL HOSPICE CARE FOR THOSE PATIENTS WHO CANNOT STAY IN THEIR HOMES AT THE END OF THEIR LIVES THE FACILITY CONTAINS A LARGE "LIVING ROOM", FAMILY RECHARGE AREAS AND LOVELY GARDENS THAT CAN BE ACCESSED BY ALL PATIENT ROOMS IT IS PART OF ALLIANCE HEALTH SERVICES, A 501(C)(3) ORGANIZATION EIN 62-0841121, AND A SUBSIDIARY OF METHODIST LE BONHEUR HEALTHCARE SINCE 1979, METHODIST HOSPICE HAS PROVIDED COMPASSIONATE CARE AND SUPPORT TO INDIVIDUALS AND THEIR FAMILIES WHO ARE FACING LIFE'S FINAL JOURNEY AS ONE OF THE FIRST HOSPICES IN THE COUNTRY TO RECEIVE MEDICARE CERTIFICATION, METHODIST HOSPICE WORKS TO HELP EASE THE END-OF-LIFE TRANSITION FOR ALMOST 150 FAMILIES IN THE MID-SOUTH EVERY DAY THE GRAND OPENING OF THIS FACILITY WAS HELD IN JULY, 2011 EXPENSES FOR OUR HOSPICE PROGRAM AND RESIDENCE TOTALD \$329,479 IN 2011, AND REVENUES WERE \$477,028 METHODIST HEALTHCARE FOUNDATION SUPPORTS LIFELONG LEARNING FOR PHYSICIANS BY PROVIDING THEM THE NECESSARY EVIDENCE-BASED INFORMATION IN FORMATS THAT WILL DEVELOP AND MAINTAIN COMPETENCE, ENHANCE KNOWLEDGE AND SKILLS, IMPROVE PERFORMANCE AND PATIENT OUTCOMES IN 2011 THE FOUNDATION OFFERED 18 COURSES, 50 REGULARLY SCHEDULED SERIES AND 5 ENDURING MATERIALS FOR A TOTAL OF 73 PROGRAMS, 1,346 HOURS A TOTAL OF 15,652 PHYSICIANS ATTENDED AND 3,567 NON-PHYSICIANS THE FOUNDATION SPENT \$295,394 AND BROUGHT IN \$167,748 IN 2011 IN SUPPORT OF THESE EDUCATIONAL OFFERINGS ANNUAL GIVING AND SPECIAL EVENT EFFORTS (NOT INCLUDING OUR TOP THREE EVENTS) HAD TOTAL EXPENSES OF \$78,658 AND REVENUE OF \$666,863 PROCEEDS FROM THESE EFFORTS BENEFIT OUR GRANT AND SCHOLARSHIP PROGRAMS AND PROVIDE FUNDS FOR THE AREAS OF GREATEST NEED WITHIN METHODIST LE BONHEUR HEALTHCARE AS DETERMINED BY OUR FOUNDATION BOARD OF DIRECTORS THE METHODIST FOUNDATION AWARDS COLLEGE SCHOLARSHIPS TO CHILDREN AND DEPENDENTS OF ASSOCIATES WHO PLAN TO PURSUE A CAREER IN A HEALTH-RELATED FIELD OF STUDY IN 2011, THE FOUNDATION PRESENTED 19 SCHOLARSHIPS TOTALD \$22,000 MANY YEARS AGO, THE METHODIST FOUNDATION ESTABLISHED "THE HUMANITARIAN FUND" WHICH HELPS ASSOCIATES IN TIMES OF CRISIS (I E , FIRE, CRIME, DEATH) IN 2011, THE FOUNDATION PROVIDED \$302,583 IN SUPPORT OF THESE ASSOCIATES THE HUMANITARIAN FUND PROGRAM HAD EXPENSES OF \$91,150 AND REVENUE OF \$79,702 THIS PROGRAM ALLOWS MLH ASSOCIATES TO CREATE FUNDS FOR SPECIFIC ASSOCIATES TO HELP THEM IN THEIR TIME OF DIRE NEED THE NURSE LEADER INSTITUTE OF MHF HAD EXPENSES OF \$99,016 AND REVENUE OF \$106,711 THIS INSTITUTE IS FUNDED BY THE H R S A -NURSE EDUCATION PRACTICE RETENTION GRANT FUNDING STREAM, AND IT PROVIDES LEADERSHIP TRAINING AND COACHING FOR MID-LEVEL AND FRONTLINE NURSE LEADERS, WITH A GOAL OF IMPROVED RN RETENTION AND LEADING TO GREATER EXPERTISE IN PROVIDING PATIENT CARE AND IMPROVED PATIENT OUTCOMES EXTERNAL ACCOUNTS AND HOSPITAL/DEPARTMENTAL FUNDS, INCLUDING OUR AUXILIARY'S FUNDRAISING, REPRESENTED \$439,068 IN EXPENSES AND \$159,915 IN REVENUE OTHER FUNDRAISING INITIATIVES FOR METHODIST LE BONHEUR HEALTHCARE SERVICE LINES AND PROGRAMS HAD REVENUES OF \$353,025 AND EXPENSES OF \$252,901

**4d Other program services (Describe in Schedule O )**

(Expenses \$ 1,440,331 including grants of \$ 949,196 ) (Revenue \$ )

**4e Total program service expenses \$ 4,470,565**

**Part IV Checklist of Required Schedules**

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

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

4 **Section 501(c)(3) organizations.** 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

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

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which 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

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

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

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

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

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

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

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

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

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part 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 XI

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII

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

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U.S.? If "Yes," complete Schedule F, Part II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U.S.? If "Yes," complete Schedule F, Part III and IV

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

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

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

20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements

	Yes	No
1	Yes	
2	Yes	
3		No
4		No
5		No
6		No
7		No
8		No
9		No
10	Yes	
11a	Yes	
11b	Yes	
11c		No
11d	Yes	
11e		No
11f	Yes	
12a		No
12b	Yes	
13		No
14a		No
14b		No
15		No
16		No
17	Yes	
18	Yes	
19		No
20a		No
20b		

**Part IV Checklist of Required Schedules (continued)**

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

**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
<b>1a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	58
<b>b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
<b>c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
<b>2a</b>	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	16
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	Yes
<p><b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</p>			
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
<b>4a</b>	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 or securities account)?	4a	No
<b>b</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		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
<b>c</b>	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
<b>6a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	No
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>	7a	Yes
<b>a</b>	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?	7b	Yes
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No
<b>c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year	7e	No
<b>e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
<b>g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
<b>h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a	
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>	9b	
<b>a</b>	Did the organization make any taxable distributions under section 4966?	10a	
<b>b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?	10b	
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter		
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12	11a	
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	11b	
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter	12a	
<b>a</b>	Gross income from members or shareholders	11a	
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	12b	
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>	13a	
<b>a</b>	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state	13b	
<b>b</b>	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c	
<b>c</b>	Enter the aggregate amount of reserves on hand		
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
<b>b</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 lines 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

### Section A. Governing Body and Management

1a Enter the number of voting members of the governing body at the end of the tax year . . . . . **1a** 19

b Enter the number of voting members included in line 1a, above, who are independent . . . . . **1b** 18

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? . . . . .

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? . . . . .

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .

5 Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .

6 Did the organization have members or stockholders? . . . . .

7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . . . .

b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following

a The governing body? . . . . .

b Each committee with authority to act on behalf of the governing body? . . . . .

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 . . . . .

	Yes	No
<b>1a</b>		
<b>1b</b>		
<b>2</b>	Yes	
<b>3</b>		No
<b>4</b>		No
<b>5</b>		No
<b>6</b>	Yes	
<b>7a</b>	Yes	
<b>7b</b>	Yes	
<b>8a</b>	Yes	
<b>8b</b>	Yes	
<b>9</b>		No

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

10a Did the organization have local chapters, branches, or affiliates? . . . . .

b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? . . . . .

11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . . . .

b Describe in Schedule O the process, if any, used by the organization to review the Form 990 . . . . .

12a Did the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .

b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .

c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done . . . . .

13 Did the organization have a written whistleblower policy? . . . . .

14 Did the organization have a written document retention and destruction policy? . . . . .

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 . . . . .

b Other officers or key employees of the organization . . . . .

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? . . . . .

b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? . . . . .

