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Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No. 1545-0047

1208
2011Open to Public
Inspection

A For the 2011 calendar year, or tax year beginning SEP 1, 2011 and ending AUG 31, 2012

B Check if applicable	C Name of organization Baptist Medical Associates, Inc.		D Employer identification number 20-5497203
<input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Doing Business As Baptist Medical Associates, Inc.		E Telephone number (502) 896-5011
Number and street (or P.O. box if mail is not delivered to street address) 2701 Eastpoint Parkway		Room/suite	G Gross receipts \$ 52,757,530.
City or town, state or country, and ZIP + 4 Louisville, KY 40223		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
F Name and address of principal officer Tommy J Smith same as C above		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)	
I Tax-exempt status. <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number ►	
J Website: ► www.baptistmedicalassociates.com		K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ► L Year of formation: 2006 M State of legal domicile: KY	

Part I Summary

Revenue	1 Briefly describe the organization's mission or most significant activities: Employs physicians to provide excellent medical care for individuals & families.		
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	4
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	3
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	587
	6 Total number of volunteers (estimate if necessary)	6	3
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.
	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	1,253.	1,733.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	36,721,727.	52,655,783.	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.	
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	175,120.	100,014.	
	36,898,100.	52,757,530.	
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	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)	38,635,034.	56,232,034.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25)	0.	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	12,130,161.	15,369,777.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	50,765,195.	71,601,811.
	19 Revenue less expenses. Subtract line 18 from line 12	<13,867,095. ><18,844,281. >	OGDEN, UT
		Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	7,929,194.	8,038,833.	
21 Total liabilities (Part X, line 26)	6,562,454.	6,344,064.	
22 Net assets or fund balances Subtract line 21 from line 20	1,366,740.	1,694,769.	

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>Carl G. Herde</i>	Date <i>7/1/13</i>			
Preparer Use Only	Print/Type preparer's name Diane L. Bean	Preparer's signature <i>Diane L. Bean</i>	Date 06/24/2013	Check <input type="checkbox"/> if self-employed	PTIN P00104972
	Firm's name ► Ernst & Young U.S. LLP	Firm's EIN ► 34-6565596			
	Firm's address ► 1100 Huntington Ctr, 41 S. High St. Columbus, OH 43215			Phone no. (614) 224-5678	

May the IRS discuss this return with the preparer shown above? (see instructions)

 Yes No

132001 01-23-12 LHA For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2011)

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

Baptist Medical Associates, Inc. is organized and operated to provide healthcare facilities and services including but not limited to physician services, primary care centers, special health clinics, and urgent care centers. It also serves as an instrument to assist,

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 \$ 68,655,729. including grants of \$ 0.) (Revenue \$ 52,755,797.)
 Baptist Medical Associates, Inc. (BMA) is organized and operated to benefit the member hospitals of Baptist Healthcare System (Baptist). BMA employs 119 physicians and operates 18 primary and 23 specialty physician practices in the Louisville, KY area. During fiscal year 2012, BMA had 336,501 visits at 41 locations.

These primary care business lines were established to address the declining number of primary care physicians and the growing need for less costly and more convenient community-based healthcare locations within the communities served. They provide high quality care to patients requiring urgent primary care services and extend the continuum of care for patients requiring diagnostic, surgical or

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

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

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

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► 68,655,729.

Part IV Checklist of Required Schedules

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

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

2 Is the organization required to complete Schedule B, Schedule of Contributors?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

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

9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

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

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.

- a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI
- b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII
- c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII
- d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX
- e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X
- f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part 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

- b Was the organization included in consolidated, independent audited financial statements for the tax year?
If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional

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

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

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

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

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

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

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

- b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

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
a	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
b	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	
c	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).		
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a	X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	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	28c	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation 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

Form 990 (2011)

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

		Yes	No
1a	0		
1b	0		
1c			
2a	587		
2b	X		
3a		X	
3b			
4a		X	
5a		X	
5b		X	
5c			
6a		X	
6b			
7a		X	
7b			
7c		X	
7d			
7e		X	
7f		X	
7g			
7h			
8			
9a			
9b			
10a			
10b			
11a			
11b			
12a			
12b			
13a			
13b			
13c			
14a		X	
14b			

1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable
 b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable
 c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?

