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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

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 07-01-2012 , 2012, and ending 06-30-2013

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

C Name of organization
Piedmont Healthcare Inc

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
1968 Peachtree Road NW
Suite

City or town, state or country, and ZIP + 4
Atlanta, GA 303091285

D Employer identification number
58-1503902

E Telephone number
(404)425-1303

G Gross receipts $ 99,998,160

F Name and address of principal officer
Mr Kevin Brown
1968 Peachtree Road NW
Atlanta, GA 30309

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

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

H(c) Group exemption number ▶

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

J Website: ▶ www piedmont org

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1983

M State of legal domicile GA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
PIEDMONT HEALTHCARE, INC ("PHC") IS ORGANIZED EXCLUSIVELY FOR THE BENEFIT OF, TO MANAGE THE FUNCTIONS OF, AND TO CARRY OUT THE CHARITABLE, SCIENTIFIC, AND EDUCATIONAL PURPOSES OF ITS SUBSIDIARIES

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

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	16
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	9
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	**5**	1,045
6	Total number of volunteers (estimate if necessary)	**6**	0
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

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	66,261	321,498
9	Program service revenue (Part VIII, line 2g)	68,959,308	98,831,355
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	-3,872
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	998,818	845,307
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	70,024,387	99,994,288
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)	22,806,269	40,631,232
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	67,556,397	58,053,205
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	90,362,666	98,684,437
19	Revenue less expenses Subtract line 18 from line 12	-20,338,279	1,309,851

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	1,085,066,831	1,628,336,993
21	Total liabilities (Part X, line 26)	1,253,216,980	1,663,159,152
22	Net assets or fund balances Subtract line 21 from line 20	-168,150,149	-34,822,159

Part II Signature Block

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

Sign Here

Signature of officer — Date: 2014-05-14

Charlie Hall EVP/CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶ ERNST & YOUNG US LLP			Firm's EIN ▶	
Firm's address ▶ 55 IVAN ALLEN BLVD SUITE 1000 ATLANTA, GA 30308			Phone no (404) 874-8300	

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

PIEDMONT HEALTHCARE, INC , ("PHC") IS ORGANIZED EXCLUSIVELY FOR THE BENEFIT OF, TO MANAGE THE FUNCTIONS OF, AND TO CARRY OUT THE CHARITABLE, SCIENTIFIC, AND EDUCATIONAL PURPOSES OF ITS SUBSIDIARY ORGANIZATIONS

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 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 $ 79,464,007 including grants of $ 0) (Revenue $ 99,269,853)

PIEDMONT HEALTHCARE, INC ("PHC"), IS THE TAX-EXEMPT PARENT OF ITS PUBLICLY SUPPORTED SUBSIDIARIES (LISTED IN SCHEDULE R ATTACHED) PHC PROVIDES CENTRALIZED MANAGEMENT SERVICES TO ITS SUBSIDIARIES, INCLUDING ACCOUNTING, HUMAN RESOURCES, IT, FINANCIAL MANAGEMENT, AND ADVISORY SUPPORT THESE CENTRALIZED SERVICES RESULT IN GREATER OPERATING EFFICIENCIES AND ALLOW ITS SUBSIDIARY ORGANIZATIONS TO BETTER PROVIDE OUTSTANDING HEALTHCARE AND EDUCATION TO THEIR SURROUNDING COMMUNITIES

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

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

4d Other program services (Describe in Schedule O)

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

4e **Total program service expenses** ▶ 79,464,007

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
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		No
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		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
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	Yes	
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		No
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	Yes	
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	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	Yes	
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	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a		No
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 and XII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, 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	Yes	
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		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		No
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		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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	1,020		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	1,045		
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	Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year? . . .		3a		No
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a	Yes	
b	If "Yes," enter the name of the foreign country ▶ CJ 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? . .		5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .		6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .		7f		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		No
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
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		13a		
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		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .		14b		

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

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

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year **1a** 16			
	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			
b	Enter the number of voting members included in line 1a, above, who are independent **1b** 9			
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**		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .	**3**		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	**4**		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .	**5**		No
6	Did the organization have members or stockholders?	**6**		No
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**		No
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**		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	**8a**	Yes	
b	Each committee with authority to act on behalf of the governing body?	**8b**	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	**9**		No

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	**10a**		No
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**	Yes	
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*	**12a**	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	**12b**	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	**12c**	Yes	
13	Did the organization have a written whistleblower policy?	**13**	Yes	
14	Did the organization have a written document retention and destruction policy?	**14**	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	**15a**	Yes	
b	Other officers or key employees of the organization	**15b**	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	**16a**	Yes	
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?	**16b**	Yes	

Section C. Disclosure

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

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

☐ Own website ☐ Another's website ☑ Upon request ☐ Other (explain in Schedule O)