	Yes	No
<b>10a</b>		No
<b>10b</b>		
<b>11a</b>	Yes	
<b>12a</b>	Yes	
<b>12b</b>	Yes	
<b>12c</b>	Yes	
<b>13</b>	Yes	
<b>14</b>	Yes	
<b>15a</b>	Yes	
<b>15b</b>	Yes	
<b>16a</b>		No
<b>16b</b>		

### Section C. Disclosure

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

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made 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 made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table

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

SUE WAUGH  
1211 UNION AVENUE SUITE 600  
MEMPHIS, TN 38104  
(901) 516-0656

**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, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid

• List all of the organization's **current** key employees, 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, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

Check this box if neither the organization nor any related organizations compensated any current or former officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Or Director	Individual trustee	Institutional Trustee	Officer	Key Employee			
(1) PAULA JACOBSON FOUNDATION PRESIDENT	40 00	X		X			252,186	0	46,409
(2) SUSAN MURRMANN BOARD CHAIR	2 00	X		X			0	0	0
(3) L KIRKPATRICK BOBO BOARD VICE CHAIR	2 00	X		X			0	0	0
(4) CAROLE W WEST CO-SECRETARY	2 00	X		X			0	0	0
(5) NANCY BARNETT BOARD DIRECTOR	2 00	X					0	0	0
(6) JEANNE JEMISON BOARD DIRECTOR	2 00	X					0	0	0
(7) DEBBIE JONES BOARD DIRECTOR	2 00	X					0	0	0
(8) ANDREW MCCARROLL BOARD DIRECTOR	2 00	X					0	0	0
(9) REV DR DEBORAH SMITH BOARD DIRECTOR	2 00	X					0	0	0
(10) REV DR ERIC WINSTON BOARD DIRECTOR	2 00	X					0	0	0
(11) LEWIS WILLIAMSON BOARD DIRECTOR	2 00	X					0	0	0
(12) THOMAS MARTY CARR BOARD DIRECTOR	2 00	X					0	0	0
(13) MAURICE ELLIOTT BOARD DIRECTOR	2 00	X					0	0	0
(14) JOHN GLASS BOARD DIRECTOR	2 00	X					0	0	0
(15) DENNIS HIGDON BOARD DIRECTOR	2 00	X					0	0	0
(16) WILLIAM TAD MAYS JR BOARD DIRECTOR	2 00	X					0	0	0
(17) JOHN PETTEY BOARD DIRECTOR	2 00	X					0	0	0

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

<b>(A)</b> Name and Title	<b>(B)</b> Average hours per week (describe hours for related organizations in Schedule O)	<b>(C)</b> Position (do not check more than one box, unless person is both an officer and a director/trustee)					<b>(D)</b> Reportable compensation from the organization (W- 2/1099-MISC)	<b>(E)</b> Reportable compensation from related organizations (W- 2/1099- MISC)	<b>(F)</b> Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
(18) SALLY SHY BOARD DIRECTOR	2 00	X					0	0	0
(19) BRIDGET TRENARY BOARD DIRECTOR	2 00	X					0	0	0
(20) ED ROBERTSON BOARD DIRECTOR (THROUGH JUNE 2011)	2 00	X					0	0	0
(21) B LANE CARRICK CO-TREASURER (THROUGH JUNE 2011)	2 00	X					0	0	0
(22) BENA CATES BOARD DIRECTOR (THROUGH JUNE 2011)	2 00	X					0	0	0
(23) REV CYNTHIA DAVIS BOARD DIRECTOR (THROUGH JUNE 2011)	2 00	X					0	0	0
(24) REV RICK KIRCHOFF BOARD DIRECTOR (THROUGH JUNE 2011)	2 00	X					0	0	0
(25) W STEVEN WEST CO-SECRETARY	2 00			X			0	417,051	89,839
(26) LARRY SPRATLIN CO-TREASURER	2 00			X			0	276,095	62,960
(27) CHRISTOPHER MCLEAN ASSISTANT TREASURER	2 00			X			0	621,300	136,733
(28) MARK BILLINGSLEY DIRECTOR MAJOR GIFTS	40 00				X		123,736	0	18,314
(29) LORI KESSLER ADMIN DIR OF MEDICAL EDU & RESEARCH	40 00				X		149,672	0	28,735
(30) ROBERT PLUNK DIRECTOR OF CORPORATE DEVELOPMENT	40 00				X		108,510	0	25,107
<b>1b Sub-Total . . . . .</b>									
<b>c Total from continuation sheets to Part VII, Section A . . . . .</b>									
<b>d Total (add lines 1b and 1c) . . . . .</b>							634,104	1,314,446	408,097

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **►4**

	<b>Yes</b>	<b>No</b>
<b>3</b> Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	<b>3</b>	No
<b>4</b> 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	<b>4</b>	Yes
<b>5</b> 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	<b>5</b>	No

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

<b>(A)</b> Name and business address	<b>(B)</b> Description of services	<b>(C)</b> Compensation
AMERICAN PROGRAM BUREAU 313 WASHINGTON STREET STE 225 NEWTON, MA 02458	SPEAKER TALENT AGENCY	125,000
<b>2</b> Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization <b>►1</b>		

**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	
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b> 91,684				
	<b>b</b> Membership dues . . . . .	<b>1b</b>				
	<b>c</b> Fundraising events . . . . .	<b>1c</b> 413,665				
	<b>d</b> Related organizations . . . . .	<b>1d</b> 10,505				
	<b>e</b> Government grants (contributions)	<b>1e</b> 250,940				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b> 4,302,850				
	<b>g</b> Noncash contributions included in lines 1a-1f \$ 9,120					
	<b>h</b> <b>Total.</b> Add lines 1a-1f . . . . . ►		5,069,644			
<b>Program Service Revenue</b>		Business Code				
	<b>2a</b>					
	<b>b</b>					
	<b>c</b>					
	<b>d</b>					
	<b>e</b>					
	<b>f</b> All other program service revenue					
	<b>g</b> <b>Total.</b> Add lines 2a-2f . . . . . ►					
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest and other similar amounts) . . . . . ►					
			100,650		100,650	
	<b>4</b> Income from investment of tax-exempt bond proceeds . . . . . ►					
	<b>5</b> Royalties . . . . . ►					
	<b>6a</b> Gross rents	(I) Real	(II) Personal			
	<b>b</b> Less rental expenses					
	<b>c</b> Rental income or (loss)					
	<b>d</b> Net rental income or (loss) . . . . . ►					
<b>8a</b> Gross amount from sales of assets other than inventory	(I) Securities	(II) Other				
	<b>b</b> Less cost or other basis and sales expenses					
	<b>c</b> Gain or (loss)					
	<b>d</b> Net gain or (loss) . . . . . ►					
	<b>8a</b> Gross income from fundraising events (not including \$ 413,665 of contributions reported on line 1c) See Part IV, line 18 . . . . .					
	<b>a</b>	81,299				
	<b>b</b> Less direct expenses . . . . .	<b>b</b> 342,456				
	<b>c</b> Net income or (loss) from fundraising events . . . . . ►		-261,157			-261,157
<b>9a</b> Gross income from gaming activities See Part IV, line 19 . . . . .						
<b>a</b>						
<b>b</b> Less direct expenses . . . . .	<b>b</b>					
<b>c</b> Net income or (loss) from gaming activities . . . . . ►						
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .						
<b>a</b>						
<b>b</b> Less cost of goods sold . . . . .	<b>b</b>					
<b>c</b> Net income or (loss) from sales of inventory . . . . . ►						
<b>Miscellaneous Revenue</b>	Business Code					
<b>11a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b> All other revenue . . . . .						
<b>e</b> <b>Total.</b> Add lines 11a-11d . . . . . ►						
<b>12</b> <b>Total revenue.</b> See Instructions . . . . . ►		4,909,137	0	0	-160,507	

**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)

Check if Schedule O contains a response to any question in this Part IX **Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<b>1</b> Grants and other assistance to governments and organizations in the United States See Part IV, line 21	1,523,872	1,523,872		
<b>2</b> Grants and other assistance to individuals in the United States See Part IV, line 22	1,796,438	1,796,438		
<b>3</b> Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
<b>4</b> Benefits paid to or for members				
<b>5</b> Compensation of current officers, directors, trustees, and key employees . . . . .	252,186		126,093	126,093
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .				
<b>7</b> Other salaries and wages	424,183		199,156	225,027
<b>8</b> Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .	93,662		93,662	
<b>9</b> Other employee benefits . . . . .	48,516		48,516	
<b>10</b> Payroll taxes . . . . .	42,533		16,758	25,775
<b>11</b> Fees for services (non-employees)				
<b>a</b> Management . . . . .				
<b>b</b> Legal . . . . .				
<b>c</b> Accounting . . . . .	1,448		1,448	
<b>d</b> Lobbying . . . . .				
<b>e</b> Professional fundraising See Part IV, line 17 . . .	63,613			63,613
<b>f</b> Investment management fees . . . . .				
<b>g</b> Other . . . . .	63,199		58,159	5,040
<b>12</b> Advertising and promotion . . . . .	1,890		1,890	
<b>13</b> Office expenses . . . . .	69,637		63,157	6,480
<b>14</b> Information technology . . . . .				
<b>15</b> Royalties . . . . .				
<b>16</b> Occupancy . . . . .	1,308		1,308	
<b>17</b> Travel . . . . .	4,231		1,375	2,856
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .				
<b>19</b> Conferences, conventions, and meetings . . . . .	25,896		22,418	3,478
<b>20</b> Interest . . . . .	476,483		476,483	
<b>21</b> Payments to affiliates . . . . .				
<b>22</b> Depreciation, depletion, and amortization . . . . .	3,240		3,240	
<b>23</b> Insurance . . . . .	447		447	
<b>24</b> 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 )				
<b>a</b> SICKLE CELL CENTER	659,120	659,120		
<b>b</b> OTHER PROJECT DISBURSEM	392,119	392,119		
<b>c</b> NURSE LEADERSHIP TRAINI	99,016	99,016		
<b>d</b> MISCELLANEOUS EXPENSE	17,968		17,957	11
<b>e</b>				
<b>f</b> All other expenses				
<b>25</b> <b>Total functional expenses.</b> Add lines 1 through 24f	6,061,005	4,470,565	1,132,067	458,373
<b>26</b> <b>Joint costs.</b> Check here <input type="checkbox"/> <input checked="" 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**