2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return
 b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?
 Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)

3a Did the organization have unrelated business gross income of \$1,000 or more during the year?
 b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O

4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?
 b If "Yes," enter the name of the foreign country. ► See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts

5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?
 b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?
 c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?

6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?
 b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?

7 Organizations that may receive deductible contributions under section 170(c).
 a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?
 b If "Yes," did the organization notify the donor of the value of the goods or services provided?
 c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?
 d If "Yes," indicate the number of Forms 8282 filed during the year
 e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
 f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
 g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?
 h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?

8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?

9 Sponsoring organizations maintaining donor advised funds.
 a Did the organization make any taxable distributions under section 4966?
 b Did the organization make a distribution to a donor, donor advisor, or related person?

10 Section 501(c)(7) organizations. Enter
 a Initiation fees and capital contributions included on Part VIII, line 12
 b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities

11 Section 501(c)(12) organizations. Enter
 a Gross income from members or shareholders
 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?
 b If "Yes," enter the amount of tax-exempt interest received or accrued during the year

13 Section 501(c)(29) qualified nonprofit health insurance issuers.
 a Is the organization licensed to issue qualified health plans in more than one state?
 Note. See the instructions for additional information the organization must report on Schedule O.
 b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans
 c Enter the amount of reserves on hand

14a Did the organization receive any payments for indoor tanning services during the tax year?
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O

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

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.

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

2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?

3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?

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

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

6 Did the organization have members or stockholders?

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

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

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

a The governing body?

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

9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O

	Yes	No
1a		4
1b		3
2	X	
3		X
4		X
5		X
6	X	
7a	X	
7b	X	
8a	X	
8b	X	
9		X

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

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

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

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

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

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

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

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

13 Did the organization have a written whistleblower policy?

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

15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?

a The organization's CEO, Executive Director, or top management official

b Other officers or key employees of the organization

If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).

16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?

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

	Yes	No
10a		X
10b		
11a	X	
12a	X	
12b	X	
12c	X	
13	X	
14	X	
15a		X
15b		X
16a		X
16b		

Section C. Disclosure

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

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: ► **Carl G. Herde - (502)896-5011**
4007 Kresge Way, Louisville, KY 40207

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

X

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 the box if the the parameter or parameter-related parameter commented on is not off and on in the code.

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

(A) $\frac{1}{2} \times 10^3$ (B) 10^3 (C) 10^4 (D) 10^5 (E) 10^6

Name and Title	Average hours per week (describe hours for related organizations in Schedule O)	Position (do not check more than one box, unless person is both an officer and a director/trustee)					Reportable compensation from the organization (W-2/1099-MISC)	Reportable compensation from related organizations (W-2/1099-MISC)	Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(1) Tommy Smith Chair/Director (Sch O)	40.00	X		X			0.	1,282,364.	154,202.
(2) Danny McMahan Director (Sch O)	1.00	X					0.	3,000.	0.
(3) Robert L Hook, Jr Director (Sch O)	1.00	X					0.	3,000.	0.
(4) Joan Bryant Director (Sch O)	1.00	X					0.	1,500.	0.
(5) Susan Stout Tamme President (Sch O)	40.00		X				0.	465,032.	61,735.
(6) Catherine Zoeller Vice President (Sch O)	40.00		X				0.	207,670.	35,338.
(7) Janet Norton Secretary (Sch O)	40.00		X				0.	516,441.	52,494.
(8) Carl Herde Treasurer (Sch O)	40.00		X				0.	660,834.	94,904.
(9) David Gray Vice President (Sch O)	40.00		X				0.	515,904.	54,401.
(10) Chris Roty Vice President (Sch O)	40.00		X				0.	331,601.	44,659.
(11) Samuel Pollock Physician	40.00			X			687,892.	0.	45,294.
(12) Eugene Jacob Physician	40.00			X			606,035.	0.	43,432.
(13) Ignacio Montes Physician	40.00			X			537,618.	0.	45,060.
(14) Udaya Joseph Physician	40.00			X			537,513.	0.	40,305.
(15) Charles Webb Physician	40.00			X			535,332.	0.	45,804.