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

▶ MARIE GAFFNEY 2727 PACES FERRY RD BLDG 2 STE 70 ATLANTA, GA (678) 842-6007

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, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Dr Harry M McFarling III Board Member	2 0 6 0	X						12,000	49,840	0
(2) Ms Amy W Medendorp Board Member	2 0 0 0	X						0	0	0
(3) Mr Charles J Jeff Mills Board Member	2 0 1 0	X						0	0	0
(4) Mr Gregory B Morrison Board Member	2 0 0 0	X						0	0	0
(5) Mr Roderick D Odom Jr Board Member	2 0 0 0	X						0	0	0
(6) Dr Jay J Singh Board Member	2 0 2 0	X						0	18,975	0
(7) Dr Ramon A Suarez Board Member	2 0 3 0	X						0	30,300	0
(8) Dr Patrick M Battey Int CEO 7/2012-5/2013/Chair	20 0 20 0	X		X				0	518,946	27,685
(9) Mr R Timothy Stack President & CEO thru 7/2012	0 0 0 0	X		X				3,876,633	0	18,203
(10) Ms Janine Brown Vice Chairman	2 0 0 0	X						0	0	0
(11) Mr Kevin Brown Pres & CEO as of May, 2013	54 0 1 0	X		X				0	0	0
(12) Dr William A Blincoe Board Member	2 0 38 0	X						0	560,814	33,153
(13) Dr Frank N Cole Board Member	2 0 38 0	X						0	532,815	27,186
(14) Mr Wm Ronald Duffey Board Member	2 0 1 0	X						0	0	0
(15) Mr Michael D Garrett Board Member	2 0 0 0	X						0	0	0
(16) Mr David G Hanna Board Member	2 0 0 0	X						0	0	0
(17) Ms Lila Hertz Board Member	2 0 0 0	X						0	0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Mr Gregory A Hurst	50 0			X				3,697,079	0	49,764
Interim Pres 7/2012-5/2013/COO	5 0									
(19) Mr Charlie Hall	48 0			X				681,955	0	185,689
CFO/Tresurer	7 0									
(20) Mr Jay D Mitchell	48 0			X				591,859	0	78,751
General Counsel/Secretary	7 0									
(21) Dr Ronnie Brownsworth	15 0				X			725,035	0	100,555
CEO of Piedmont Clinic & PWHP	40 0									
(22) Ms Michele Molden	55 0				X			676,072	0	249,068
Chief Transformation Officer	0 0									
(23) Dr Leigh Hamby	55 0				X			670,020	0	82,069
Chief Medical & Quality Office	0 0									
(24) Mr Edward Lovern	55 0				X			627,648	0	71,215
Chief Administrative Officer	0 0									
(25) Mr Stephen Karasick	55 0					X		933,937	0	25,323
VP of Human Resources	0 0									
(26) Mr Sidney Kirschner	0 0					X		761,483	0	92,742
CEO - Piedmont Heart Institute	55 0									
(27) Ms Susan Holly Snow	55 0					X		606,580	0	40,529
VP of Government Affairs	0 0									
(28) Mr Michael Robertson	0 0					X		511,608	0	66,653
CEO of South Region	55 0									
(29) Mr Charles Scott	0 0					X		509,471	0	66,694
CEO of Piedmont Henry Hospital	55 0									
(30) Ms Debbie Gramling	55 0						X	153,231	0	14,589
Former Secretary	0 0									
1b Sub-Total . . . . . ▶										
c Total from continuation sheets to Part VII, Section A . . . . ▶										
d Total (add lines 1b and 1c) . . . . . ▶								15,034,611	1,711,690	1,229,868

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 ▶ 195

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization 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
DELOITTE CONSULTING LLP , PO BOX 7247 PHILADELPHIA PA 197106447	CONSULTING Services	12,143,312
EVOLENT HEALTH , 3101 WILSON BLVD STE 500 ARLINGTON VA 22201	CONSULTING SERVICES	4,996,876
MAXIT HEALTHCARE LLC , PO BOX 2589 LOCKBOX KK FORT WAYNE IN 468012589	CONSULTING SERVICES	3,377,129
PRICEWATERHOUSECOOPERS , PO BOX 932011 ATLANTA GA 31193	Consulting Services	3,250,694
Navigant Consulting Inc , 4511 Payshpere Circle CHICAGO IL 60674	Consulting Services	3,056,565

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 ▶ 70

Part VIII Statement of Revenue

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

				(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				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	53,179			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	268,319			
	g	Noncash contributions included in lines 1a-1f $					
	h	**Total.** Add lines 1a-1f		321,498			
Program Service Revenue			Business Code				
	2a	COST OF CAPITAL ALLOCATION	900099	20,021,394	20,021,394		
	b	MANAGEMENT SERVICES TO AFFILIATES	561000	78,809,961	78,809,961		
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f		98,831,355			
	3	Investment income (including dividends, interest, and other similar amounts)		0			
	4	Income from investment of tax-exempt bond proceeds		0			
	5	Royalties		0			
			(i) Real	(ii) Personal			
	6a	Gross rents	736,126				
	b	Less rental expenses	0				
	c	Rental income or (loss)	736,126	0			
	d	Net rental income or (loss)			736,126	392,054	344,072
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory		0			
	b	Less cost or other basis and sales expenses		3,872			
	c	Gain or (loss)		-3,872			
	d	Net gain or (loss)			-3,872		-3,872
Other Revenue	8a	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			0		
	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	RESEARCH REVENUE	900099	62,737			62,737
	b	FEES REVENUE	900099	46,444	46,444		
	c						
	d	All other revenue					
	e	**Total.** Add lines 11a–11d		109,181			
	12	**Total revenue.** See Instructions		99,994,288	99,269,853		402,937

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)

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	0			
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	8,560,728	5,564,473	2,996,255	0
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	172,456	172,456		
7 Other salaries and wages	27,390,108	17,743,211	9,646,897	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	2,929,909	1,904,441	1,025,468	
9 Other employee benefits	0			
10 Payroll taxes	1,578,031	1,025,720	552,311	
11 Fees for services (non-employees)				
a Management	3,711,580		3,711,580	
b Legal	605,571		605,571	
c Accounting	257,677		257,677	
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	424,671		424,671	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	6,970,192	6,970,192		
12 Advertising and promotion	2,711,127	2,711,127		
13 Office expenses	9,316,265	9,316,265		
14 Information technology	119,765	119,765		
15 Royalties . .	0			
16 Occupancy	3,409,932	3,409,932		
17 Travel	402,896	402,896		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	16,904,420	16,904,420		
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	12,434,427	12,434,427		
23 Insurance	0			
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 PHO ASSESSMENT	457,026	457,026		
b MISCELLANEOUS EXPENSES	300,062	300,062		
c MEDICAL EXPENSES	27,594	27,594		
d				
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	98,684,437	79,464,007	19,220,430	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