		<b>(A)</b> Beginning of year		<b>(B)</b> End of year
Assets	<b>1</b> Cash—non-interest-bearing . . . . .	637	<b>1</b>	17,700
	<b>2</b> Savings and temporary cash investments . . . . .		<b>2</b>	
	<b>3</b> Pledges and grants receivable, net . . . . .	3,512,019	<b>3</b>	2,931,245
	<b>4</b> Accounts receivable, net . . . . .		<b>4</b>	
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .		<b>5</b>	
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L . . . . .		<b>6</b>	
	<b>7</b> Notes and loans receivable, net . . . . .		<b>7</b>	
	<b>8</b> Inventories for sale or use . . . . .		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges . . . . .		<b>9</b>	
	<b>10a</b> Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	<b>10a</b>	208,358	
	<b>b</b> Less accumulated depreciation . . . . .	<b>10b</b>	199,242	<b>10c</b> 6,949 9,116
	<b>11</b> Investments—publicly traded securities . . . . .	8,035,454	<b>11</b>	7,536,604
	<b>12</b> Investments—other securities See Part IV, line 11 . . . . .	1,040,224	<b>12</b>	1,913,143
	<b>13</b> Investments—program-related See Part IV, line 11 . . . . .		<b>13</b>	
	<b>14</b> Intangible assets . . . . .		<b>14</b>	
	<b>15</b> Other assets See Part IV, line 11 . . . . .	1,775,873	<b>15</b>	1,567,042
	<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	14,371,156	<b>16</b>	13,974,850
Liabilities	<b>17</b> Accounts payable and accrued expenses . . . . .	324,899	<b>17</b>	540,047
	<b>18</b> Grants payable . . . . .		<b>18</b>	
	<b>19</b> Deferred revenue . . . . .		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities . . . . .		<b>20</b>	
	<b>21</b> Escrow or custodial account liability Complete Part IV of Schedule D . . . . .		<b>21</b>	
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L . . . . .		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .		<b>24</b>	
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D . . . . .		<b>25</b>	
	<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25 . . . . .	324,899	<b>26</b>	540,047
Net Assets or Fund Balances	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets . . . . .	5,543,953	<b>27</b>	5,163,087
	<b>28</b> Temporarily restricted net assets . . . . .	8,502,304	<b>28</b>	8,271,716
	<b>29</b> Permanently restricted net assets . . . . .		<b>29</b>	
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds . . . . .		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building or equipment fund . . . . .		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .		<b>32</b>	
	<b>33</b> Total net assets or fund balances . . . . .	14,046,257	<b>33</b>	13,434,803
	<b>34</b> Total liabilities and net assets/fund balances . . . . .	14,371,156	<b>34</b>	13,974,850

**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	4,909,137
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,061,005
3	Revenue less expenses Subtract line 2 from line 1	3	-1,151,868
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	14,046,257
5	Other changes in net assets or fund balances (explain in Schedule O)	5	540,414
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	13,434,803

**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? <input type="checkbox"/>	2a	No
2b Were the organization's financial statements audited by an independent accountant? <input type="checkbox"/>	2b	Yes
2c If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O <input type="checkbox"/>	2c	Yes
2d 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 checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? <input type="checkbox"/>	3a	Yes
3b 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 <input type="checkbox"/>	3b	Yes

2011

Open to Public  
Inspection**SCHEDULE A**  
(Form 990 or 990EZ)**Public Charity Status and Public Support**

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

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

Name of the organization  
METHODIST HEALTHCARE FOUNDATION

Employer identification number

23-7320638

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

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

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

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

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

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

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

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

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

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

9  An organization that normally receives (1) more than 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

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 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?

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

	Yes	No
11g(i)		No
11g(ii)		No
11g(iii)		No

(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		
(A) METHODIST HEALTHCARE - MEMPHIS HOSPITALS	620479367	3	Yes		Yes		Yes	1,091,067
(B) METHODIST LE BONHEUR HEALTHCARE	581454711	3	Yes		Yes		Yes	195,395
(C) ALLIANCE HEALTH SERVICES INC	620841121	9	Yes		Yes		Yes	223,000
<b>Total</b>								1,509,462

**Part II Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
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 <b>Total.</b> Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 <b>Public Support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 <b>Total support</b> (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	
13 <b>First Five Years</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and <b>stop here</b>						►

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

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15
16a <b>33 1/3% support test—2011.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization	►
b <b>33 1/3% support test—2010.</b> If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization	►
17a <b>10%-facts-and-circumstances test—2011.</b> 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 <b>stop here</b> . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization	►
b <b>10%-facts-and-circumstances test—2010.</b> 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 <b>stop here</b> . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization	►
18 <b>Private Foundation</b> If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions	►

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

(Complete only if you checked the box on line 9 of Part I 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</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						
<b>c</b> Add lines 7a and 7b						
<b>8 Public Support</b> (Subtract line 7c from line 6 )						

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>9</b> Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )						
<b>13 Total support</b> (Add lines 9, 10c, 11 and 12 )						
<b>14 First Five Years</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and <b>stop here</b>						

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

15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15
16 Public support percentage from 2010 Schedule A, Part III, line 15	16

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

17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18
19a <b>33 1/3% support tests—2011.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization	
<b>b 33 1/3% support tests—2010.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization	
20 <b>Private Foundation</b> If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions	

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

**Facts And Circumstances Test**

**Explanation**

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## Additional Data

**Software ID:**  
**Software Version:**  
**EIN:** 23-7320638  
**Name:** METHODIST HEALTHCARE FOUNDATION

**Form 990, Schedule A, Part I, Line 11h - Provide the following information about the organizations the organization supports.**

<b>(i)</b> Name of Supported Organization	<b>(ii)</b> EIN	<b>(iii)</b> Type of organization (described on lines 1- 9 above or IRC section )	<b>(iv)</b> Is the organization in (i) listed in your governing document?		<b>(v)</b> Did you notify the organization in (i) of your support?		<b>(vi)</b> Is the organization in (i) organized in the U S ?		<b>(vii)</b> Amount of support?
			Yes	No	Yes	No	Yes	No	
(A) METHODIST HEALTHCARE - MEMPHIS HOSPITALS	620479367	3	Yes		Yes		Yes		1091067
(B) METHODIST LE BONHEUR HEALTHCARE	581454711	3	Yes		Yes		Yes		195395
(C) ALLIANCE HEALTH SERVICES INC	620841121	9	Yes		Yes		Yes		223000