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

1b Sub-total

c Total from continuation sheets to Part VII, Section A

d Total (add lines 1b and 1c)

2,904,390. 3,987,346. 717,628.

0. 0. 0.

2,904,390. 3,987,346. 717,628.

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

93

3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual.

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

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

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

the organization. Report compensation for the calendar year ending with or within the organization's tax year			
(A) Name and business address	(B) Description of services	(C) Compensation	

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ► 0

0

Form 990 (2011)

Part VIII Statement of Revenue

Contributions, Gifts, Grants and Other Similar Amounts	Program Service Revenue	Other 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
1 a Federated campaigns						
b Membership dues	1a					
c Fundraising events	1b					
d Related organizations	1c					
e Government grants (contributions)	1d					
f All other contributions, gifts, grants, and similar amounts not included above	1e					
	1f	1,733.				
g Noncash contributions included in lines 1a-1f \$						
h Total. Add lines 1a-1f		1,733.				
2 a Ins & patient pmts			Business Code			
b Medicare/Medicaid pmts	621300	28367810.	28367810.			
c Contract labor	621300	17324946.	17324946.			
d Stress tests	900099	6,928,392.	6,928,392.			
e MOB rent	621990	20,576.	20,576.			
f All other program service revenue	531120	14,059.	14,059.			
g Total. Add lines 2a-2f		52655783.				
3 Investment income (including dividends, interest, and other similar amounts)						
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6 a Gross rents	(i) Real	(ii) Personal				
b Less: rental expenses						
c Rental income or (loss)						
d Net rental income or (loss)						
7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
b Less: cost or other basis and sales expenses						
c Gain or (loss)						
d Net gain or (loss)						
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
b Less direct expenses	b					
c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities. See Part IV, line 19	a					
b Less direct expenses	b					
c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a					
b Less cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue	Business Code					
11 a Miscellaneous	900099	75,313.	75,313.			
b Medical director	900099	39,919.	39,919.			
c Physician loan forgive	900099	<15,218.	> <15,218.	>		
d All other revenue						
e Total. Add lines 11a-11d		100,014.				
12 Total revenue. See instructions.		527557530.	52755797.		0.	0.

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 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	48,622,044.	48,493,000.	129,044.	
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	1,344,068.	1,340,501.	3,567.	
9 Other employee benefits	3,673,530.	3,655,169.	18,361.	
10 Payroll taxes	2,592,392.	2,577,536.	14,856.	
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	122,101.	122,101.		
12 Advertising and promotion	83,807.	79,504.	4,303.	
13 Office expenses	1,684,857.	1,628,110.	56,747.	
14 Information technology				
15 Royalties				
16 Occupancy	2,720,554.	2,715,286.	5,268.	
17 Travel	88,985.	88,350.	635.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	38,140.	36,040.	2,100.	
20 Interest				
21 Payments to affiliates	3,359,591.	650,620.	2,708,971.	
22 Depreciation, depletion, and amortization	536,802.	536,802.		
23 Insurance	1,433,913.	1,433,913.		
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 Purchased Svc Non-medical	3,140,051.	3,138,725.	1,326.	
b Medical supplies	1,543,150.	1,542,291.	859.	
c Recruitment & retention	364,452.	364,407.	45.	
d Dues & subscriptions	164,139.	164,139.	0.	
e All other expenses	89,235.	89,235.		
25 Total functional expenses. Add lines 1 through 24e	71,601,811.	68,655,729.	2,946,082.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ➤ if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	50,439.	2	<202,974. >
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	2,275,905.	4	4,382,595.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	242,609.
	9 Prepaid expenses and deferred charges	458,889.	9	966,088.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 4,187,580.		
	b Less. accumulated depreciation	10b 2,124,961.	10c	2,062,619.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related See Part IV, line 11		13	
	14 Intangible assets		14	62,410.
	15 Other assets. See Part IV, line 11	3,437,608.	15	525,486.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	7,929,194.	16	8,038,833.
Liabilities	17 Accounts payable and accrued expenses	3,550,245.	17	4,062,930.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	3,012,209.	25	2,281,134.
	26 Total liabilities. Add lines 17 through 25	6,562,454.	26	6,344,064.
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	1,364,827.	27	1,691,123.
	28 Temporarily restricted net assets	1,913.	28	3,646.
	29 Permanently restricted net assets		29	
	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	1,366,740.	33	1,694,769.
	34 Total liabilities and net assets/fund balances	7,929,194.	34	8,038,833.

