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Form 990

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2011

Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

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

A For the 2011 calendar year, or tax year beginning

07/01/2011, and ending

06/30, 2012

B Check if applicable		C Name of organization SADDLEBACK MEMORIAL FOUNDATION				D Employer identification number 33-0011887	
Address change		Doing Business As				E Telephone number (949) 452-3680	
Name change		Number and street (or P O box if mail is not delivered to street address) 24451 HEALTH CENTER DRIVE				Room/suite	
Initial return		City or town, state or country, and ZIP + 4 LAGUNA HILLS, CA 92653				G Gross receipts \$ 38,473,856.	
Terminated		F Name and address of principal officer CECILIA BELEW 24451 HEALTH CENTER DRIVE LAGUNA HILLS, CA 92653				H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Amended return						H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
Application pending						If "No," attach a list (see instructions)	
I Tax-exempt status X 501(c)(3) 501(c)()		< (insert no) >		4947(a)(1) or 527		H(c) Group exemption number ► 5661	
J Website ► WWW.MEMORIALCARE.ORG							
K Form of organization X Corporation		Trust	Association	Other ►	L Year of formation 1979 M State of legal domicile CA		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities TO DEVELOP THE PHILANTHROPIC RESOURCES NECESSARY TO STRENGTHEN THE ABILITY OF SADDLEBACK MEMORIAL MEDICAL CENTER TO ENHANCE THE HEALTH AND WELL-BEING OF INDIVIDUALS, FAMILIES, AND OUR COMMUNITY.
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets
Revenue	3 Number of voting members of the governing body (Part VI, line 1a) 3 17.
4 Number of independent voting members of the governing body (Part VI, line 1b) 4 14.	
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a) 5 7.	
6 Total number of volunteers (estimate if necessary) 6 15.	
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	
Expenses	8 Contributions and grants (Part VIII, line 1h) 5,133,921. 6,585,180.
9 Program service revenue (Part VIII, line 2g) 0 0	
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 14,323,593. 2,694,891.	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 4,436. -8,839.	
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 19,461,950. 9,271,232.	
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 3,957,020. 2,946,177.	
14 Benefits paid to or for members (Part IX, column (A), line 4) 0 0	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 1,019,795. 1,050,264.	
16a Professional fundraising fees (Part IX, column (A), line 11e) 671 0	
b Total fundraising expenses (Part IX, column (D), line 25) ► 1,024,303. 2014 0	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 839,516. 734,293.	
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) 5,816,331. 4,730,734.	
19 Revenue less expenses Subtract line 18 from line 12 13,645,619. 4,540,498.	
Not Assets or Fund Balances	Beginning of Current Year 117,090,226. 115,861,628.
20 Total assets (Part X, line 16) 7,644,989. 6,482,645.	
21 Total liabilities (Part X, line 26) 109,445,237. 109,378,983.	
22 Net assets or fund balances Subtract line 21 from line 20	End of Year

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	► <i>Decilia Belew</i> Signature of officer	► <i>CECILIA BELEW</i> Type or print name and title	4/1/2014 Date
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Paid Preparer Use Only	Preparer's name SHANNON DEFOREST	Preparer's signature <i>Shannon DeForest</i>	Date 03/26/14	Check <input type="checkbox"/> if self-employed	PTIN P00712229
	Firm's name ► ERNST & YOUNG U.S. LLP		Firm's EIN ► 34-6565596		
	Firm's address ► 178 S RIO GRANDE STREET, SUITE 400 SALT LAKE CITY, UT 84101		Phone no 801-350-3300		

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2011)

JSA

1E10101000

2208GJ 2020

MHS

6-17 5

Form 990 (2011)

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

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

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

4 Describe the 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 \$ 2,850,737 including grants of \$ 2,850,737) (Revenue \$ 0)
PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER CAPITAL
ITEMS (SEE SCHEDULE I DETAIL & SCHEDULE O).

4b (Code _____) (Expenses \$ _____ 20,000. including grants of \$ _____ 20,000.) (Revenue \$ _____ 0)
PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER HOSPICE
PROGRAM (SEE SCHEDULE I DETAIL & SCHEDULE O).

4c (Code) (Expenses \$ 21,661 including grants of \$ 21,661) (Revenue \$ 0)
PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER WOMEN'S &
CHILDREN'S SERVICES PROGRAM (SEE SCHEDULE I DETAIL & SCHEDULE Q).

4d Other program services (Describe in Schedule O)

(Expenses \$ 53,779 including grants of \$ 53,779) (Revenue \$

4e Total program service expenses ► 2,946,177.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 X	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3 X	
4	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	4 X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5 X	
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	6 X	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7 X	
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8 X	
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9 X	
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a X	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b X	
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c X	
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d X	
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13 X	
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a X	
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15 X	
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16 X	
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17 X	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18 X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19 X	
20a	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a X	
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b X	

Part IV Checklist of Required Schedules (continued)