## Additional Data

**Software ID:**  
**Software Version:**  
**EIN:** 23-7320638  
**Name:** METHODIST HEALTHCARE FOUNDATION

### Form 990, Special Condition Description:

#### Special Condition Description

### Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

#### 4d. Other program services

(Code	(Expenses \$	1,440,331	including grants of \$	949,196	) (Revenue \$	)
THE FOUNDATION RAISES FUNDS TO BENEFIT AND STRENGTHEN THE METHODIST LE BONHEUR HEALTHCARE PROGRAMS AND CENTERS OF EXCELLENCE FUNDS RAISED ENHANCE AND STRENGTHEN CLINICAL AND RESEARCH INITIATIVES, UNDERWRITE COSTS FOR FACILITIES, TECHNICIANS, AND EQUIPMENT AND BRIDGE THE GAP BETWEEN WHAT HOSPITAL CHARGES COVER AND WHAT IS NECESSARY TO STAY ON THE CUTTING EDGE OF MEDICAL SCIENCE THE HOSPICE RESIDENCE IS A \$9 MILLION, 30-BED FREE-STANDING FACILITY ON SIX ACRES THAT PROVIDES RESIDENTIAL HOSPICE CARE FOR THOSE PATIENTS WHO CANNOT STAY IN THEIR HOMES AT THE END OF THEIR LIVES THE FACILITY CONTAINS A LARGE "LIVING ROOM", FAMILY RECHARGE AREAS AND LOVELY GARDENS THAT CAN BE ACCESSED BY ALL PATIENT ROOMS IT IS PART OF ALLIANCE HEALTH SERVICES, A 501(C)(3) ORGANIZATION EIN 62-0841121, AND A SUBSIDIARY OF METHODIST LE BONHEUR HEALTHCARE SINCE 1979, METHODIST HOSPICE HAS PROVIDED COMPASSIONATE CARE AND SUPPORT TO INDIVIDUALS AND THEIR FAMILIES WHO ARE FACING LIFE'S FINAL JOURNEY AS ONE OF THE FIRST HOSPICES IN THE COUNTRY TO RECEIVE MEDICARE CERTIFICATION, METHODIST HOSPICE WORKS TO HELP EASE THE END-OF-LIFE TRANSITION FOR ALMOST 150 FAMILIES IN THE MID-SOUTH EVERY DAY THE GRAND OPENING OF THIS FACILITY WAS HELD IN JULY, 2011 EXPENSES FOR OUR HOSPICE PROGRAM AND RESIDENCE TOTALED \$329,479 IN 2011, AND REVENUES WERE \$477,028 METHODIST HEALTHCARE FOUNDATION SUPPORTS LIFELONG LEARNING FOR PHYSICIANS BY PROVIDING THEM THE NECESSARY EVIDENCE-BASED INFORMATION IN FORMATS THAT WILL DEVELOP AND MAINTAIN COMPETENCE, ENHANCE KNOWLEDGE AND SKILLS, IMPROVE PERFORMANCE AND PATIENT OUTCOMES IN 2011 THE FOUNDATION OFFERED 18 COURSES, 50 REGULARLY SCHEDULED SERIES AND 5 ENDURING MATERIALS FOR A TOTAL OF 73 PROGRAMS, 1,346 HOURS A TOTAL OF 15,652 PHYSICIANS ATTENDED AND 3,567 NON-PHYSICIANS THE FOUNDATION SPENT \$295,394 AND BROUGHT IN \$167,748 IN 2011 IN SUPPORT OF THESE EDUCATIONAL OFFERINGS ANNUAL GIVING AND SPECIAL EVENT EFFORTS (NOT INCLUDING OUR TOP THREE EVENTS) HAD TOTAL EXPENSES OF \$78,658 AND REVENUE OF \$666,863 PROCEEDS FROM THESE EFFORTS BENEFIT OUR GRANT AND SCHOLARSHIP PROGRAMS AND PROVIDE FUNDS FOR THE AREAS OF GREATEST NEED WITHIN METHODIST LE BONHEUR HEALTHCARE AS DETERMINED BY OUR FOUNDATION BOARD OF DIRECTORS THE METHODIST FOUNDATION AWARDS COLLEGE SCHOLARSHIPS TO CHILDREN AND DEPENDENTS OF ASSOCIATES WHO PLAN TO PURSUE A CAREER IN A HEALTH-RELATED FIELD OF STUDY IN 2011, THE FOUNDATION PRESENTED 19 SCHOLARSHIPS TOTALING \$22,000 MANY YEARS AGO, THE METHODIST FOUNDATION ESTABLISHED "THE HUMANITARIAN FUND" WHICH HELPS ASSOCIATES IN TIMES OF CRISIS (I E , FIRE, CRIME, DEATH) IN 2011, THE FOUNDATION PROVIDED \$302,583 IN SUPPORT OF THESE ASSOCIATES THE HUMANITARIAN FUND PROGRAM HAD EXPENSES OF \$91,150 AND REVENUE OF \$79,702 THIS PROGRAM ALLOWS MLH ASSOCIATES TO CREATE FUNDS FOR SPECIFIC ASSOCIATES TO HELP THEM IN THEIR TIME OF DIRE NEED THE NURSE LEADER INSTITUTE OF MHF HAD EXPENSES OF \$99,016 AND REVENUE OF \$106,711 THIS INSTITUTE IS FUNDED BY THE H R S A -NURSE EDUCATION PRACTICE RETENTION GRANT FUNDING STREAM, AND IT PROVIDES LEADERSHIP TRAINING AND COACHING FOR MID-LEVEL AND FRONTLINE NURSE LEADERS, WITH A GOAL OF IMPROVED RN RETENTION AND LEADING TO GREATER EXPERTISE IN PROVIDING PATIENT CARE AND IMPROVED PATIENT OUTCOMES EXTERNAL ACCOUNTS AND HOSPITAL/DEPARTMENTAL FUNDS, INCLUDING OUR AUXILIARY'S FUNDRAISING, REPRESENTED \$439,068 IN EXPENSES AND \$159,915 IN REVENUE OTHER FUNDRAISING INITIATIVES FOR METHODIST LE BONHEUR HEALTHCARE SERVICE LINES AND PROGRAMS HAD REVENUES OF \$353,025 AND EXPENSES OF \$252,901						

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
PAULA JACOBSON FOUNDATION PRESIDENT	40 00	X		X			252,186	0	46,409
SUSAN MURRMANN BOARD CHAIR	2 00	X		X			0	0	0
L KIRKPATRICK BOBO BOARD VICE CHAIR	2 00	X		X			0	0	0
CAROLE W WEST CO-SECRETARY	2 00	X		X			0	0	0
NANCY BARNETT BOARD DIRECTOR	2 00	X					0	0	0
JEANNE JEMISON BOARD DIRECTOR	2 00	X					0	0	0
DEBBIE JONES BOARD DIRECTOR	2 00	X					0	0	0
ANDREW MCCARROLL BOARD DIRECTOR	2 00	X					0	0	0
REV DR DEBORAH SMITH BOARD DIRECTOR	2 00	X					0	0	0
REV DR ERIC WINSTON BOARD DIRECTOR	2 00	X					0	0	0
LEWIS WILLIAMSON BOARD DIRECTOR	2 00	X					0	0	0
THOMAS MARTY CARR BOARD DIRECTOR	2 00	X					0	0	0
MAURICE ELLIOTT BOARD DIRECTOR	2 00	X					0	0	0
JOHN GLASS BOARD DIRECTOR	2 00	X					0	0	0
DENNIS HIGDON BOARD DIRECTOR	2 00	X					0	0	0
WILLIAM TAD MAYS JR BOARD DIRECTOR	2 00	X					0	0	0
JOHN PETTEY BOARD DIRECTOR	2 00	X					0	0	0
SALLY SHY BOARD DIRECTOR	2 00	X					0	0	0
BRIDGET TRENARY BOARD DIRECTOR	2 00	X					0	0	0
ED ROBERTSON BOARD DIRECTOR (THROUGH JUNE 2011)	2 00	X					0	0	0
B LANE CARRICK CO-TREASURER (THROUGH JUNE 2011)	2 00	X					0	0	0
BENA CATES BOARD DIRECTOR (THROUGH JUNE 2011)	2 00	X					0	0	0
REV CYNTHIA DAVIS BOARD DIRECTOR (THROUGH JUNE 2011)	2 00	X					0	0	0
REV RICK KIRCHOFF BOARD DIRECTOR (THROUGH JUNE 2011)	2 00	X					0	0	0
W STEVEN WEST CO-SECRETARY	2 00			X			0	417,051	89,839

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
LARRY SPRATLIN CO-TREASURER	2 00			X			0	276,095	62,960
CHRISTOPHER MCLEAN ASSISTANT TREASURER	2 00			X			0	621,300	136,733
MARK BILLINGSLEY DIRECTOR MAJOR GIFTS	40 00				X		123,736	0	18,314
LORI KESSLER ADMIN DIR OF MEDICAL EDU & RESEARCH	40 00				X		149,672	0	28,735
ROBERT PLUNK DIRECTOR OF CORPORATE DEVELOPMENT	40 00				X		108,510	0	25,107

**SCHEDULE D**  
(Form 990)**Supplemental Financial Statements****2011****Open to Public  
Inspection**Department of the Treasury  
Internal Revenue Service

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b  
 ► Attach to Form 990. ► See separate instructions.