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

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		0	1	0
	2	Savings and temporary cash investments		0	2	0
	3	Pledges and grants receivable, net		88,429	3	65,497
	4	Accounts receivable, net		0	4	0
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		0	5	0
	6	Loans and other 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) Complete Part II of Schedule L		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		3,697,482	9	6,125,579
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 191,206,385			
	b	Less accumulated depreciation	10b 83,954,283	65,315,818	10c	107,252,102
	11	Investments—publicly traded securities		0	11	0
	12	Investments—other securities See Part IV, line 11		0	12	0
	13	Investments—program-related See Part IV, line 11		88,632,510	13	88,632,510
	14	Intangible assets		0	14	0
	15	Other assets See Part IV, line 11		927,332,592	15	1,426,261,305
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		1,085,066,831	16	1,628,336,993
Liabilities	17	Accounts payable and accrued expenses		93,848,643	17	34,608,871
	18	Grants payable		0	18	0
	19	Deferred revenue		30,660	19	30,660
	20	Tax-exempt bond liabilities		0	20	0
	21	Escrow or custodial account liability Complete Part IV of Schedule D		0	21	0
	22	Loans and other 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		1,798,743	23	1,600,674
	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		1,157,538,934	25	1,626,918,947
	26	**Total liabilities.** Add lines 17 through 25		1,253,216,980	26	1,663,159,152
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		-168,150,149	27	-34,822,159
	28	Temporarily restricted net assets		0	28	0
	29	Permanently restricted net assets		0	29	0
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		-168,150,149	33	-34,822,159
	34	Total liabilities and net assets/fund balances		1,085,066,831	34	1,628,336,993

Part XI Reconcilliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	99,994,288
2	Total expenses (must equal Part IX, column (A), line 25)	2	98,684,437
3	Revenue less expenses Subtract line 2 from line 1	3	1,309,851
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-168,150,149
5	Net unrealized gains (losses) on investments	5	59,813,168
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	1,553,921
9	Other changes in net assets or fund balances (explain in Schedule O)	9	70,651,050
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-34,822,159

Part XII Financial Statements and Reporting

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

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

Additional Data

Software ID:
Software Version:
EIN: 58-1503902
Name: Piedmont Healthcare Inc

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Dr Harry M McFarling III Board Member	2 0 6 0	X						12,000	49,840	0
Ms Amy W Medendorp Board Member	2 0 0 0	X						0	0	0
Mr Charles J Jeff Mills Board Member	2 0 1 0	X						0	0	0
Mr Gregory B Morrison Board Member	2 0 0 0	X						0	0	0
Mr Roderick D Odom Jr Board Member	2 0 0 0	X						0	0	0
Dr Jay J Singh Board Member	2 0 2 0	X						0	18,975	0
Dr Ramon A Suarez Board Member	2 0 3 0	X						0	30,300	0
Dr Patrick M Battey Int CEO 7/2012-5/2013/Chair	20 0 20 0	X		X				0	518,946	27,685
Mr R Timothy Stack President & CEO thru 7/2012	0 0 0 0	X		X				3,876,633	0	18,203
Ms Janine Brown Vice Chairman	2 0 0 0	X						0	0	0
Mr Kevin Brown Pres & CEO as of May, 2013	54 0 1 0	X		X				0	0	0
Dr William A Blincoe Board Member	2 0 38 0	X						0	560,814	33,153
Dr Frank N Cole Board Member	2 0 38 0	X						0	532,815	27,186
Mr Wm Ronald Duffey Board Member	2 0 1 0	X						0	0	0
Mr Michael D Garrett Board Member	2 0 0 0	X						0	0	0
Mr David G Hanna Board Member	2 0 0 0	X						0	0	0
Ms Lila Hertz Board Member	2 0 0 0	X						0	0	0
Mr Gregory A Hurst Interim Pres 7/2012-5/2013/COO	50 0 5 0			X				3,697,079	0	49,764
Mr Charlie Hall CFO/Tresurer	48 0 7 0			X				681,955	0	185,689
Mr Jay D Mitchell General Counsel/Secretary	48 0 7 0			X				591,859	0	78,751
Dr Ronnie Brownsworth CEO of Piedmont Clinic & PWHP	15 0 40 0				X			725,035	0	100,555
Ms Michele Molden Chief Transformation Officer	55 0 0 0				X			676,072	0	249,068
Dr Leigh Hamby Chief Medical & Quality Office	55 0 0 0				X			670,020	0	82,069
Mr Edward Lovern Chief Administrative Officer	55 0 0 0				X			627,648	0	71,215
Mr Stephen Karasick VP of Human Resources	55 0 0 0					X		933,937	0	25,323

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Mr Sidney Kirschner CEO - Piedmont Heart Institute	0 0 55 0					X		761,483	0	92,742
Ms Susan Holly Snow VP of Government Affairs	55 0 0 0					X		606,580	0	40,529
Mr Michael Robertson CEO of South Region	0 0 55 0					X		511,608	0	66,653
Mr Charles Scott CEO of Piedmont Henry Hospital	0 0 55 0					X		509,471	0	66,694
Ms Debbie Gramling Former Secretary	55 0 0 0						X	153,231	0	14,589