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

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

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	93
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	7
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	X
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	5a	X
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5b	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5c	
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	6a	X
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6b	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	7a	X
7 Organizations that may receive deductible contributions under section 170(c).	7b	X
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7c	X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7d	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7e	X
d If "Yes," indicate the number of Forms 8282 filed during the year	7f	X
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7g	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7h	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	8	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	9a	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9b	
9 Sponsoring organizations maintaining donor advised funds.		
a Did the organization make any taxable distributions under section 4966?		
b Did the organization make a distribution to a donor, donor advisor, or related person?		
10 Section 501(c)(7) organizations. Enter	10a	
a Initiation fees and capital contributions included on Part VIII, line 12	10b	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11 Section 501(c)(12) organizations. Enter	11a	
a Gross income from members or shareholders	11b	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	13a	
a Is the organization licensed to issue qualified health plans in more than one state?		
Note. See the instructions for additional information the organization must report on Schedule O.		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c Enter the amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	1a	17
1b	Enter the number of voting members included in line 1a, above, who are independent	1b	14
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6	Did the organization have members or stockholders?	6	X
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?	7a	X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:	8a	X
a	The governing body?	8b	X
b	Each committee with authority to act on behalf of the governing body?	9	X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	X
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?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.	12a	X
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12b	X
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12c	X
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	X
13	Did the organization have a written whistleblower policy?	14	X
14	Did the organization have a written document retention and destruction policy?	15a	X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?	15b	X
a	The organization's CEO, Executive Director, or top management official	16a	X
b	Other officers or key employees of the organization	16b	
	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?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► CA,

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 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 during the tax year

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

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

 Check if Schedule O contains a response to any question in this Part VII
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (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
		Officer	Individual trustee	Institutional trustee	Key employee	Employee highest compensated			
(1) BOB ADAMS BOARD TREASURER	1.00	X		X			0	0	0
(2) GARRY BAKER BOARD MEMBER	1.00	X					0	0	0
(3) CECILIA BELEW PRESIDENT	40.00	X		X			0	283,411.	24,300.
(4) JACK BERGER BOARD MEMBER	1.00	X					0	0	0
(5) BRUCE CHANNING BOARD MEMBER, EX-OFFICIO	1.00	X					0	0	0
(6) GARY DAMSKER BOARD MEMBER	1.00	X					0	0	0
(7) YVETTE DEL PRADO, PHD BOARD MEMBER	1.00	X					0	0	0
(8) STEPHEN GEIDT BOARD MEMBER, EX-OFFICIO	1.00	X					0	520,820.	325,438.
(9) CHIRAG PATEL, MD BOARD MEMBER	1.00	X					0	0	0
(10) WILLIAM PHILLIPS BOARD SECRETARY	1.00	X		X			0	0	0
(11) VIRGINIA PILLSBURY BOARD MEMBER	1.00	X					0	0	0
(12) LEILA RASOULI, MD BOARD VICE CHAIR	1.00	X		X			0	0	0
(13) BOB RING BOARD MEMBER	1.00	X					0	0	0
(14) BEBE SHADDOCK BOARD CHAIR	1.00	X		X			0	0	0

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

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c	111,122			
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	6,474,058			
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f ►		6,585,180			
Program Service Revenue		Business Code				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f ►		0			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		3,018,017		3,018,017	
	4 Income from investment of tax-exempt bond proceeds		0			
	5 Royalties		0			
	6a Gross rents	(i) Real				
	b Less rental expenses	(ii) Personal				
	c Rental income or (loss)					
	d Net rental income or (loss) ►		0			
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
28,831,296						
b Less cost or other basis and sales expenses						
29,154,422						
c Gain or (loss)	-323,126					
d Net gain or (loss) ►		-323,126			-323,126	
8a Gross income from fundraising events (not including \$ 111,122. of contributions reported on line 1c) See Part IV, line 18	a	39,363				
b Less direct expenses	b	48,202				
c Net income or (loss) from fundraising events ►		-8,839			-8,839	
9a Gross income from gaming activities See Part IV, line 19	a					
b Less direct expenses	b					
c Net income or (loss) from gaming activities ►		0				
10a Gross sales of inventory, less returns and allowances	a					
b Less cost of goods sold	b					
c Net income or (loss) from sales of inventory ►		0				
Miscellaneous Revenue		Business Code				
11a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d ►		0				
12 Total revenue. See instructions ►		9,271,232			2,686,052	

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
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	2,946,177.	2,946,177.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16.	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	385,201.		126,649.	258,552.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	485,338.		69,252.	416,086.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	37,017.		11,282.	25,735.
9 Other employee benefits	84,555.		17,960.	66,595.
10 Payroll taxes	58,153.		13,389.	44,764.
11 Fees for services (non-employees)				
a Management	0			
b Legal	452.			452.
c Accounting	41,125.		41,125.	
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	369,624.		369,624.	
g Other	15,199.			15,199.
12 Advertising and promotion	5,750.			5,750.
13 Office expenses	81,443.		8,213.	73,230.
14 Information technology.	42,885.		16,478.	26,407.
15 Royalties	0			
16 Occupancy	0			
17 Travel	1,180.			1,180.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	7,665.			7,665.
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	30,022.		30,022.	
23 Insurance	11,795.		11,795.	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a RECOGNITION AND OTHER EVENTS	60,058.			60,058.
b ASSOC DUES & PROPERTY TAXES	19,445.		19,445.	
c BUS CULTIVATION/PUB RELATION	12,727.			12,727.
d DUES AND SUBSCRIPTIONS	2,831.			2,831.
e All other expenses	32,092.		25,000.	7,092.
25 Total functional expenses. Add lines 1 through 24e	4,730,734.	2,946,177.	760,234.	1,024,323.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)		0		