**Name of the organization**  
METHODIST HEALTHCARE FOUNDATION**Employer identification number**

23-7320638

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

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

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

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

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

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

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

Protection of natural habitat  Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Year
2a	
2b	
2c	
2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► \_\_\_\_\_

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

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

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year

► \$ \_\_\_\_\_

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

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

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ \_\_\_\_\_

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

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

a Revenues included in Form 990, Part VIII, line 1 ► \$ \_\_\_\_\_

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

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

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

<b>a</b> <input type="checkbox"/> Public exhibition	<b>d</b> <input type="checkbox"/> Loan or exchange programs
<b>b</b> <input type="checkbox"/> Scholarly research	<b>e</b> <input type="checkbox"/> Other
<b>c</b> <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 XIV and complete the following table

	<b>Amount</b>
<b>1c</b>	
<b>1d</b>	
<b>1e</b>	
<b>1f</b>	

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

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

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
<b>1a</b> Beginning of year balance . . . . .	8,502,305	11,410,332	10,163,577	7,204,323	
<b>b</b> Contributions . . . . .	1,046,041	2,762,788	1,510,669	4,813,973	
<b>c</b> Investment earnings or losses . . . . .	96,373	278,478	362,622	-417,684	
<b>d</b> Grants or scholarships . . . . .		1,195,806	260,261	324,504	
<b>e</b> Other expenditures for facilities and programs . . . . .	1,373,003	4,753,487	366,275	1,112,531	
<b>f</b> Administrative expenses . . . . .					
<b>g</b> End of year balance . . . . .	8,271,716	8,502,305	11,410,332	10,163,577	

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

**a** Board designated or quasi-endowment ►

**b** Permanent endowment ►

**c** Term endowment ► 100 000 %

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

<b>(i)</b> unrelated organizations . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>(ii)</b> related organizations . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No

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

<b>3a(i)</b>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>3a(ii)</b>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>3b</b>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

**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 property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
<b>1a</b> Land . . . . .					
<b>b</b> Buildings . . . . .					
<b>c</b> Leasehold improvements . . . . .					
<b>d</b> Equipment . . . . .		208,358	199,242	9,116	
<b>e</b> Other . . . . .					
<b>Total.</b> Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) . . . . .				9,116	

**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) HEDGE FUND OF FUNDS-LONG/SHORT EQUITY	526,239	F
(B) PRIVATE REAL ESTATE COMINGLED FUND	367,010	F
(C) COMINGLED EQUITY SECURITIES	1,019,894	F
		</

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	4,909,137
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	6,061,005
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-1,151,868
4	Net unrealized gains (losses) on investments	4	540,414
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	540,414
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-611,454

**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	5,315,524
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments . . . . .	2a	540,414
b	Donated services and use of facilities . . . . .	2b	
c	Recoveries of prior year grants . . . . .	2c	
d	Other (Describe in Part XIV) . . . . .	2d	
e	Add lines 2a through 2d . . . . .	2e	540,414
3	Subtract line 2e from line 1 . . . . .	3	4,775,110
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	476,483
b	Other (Describe in Part XIV) . . . . .	4b	-342,456
c	Add lines 4a and 4b . . . . .	4c	134,027
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12 ) . . . . .	5	4,909,137

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

1	Total expenses and losses per audited financial statements . . . . .	1	5,926,978
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	342,456
e	Add lines 2a through 2d . . . . .	2e	342,456
3	Subtract line 2e from line 1 . . . . .	3	5,584,522
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	476,483
b	Other (Describe in Part XIV) . . . . .	4b	
c	Add lines 4a and 4b . . . . .	4c	476,483
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18 ) . . . . .	5	6,061,005

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE FOUNDATION RECEIVED A LIMITED AMOUNT OF DONOR-RESTRICTED ENDOWMENT FUNDING AND DOES NOT MAINTAIN ANY BOARD-DESIGNATED ENDOWMENTS IN ALL MATERIAL RESPECTS, INCOME FROM THE DONOR RESTRICTED ENDOWMENT FUNDS IS ITSELF RESTRICTED TO SPECIFIC DONOR-DIRECTED PURPOSES, AND IS THEREFORE ACCOUNTED FOR WITHIN TEMPORARILY RESTRICTED NET ASSETS UNTIL EXPENDED IN ACCORDANCE WITH THE DONOR'S WISHES. FOUNDATION FUNDS ARE INVESTED IN SECURITIES THAT, FROM TIME TO TIME, CAN EXPERIENCE DROPS IN MARKET VALUATIONS WHILE OUR INVESTMENT POLICIES ARE CONSERVATIVE AND STRIVE TO PROTECT PRINCIPAL AND CORPUS, THERE IS NO ASSURANCE THAT THE ABSOLUTE VALUE OF FUNDS CANNOT DROP BELOW ORIGINAL VALUE DURING TIMES OF SEVERE MARKET DROPS
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	THE ORGANIZATION CONSOLIDATES ITS AUDIT WITH ITS CORPORATE PARENT AND OTHER SUBSIDIARIES OF THE PARENT. THE FOLLOWING STATEMENT REFLECTS THE FIN 48 FOOTNOTE OF THE CONSOLIDATED GROUP. THE INTERNAL REVENUE SERVICE HAS DETERMINED THAT THE SYSTEM AND ALL OF THE NONPROFIT AFFILIATES FOR WHICH THE SYSTEM OR ITS BOARD OF DIRECTORS IS CONTROLLING MEMBER ARE EXEMPT FROM FEDERAL INCOME TAX UNDER INTERNAL REVENUE CODE (IRC) SECTION 501(A) AS ORGANIZATIONS DESCRIBED IN SECTION 501(C)(3) AS QUALIFIED TAX-EXEMPT ORGANIZATIONS, THE SYSTEM'S NONPROFIT AFFILIATES MUST OPERATE IN CONFORMITY WITH THE IRC TO MAINTAIN THEIR TAX-EXEMPT STATUS. INCOME TAX FROM THE OPERATIONS OF THE SYSTEM'S WHOLLY OWNED FOR-PROFIT SUBSIDIARY, AMBULATORY OPERATIONS, INC., AND ITS SUBSIDIARIES IS NOT SIGNIFICANT. THE SYSTEM APPLIES FASB ASC TOPIC 740 (TOPIC 740), ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES. TOPIC 740 CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAX POSITIONS AND PROVIDES GUIDANCE ON WHEN TAX POSITIONS ARE RECOGNIZED IN AN ENTITY'S FINANCIAL STATEMENTS AND HOW THE VALUES OF THESE POSITIONS ARE DETERMINED. THERE HAS BEEN NO IMPACT ON THE SYSTEM'S COMBINED FINANCIAL STATEMENTS AS A RESULT OF TOPIC 740.
PART XII, LINE 4B - OTHER ADJUSTMENTS		DIRECT FUNDRAISING EXPENSES -342,456
PART XIII, LINE 2D - OTHER ADJUSTMENTS		DIRECT FUNDRAISING EXPENSES 342,456

## **Supplemental Information Regarding Fundraising or Gaming Activities**

2011

## Open to Public Inspection

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

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

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

1. **PRINT TO FORMS OR PRINT TO EASY** - See separate instructions

**Employer identification number**

23-7320638

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

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

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

**2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

Yes  No

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

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

AR, TN, MS

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

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col (a) through col (c))
		CANCER CENTER LUNCHEON (event type)	MH GOLF CLASSIC (event type)	1 (total number)	
Revenue	1 Gross receipts . . .	328,924	166,040		494,964
	2 Less Charitable contributions . . .	280,065	133,600		413,665
	3 Gross income (line 1 minus line 2) . . .	48,859	32,440		81,299
Direct Expenses	4 Cash prizes . . .				
	5 Non-cash prizes . . .	2,141	11,558	2,714	16,413
	6 Rent/facility costs . . .	24,630	36,547	16,205	77,382
	7 Food and beverages . . .	43,677	6,892	36,292	86,861
	8 Entertainment . . .	125,500	150	500	126,150
	9 Other direct expenses . . .	14,441	3,584	17,625	35,650
	10 Direct expense summary Add lines 4 through 9 in column (d) . . . . .				( 342,456 )
	11 Net income summary Combine lines 3 and 10 in column (d) . . . . .				-261,157

**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 . . .				
	2 Cash prizes . . . .				
	3 Non-cash prizes . . . .				
	4 Rent/facility costs . . . .				
	5 Other direct expenses . . . .				
Direct Expenses	6 Volunteer labor . . .	<input type="checkbox"/> Yes . . . <input type="checkbox"/> No	<input type="checkbox"/> Yes . . . <input type="checkbox"/> No	<input type="checkbox"/> Yes . . . <input type="checkbox"/> No	
	7 Direct expense summary Add lines 2 through 5 in column (d) . . . . .				( )
	8 Net gaming income summary Combine lines 1 and 7 in column (d) . . . . .				

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 \_\_\_\_\_

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? . . . . .  Yes  No

b If "Yes," Explain \_\_\_\_\_

**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

**13a**

**13b**

**14** Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ►

Address ►

**15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue?  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

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 distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ \_\_\_\_\_

**Part IV** Complete this part to provide additional information for responses to questions on Schedule G (see instructions.)

Identifier

ReturnReference

Explanation

**Schedule I  
(Form 990)**

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

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

**► Attach to Form 990**

2011

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

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Name of the organization  
**METHODIST HEALTHCARE FOUNDATION**

**Employer identification number**

## **Part I General Information on Grants and Assistance**

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

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

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . . .