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

1	52,757,530.
2	71,601,811.
3	<18,844,281. >
4	1,366,740.
5	19,172,310.
6	1,694,769.

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

1 Accounting method used to prepare the Form 990: Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?
 b Were the organization's financial statements audited by an independent accountant?
 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
 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.
 Separate basis Consolidated basis 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?
 b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

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

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization

Employer identification number

Baptist Medical Associates, Inc.

20-5497203

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

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

Total

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

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) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income 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)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%
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	<input type="checkbox"/>	
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	<input type="checkbox"/>	
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	<input type="checkbox"/>	
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	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

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 ►

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 ►

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 ►

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

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

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

OMB No. 1545-0047

2011Open to Public
Inspection

Name of the organization

Baptist Medical Associates, Inc.Employer identification number
20-5497203**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.	

	Held at the End of the Tax Year
2a Total number of conservation easements	
2b Total acreage restricted by conservation easements	
2c Number of conservation easements on a certified historic structure included in (a)	
2d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____	
4 Number of states where property subject to conservation easement is located ► _____	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 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.	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:	
(i) Revenues included in Form 990, Part VIII, line 1	► \$ _____
(ii) Assets included in Form 990, Part X	► \$ _____
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:	
a Revenues included in Form 990, Part VIII, line 1	► \$ _____
b Assets included in Form 990, Part X	► \$ _____

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

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

a Public exhibition d Loan or exchange programs
 b Scholarly research e Other _____
 c Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV | Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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

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

	Amount
1c	
1d	
1e	
1f	

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

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

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

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

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ► _____ %

b Permanent endowment ► _____ %

c Temporarily restricted endowment ► _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%

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

(i) unrelated organizations
 (ii) related organizations

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment	4,182,036.	2,124,961.	2,057,075.	
e Other		5,544.		5,544.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))			►	2,062,619.

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. (Col (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. (Col (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) Other current asset	525,486.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ►	525,486.

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Due to affiliates	2,281,134.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ►	2,281,134.

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

2. FIN 48 (ASC 740)

132053

01-23-12

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
2 Total expenses (Form 990, Part IX, column (A), line 25)	2
3 Excess or (deficit) for the year Subtract line 2 from line 1	3
4 Net unrealized gains (losses) on investments	4
5 Donated services and use of facilities	5
6 Investment expenses	6
7 Prior period adjustments	7
8 Other (Describe in Part XIV.)	8
9 Total adjustments (net). Add lines 4 through 8	9
10 Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10

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
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:	
a Net unrealized gains on investments	2a
b Donated services and use of facilities	2b
c Recoveries of prior year grants	2c
d Other (Describe in Part XIV.)	2d
e Add lines 2a through 2d	2e
3 Subtract line 2e from line 1	3
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1:	
a Investment expenses not included on Form 990, Part VIII, line 7b	4a
b Other (Describe in Part 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

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

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

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

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

2011Open to Public
Inspection

Name of the organization

Baptist Medical Associates, Inc.

Employer identification number

20-5497203**Part I Questions Regarding Compensation**

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

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

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

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

3 Indicate which, if any, of the following the 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

<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

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

Only 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)?