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	2,804,616.	1	4,832,015.
	2 Savings and temporary cash investments	5,312,817.	2	4,746,379.
	3 Pledges and grants receivable, net	744,989.	3	182,545.
	4 Accounts receivable, net	0	4	0
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	0	9	0
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	1,282,221.		
	b Less: accumulated depreciation	10b	1,143,050.	10c
		169,193.		139,171.
	11 Investments - publicly traded securities	104,151,595.	11	102,419,258.
	12 Investments - other securities. See Part IV, line 11	0	12	0
	13 Investments - program-related See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets See Part IV, line 11	3,907,016.	15	3,542,260.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	117,090,226.	16	115,861,628.
Liabilities	17 Accounts payable and accrued expenses	22,358.	17	29,142.
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	7,622,631.	25	6,453,503.
	26 Total liabilities. Add lines 17 through 25	7,644,989.	26	6,482,645.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	44,182,571.	27	44,605,645.
	28 Temporarily restricted net assets	16,535,490.	28	13,918,657.
	29 Permanently restricted net assets	48,727,176.	29	50,854,681.
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	109,445,237.	33	109,378,983.
	34 Total liabilities and net assets/fund balances	117,090,226.	34	115,861,628.

Part XI Reconciliation of Net AssetsCheck 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	9,271,232.
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,730,734.
3	Revenue less expenses Subtract line 2 from line 1	3	4,540,498.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	109,445,237.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-4,606,752.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	109,378,983.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII.

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	X
b	Were the organization's financial statements audited by an independent accountant?	2b	X
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	X
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

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

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

1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state:
 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III)
 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 a Type I b Type II c Type III - Functionally integrated d Type III - Other
 e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
 f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box.
 g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?
 h Provide the following information about the supported organization(s)

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

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

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

Schedule A (Form 990 or 990-EZ) 2011

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►

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 **Total.** Add lines 1 through 3

5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).

6 **Public support.** Subtract line 5 from line 4

	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1	5,189,865.	3,395,877.	19,023,273	5,133,921.	6,585,180	39,328,116
2						
3						
4	5,189,865.	3,395,877.	19,023,273	5,133,921.	6,585,180.	39,328,116
5						
6						22,112,397
						17,215,719

Section B. Total Support

Calendar year (or fiscal year beginning in) ►

7 Amounts from line 4

8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources

9 Net income from unrelated business activities, whether or not the business is regularly carried on

10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)

11 **Total support.** Add lines 7 through 10

12 Gross receipts from related activities, etc (see instructions)

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

	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7	5,189,865	3,395,877	19,023,273	5,133,921	6,585,180.	39,328,116.
8						
9	1,677,668.	1,267,409.	2,259,245.	2,533,345	3,018,017	10,755,684.
10			5,632	4,436.	0	10,068.
11						50,093,868
12					12	
13						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) 14 34.37 %

15 Public support percentage from 2010 Schedule A, Part II, line 14 15 38.41 %

16a **33 1/3% support test - 2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ►

b **33 1/3% support test - 2010.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ►

17a **10%-facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ►

b **10%-facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ►

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ►

Schedule A (Form 990 or 990-EZ) 2011

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 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						
6 Total. Add lines 1 through 5.						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 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 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2011

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

SCHEDULE D
(Form 990)**Supplemental Financial Statements**

OMB No 1545-0047

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

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number
33-0011887

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
 ► Attach to Form 990. ► See separate instructions.

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	Held at the End of the Tax Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register.	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► -----	2d
4 Number of states where property subject to conservation easement is located ► -----	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► -----	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ -----	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.	

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items
(i) Revenues included in Form 990, Part VIII, line 1 ► \$ -----
(ii) Assets included in Form 990, Part X ► \$ -----
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
a Revenues included in Form 990, Part VIII, line 1 ► \$ -----
b Assets included in Form 990, Part X ► \$ -----

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Schedule D (Form 990) 2011

MHS

Schedule D (Form 990) 2011

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ►

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total (Column (b) must equal Form 990, Part X, col (B) line 13) ►

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

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

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) SPLIT-INTEREST AGREEMENT LIABILITY	5, 935, 240.
(3) DUE TO RELATED PARTIES	518, 263.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ► 6, 453, 503.

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Schedule D (Form 990) 2011

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	9,271,232.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	4,730,734.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	4,540,498.
4	Net unrealized gains (losses) on investments	4	-3,887,335.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	-719,417.
9	Total adjustments (net) Add lines 4 through 8	9	-4,606,752.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-66,254.

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	4,712,682.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12.		
a	Net unrealized gains on investments	2a	-3,887,335.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	-671,215.
e	Add lines 2a through 2d	2e	-4,558,550.
3	Subtract line 2e from line 1	3	9,271,232.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1.		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	9,271,232.

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

1	Total expenses and losses per audited financial statements	1	4,778,936.
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	48,202.
e	Add lines 2a through 2d	2e	48,202.
3	Subtract line 2e from line 1	3	4,730,734.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	4,730,734.