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
(1) ALLIANCE HEALTH SERVICES INC	6400	501(C)(3)	223,000	14,410	FMV	VARIOUS MEDICAL EQUIPMENT	VARIOUS PROGRAMS AND OPERATIONAL SUPPORT
SHELBY VIEW SUITE 101	MEMPHIS, TN 38104						
(2) METHODIST	HEALTHCARE - MEMPHIS	501(C)(3)	1,091,067				CONSTRUCTION OF EXCELLENCE CENTER SEE FORM 990, PART III FOR ADDITIONAL DETAILS
HOSPITALS	1265 UNION AVE						
MEMPHIS, TN 38104							
(3) METHODIST LE	BONHEUR HEALTHCARE	501(C)(3)	195,395				OPERATIONAL SUPPORT
1211 UNION AVENUE	SUITE 700						
MEMPHIS, TN 38104							

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) PHYSICIANS' RESEARCH NETWORK - SUPPORT SERVICES AND REGULATORY ASSISTANCE FOR TRIALS MANAGEMENT	456	1,280,047			
(2) COLLEGE SCHOLARSHIPS	19	22,000			
(3) THE HUMANITARIAN FUND - ASSISTANCE IN TIMES OF CRISIS	447	302,583			
(4) THE HELP FUND	92	91,150			
(5) GRANT AND SCHOLARSHIP PROGRAMS		100,658			

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

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U.S.	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 THE GRANT REVIEW COMMITTEE (GRC) OF THE METHODIST HEALTHCARE FOUNDATION (MHF) BIANNUALLY ASSESSES PROPOSALS, IN THE FORMAT PROVIDED AS PART OF ITS GRANT APPLICATION PACKET, FOR FUNDING PROJECTS ARE FUNDED BASED ON A STANDARD ADMINISTRATION PROCESS ESTABLISHED BY THE GRC ADDITIONALLY, FUNDED PROJECTS INCLUDE THOSE THAT FIT CURRENT GRANT MAKING PRIORITIES OF METHODIST LE BONHEUR HEALTHCARE (MLH) GRANT APPLICATION PROCESS 1 ELIGIBILITY CRITERIA TO BE ELIGIBLE FOR THE GRANT, THE APPLICANT MUST FOCUS ON CLINICAL RESEARCH OR HEALTH OUTCOMES RELATED TO THE MISSION, GOALS AND STRATEGIC PLAN OF MLH, BE A MEMBER OF THE MLH MEDICAL STAFF IN GOOD STANDING WITH MLH, AND HAVE RECEIVED APPROPRIATE ADMINISTRATIVE OR INSTITUTIONAL REVIEW BOARD APPROVAL, IF APPLICABLE 2 GRANT MAKING PRIORITIES THE GRC FUNDS PROJECTS OF MANY TYPES, INCLUDING RESEARCH THE GRC WILL GIVE PRIORITY TO PROJECTS THAT FIT THE MISSION AND GOALS OF MLH THE GRANT AWARD PROGRAM PROVIDES SUPPORT TO GROUPS AND INDIVIDUALS THAT COMPLEMENT THE WORK CONDUCTED IN AREAS OF MOST INTEREST TO MLH, SPECIFICALLY NEUROSCIENCE, TRANSPLANTATION, CANCER, PATIENT SAFETY, QUALITY OF CARE, AND NURSING EXCELLENCE AND EDUCATION DUE TO THE HIGH LEVEL OF COMPETITION FOR PHILANTHROPIC RESOURCES, SOME TYPES OF PROJECTS ARE NOT SUPPORTED AS A MATTER OF GENERAL POLICY THE FOLLOWING IS A LIST OF ACTIVITIES THAT ARE NOT SUPPORTED BY THE GRANT REVIEW PROCESS OF THE FOUNDATION - BASIC SCIENCE - ONGOING GENERAL OPERATING EXPENSES OR EXISTING DEFICITS - INDIRECT COSTS - POLITICAL CONTRIBUTIONS - PROJECTS IN CONFLICT WITH THE MISSION STATEMENT OF MLH - PROJECTS IN CONFLICT WITH THE SOCIAL PRINCIPLE OF THE UNITED METHODIST CHURCH ADDITIONALLY, THE GRC RARELY AWARDS GRANTS FOR - CONFERENCES OR SYMPOSIA (UNLESS THEY ARE CLEARLY RELATED TO THE FOUNDATION'S GOALS AND PRIORITIES) - PUBLICATIONS OR MEDIA PROJECTS, EXCEPT THOSE THAT GROW OUT OF ONE OF OUR GRANT PROGRAMS

**Schedule J**  
(Form 990)**Compensation Information**

OMB No 1545-0047

**2011****Open to Public  
Inspection**Department of the Treasury  
Internal Revenue Service

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

**Name of the organization**

METHODIST HEALTHCARE FOUNDATION

**Employer identification number**

23-7320638

**Part I Questions Regarding Compensation**

Yes

No

**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 in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all 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?  
**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 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

**a** The organization?

**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 Regs 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)?

<b>1b</b>		
<b>2</b>		
<b>4a</b>		No
<b>4b</b>	Yes	
<b>4c</b>		No
<b>5a</b>		No
<b>5b</b>		No
<b>6a</b>		No
<b>6b</b>		No
<b>7</b>	Yes	
<b>8</b>		No
<b>9</b>		

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

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

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

### Part III Supplemental Information

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

Identifier	Return Reference	Explanation
	PART I, LINE 4B	THE PURPOSE OF THE METHODIST LE BONHEUR HEALTHCARE CONSOLIDATED EXECUTIVE DEFERRED COMPENSATION PLAN IS TO PROVIDE RETIREMENT BENEFITS FOR CERTAIN EXECUTIVE LEVEL EMPLOYEES IN ADDITION TO THE BENEFITS PROVIDED THROUGH THE OTHER RETIREMENT PLANS THAT ARE SPONSORED BY THE COMPANY. IT IS INTENDED THAT THIS PLAN COMPLY WITH INTERNAL REVENUE CODE SECTION 457(F) AND QUALIFY FOR THE SHORT TERM DEFERRAL EXCEPTION TO CODE SECTION 409A. UNDER THE PLAN, CORPORATE EXECUTIVES AT OR ABOVE THE VICE PRESIDENT LEVEL ARE ELIGIBLE TO RECEIVE EXECUTIVE DEFERRED COMPENSATION CREDITS DEPENDING ON THEIR POSITION CLASSIFICATION [6%, 8%, 10%, 12% OF BASE SALARY]. EACH PLAN YEAR, THE EXECUTIVE MUST ELECT A DEFERRED VESTING DATE TO BE APPLIED TO THE DEFERRED COMPENSATION CREDIT THAT WILL BE EARNED IN THAT PLAN YEAR. THE DEFERRED VESTING DATE IS SUBJECT TO A VESTING SCHEDULE THAT REQUIRES A MINIMUM DEFERRAL OF 5 YEARS TO BECOME VESTED. UPON REACHING AGE 55, THE MINIMUM DEFERRAL IS REDUCED TO 3 YRS. UPON REACHING AGE 60, THE MINIMUM DEFERRAL IS REDUCED TO 2 YRS. AT AGE 64, A CASH EQUIVALENT IS PROVIDED TO THE EXECUTIVE AND NO ADDITIONAL DEFERRALS ARE MADE UNDER THIS PLAN. THE PLAN IS UNFUNDED WITH ALL BENEFITS PAID FROM THE COMPANY'S GENERAL ASSETS. HOWEVER, THE EXECUTIVE IS ALLOWED TO DIRECT THE INVESTMENTS OF HIS DEFERRED COMPENSATION CREDIT IN A MENU OF INVESTMENT ALTERNATIVES MADE AVAILABLE BY THE COMPANY. UPON VESTING, A DISTRIBUTION IS PROVIDED LESS APPLICABLE TAX. IN THE CASE OF A VOLUNTARY TERMINATION OF EMPLOYMENT BY THE EXECUTIVE OR INVOLUNTARY TERMINATION OF EMPLOYMENT FOR CAUSE BY THE COMPANY, THE NON-VESTED FUNDS ARE FORFEITED. ACCELERATED VESTING (100%) IS ALLOWED UPON DEATH, DISABILITY OR AN INVOLUNTARY TERMINATION BY THE COMPANY WITHOUT CAUSE. ALLOCATIONS TO THE PLAN FOR 2011 INCLUDE THE FOLLOWING: PAULA JACOBSON - \$15,531; CHRISTOPHER MCLEAN - \$4,104; LARRY SPRATLIN - \$18,629; W STEVEN WEST - \$25,362.
	PART I, LINE 7	THE MANAGEMENT INCENTIVE PLAN INTENDS TO REWARD MANAGEMENT FOR THE ACHIEVEMENT OF PERFORMANCE AGAINST A PRE-ESTABLISHED SET OF BALANCED AND CHALLENGING GOALS. THE PLAN ALSO INCLUDES A PROVISION THAT DEFERS VESTING OF A PORTION OF THE AWARD SUBJECT TO CONTINUED EMPLOYMENT (WITH A SUBSTANTIAL RISK OF FORFEITURE) TO ENCOURAGE RETENTION OF EXECUTIVES. THIS PLAN IS REVIEWED BY AN EXTERNAL THIRD-PARTY CONSULTANT.
SUPPLEMENTAL INFORMATION	PART III	PART I, LINE 3. THE BOARD OF METHODIST LE BONHEUR HEALTHCARE, A RELATED ORGANIZATION AND CORPORATE OVERSIGHT ENTITY, CONDUCTS THE FOLLOWING METHODS TO ESTABLISH COMPENSATION FOR ITS OFFICERS AND KEY EMPLOYEES - COMPENSATION COMMITTEE - INDEPENDENT COMPENSATION CONSULTANT - COMPENSATION STUDY / SURVEY - APPROVAL BY THE BOARD / COMPENSATION COMMITTEE