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
Piedmont Healthcare Inc

Employer identification number
58-1503902

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 - Non-functionally integrated

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

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

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

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

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

(i) Name of supported organization	**(ii)** EIN	**(iii)** Type of organization (described on lines 1- 9 above or IRC section **(see instructions))**	**(iv)** Is the organization in col **(i)** listed in your governing document?		**(v)** Did you notify the organization in col **(i)** of your support?		**(vi)** Is the organization in col **(i)** organized in the U S ?		**(vii)** Amount of monetary support
			Yes	**No**	**Yes**	**No**	**Yes**	**No**	
See Additional Data Table									
Total									19,258,131

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 501(c)(3) organization, check this box and **stop here** . . . . . ▶☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) **14**

15 Public support percentage for 2011 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2012.** 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—2011.** 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—2012.** 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—2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶☐

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

Part III **Support Schedule for Organizations Described in 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

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

Section C. Computation of Public Support Percentage

15	Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	
16	Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	
18	Investment income percentage from **2011** Schedule A, Part III, line 17	18	

19a **33 1/3% support tests—2012.** 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—2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

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

Part IV **Supplemental Information.** 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).

Facts And Circumstances Test

Explanation

Additional Data

Software ID:
Software Version:
EIN: 58-1503902
Name: Piedmont Healthcare Inc

Form 990, Sch A, Part I, Line 11h - Provide the following information about the supported organization(s).

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
PIEDMONT HOSPITAL INC	580566213	03	Yes		Yes		Yes		10986524
FAYETTE COMMUNITY HOSPITAL INC DBA PIEDMONT FAYETTE HOSPITAL	582322328	03	Yes		Yes		Yes		4962467
PIEDMONT MOUNTAINSIDE HOSPITAL INC	352228583	03	Yes		Yes		Yes		811502
PIEDMONT NEWNAN HOSPITAL INC	205077249	03		No	Yes		Yes		2497638
PIEDMONT HEART INSTITUTE INC	263553500	03		No	Yes		Yes		0
PIEDMONT HENRY HOSPITAL INC	582200195	03		No	Yes		Yes		0

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
Piedmont Healthcare Inc

Employer identification number
58-1503902

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

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

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

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds 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? ☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ 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 Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

4 Number of states where property subject to conservation easement is located ▶ _____

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

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

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

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

9 In Part XIII, 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 XIII, 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
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other

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

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 XIII and complete the following table

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

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

b If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII . . . . . ☐

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

		(a) Current year	(b) Prior year	(b) (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	0				

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		820,769		820,769
b Buildings		7,252,695	4,993,697	2,258,998
c Leasehold improvements		5,685,404	725,447	4,959,957
d Equipment		154,460,191	78,235,139	76,225,052
e Other		22,987,326	0	22,987,326
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				107,252,102

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		
Other		
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) FAYETTE COMMUNITY HOSPITAL	43,679,729	C
(2) PIED MOUNTAINSIDE HOSPITAL	43,407,781	C
(3) AMSTER-MCRAE INSURANCE COMPANY	120,000	C
(4) CENTER FOR HEALTH & LEARNING	1,425,000	C
Total. *(Column (b) must equal Form 990, Part X, col (B) line 13)* ▶	88,632,510	

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

(a) Description	(b) Book value
(1) DUE FROM RELATED PARTIES	1,403,156,838
(2) OTHER CURRENT ASSETS	5,119,863
(3) DEFERRED DEBT COSTS	102,469
(4) TENANT IMPROVEMENT RECEIVABLES	6,143,076
(5) EQUITY INVESTMENTS	8,635,115
(6) INVESTMENTS AT COST	3,103,944
Total. *(Column (b) must equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	1,426,261,305

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

1 (a) Description of liability	(b) Book value
Federal income taxes	0
DUE TO RELATED PARTIES	1,626,918,947
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	1,626,918,947

2. Fin 48 (ASC 740) Footnote In Part XIII, 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) Check here if the text of the footnote has been provided in Part XIII ☑

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

Identifier	Return Reference	Explanation
ASC 740 FOOTNOTE (FKA FIN 48)	SCHEDULE D, PART X, LINE 2	THE COMPANY ACCOUNTS FOR INCOME TAXES UNDER THE PROVISIONS OF THE INCOME TAXES TOPIC OF ASC (ASC 740) UNDER THE REQUIREMENTS OF ASC 740, TAX-EXEMPT ORGANIZATIONS MAY BE REQUIRED TO RECORD AN OBLIGATION AS THE RESULT OF A TAX POSITION THEY HAVE HISTORICALLY TAKEN ON VARIOUS TAX EXPOSURE ITEMS THERE WERE NO MATERIAL UNCERTAIN TAX POSITIONS AS OF JUNE 30, 2013

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SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
Piedmont Healthcare Inc

Employer identification number
58-1503902

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 **For grantmakers.** 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 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States.

3 Activites per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

	(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
	Central America and the Caribbean			Investments		54,358,442
	Central America and the Caribbean			Program Services	Insurance Premiums	14,107,407
3a	Sub-total					68,465,849
b	Total from continuation sheets to Part I					
c	**Totals** (add lines 3a and 3b)					68,465,849

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Part II can be duplicated if additional space is needed.