Part XIV Supplemental Information

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

SEE PAGE 5

Part XIV Supplemental Information (continued)

USE OF ENDOWMENT FUNDS

SCH D, PART V, LINE 4

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

CONSOLIDATED AUDIT FOOTNOTE FOR ASC 740 (FKA FIN 48)

SCH D, PART X, LINE 2

ACCOUNTING STANDARDS CODIFICATION (ASC) 740, INCOME TAXES, CLARIFIES THE ACCOUNTING FOR INCOME TAXES BY PRESCRIBING A MINIMUM RECOGNITION THRESHOLD THAT A TAX POSITION IS REQUIRED TO MEET BEFORE BEING RECOGNIZED IN THE FINANCIAL STATEMENTS. ASC 740 ALSO PROVIDES GUIDANCE ON DERECOGNITION, MEASUREMENT, CLASSIFICATION, INTEREST AND PENALTIES, DISCLOSURE AND TRANSITION. THE GUIDANCE IS APPLICABLE TO PASS-THROUGH ENTITIES AND TAX-EXEMPT ORGANIZATIONS. NO SIGNIFICANT TAX LIABILITY FOR TAX BENEFITS, INTEREST OR PENALTIES WAS ACCRUED AT JUNE 30, 2012 AND 2011.

Part XIV Supplemental Information (continued)

OTHER CHANGES IN NET ASSETS

SCH D, PART XI, LINE 8

THE (\$719,417) REPRESENTS THE CHANGE IN VALUE OF SPLIT-INTEREST AGREEMENTS.

OTHER REVENUE REPORTED ON AFS AND NOT ON FORM 990

SCH D, PART XII, LINE 2D

THE (\$671,215) REPRESENTS THE FOLLOWING:

(\$719,417) = CHANGE IN VALUE OF SPLIT-INTEREST AGREEMENTS, AND \$48,202 = RECLASS OF DIRECT EXPENSES RELATED TO THE GROSS INCOME PORTION OF ALL FUNDRAISING EVENTS DURING THE YEAR.

OTHER EXPENSES REPORTED ON AFS AND NOT ON FORM 990

SCH D, PART XIII, LINE 2D

\$48,202 = RECLASS OF DIRECT EXPENSES RELATED TO FUNDRAISING EVENTS.

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

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

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number

Part I

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

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

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

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
1		Yes	No		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Total 100

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

Schedule G (Form 990 or 990-EZ) 2011

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

	(a) Event #1 CORPORATE GOLF (event type)	(b) Event #2 WINE TASTING (event type)	(c) Other Events 1. (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	119,680.	19,555.	11,250.
	2 Less Charitable contributions	90,481.	15,626.	5,015.
	3 Gross income (line 1 minus line 2).	29,199.	3,929.	6,235.
	4 Cash prizes			
	5 Noncash prizes	4,553.		4,553.
Direct Expenses	6 Rent/facility costs	18,736.		18,736.
	7 Food and beverages	13,594.		3,248.
	8 Entertainment			16,842.
	9 Other direct expenses	6,863.	300.	908.
	10 Direct expense summary. Add lines 4 through 9 in column (d)			► (48,202.)
	11 Net income summary. Combine line 3, column (d), and line 10			► -8,839.

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

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

9 Enter the state(s) in which the organization operates gaming activities

a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain: _____

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

Schedule G (Form 990 or 990-EZ) 2011

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	%

a The organization's facility

b An outside facility

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

Name ► _____

Address ► _____

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

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____

c If "Yes," enter name and address of the third party:

Name ► _____

Address ► _____

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

 Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

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

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

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

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

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

► Attach to Form 990.

OMB No 1545-0047

2011

Open to Public
Inspection

Employer identification number

33-0011887

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.
Part II can be duplicated if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non- cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	SADDLEBACK MEMORIAL CENTER 24451 HEALTH CTR DR LAGUNA HILLS, CA 92653	95-2585792	501(C)(3)	2,946,117				SEE PART IV
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

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

JSA

1E1288 122008GJ 2020

MHS

Schedule I (Form 990) (2011)

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

Part III can be duplicated if additional space is needed

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

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

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

FORM 990, SCHEDULE I, PART I, LINE 2

A PORTION OF THE GRANTS GIVEN TO SADDLEBACK MEMORIAL MEDICAL CENTER (SMMC) ARE USED FOR THE SCHOLARSHIP PROGRAM. SMMC OFFERS SCHOLARSHIPS TO ALL ELIGIBLE STAFF (CLINICAL AND NON-CLINICAL) OF THE AFFILIATED MEDICAL CENTER ON AN ANNUAL BASIS. RECIPIENTS ARE CHOSEN BY THE SCHOLARSHIP COMMITTEE ANNUALLY FROM A POOL OF APPLICANTS. THERE ARE VARIOUS REQUIREMENTS AND CRITERIA THAT MUST BE MET IN ORDER TO BE AWARDED A SCHOLARSHIP FROM THE ORGANIZATION. THE PURPOSE OF THE SCHOLARSHIP PROGRAM IS TO ASSIST IN THE EDUCATION OF CURRENT STAFF TO ENHANCE THE MEDICAL AND