**SCHEDULE O**  
(Form 990 or 990-EZ)Department of the Treasury  
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**

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

**2011****Open to Public  
Inspection**

Name of the organization

METHODIST HEALTHCARE FOUNDATION

**Employer identification number**

23-7320638

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 2	DUE TO THE INTER-CONNECTIVE NATURE OF BUSINESS, A FEW INDIVIDUALS ON THE BOARD WERE IDENTIFIED AS HAVING BUSINESS RELATIONSHIPS WITH OTHER BOARD MEMBERS. THE METHODIST HEALTHCARE FOUNDATION DIRECTOR SELECTION COMMITTEE HAS TAKEN GREAT CARE IN IDENTIFYING THESE RELATIONSHIPS PRIOR TO SELECTION TO ENSURE THE INTEGRITY OF BOARD DECISIONS ARE PRESERVED AND POTENTIAL CONFLICTS OF INTEREST ARE MINIMIZED IN THE FUTURE. BOARD MEMBERS L. KIRKPATRICK BOBO AND JOHN PETTEY HAVE A BUSINESS RELATIONSHIP

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	METHODIST HEALTHCARE FOUNDATION IS A SUBSIDIARY OF METHODIST LE BONHEUR HEALTHCARE (MLH, 58-1454711) WITH MLH AS THE SOLE MEMBER

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	AS THE SOLE MEMBER OF THE ORGANIZATION, MLH AND ITS BOARD OF DIRECTORS ELECT ALL MEMBERS OF THE GOVERNING BODY FOR METHODIST HEALTHCARE FOUNDATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7B	<p>THE MEMBER SHALL FROM TIME TO TIME ADOPTS AND PROMULGATE SUCH AMENDMENTS, AS THEY SHALL DEEM APPROPRIATE TO THESE BY LAWS AND TO THE GENERAL POLICIES AND GUIDELINES OF THE CORPORATION, ALL OF WHICH SHALL BE CONSISTENT WITH THE PURPOSES OF THE CORPORATION UPON REQUEST BY THE BOARD OF DIRECTORS AND AT SUCH OTHER TIMES AS THE MEMBER MAY SELECT, THE MEMBER SHALL REVIEW THE AFFAIRS OF THE CORPORATION AND TAKE SUCH ACTION AS IT MAY DEEM APPROPRIATE IN ACCORDANCE WITH THESE BY LAWS. THE FOLLOWING ITEMS, AFTER BEING REVIEWED AND ADOPTED BY THE BOARD OF DIRECTORS, SHALL BE SUBMITTED TO THE MEMBER FOR APPROVAL - IN THE LAST MONTH OF EACH FISCAL YEAR, A STRATEGIC PLAN, AND A ONE (1) YEAR OPERATING BUDGET OF THE CORPORATION'S ENSUING FISCAL YEAR, AND THEREAFTER, ANY ACTION WHICH WILL RESULT IN A SUBSTANTIAL CHANGE IN THE EXPENDITURES OR REVENUE FORECAST IN ANY SUCH PLANS OR BUDGETS, - ANY SALE, EXCHANGE, GIFT MORTGAGE, OPTION, LEASE WITH A TERM IN EXCESS OF ONE (1) YEAR (EXCEPT TO DOCTORS FOR OFFICE SPACE), OR OTHER DISPOSITION OF ANY REAL PROPERTY (INCLUDING IMPROVEMENTS THEREON) OR INTEREST THEREIN OWNED BY THE CORPORATION, OR ANY OTHER ASSET OR ASSETS OWNED BY THE CORPORATION WITH A VALUE IN EXCESS OF FIVE HUNDRED THOUSAND DOLLARS (\$500,000), EXCEPT WITH RESPECT TO TRANSACTIONS SPECIFIED AND PREVIOUSLY APPROVED WITHIN THE CAPITAL OR OPERATING BUDGETS, - ANY APPLICATION FOR A GOVERNMENT GRANT, - ANY AMENDMENT OR RESTATEMENT OF THE CORPORATE CHARTER OR ANY PLAN OF MERGER, CONSOLIDATION OR DISSOLUTION OF THE CORPORATION, - ANY INDEMNIFICATION OF PERSONS BY THE CORPORATION EXCEPT AS SPECIFIED IN THESE BY LAWS, - ANY ACTION OR INACTION AT VARIANCE WITH THE STATED POLICIES OF THE CORPORATION, WHICH POLICIES HAVE BEEN APPROVED BY THE MEMBER, - THE NEGOTIATION, IMPLEMENTATION, NON-RENEWAL OR ANY OTHER ACTION TAKEN WITH RESPECT TO ANY MANAGEMENT CONTRACT, - ANY RELEASE OR CANCELLATION BY THE CORPORATION OF A CLAIM OR RIGHT OF ACTION AGAINST ANOTHER PARTY IN AN AMOUNT IN EXCESS OF FIVE HUNDRED THOUSAND DOLLARS (\$500,000), - THE SELECTION OF ANY BANKING INSTITUTIONS AS A DEPOSITORY OF CORPORATE FUNDS, AND - ANY OTHER MATTERS AS MAY BE REQUIRED BY LAW TO BE SUBMITTED TO THE MEMBER OF A NOT FOR PROFIT CORPORATION</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE FORM 990 IS PREPARED BY AN INDEPENDENT ACCOUNTING FIRM WITH INPUT FROM HUMAN RESOURCES, LEGAL, COMPLIANCE, AND FINANCE DEPARTMENTS AND EXTERNAL FINANCIAL CONSULTANTS. FINANCIAL INFORMATION IS RECONCILED TO AUDITED FINANCIAL STATEMENTS AS APPROPRIATE. THE INFORMATION TO BE DISCLOSED REGARDING COMPENSATION IS REVIEWED WITH THE COMPENSATION COMMITTEE OF THE BOARD. THE RETURN IS REVIEWED BY THE CHIEF FINANCIAL OFFICER OF MLH AND MANAGEMENT OF THE ORGANIZATION AS APPROPRIATE. A COPY OF THE RETURN IS PROVIDED TO EACH BOARD MEMBER VIA E-MAIL PRIOR TO FILING THE RETURN

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	METHODIST LE BONHEUR HEALTHCARE, THE PARENT ORGANIZATION, EMPLOYS A COMPLIANCE OFFICER WHO MONITORS AND ENFORCES COMPLIANCE WITH THE CONFLICT OF INTEREST POLICY FOR ALL VOTING BOARD MEMBERS AND APPLICABLE OFFICERS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	COMPENSATION FOR OFFICERS AND KEY EMPLOYEES OF THE ORGANIZATION IS DETERMINED BY THE BOARD OF DIRECTORS OF METHODIST LE BONHEUR HEALTHCARE, THE PARENT ORGANIZATION AN EXTERNAL INDEPENDENT CONSULTANT ADVISES THE BOARD COMPENSATION COMMITTEE ON EXECUTIVE SALARY AND INCENTIVE COMPENSATION BENEFITS ARE PERIODICALLY BENCHMARKED BY A SEPARATE EXTERNAL CONSULTANT AND ANY CHANGES ARE APPROVED BY THE BOARD OF DIRECTORS COMPENSATION COMMITTEE. THE COMPENSATION COMMITTEE IS COMPRISED OF INDEPENDENT MEMBERS AND IS A SUBGROUP OF THE FULL BOARD OF DIRECTORS. THE COMPENSATION CONSULTANT ANNUALLY DEVELOPS TOTAL CASH COMPENSATION COMPARISONS OF PEER NON-PROFIT SYSTEMS ESTABLISHED BY THE COMPENSATION COMMITTEE. THE COMPENSATION CONSULTANT INTERPRETS THE INFORMATION AND PROVIDES AN OPINION OF REASONABLENESS ON THE TOTAL CASH COMPENSATION PACKAGE. THE COMPENSATION COMMITTEE APPROVES ANY CHANGES TO THE COMPENSATION AND EXECUTIVE BENEFIT STRUCTURE OF THE CEO AND OTHER TOP EXECUTIVES, OTHERWISE KNOWN AS DISQUALIFIED CANDIDATES. ALL OTHER COMPENSATION DECISIONS ARE DETERMINED BY ARRANGEMENT AS DELEGATED BY THE BOARD OF DIRECTORS. THE COMMITTEE DOCUMENTS ALL DETERMINATIONS.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 18	PHOTOCOPIES OF THE FORM 990 ARE AVAILABLE UPON REQUEST AT THE ORGANIZATION'S ADMINISTRATIVE OFFICE. IN ADDITION, RECENT FILINGS OF THE FORM 990 ARE AVAILABLE ONLINE AT OUR WEBSITE IN THE "ABOUT US" SECTION, OR AT <a href="http://WWW.GUIDESTAR.ORG">WWW.GUIDESTAR.ORG</a>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION'S FINANCIAL STATEMENTS ARE AUDITED IN A CONSOLIDATION WITH ITS CORPORATE PARENT, METHODIST LE BONHEUR HEALTHCARE, AND RELATED SUBSIDIARIES. INFORMATION ON FINANCIAL STATEMENTS IS AVAILABLE BY CONTACTING THE ORGANIZATION'S CORPORATE OFFICE. PLEASE SEE FORM 990, PART VI, LINE 20 FOR DETAILS. CONFLICT OF INTEREST POLICY AND GOVERNING DOCUMENTS FOR ALL AFFILIATES OF METHODIST LE BONHEUR HEALTHCARE ARE ALSO AVAILABLE BY REQUEST.