1	**(a)** Name of organization	**(b)** IRS code section and EIN (if applicable)	**(c)** Region	**(d)** Purpose of grant	**(e)** Amount of cash grant	**(f)** Manner of cash disbursement	**(g)** Amount of of non-cash assistance	**(h)** Description of non-cash assistance	**(i)** Method of valuation (book, FMV, appraisal, other)

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . ▶ _____

3 Enter total number of other organizations or entities . . . . . ▶

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

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

Part IV Foreign Forms

1	Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*	☑ Yes	☐ No
2	Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organizationmay be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)*	☐ Yes	☑ No
3	Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)*	☑ Yes	☐ No
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)*	☐ Yes	☑ No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships. (see Instructions for Form 8865)*	☐ Yes	☑ No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).*	☐ Yes	☑ No

Part V **Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	ReturnReference	Explanation

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
Piedmont Healthcare Inc

Employer identification number
58-1503902

Part I Questions Regarding Compensation

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

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use 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 and Title	**(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				
See Additional Data Table							

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

Identifier	Return Reference	Explanation
OTHER COMPENSATION ITEMS	SCHEDULE J, PART I, LINE 1A	EXPENSES FOR FIRST-CLASS TRAVEL ARE PAID ON BEHALF OF CERTAIN EXECUTIVES THESE ITEMS ARE NOT REPORTED ON THE EMPLOYEE'S FORM W-2, HOWEVER, THE COMPANY IS REIMBURSED FOR ANY PERSONAL EXPENSES INCURRED BY THE EMPLOYEE THE FOLLOWING EMPLOYEES RECEIVED DISCRETIONARY SPENDING ACCOUNTS IN FIXED AMOUNTS DETERMINED BY JOB LEVEL THESE SPENDING ACCOUNTS WERE INCLUDED IN EACH EMPLOYEE'S TAXABLE WAGES R TIMOTHY STACK GREGORY A HURST CHARLIE HALL RONNIE BROWNSWORTH JAY MITCHELL MICHELE MOLDEN LEIGH HAMBY EDWARD LOVERN STEPHEN KARASICK SIDNEY KIRSCHNER G MICHAEL ROBERTSON CHARLES SCOTT CHARLES SCOTT
SUPPLEMENTAL COMPENSATION INFORMATION	SCHEDULE J, PART I, LINE 4A	STEPHEN KARASICK AND SUSAN (HOLLY) SNOW RECEIVED SEVERANCE PAYMENTS IN THE AMOUNTS OF $489,478 AND $287,378, RESPECTIVELY
SUPPLEMENTAL COMPENSATION INFORMATION	SCHEDULE J, PART I, LINE 4B	GREGORY A HURST AND R TIMOTHY STACK RECEIVED PAYMENTS TOTALING $2,124,476 AND $2,489,280, RESPECTIVELY, FROM THEIR SUPPLEMENTAL EXECUTIVE RETIREMENT PLANS THE FOLLOWING EMPLOYEES PARTICIPATED IN A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN, BUT DID NOT RECEIVE CURRENT YEAR PAYMENTS CHARLIE HALL JAY MITCHELL RONNIE BROWNSWORTH MICHELE MOLDEN LEIGH HAMBY EDWARD LOVERN SIDNEY KIRSCHNER SUSAN (HOLLY) SNOW MICHAEL ROBERTSON CHARLES SCOTT
NON-FIXED PAYMENTS	SCHEDULE J, PART I, LINE 7	R TIMOTHY STACK AND GREGORY HURST PARTICIPATED IN A SUSTAINED EXCELLENCE AWARD PROGRAM ("SEAP"), WHICH IS A LONG-TERM INCENTIVE PROGRAM THAT INCLUDES A DEFERRAL OF A PORTION OF THE PARTICIPANT'S ANNUAL BONUS, A MATCHING CONTRIBUTION FROM THE ORGANIZATION, AND INTEREST EARNED ON THE AMOUNTS HELD IN THE ACCOUNT DURING FY2013, MR STACK RECEIVED PAYMENTS FROM HIS SEAP ACCOUNT TOTALING $654,653 AND MR HURST RECEIVED PAYMENTS TOTALING $538,183
OTHER INFORMATION	SCHEDULE J, PART II, LINE 2	MR R TIMOTHY STACK, FORMER PRESIDENT & CEO OF PIEDMONT HEALTHCARE, PASSED AWAY IN JULY, 2012 HE WAS TEMPORARILY REPLACED BY MR GREGORY A HURST AND DR PATRICK BATTEY, AND THEN PERMANENTLY REPLACED BY MR KEVIN BROWN IN MAY, 2013 MR BROWN DID NOT RECEIVE COMPENSATION FROM PIEDMONT HEALTHCARE OR ANY RELATED ENTITY DURING CALENDAR YEAR 2012

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 58-1503902
Name: Piedmont Healthcare Inc