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

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

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

ADMINISTRATIVE FUNCTION OF THE AFFILIATED MEDICAL CENTER'S TREATMENT AND SERVICES PROVIDED TO THE COMMUNITY. THE PROCESS INVOLVES POTENTIAL RECIPIENTS RECEIVING ENDORSEMENTS FROM SENIOR STAFF IN ADDITION TO PERSONAL NARRATIVES FROM EACH, AND AN EXPLANATION OF FINANCIAL NEED. THE PACKETS, AND ALL REQUIRED INFORMATION AND DOCUMENTATION IS DISTRIBUTED TO THE SCHOLARSHIP COMMITTEE FOR SCORING AND RANKING, AND ULTIMATE SELECTION OF AWARDEES. THE REQUIREMENTS INCLUDE THE FOLLOWING: 1) MUST BE AN ELIGIBLE EMPLOYEE, 2) MUST ATTEND, OR BE ATTENDING AN ACCREDITED INSTITUTION, 3) THE AREA OF STUDY MUST BE RELATED TO CAREER GOALS AT THE AFFILIATED MEDICAL CENTER (CLINICAL OR NON-CLINICAL), AND 4) THE

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

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

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

EDUCATIONAL PERFORMANCE AND ADHERENCE TO AFOREMENTIONED CRITERIA OF THE
RECIPIENT IS MONITORED THROUGHOUT THE AWARD YEAR.

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

ALL REQUESTS HAVE THE APPROVAL AND ENDORSEMENT OF THE DEPARTMENT'S

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

Part III can be duplicated if additional space is needed.

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

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

EXECUTIVE DIRECTOR, THE CHIEF OPERATING OFFICER AND THE CHIEF FINANCIAL OFFICER OF SMMC. THE APPROVAL AND ENDORSEMENT OF GRANT REQUESTS ARE THE RESPONSIBILITY OF THE REQUESTOR.

THE PRESIDENT OF THE FOUNDATION IS RESPONSIBLE FOR MONITORING, RECEIVING, PROCESSING AND REPORTING ALL GRANT REQUESTS. THE PRESIDENT REVIEWS ALL REQUESTS WITH THE CHIEF OPERATING OFFICER AND THE CHIEF FINANCIAL OFFICER OF SMMC PRIOR TO SUBMISSION TO THE FOUNDATION'S GRANTS COMMITTEE. REQUESTS OF \$100,000 OR MORE ARE REVIEWED WITH THE CHIEF EXECUTIVE OFFICER OF SMMC.

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

Part III can be duplicated if additional space is needed.

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

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

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

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

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

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

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

THE TOTAL GRANT REQUESTS APPROVED DURING ANY FISCAL YEAR SHALL NOT BE A TOTAL AMOUNT THAT WOULD JEOPARDIZE THE FINANCIAL AND OPERATIONAL VIABILITY OF THE FOUNDATION IN ORDER TO FURTHER ITS MISSION AND PURPOSE.

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

Part III can be duplicated if additional space is needed.

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

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

PURPOSE OF GRANT OR ASSISTANCE

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

THE TOTAL CONSISTS OF THE FOLLOWING AMOUNTS:

CAPITAL EQUIPMENT:

\$485,000 FOR PORTION OF THE COST OF THE DAVINCI ROBOT

\$445,000 FOR THE HOSPITAL RENOVATION PROJECT

\$383,443 FOR NEW MONITORS AND TRANSMITTERS

\$330,164 FOR BLOOD DONOR CENTER EXPANSION PROJECT

\$308,019 FOR THE REPLACEMENT OF THE FLUOROSCOPY ROOM AT SAN CLEMENTE

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

Part III can be duplicated if additional space is needed

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

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

\$300,000 FOR NEW ELECTRIC FETAL MONITORS IN THE LDRP UNIT

\$283,995 FOR UPGRADE OF THE LINEAR ACCELERATOR AND CT SCANNER

\$178,043 FOR NEW MED/SURG BEDS AT SAN CLEMENTE

\$125,000 FOR BREAST MRI

\$7,075 FOR SECURE PRESCRIPTION PRINTER IN THE EMERGENCY DEPARTMENT

\$4,998 FOR NICU RENOVATION PROJECT

PROGRAM SERVICES:

\$20,000 FOR HOSPICE PROGRAMS

\$17,661 FOR CHILDBIRTH EDUCATION PROGRAMS

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

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

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

\$15,000 FOR MEMORIAL CARE SENIOR PLUS PROGRAM, A SENIOR ADVOCACY GROUP

\$12,779 FOR VOLUNTEER SERVICES PROGRAMS

\$10,000 FOR MEALS ON WHEELS PROGRAM

\$10,000 FOR THE MEDICAL STAFF LIBRARY

\$3,500 FOR PHARMACY EDUCATION

\$2,500 FOR BREAST CENTER PROGRAMS

\$2,500 FOR NURSING EDUCATION

\$1,500 FOR WOMEN'S AND CHILDREN'S SERVICES

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

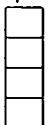
Employer identification number

33-0011887

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

First-class or charter travel
 Travel for companions
 Tax indemnification and gross-up payments
 Discretionary spending account



Housing allowance or residence for personal use
Payments for business use of personal residence
Health or social club dues or initiation fees
Personal services (e.g., maid, chauffeur, chef)

Yes

No

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

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III

Compensation committee
 Independent compensation consultant
 Form 990 of other organizations

Written employment contract
 Compensation survey or study
 Approval by the board or compensation committee

4a 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.