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

Schedule J (Form 990) 2011

132111
01-23-12

12390603 142223 BMA

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			(C) Retirement and other deferred 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 Tommy Smith	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 912,570.	243,713.	126,081.	118,149.	36,053.	1,436,566.	89,386.
2 Susan Stout Tamme	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 372,655.	47,126.	45,251.	44,042.	17,693.	526,767.	30,058.
3 Catherine Zoeller	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 189,247.	13,538.	4,885.	15,773.	19,565.	243,008.	0.
4 Janet Norton	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 372,228.	76,085.	68,128.	22,992.	29,502.	568,935.	0.
5 Carl Herde	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 512,188.	99,830.	48,816.	62,683.	32,221.	755,738.	0.
6 David Gray	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 445,797.	32,412.	37,695.	21,522.	32,879.	570,305.	0.
7 Chris Roty	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 282,527.	39,383.	9,691.	20,131.	24,528.	376,260.	0.
8 Samuel Pollock	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 687,892.	0.	0.	12,819.	32,475.	733,186.	0.
9 Eugene Jacob	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 537,618.	0.	0.	15,406.	29,654.	582,678.	0.
10 Ignacio Montes	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 606,035.	0.	0.	17,535.	25,897.	649,467.	0.
11 Udaya Joseph	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 535,332.	0.	0.	15,592.	30,212.	581,136.	0.
12 Charles Webb	(i) 0.	0.	0.	0.	0.	0.	0.
13	(i) (ii) (iii)						
14	(i) (ii) (iii)						
15	(i) (ii) (iii)						
16	(i) (ii) (iii)						

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.

Part I, Line 4b: During calendar year 2011, five officers of BHS (two of which are officers of BMA) received a payout from a Supplemental Executive Retirement Plan, a nonqualified deferred compensation plan. The Plan is offered to a select group of management as determined by the BHS Executive Benefits Committee. The amounts paid during 2011 were previously reported as compensation on the 990 and were included in W-2 wages in 2011, reported in Schedule J, Part II, column (F) and is a portion of the amount reported in column B (iii).

The following individuals received a payout from a Supplemental Executive Retirement Plan, a nonqualified deferred compensation plan:

-Susan Stout Tamme	- 30,058
-Tommy Smith	- 89,386

In addition, all five officers who participate in the Supplemental Executive Retirement Plan (three of whom are officers of BMA) accrued amounts for 2012 which is a portion of the amount reported as deferred compensation in Schedule J, column C. Other retirement and deferred compensation reported in Schedule J, column C include amounts for the

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.

Retirement Accumulation Plan and Thrift Plan.

The following individuals participate in and accrued amounts from the

Supplemental Executive Retirement Plan:

-Tommy Smith - 92,217

-Susan Stout Tamme - 18,110

-Carl Herde - 38,221

Part I, Line 3: Baptist Healthcare System, a related organization of Baptist Medical Associates, Inc., uses the following to establish the compensation of the organization's CEO:

- Compensation committee,
- Independent compensation consultant,
- Form 990 of other organizations,
- Written employment contract,
- Compensation survey or study, and
- Approval by the Board or Compensation committee.

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

Baptist Medical Associates, Inc.

Employer identification number
20-5497203

Form 990, Part III, Line 1, Description of Organization Mission:

advance and strengthen Baptist Hospital East & Baptist Hospital

Northeast in its mission and ministry of healing and to support the

charitable activities and operations of Baptist Healthcare System, Inc.

Form 990, Part III, Line 4a, Program Service Accomplishments:

emergency intervention through linkages with local area hospitals and
physician specialists.

BMA provided the following community benefits:

Cost of charity 243,319

Medicaid cost in excess of reimbursement 1,086,444

Cost of bad debt 2,445,258

Medicare cost in excess of reimbursement 12,931,517

Total 16,706,538

Form 990, Part VI, Section A, line 2: The Board of Directors is made up
of executives from related organizations. The following individuals have a
business relationship in that they serve on the Board of Directors of the
organization and are officers and/or directors of a related organization:

Tommy Smith, Susan Stout Tamme, Carl Herde, David Gray, and Janet Norton.

Form 990, Part VI, Section A, line 6: Baptist Healthcare System, Inc.