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Mr Gregory A Hurst	(I)	684,153	757,434	2,255,492	33,437	16,327	3,746,843	0
	(II)	0	0	0	0	0	0	0
Mr Charlie Hall	(I)	419,345	138,502	124,108	159,774	25,915	867,644	0
	(II)	0	0	0	0	0	0	0
Mr Jay D Mitchell	(I)	408,181	134,332	49,346	57,676	21,075	670,610	0
	(II)	0	0	0	0	0	0	0
Dr Ronnie Brownsworth	(I)	463,526	152,991	108,518	77,618	22,937	825,590	0
	(II)	0	0	0	0	0	0	0
Ms Michele Molden	(I)	414,015	137,690	124,367	226,228	22,840	925,140	0
	(II)	0	0	0	0	0	0	0
Dr Leigh Hamby	(I)	464,086	153,661	52,273	62,714	19,355	752,089	0
	(II)	0	0	0	0	0	0	0
Mr Edward Lovern	(I)	406,120	130,202	91,326	56,364	14,851	698,863	0
	(II)	0	0	0	0	0	0	0
Mr Stephen Karasick	(I)	304,022	114,821	515,094	10,000	15,323	959,260	0
	(II)	0	0	0	0	0	0	0
Mr Sidney Kirschner	(I)	490,804	162,747	107,932	61,499	31,243	854,225	0
	(II)	0	0	0	0	0	0	0
Ms Susan Holly Snow	(I)	205,193	53,452	347,935	28,492	12,037	647,109	0
	(II)	0	0	0	0	0	0	0
Mr Michael Robertson	(I)	328,355	139,131	44,122	51,509	15,144	578,261	0
	(II)	0	0	0	0	0	0	0
Mr Charles Scott	(I)	355,096	56,553	97,822	46,710	19,984	576,165	0
	(II)	0	0	0	0	0	0	0
Dr Patrick M Battey	(I)	0	0	0	0	0	0	0
	(II)	513,629	0	5,317	15,000	12,685	546,631	0
Mr R Timothy Stack	(I)	588,408	444,465	2,843,760	5,000	13,203	3,894,836	0
	(II)	0	0	0	0	0	0	0
Dr William A Blincoe	(I)	0	0	0	0	0	0	0
	(II)	556,550	0	4,264	15,000	18,153	593,967	0
Dr Frank N Cole	(I)	0	0	0	0	0	0	0
	(II)	524,246	0	8,569	15,000	12,186	560,001	0
Ms Debbie Gramling	(I)	139,951	9,260	4,020	2,995	11,594	167,820	0
	(II)	0	0	0	0	0	0	0

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
Piedmont Healthcare Inc

Employer identification number
58-1503902

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1 (a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected? Yes	No

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 . . . . . ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization? To	From	(e) Original principal amount	(f) Balance due	(g) In default? Yes	No	(h) Approved by board or committee? Yes	No	(i) Written agreement? Yes	No
Total			▶ $									

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) Ms Janine Brown	Board Member	138,141	Alston & Bird Legal Fees		No
(2) Ms Amy W Medendorp	Board Member	5,395,958	Interest Payments & Bank Fees		No

Part V Supplemental Information

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

Identifier	Return Reference	Explanation
TRANSACTIONS WITH INTERESTED PERSONS	SCHEDULE L, PART IV, LINE 1	MS JANINE BROWN IS A PARTNER WITH ALSTON & BIRD LLP, AND A BOARD MEMBER OF PIEDMONT HEALTHCARE THE AMOUNT OF $138,141 REPRESENTS INVOICES PAID BY PIEDMONT HEALTHCARE DURING FISCAL YEAR 2013 FOR LEGAL SERVICES PROVIDED BY ALSTON & BIRD AT FAIR MARKET VALUE PAYMENTS WERE MADE ON BEHALF OF PHC AND ITS SUBSIDIARIES MS AMY W MEDENDORP WAS A KEY EMPLOYEE OF SUNTRUST BANK THROUGH DECEMBER 31, 2012, AND A BOARD MEMBER OF PIEDMONT HEALTHCARE DURING FISCAL YEAR 2013 THE AMOUNT PAID TO SUNTRUST OF $5,395,958 REPRESENTS THE FAIR MARKET VALUE OF INTEREST PAYMENTS AND BANK FEES RELATED TO SWAP INVESTMENTS HELD BY SUNTRUST PAYMENTS WERE MADE BY PHC ON BEHALF OF ITSELF AND ITS SUBSIDIARIES MS MEDENDORP, HOWEVER, DOES NOT SERVE ON THE BOARDS OF DIRECTORS FOR ANY OF THESE SUBSIDIARY ENTITIES