1b

2

4a X

4b X

4c X

5a X

5b X

6a X

6b X

7 X

8 X

9

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

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

a The organization?

b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of?

a The organization?

b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.

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

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

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

Schedule J (Form 990) 2011

Schedule J (Form 990) 2011

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

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

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation			
1 CECILIA BELEW	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	\$ 200,247	\$ 57,198	\$ 25,966	\$ 12,500	\$ 11,800	\$ 0
2 STEPHEN GEIDT	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	\$ 366,511	\$ 112,691	\$ 41,618	\$ 308,181	\$ 17,257	\$ 846,258
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						

Part III Supplemental Information

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

SUPPLEMENTAL COMPENSATION INFORMATION

SCH J, PART I, LINE 3

THE COMPENSATION OF THE ORGANIZATION'S PRESIDENT IS DETERMINED BY

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

MEMORIAL MEDICAL CENTER. SEE SCHEDULE O FOR 990, PART VI, LINE 15A FOR

THE PROCESS USED BY MHS TO DETERMINE COMPENSATION.

SERP

SCH J, PART I, LINE 4B

MEMORIAL HEALTH SERVICES SPONSORS A SUPPLEMENTAL EXECUTIVE RETIREMENT

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

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

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

AGREEMENT.

INCENTIVE PAYMENTS

SCH J, PART I, LINE 7

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

Part III Supplemental Information

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

FINANCIAL AND NON-FINANCIAL METRICS ARE UTILIZED IN THE FORMULA, WHICH ARE REVIEWED AND APPROVED EACH YEAR IN ADVANCE BY THE COMPENSATION COMMITTEE OF THE MEMORIAL HEALTH SERVICES (MHS) BOARD OF DIRECTORS. ANY INCENTIVE PAYMENTS AWARDED ARE ALSO APPROVED ANNUALLY BY THE COMPENSATION COMMITTEE, AFTER AN AUDIT AND/OR REVIEW HAS BEEN CONDUCTED.

SCHEDULE 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 990-EZ or to provide any additional information.
► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

REASON FOR AMENDED RETURN

FORM 990, BOX B

THE FORM 990 IS BEING AMENDED TO CORRECT DEFERRED COMPENSATION AMOUNTS

REPORTED ON PART VII, COLUMN F AND SCHEDULE J, PART II, COLUMN C FOR A

SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN (SERP). THE REVISED AMOUNTS

REFLECT THE INCREASE OR (DECREASE) IN THE ACTUARIAL VALUE FOR THE YEAR

FOR EACH EXECUTIVE PARTICIPATING IN THE NON QUALIFIED DEFINED BENEFIT

PLAN.

DESCRIPTION OF EXEMPT PURPOSE ACHIEVEMENTS

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

4A PROGRAM SERVICE

PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER CAPITAL ITEMS:

DAVINCI ROBOT - \$485,000

HOSPITAL RENOVATION PROJECT - \$445,000

MONITORS AND TRANSMITTERS - \$383,443

BLOOD DONOR CENTER EXPANSION PROJECT - \$330,164

REPLACEMENT OF THE FLUOROSCOPY ROOM AT SAN CLEMENTE - \$308,019

ELECTRIC FETAL MONITORS IN THE LDRP UNIT - \$300,000

UPGRADE OF THE LINEAR ACCELERATOR AND CT SCANNER - \$283,995

MED/SURG BEDS AT SAN CLEMENTE - \$178,043

BREAST MRI - \$125,000

SECURE PRESCRIPTION PRINTER IN THE EMERGENCY DEPARTMENT - \$7,075

NICU RENOVATION PROJECT - \$4,998

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

4B PROGRAM SERVICE

PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER HOSPICE PROGRAMS:

TOTAL FOR PROGRAM - \$20,000

4C PROGRAM SERVICE

PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER WOMEN'S AND

CHILDREN'S SERVICES PROGRAMS:

CHILDBIRTH EDUCATION PROGRAM - \$17,661

BREAST CENTER PROGRAMS - \$2,500

WOMEN'S AND CHILDREN'S SERVICES PROGRAM - \$1,500

4D PROGRAM SERVICE

OTHER PROGRAM SERVICES CONSIST OF GRANTS TO SADDLEBACK MEMORIAL MEDICAL

CENTER FOR THE FOLLOWING AMOUNTS AND RELATED PROGRAMS:

MEMORIAL CARE SENIOR PLUS PROGRAM, A SENIOR ADVOCACY GROUP - \$15,000

VOLUNTEER SERVICES PROGRAMS - \$12,779

MEALS ON WHEELS PROGRAM - \$10,000

THE MEDICAL STAFF LIBRARY - \$10,000

PHARMACY EDUCATION - \$3,500

NURSING EDUCATION - \$2,500

DESCRIPTION OF GOVERNING BOARD DELEGATION

FORM 990, PART VI, QUESTION 1A

THE SADDLEBACK MEMORIAL FOUNDATION (SMF) BOARD OF DIRECTORS (BOARD) HAS

APPOINTED AN EXECUTIVE COMMITTEE TO CONDUCT THE BUSINESS OF SMF BETWEEN

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

SCHEDULED MEETINGS OF THE BOARD. THE SMF BOARD HAS DELEGATED BROAD AUTHORITY TO THE EXECUTIVE COMMITTEE MEMBERS IN ORDER TO CONDUCT ALL NECESSARY BUSINESS OF SMF, INCLUDING FINANCIAL AND OPERATIONAL MATTERS THAT REQUIRE A VOTE. ALL EXECUTIVE COMMITTEE MEMBERS, WHO ARE ALSO BOARD MEMBERS WITH FULL VOTING PRIVILEGES, ARE APPOINTED BY THE BOARD. AT ALL TIMES THERE ARE TO BE NO LESS THAN FIVE (5) EXECUTIVE COMMITTEE MEMBERS APPOINTED. THE EXECUTIVE COMMITTEE IS CHAIRED BY THE CHAIRMAN OF THE SMF BOARD, AND ALSO INCLUDES THE SMF PRESIDENT AS AN EX-OFFICIO MEMBER.

DESCRIPTION OF MEMBERS OR STOCKHOLDERS

FORM 990, PART VI, QUESTION 6

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

DESCRIPTION OF CLASSES OF PERSONS AND THE NATURE OF THEIR RIGHTS

FORM 990, PART VI, QUESTION 7A

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

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

FORM 990, PART VI, QUESTION 7B

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

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

THE SMMC BOARD HAS THE POWER TO VOTE ON THE NOMINATION OF ANY CANDIDATE OF SMF'S BOARD, ANY AMENDMENTS TO SMF'S BYLAWS, AND, IN CONJUNCTION WITH A MAJORITY VOTE OF SMF'S BOARD, MAY SET RESTRICTIONS ON THE USE OF SMF'S ASSETS, OR DISTRIBUTION OF ASSETS IN THE EVENT OF SMF'S DISSOLUTION.

DESCRIBE THE PROCESS USED BY MANAGEMENT &/OR GOVERNING BODY TO REVIEW 990 FORM 990, PART VI, QUESTION 11B

THE ORGANIZATION'S CFO REVIEWS THE FORM 990 TO ENSURE THE ACCURACY OF THE FOLLOWING INFORMATION: ALL FINANCIAL DATA FOR THE REPORTING PERIOD, ANSWERS TO TAX COMPLIANCE QUESTIONS, ANSWERS TO POLICY AND GOVERNANCE QUESTIONS, ALL SCHEDULES, AND ALL REQUIRED NARRATIVES. THE ORGANIZATION'S FORM 990 IS THEN REVIEWED BY THE BOARD (A COPY MADE AVAILABLE TO EACH MEMBER) PRIOR TO FILING WITH THE IRS. QUESTIONS AND COMMENTS FROM THE GOVERNING BOARD ARE ADDRESSED BEFORE THE FINAL VERSION IS FILED.

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

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

THE GENERAL COUNSEL MAKES THE INITIAL EVALUATION AND ADVISES THE

Name of the organization SADDLEBACK MEMORIAL FOUNDATION	Employer identification number 33-0011887
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GOVERNANCE COMMITTEE IN ITS DELIBERATIONS. IF AN OCCASIONAL CONFLICT IS IDENTIFIED, THE GENERAL COUNSEL ADVISES THE SUBJECT DIRECTOR OR OFFICER AND GOVERNANCE COMMITTEE IN A "REBUTTABLE PRESUMPTION" TYPE PROCESS. SHOULD A DISABLING CONFLICT BE IDENTIFIED, THE DIRECTOR OR OFFICER RESIGNS OR IS REMOVED UPON THE RECOMMENDATION OF THE GENERAL COUNSEL, GOVERNANCE COMMITTEE, AND BOARD OF DIRECTORS. IN ADDITION, AN ANNUAL NOTICE IS SENT BY EMAIL (TO EACH EMPLOYEE WITH ACCESS TO EMAIL) REGARDING THE ACCEPTANCE OF GIFTS AND CORRESPONDING POLICIES.

OFFICES & POSITIONS FOR WHICH PROCESS WAS USED, & YEAR PROCESS WAS BEGUN FORM 990, PART VI, QUESTION 15A AND 15B
THE CEO OF THE ORGANIZATION IS NOT COMPENSATED BY THE FILING ORGANIZATION, BUT RATHER BY THE TAX EXEMPT PARENT MEMORIAL HEALTH SERVICES (MHS). FOLLOWING IS THE PROCESS THAT THE PARENT ORGANIZATION UNDERTAKES TO APPROVE THE CEO'S COMPENSATION.

WITHIN THE ORGANIZATION, THE COMPENSATION OF VICE PRESIDENT'S AND ABOVE IS REVIEWED BY AN EXTERNAL CONSULTANT WITH FINAL REVIEW AND APPROVAL BY THE COMPENSATION COMMITTEE OF THE MEMORIAL HEALTH SERVICES (MHS) BOARD OF DIRECTORS AND THEIR OUTSIDE COUNSEL. ALL MARKET DATA IS OBTAINED FROM THIRD PARTY SURVEY SOURCES. MARKET DATA REVIEWS ARE COMPLETED CONSISTENTLY ON AN ANNUAL BASIS IN ORDER TO DETERMINE APPROPRIATE COMPENSATION. FOR THE CURRENT REPORTING PERIOD, THE COMPENSATION DETERMINATION PROCESS WAS COMPLETED IN CALENDAR YEAR 2011. THE PROCESS OF DETERMINING THE COMPENSATION IS DOCUMENTED IN THE MINUTES OF THE MEMORIAL HEALTH SERVICES BOARD.