(EIN:61-0444707) is the sole member for the Corporation.

Name of the organization

Baptist Medical Associates, Inc.

Employer identification number

20-5497203

Form 990, Part VI, Section A, line 7a: The sole member appoints all Directors.

Form 990, Part VI, Section A, line 7b: The consent & approval of the sole member shall be required for all major corporate actions, and any act the result of which would be to:

- (a) amend, repeal or alter the Articles of Incorporation or Bylaws;
- (b) merge or consolidate or agree to merge or consolidate the corporation with or into any other organization;
- (c) liquidate, reorganize or recapitalize the corporation;
- (d) adopt the corporation's annual operating budget & capital expenditures budget;
- (e) create or incur any unbudgeted indebtedness which exceeds \$100,000;
- (f) make any unbudgeted capital expenditure which exceeds \$100,000;
- (g) other than acquiring marketable securities held for investment purposes, acquire the stock of any corporation or invest in or acquire an interest in any business enterprise;
- (h) sell or agree to sell or otherwise dispose of all or a substantial part of the assets of the corporation or any investment or interest in any business enterprise, other than marketable securities disposed of in the ordinary course of the corporation's activities.

Form 990, Part VI, Section B, line 11: A copy of the 990 is provided to the Board of Directors prior to the filing of the return. Any questions or comments are addressed by explanation or a change to the form.

Form 990, Part VI, Section B, Line 12c: Annually, the Secretary of Baptist Healthcare System, Inc. (BHS) sends out a Conflict of Interest

132212
01-23-12

Schedule O (Form 990 or 990-EZ) (2011)

Name of the organization

Baptist Medical Associates, Inc.

Employer identification number

20-5497203

questionnaire to each of the officers and directors serving on the board of BMA. After completion, they are returned to the secretary and reviewed by the Board or the Governance Effectiveness Committee for any potential conflicts. A conflict of interest is any circumstance, relationship (financial or otherwise), activity or decision (made in the course of governance, management or professional responsibilities or otherwise) that adversely influences or appears to adversely influence the ability of a Covered Person to: 1) make objective decisions on behalf of BMA and/or 2) act in the best interests of BMA in a manner consistent with the tax-exempt purposes of BMA. The Board or Committee will determine by a majority vote of disinterested directors whether the disclosed Financial or Special Interest may result in a Conflict of Interest.

Form 990, Part VI, Section B, Line 15: The President of Baptist Medical Associates, Inc. is not an employee of Baptist Medical Associates, Inc. but is an employee of Baptist Healthcare System, Inc., a tax-exempt 501(c)(3) organization which is the sole member of Baptist Medical Associates, Inc. The President is compensated by Baptist Healthcare System, Inc.

Annually in September, the Baptist Healthcare System, Inc. Compensation Committee reviews the compensation, including base compensation and incentive compensation for the President. The Baptist Healthcare System, Inc. Compensation Committee is comprised of independent Board Members. The Committee retains a Compensation Consultant to advise the Committee and who provides data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated healthcare organizations. The Committee reviews this information in approving annual base and incentive compensation and other items of reportable compensation

Name of the organization

Baptist Medical Associates, Inc.

Employer identification number

20-5497203

described on Schedule J of the IRS Form 990. The decisions of the Committee regarding compensation are contemporaneously documented in the minutes of the Committee. Annually, the Committee Chairperson and the Compensation Consultant provide a report on executive compensation to the full Board of Directors of Baptist Healthcare System, Inc.

Officers of Baptist Medical Associates, Inc. are not employees of Baptist Medical Associates, Inc. nor are they compensated by Baptist Medical Associates, Inc. The Baptist Medical Associates, Inc. Officers are employees of Baptist Healthcare System, Inc. and are compensated by Baptist Healthcare System, Inc. The compensation of these Officers is either reviewed and approved by the Compensation Committee of the Baptist Healthcare System, Inc. Board or are reviewed and approved by the Baptist Healthcare System, Inc. President and CEO.