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
Piedmont Healthcare Inc

Employer identification number
58-1503902

Identifier	Return Reference	Explanation
NUMBER OF FORMS 1099 FILED	FORM 990, PART V, LINE 1A	
DECISIONS OF GOVERNING BODY	FORM 990, PART VI, SECTION A, LINE 7B	ALL RESOLUTIONS ADOPTED AND ALL BUSINESS TRANSACTED BY PHC'S BOARD OF DIRECTORS REQUIRES T HE AFFIRMATIVE VOTE OF A MAJORITY OF THE DIRECTORS PRESENT AT THE TIME OF VOTING, AS LONG AS A QUORUM (MAJORITY OF DIRECTORS CURRENTLY IN OFFICE) IS REPRESENTED AT THE MEETING
990 REVIEW PROCESS	FORM 990, PART VI, SECTION B, LINE 11B	INFORMATION NEEDED TO PREPARE PIEDMONT HEALTHCARE'S FORM 990 IS COMPILED BY INDIVIDUALS IN THE ORGANIZATION'S FINANCE DEPARTMENT THE INFORMATION IS THEN REVIEWED BY PHC'S CONTROLL ER AND VP/CFO THE 990 IS THEN PREPARED INTERNALLY BY PIEDMONT HEALTHCARE'S TAX COMPLIANCE MANAGER AND SUBMITTED TO AN EXTERNAL TAX PREPARER FOR REVIEW COPIES OF FORM 990 ARE PROV IDED TO THE BOARD OF DIRECTORS OF PIEDMONT HEALTHCARE PRIOR TO FILING
CONFLICT OF INTEREST POLICY	FORM 990, PART VI, SECTION B, LINE 12C	COMPLIANCE WITH THE ORGANIZATION'S CONFLICT OF INTEREST POLICY IS MONITORED AND ENFORCED B Y ORGANIZATION MANAGEMENT IN COORDINATION WITH PIEDMONT HEALTHCARE'S SENIOR VICE PRESIDENT OF COMPLIANCE ALL SENIOR LEADERS, BOARD MEMBERS, PHYSICIAN EMPLOYEES, NURSE PRACTITIONER S/PHYSICIAN ASSISTANTS AND EMPLOYEES AND NON-EMPLOYEES ENGAGED IN RESEARCH ARE REQUIRED TO ANNUALLY DISCLOSE ALL MATTERS WHICH COULD POTENTIALLY CONSTITUTE A CONFLICT OF INTEREST MATTERS DISCLOSED UNDER THE POLICY MUST BE REVIEWED IN WRITING BY THE PIEDMONT HEALTHCARE CONFLICT OF INTEREST COMMITTEE IN ORDER TO DETERMINE WHETHER A CONFLICT EXISTS AND, IF SO, WHETHER TO ELIMINATE OR MANAGE THE CONFLICT ALL BOARD MEMBERS AND EMPLOYEES OF PIEDMONT NEWNAN HOSPITAL ARE PROVIDED TRAINING ON CONFLICT OF INTEREST ISSUES, INCLUDING REPORTING REQUIREMENTS, AT NEW-EMPLOYEE ORIENTATION AND AT LEAST ANNUALLY THEREAFTER NONCOMPLIANCE WITH THE CONFLICT OF INTEREST POLICY MUST BE REPORTED TO PIEDMONT HEALTHCARE'S SENIOR VICE PRESIDENT OF COMPLIANCE FOR INVESTIGATION, AND REMEDIAL STEPS MUST BE TAKEN AS APPROPRIAT E UNDER THE PIEDMONT HEALTHCARE DISCIPLINARY POLICIES
EXECUTIVE COMPENSATION	FORM 990, PART VI, SECTION B, LINE 15A & 15B	THE PIEDMONT HEALTHCARE, INC , BOARD OF DIRECTORS EXECUTIVE PERFORMANCE AND COMPENSATION C OMMITTEE (''THE COMMITTEE'') IS COMPOSED OF AT LEAST THREE MEMBERS, SERVING TERMS OF THREE Y EARS, AND THE MAJORITY OF WHICH ARE COMMUNITY DIRECTORS WHO GENERALLY DO NOT HAVE CONFLICT S OF INTEREST RELATED TO FULFILLMENT OF THE DUTIES AS OUTLINED BELOW THE COMMITTEE HAS BE EN AUTHORIZED BY THE PIEDMONT HEALTHCARE BOARD OF DIRECTORS TO PERFORM THE FOLLOWING FUNCT IONS -SELECT AN EXTERNAL EXECUTIVE COMPENSATION CONSULTANT (''THE CONSULTANT'') THE COMMIT TEE CURRENTLY UTILIZES TOWERS WATSON FOR EXECUTIVE COMPENSATION CONSULTING SERVICES -WORK WITH THE PRESIDENT/CEO TO FORMULATE AND IMPLEMENT ANNUAL PERFORMANCE OBJECTIVES THE COMM ITTEE MEETS ANNUALLY WITH PIEDMONT HEALTHCARE'S CEO AND KEY SENIOR EXECUTIVES -TO REVIEW AND APPROVE EXECUTIVE PERFORMANCE OBJECTIVES FOR THE FISCAL YEAR -ANNUALLY ASSESS PRESIDE NT/CEO PERFORMANCE THE COMMITTEE MEETS ANNUALLY WITH THE CEO AND KEY SENIOR EXECUTIVES - TO REVIEW THE ACCOMPLISHMENTS OF THE EXECUTIVE PERFORMANCE OBJECTIVES AFTER THE CLOSE OF T HE FISCAL YEAR -ASSESS AND IMPLEMENT POLICIES REGARDING PRESIDENT/CEO PERFORMANCE AND COM PENSATION THE COMMITTEE HAS DEVELOPED AN EXECUTIVE COMPENSATION PHILOSOPHY AND REVIEWS TH E PHILOSOPHY ANNUALLY THE COMMITTEE SEEKS INPUT AND GUIDANCE FROM THE CONSULTANT TO ENSUR E THAT THE PHILOSOPHY IS REASONABLE AND COMPARABLE TO THAT OF SIMILAR ORGANIZATIONS -APPR OVE LONG- AND SHORT-TERM GOALS TO BE USED IN CONNECTION WITH EXECUTIVE STAFF COMPENSATION PROGRAM AS RECOMMENDED BY THE PRESIDENT/CEO AND VALIDATED BY THE COMPENSATION CONSULTANT THE COMMITTEE MEETS ANNUALLY WITH THE CEO AND KEY SENIOR EXECUTIVES AS WELL AS THE CONSULT ANT TO REVIEW SALARY ADJUSTMENTS AND INCENTIVE PAY FOR THE CEO, SENIOR EXECUTIVES, AND EXE CUTIVES THROUGHOUT THE ORGANIZATION THE COMMITTEE MEETS WITH THE CONSULTANT ANNUALLY TO R ECEIVE INPUT AND RECOMMENDATIONS TO ENSURE THAT SALARY ADJUSTMENTS, INCENTIVES, AND BENEFI TS ARE REASONABLE AND COMPARABLE TO THOSE OF LIKE ORGANIZATIONS -PERFORM ANY TASKS RELATE D TO EXECUTIVE PERFORMANCE AND COMPENSATION, INCLUDING BUT NOT LIMITED TO, APPROVAL OF EXE CUTIVE EMPLOYMENT CONTRACTS, AND EXECUTIVE BENEFITS THE COMMITTEE SEEKS INPUT FROM THE CO NSULTANT, AS WELL AS EXTERNAL LEGAL ADVISORS, WHEN IT IS NECESSARY TO DEVELOP AND/OR AMEND EXECUTIVE EMPLOYMENT CONTRACTS AND BENEFITS
DISCLOSURE OF GOVERNING, CONFLICT OF INTEREST, AND FINANCIAL DOCUMENTS	FORM 990, PART VI, SECTION C, LINE 19	GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS ARE AVAILABLE UP ON REQUEST THESE DOCUMENTS SHOULD BE REQUESTED FROM PIEDMONT HEALTHCARE, INC'S LEGAL COUN SEL
COMPENSATION OF OFFICERS AND DIRECTORS, CHANGE IN PRESIDENT/CEO	FORM 990, PART VII	MR R TIMOTHY STACK, FORMER PRESIDENT & CEO OF PIEDMONT HEALTHCARE, PASSED AWAY IN JULY, 2012 HE WAS TEMPORARILY REPLACED BY MR GREGORY A HURST AND DR PATRICK BATTEY, AND THEN PERMANENTLY REPLACED BY MR KEVIN BROWN IN MAY, 2013 MR BROWN DID NOT RECEIVE COMPENSAT ION FROM PIEDMONT HEALTHCARE OR ANY RELATED ENTITY DURING CALENDAR YEAR 2012
BALANCE SHEET - BEGINNING OF YEAR BALANCES	FORM 990, PART X, COLUMN A	SOME BEGINNING BALANCES WERE RECLASSIFIED FOR PRESENTATION PURPOSES ONLY
RECONCILIATION OF NET ASSETS	FORM 990, PART XI, LINE 9	CHANGES TO NET ASSETS REPORTED ON PART XI, LINE 9 ARE PRIMARILY COMPRISED OF A $63,920,078 INTERCOMPANY TRANSFER OF LIABILITIES FROM THE ORGANIZATION TO ITS SUBSIDIARY PIEDMONT HOS PITAL, $(254,279) OF BOOK/TAX DIFFERENCES RELATED TO REVENUE RECOGNITION, AND A $6,985,251 CHANGE IN EQUITY INVESTMENTS