Name of the organization SADDLEBACK MEMORIAL FOUNDATION	Employer identification number 33-0011887
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AVAIL OF GOV DOCS, CONFLICT OF INTEREST POLICY, & FIN STMTS TO GEN PUBLIC

FORM 990, PART VI, QUESTION 19

CURRENTLY, THE ORGANIZATION DOES NOT MAKE THE GOVERNING DOCUMENTS

(ARTICLES OF INCORPORATION, BYLAWS, AND CONFLICT OF INTEREST POLICY)

AVAILABLE TO THE GENERAL PUBLIC. HOWEVER, THE ARTICLES OF INCORPORATION
ARE AVAILABLE FROM THE CALIFORNIA SECRETARY OF STATE'S OFFICE VIA WRITTEN
REQUEST. AUDITED FINANCIAL STATEMENTS ARE AVAILABLE TO THE GENERAL PUBLIC
WHEN REQUESTS ARE MADE IN PERSON OR IN WRITING.

HOURS DEVOTED TO RELATED ORGANIZATIONS

FORM 990, PART VII

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

BRUCE CHANNING SERVES ON THE BOARD OF SMF. HE ALSO SERVES AS THE BOARD
CHAIR OF SMMC WHERE HE DEVOTES 1 HOUR PER WEEK AND SERVED ON THE BOARD OF
MEMORIAL HEALTH SERVICES WHERE HE DEVOTED 2 HOURS PER WEEK.

LAWRENCE TRAN SERVES ON THE BOARD OF SMF AND ALSO SERVES ON THE BOARD OF
SMMC WHERE HE DEVOTES 2 HOURS PER WEEK. THE COMPENSATION REPORTED IS FOR

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

MEDICAL SERVICES PROVIDED TO SMMC.

OTHER CHANGES IN NET ASSETS OR FUND BALANCES

FORM 990, PART XI, LINE 5

UNREALIZED GAINS(LOSSES) ON INVESTMENTS	\$ (3,887,335)
CHANGE IN VALUE OF SPLIT-INTEREST AGREEMENTS	\$ (719,417)
<hr/>	
TOTAL	\$ (4,606,752)

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

SADDLEBACK MEMORIAL FOUNDATION

33-00011887

OMB No 1545-0047
2011

Open to Public
Inspection

See separate instructions.

Employer identification number

33-00011887

Related Organizations and Unrelated Partnerships

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

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section (if section 501(c)(3))	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
(1) ANAHEIM MEMORIAL MEDICAL CENTER 1111 WEST LA PALMA AVENUE ANAHEIM, CA 92801-2881	95-1966746 HEALTHCARE	CA	501 (C) (3)	9	MHS	Yes X
(2) AMERICAN INST FOR PHILANTHROPIC STUDIES 2801 ATLANTIC BLVD LONG BEACH, CA 90806	95-3756364 PHILIAN. EDU.	CA	501 (C) (3)	11, II	MMCF	No X
(3)						
(4)						
(5)						
(6)						
(7)						

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

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Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to 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 SEE PART VII	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related or unrelated excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Discretionary distributions?	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership Yes No
(1) MEMORIAL CARE SURG. CNTR. QC, LLC	HEALTHCARE	CA	N/A							
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to 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) CHARITABLE REMAINDER UNITRUST	SUPPORT	CA	N/A	TRUST	0	0	
(2) CHARITABLE REMAINDER ANNUITY TRUST	SUPPORT	CA	N/A	TRUST	0	0	
(3) NATIONAL HEALTHCARE SERVICES	MEDICAL SERVICES	CA	N/A	C-CORP			
(4) SADDLEBACK MEDICAL VENTURES	MEDICAL SERVICES	CA	N/A	C-CORP			
(5) MEMORIAL CONTINUING CARE	MEDICAL SERVICES	CA	N/A	C-CORP			
(6) ANAHEIM HEALTH FACILITIES SERVICES CORP	MEDICAL CLINIC	CA	N/A	C-CORP			
(7)							

Part V**Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part V, line 34, 35, 35a, or 36.)****Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule**

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

- a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b Gift, grant, or capital contribution to 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)

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-1)	(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.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners 501(c)(3) organizations? Yes No	(f) State of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes No	(i) Code V-JBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes No	(k) Percentage ownership partner?
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										
(15)										
(16)										

Part VII Supplemental Information

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

IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS

SCHEDULE R, PART II

THE CENTRAL ORGANIZATION AND OTHER SUBORDINATE ORGANIZATIONS OF THE MHS

GROUP EXEMPTION HAVE NOT BEEN INCLUDED IN PART II, IN ACCORDANCE WITH THE
IRS INSTRUCTIONS.

IDENTIFICATION OF RELATED ORGANIZATIONS TAXABLE AS PARTNERSHIPS

SCHEDULE R, PART III

MEMORIALCARE SURGICAL CENTER AT ORANGE COAST, LLC

EIN: 26-1394069

ADDRESS: 9920 TALBERT AVENUE FOUNTAIN VALLEY, CA 92708