Identifier	Return Reference	Explanation
	FORM 990, PART VII, LINE 1 AVERAGE HOURS FOR RELATED ORGANIZATIONS	W STEVEN WEST - 32 HOURS LARRY SPRATLIN - 40 HOURS CHRISTOPHER MCLEAN - 40 HOURS

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED GAINS ON INVESTMENTS 540,414

Identifier	Return Reference	Explanation
	FORM 990, PART XII, LINE 2C	THE PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR

## **SCHEDULE R (Form 990)**

## Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

**Name of the organization**

METHODIST HEALTHCARE FOUNDATION

**Employer identification number**

23-7320638

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

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) DESOTO DIAGNOSTIC IMAGING LLC 9085 SANDIDGE CTR CV OLIVE BRANCH, MS 38654 62-1802576	RADIOLOGY	MS	N/A									
(2) NORTH SURGERY CENTER LP 3960 NEW COVINGTON PIKE MEMPHIS, TN 38128 62-1685756	SURGERY CENTER	TN	N/A									
(3) METHODIST SURGERY CENTER-GERMANTOWN LP 1363 S GERMANTOWN ROAD GERMANTOWN, TN 38138 62-1659904	SURGERY CENTER	TN	N/A									
(4) HAMILTON EYE INSTITUTE SURGERY CENTER LP 930 MADISON AVE 3RD FLOOR MEMPHIS, TN 38103 20-2873438	SURGERY CENTER	TN	N/A									

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) AMBULATORY OPERATIONS INC 1211 UNION AVENUE SUITE 600 MEMPHIS, TN 38104 62-1157166	MEDICAL SERVICES	TN	N/A	C			
(2) SOLUS MANAGEMENT SERVICES INC 6400 SHELBY VIEW SUITE 101 MEMPHIS, TN 38134 62-1361349	HEALTH SERVICES MANAGEMENT	TN	N/A	C			
(3) MEMPHIS PROFESSIONAL BUILDING INC 1211 UNION AVENUE SUITE 600 MEMPHIS, TN 38104 62-1847544	INVESTMENTS	TN	N/A	C			

**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" on 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**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 (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Sale of assets to related organization(s)
- g** Purchase of assets from related organization(s)
- h** Exchange of assets with related organization(s)
- i** Lease of facilities, equipment, or other assets to related organization(s)
- j** Lease of facilities, equipment, or other assets from related organization(s)
- k** Performance of services or membership or fundraising solicitations for related organization(s)
- l** Performance of services or membership or fundraising solicitations by related organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n** Sharing of paid employees with related organization(s)
- o** Reimbursement paid to related organization(s) for expenses
- p** Reimbursement paid by related organization(s) for expenses
- q** Other transfer of cash or property to related organization(s)
- r** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b	Yes	
1c	Yes	
1d	Yes	
1e		No
1f		No
1g		No
1h		No
1i	Yes	
1j	Yes	
1k	Yes	
1l	Yes	
1m		No
1n	Yes	
1o	Yes	
1p		No
1q		No
1r		No

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

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

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

**Part VII Supplemental Information**

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

Identifier	Return Reference	Explanation

**Software ID:**  
**Software Version:**  
**EIN:** 23-7320638  
**Name:** METHODIST HEALTHCARE FOUNDATION

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

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c) (3))	(f) Direct Controlling Entity	g Section 512 (b)(13) controlled organization
METHODIST LE BONHEUR HEALTHCARE 1211 UNION AVENUE SUITE 700 MEMPHIS, TN 38104 58-1454711	SUPPORTING ORGANIZATION	TN	501(C) (3)	LINE 11B, II	N/A	No
METHODIST HEALTHCARE - MEMPHIS HOSPITALS 1265 UNION AVENUE MEMPHIS, TN 38104 62-0479367	HOSPITALS	TN	501(C) (3)	LINE 3	METHODIST LE BONHEUR HEALTHCARE	No
METHODIST HEALTHCARE - FAYETTE HOSPITAL 214 LAKEVIEW DRIVE SOMERVILLE, TN 38068 62-0862334	HOSPITAL	TN	501(C) (3)	LINE 3	METHODIST LE BONHEUR HEALTHCARE	No
METHODIST EXTENDED CARE HOSPITAL INC 225 SOUTH CLAYBROOK MEMPHIS, TN 38104 62-1518342	HOSPITAL	TN	501(C) (3)	LINE 3	METHODIST LE BONHEUR HEALTHCARE	No
METHODIST HEALTHCARE PRIMARY CARE ASSOCIATES 1211 UNION AVENUE SUITE 657 MEMPHIS, TN 38104 58-2078931	OUTPATIENT HEALTHCARE	TN	501(C) (3)	LINE 9	METHODIST LE BONHEUR HEALTHCARE	No
METHODIST HEALTHCARE COMMUNITY CARE ASSOCIATES 6400 SHELBY VIEW SUITE 101 MEMPHIS, TN 38134 62-1403517	OUTPATIENT HEALTHCARE	TN	501(C) (3)	LINE 9	METHODIST LE BONHEUR HEALTHCARE	No
ALLIANCE HEALTH SERVICES INC 6400 SHELBY VIEW SUITE 101 MEMPHIS, TN 38134 62-0841121	HEALTHCARE	TN	501(C) (3)	LINE 9	METHODIST LE BONHEUR HEALTHCARE	No
LE BONHEUR CHILDREN'S HOSPITAL FOUNDATION 850 POPLAR AVENUE BLDG 2 MEMPHIS, TN 38105 62-1872938	FOUNDATION	TN	501(C) (3)	LINE 11A, I	METHODIST LE BONHEUR HEALTHCARE	No
LE BONHEUR COMMUNITY HEALTH AND WELL-BEING 50 PEABODY PLACE MEMPHIS, TN 38103 62-1251288	FOUNDATION	TN	501(C) (3)	LINE 7	LE BONHEUR CHILDREN'S FOUNDATION	No
METHODIST HEALTHCARE- JONESBORO HOSPITAL 1211 UNION AVENUE SUITE 657 MEMPHIS, TN 38104 71-0499625	INACTIVE HOSPITAL	TN	501(C) (3)	LINE 3	METHODIST LE BONHEUR HEALTHCARE	No
METHODIST HEALTHCARE- DYERSBURG HOSPITAL 1211 UNION AVENUE SUITE 657 MEMPHIS, TN 38104 62-1155084	INACTIVE HOSPITAL	TN	501(C) (3)	LINE 3	METHODIST LE BONHEUR HEALTHCARE	No
METHODIST HEALTHCARE CENTRAL MS MEDICAL ASSOCIATES 1211 UNION AVENUE SUITE 657 MEMPHIS, TN 38104 64-0884720	INACTIVE HOSPITAL	TN	501(C) (3)	LINE 3	METHODIST LE BONHEUR HEALTHCARE	No
METHODIST HEALTHCARE- JACKSON HOSPITAL 1211 UNION AVENUE SUITE 657 MEMPHIS, TN 38104 64-0794199	INACTIVE HOSPITAL	TN	501(C) (3)	LINE 3	METHODIST LE BONHEUR HEALTHCARE	No
METHODIST HEALTHCARE-MIDDLE MISSISSIPPI HOSPITAL 1211 UNION AVENUE SUITE 657 MEMPHIS, TN 38104 64-0698911	INACTIVE HOSPITAL	TN	501(C) (3)	LINE 3	METHODIST LE BONHEUR HEALTHCARE	No