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

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2012

Open to Public Inspection

Name of the organization
Piedmont Healthcare Inc

Employer identification number
58-1503902

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

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

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" 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	(g) No
See Additional Data Table							

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	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

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	(i) Section 512 (b)(13) controlled entity? Yes	(i) No
(1) Piedmont Medical Care Corporation 2727 Paces Ferry Road suite 1-1100 Atlanta, GA 30339 58-2092768	Healthcare	GA	PHC	C-CORP	180,294,567	323,693,289	100 000 %	Yes	
(2) THE PIEDMONT CLINIC INC 2727 Paces Ferry Road suite 1-1100 Atlanta, GA 30339 58-2005358	Healthcare	GA	PHC	C-CORP	6,427,879	17,933,887	100 000 %	Yes	
(3) PIEDMONT HEART INSTITUTE PHYSICIANS INC 95 COLLIER ROAD NW STE 2045 Atlanta, GA 30309 26-0593850	Healthcare	GA	PHC	C-CORP	84,492,468	118,725,987	100 000 %	Yes	
(4) Amster McRae Insurance Company PO BOX 1159 Grand Cayman, Grand Cayman KY 1-1102 CJ	Related Insurance	CJ	PHC	C-CORP	16,030,248	54,358,442	100 000 %	Yes	

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, 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 orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity	1a	Yes	
b Gift, grant, or capital contribution to related organization(s)	1b		No
c Gift, grant, or capital contribution from related organization(s)	1c		No
d Loans or loan guarantees to or for related organization(s)	1d	Yes	
e Loans or loan guarantees by related organization(s)	1e	Yes	
f Dividends from related organization(s)	1f		
g Sale of assets to related organization(s)	1g		No
h Purchase of assets from related organization(s)	1h		No
i Exchange of assets with related organization(s)	1i		No
j Lease of facilities, equipment, or other assets to related organization(s)	1j		No
k Lease of facilities, equipment, or other assets from related organization(s)	1k		No
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	Yes	
m Performance of services or membership or fundraising solicitations by related organization(s)	1m		No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		No
o Sharing of paid employees with related organization(s)	1o		No
p Reimbursement paid to related organization(s) for expenses	1p	Yes	
q Reimbursement paid by related organization(s) for expenses	1q	Yes	
r Other transfer of cash or property to related organization(s)	1r		No
s Other transfer of cash or property from related organization(s)	1s		No

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) PIEDMONT HOSPITAL INC	P	62,485,926	ACTUAL
(2) FAYETTE COMMUNITY HOSPITAL INC	P	16,324,170	ACTUAL
(3) PIEDMONT MEDICAL CARE CORPORATION	A	344,072	ESTIMATE
(4) PIEDMONT HOSPITAL INC	E	1,600,674	ACTUAL
(5) PIEDMONT HOSPITAL INC	A	392,054	ESTIMATE
(6) Piedmont Henry Hospital Inc	D	60,073,741	Actual

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

(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 section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Software ID:
Software Version:
EIN: 58-1503902
Name: Piedmont Healthcare Inc

Part VII **Supplemental Information**

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

Identifier	Return Reference	Explanation

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
PIEDMONT HOSPITAL INC	P	62,485,926	ACTUAL
FAYETTE COMMUNITY HOSPITAL INC	P	16,324,170	ACTUAL
PIEDMONT MEDICAL CARE CORPORATION	A	344,072	ESTIMATE
PIEDMONT HOSPITAL INC	E	1,600,674	ACTUAL
PIEDMONT HOSPITAL INC	A	392,054	ESTIMATE
Piedmont Henry Hospital Inc	D	60,073,741	Actual