Form 990, Part VI, Section C, Line 19: The organization will provide any documents open to public inspections upon request.

Form 990, Part VII

Officers for Baptist Medical Associates provide services to Baptist Healthcare System, Inc. and its subsidiaries. Hours worked are not tracked on an entity by entity basis. Therefore, all officers and directors hours reported on Form 990, Part VII, Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors represent aggregate hours worked per week for all entities.

Danny McMahan, Joan Bryant and Robert Hook received compensation from a
132212
01-23-12

Schedule O (Form 990 or 990-EZ) (2011)

Name of the organization

Baptist Medical Associates, Inc.

Employer identification number

20-5497203

related organization of Baptist Medical Associates. The compensation they receive is for the role at the related organization and not for their role as a director of Baptist Medical Associates.

Form 990, Part XI, line 5, Changes in Net Assets:

Net contributed capital from parent 19,172,310.

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.

Name of the organization:

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

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	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
Yes	No					
Baptist Healthcare System, Inc. - 61-0444707	2701 Eastpoint Parkway	Hospital	Kentucky	section 501(c)(3)	Schedule A, Line 3	X
Baptist Healthcare Affiliates, Inc. -	61-1226399, 2701 Eastpoint Parkway,	Hospital	Kentucky	section 501(c)(3)	Schedule A, Line 3	X
Baptist Community Health Services, Inc. -	61-1141242, 2701 Eastpoint Parkway,	Medical services	Kentucky	section 501(c)(3)	Schedule A, Line 1a	X
Baptist Physicians Lexington, Inc. -	20-5494939, 2701 Eastpoint Parkway,	Physician services	Kentucky	section 501(c)(3)	Schedule A, Line 3	X

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

Part II Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization?
Yes	No					
Baptist Physicians Southeast, Inc. - 26-0766344, 2701 Eastpoint Parkway, Louisville, KY 40223	Physician services	Kentucky	section 501(c)(3)	Schedule A, Line 3	Baptist Healthcare System, Inc.	X
Western Baptist Medical Ventures, Inc. - 61-1194899, 2701 Eastpoint Parkway, Louisville, KY 40223	Physician services	Kentucky	section 501(c)(3)	Schedule A, Line 3	Baptist Healthcare System, Inc.	X
Baptist Healthcare Foundation, Inc. - 31-1122867, 2701 Eastpoint Parkway, Louisville, KY 40223	Fundraising	Kentucky	section 501(c)(3)	Schedule A, Line 11a	Baptist Healthcare System, Inc.	X
Baptist Hospital Foundation of Greater Louisville, Inc. - 20-0292291, 4000 Kresse Way, Louisville, KY 40207-4604	Fundraising	Kentucky	section 501(c)(3)	Schedule A, Line 11a	Baptist Healthcare System, Inc.	X
Central Baptist Hospital Foundation, Inc. - 61-1480774, 1740 Nicholasville Rd, Lexington, KY 40503	Fundraising	Kentucky	section 501(c)(3)	Schedule A, Line 11a	Baptist Healthcare System, Inc.	X
Lexington Cardiac Research Foundation, Inc. - 20-4242792, 1740 Nicholasville Rd, Lexington, KY 40503	Medical research	Kentucky	section 501(c)(3)	Schedule A, Line 11a	Baptist Healthcare System, Inc.	X
Western Baptist Hospital Foundation, Inc. - 26-4057759, 2501 Kentucky Ave, Paducah, KY 42003	Fundraising	Kentucky	section 501(c)(3)	Schedule A, Line 11a	Baptist Healthcare System, Inc.	X
Mercy Regional Emergency Medical System, LLC - 61-1310466, 126 Lone Oak Rd, Paducah, KY 42001	Ambulance Services	Kentucky	section 501(c)(3)	Schedule A, Line 11a	Baptist Healthcare System, Inc.	X

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.)

Part III organizations treated as a partnership during the tax year;

ar.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under Sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportion- ate allocations? 20 of Schedule K-1 (Form 1065)	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) Managing partner?	(k) Percentage ownership
							Yes No	Yes No	Yes No	
Baptist East/Milestone, LLC - 611-1355065, 750 Cypress Station Dr, Louisville, KY 40207	Fitness center	KY	N/A	N/A	N/A	N/A				
Baptist Physicians' Surgery Center, LLC - 04-3665929, 11720 Nicholasville Rd, #101, Lexington, KY 40502-1490	Ambulatory surgery center	KY	N/A	N/A	N/A	N/A				
Baptist Eastpoint Surgery Center, LLC - 26-0834852, 24400 Eastpoint Parkway, Louisville, KY 40223	Ambulatory surgery center	KY	N/A	N/A	N/A	N/A				
Medical Associates of Middletown, LLC - 20-0399400, 4000 Kresge Way, Louisville, KY 40207	Medical office building	KY	N/A	N/A	N/A	N/A				

Part IV Identification of Related Organizations Taxable as a Corporation

Organization(s) 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
Baptist Ventures, Inc. - 61-1217018 2701 Eastpoint Parkway Louisville, KY 40223	Management	KY	N/A	C CORP	N/A	N/A	N/A	N/A
Bluegrass Family Health, Inc. - 61-1241101 651 Perimeter Park, Ste 300 Lexington, KY 40517	Insurance	KY	N/A	C CORP	N/A	N/A	N/A	N/A
Baptist Health Network - 27-2939694 4000 Kresge Way Louisville, KY 40207-4604	Accountable care organization	KY	N/A	C CORP	N/A	N/A	N/A	N/A

Part III Continuation of Identification of Related Organizations Taxable as a Partnership

(a)	Name, address, and EIN of related organization	(b)	Primary activity	(c)	Legal domicile (state or foreign country)	(d)	Direct controlling entity	(e)	Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f)	Share of total income	(g)	Share of end-of-year assets	(h)	Disproportionate allocations?	(i)	Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j)	General or managing partner?	(k)			
(a)	Name, address, and EIN of related organization	(b)	Primary activity	(c)	Legal domicile (state or foreign country)	(d)	Direct controlling entity	(e)	Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f)	Share of total income	(g)	Share of end-of-year assets	(h)	Disproportionate allocations?	(i)	Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j)	General or managing partner?	(k)			
PET/CT Management, LLC -	20-0154982, 7807 Shelbyville Rd, Ste 201, Louisville, KY 40222	Mgmt & equipment services	St Matthews Surgery Center, LLC - 45-3714318, 4130 Dutchmans Ln, Ste 300, Louisville, KY 40207	KY	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

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

		Yes	No
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	1a	X	
b Gift, grant, or capital contribution to related organization(s)	1b	X	
c Gift, grant, or capital contribution from related organization(s)	1c	X	
d Loans or loan guarantees to or for related organization(s)	1d	X	
e Loans or loan guarantees by related organization(s)	1e	X	
f Sale of assets to related organization(s)	1f	X	
g Purchase of assets from related organization(s)	1g	X	
h Exchange of assets with related organization(s)	1h	X	
i Lease of facilities, equipment, or other assets to related organization(s)	1i	X	
j Lease of facilities, equipment, or other assets from related organization(s)	1j	X	
k Performance of services or membership or fundraising solicitations for related organization(s)	1k	X	
l Performance of services or membership or fundraising solicitations by related organization(s)	1l	X	
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m	X	
n Sharing of paid employees with related organization(s)	1n	X	
o Reimbursement paid to related organization(s) for expenses	1o	X	
p Reimbursement paid by related organization(s) for expenses	1p	X	
q Other transfer of cash or property to related organization(s)	1q	X	
r Other transfer of cash or property from related organization(s)	1r	X	
2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.			
(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) Baptist Healthcare System, Inc.	P	6,938,312. Book	
(2) Baptist Healthcare System, Inc.	R	20,073,291. Book	
(3) Baptist Healthcare Affiliates, Inc.	R	140,422. Book	
(4) Baptist Community Health Services, Inc.	R	6,131,022. Book	
(5)			
(6)			

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

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

Part VII Supplemental Information

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