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|                                                                                                                                                              |                                                                                                                                                                                              |                                                                                       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| Form <b>990</b><br><br>Department of the Treasury<br>Internal Revenue Service | <b>Return of Organization Exempt From Income Tax</b><br><b>Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)</b> | OMB No 1545-0047<br><div> <div>2012</div> <div>Open to Public Inspection</div> </div> |
|                                                                                                                                                              | ▶ The organization may have to use a copy of this return to satisfy state reporting requirements                                                                                             |                                                                                       |

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

|                                                                                                                                                                                                                                                                                              |                                                                                                                |            |                                                                                                                                                                                                                                                                                                                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>B</b> Check if applicable<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Name change<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Terminated<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Application pending | <b>C</b> Name of organization<br>Memorial Hermann Foundation                                                   |            | <b>D</b> Employer identification number<br><br>74-1653640                                                                                                                                                                                                                                                                |
|                                                                                                                                                                                                                                                                                              | Doing Business As                                                                                              |            |                                                                                                                                                                                                                                                                                                                          |
|                                                                                                                                                                                                                                                                                              | Number and street (or P O box if mail is not delivered to street address)<br>909 Frostwood<br>Suite 2100       | Room/suite | <b>E</b> Telephone number<br><br>(713) 338-4643                                                                                                                                                                                                                                                                          |
|                                                                                                                                                                                                                                                                                              | City or town, state or country, and ZIP + 4<br>Houston, TX 77024                                               |            | <b>G</b> Gross receipts \$ 28,521,991                                                                                                                                                                                                                                                                                    |
|                                                                                                                                                                                                                                                                                              | <b>F</b> Name and address of principal officer<br>Dan Wolterman<br>929 GESSNER SUITE 2700<br>HOUSTON, TX 77024 |            | <b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><br><b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No<br>If "No," attach a list (see instructions)<br><br><b>H(c)</b> Group exemption number ▶ |
| <b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (Insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527                                                                                              |                                                                                                                |            |                                                                                                                                                                                                                                                                                                                          |
| <b>J</b> Website: ▶ www.memorialhermann.org                                                                                                                                                                                                                                                  |                                                                                                                |            |                                                                                                                                                                                                                                                                                                                          |

Part I Summary

|                                                                            |                                                                                                                                                                                                                                                                  |                           |              |
|----------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|--------------|
| Activities & Governance                                                    | 1 Briefly describe the organization's mission or most significant activities<br>PROVIDE FUND RAISING SUPPORT AND PROMOTIONAL EFFORTS TO MEMORIAL HERMANN HEALTH SYSTEM AND ITS TAX EXEMPT AFFILIATES AND THE TAX EXEMPT PROGRAMS AND FUNCTIONS THAT THEY CONDUCT |                           |              |
|                                                                            | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets                                                                                                                         |                           |              |
|                                                                            | 3 Number of voting members of the governing body (Part VI, line 1a) . . . . .                                                                                                                                                                                    | 3                         | 32           |
|                                                                            | 4 Number of independent voting members of the governing body (Part VI, line 1b) . . . . .                                                                                                                                                                        | 4                         | 27           |
|                                                                            | 5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) . . . . .                                                                                                                                                                         | 5                         | 0            |
|                                                                            | 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                                                                                                                                                                                                                                                               |                           |              |
| Revenue                                                                    | 8 Contributions and grants (Part VIII, line 1h) . . . . .                                                                                                                                                                                                        | Prior Year                | Current Year |
|                                                                            | 9 Program service revenue (Part VIII, line 2g) . . . . .                                                                                                                                                                                                         | 25,449,404                | 24,863,029   |
|                                                                            | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d ) . . . . .                                                                                                                                                                                      | 0                         | 0            |
|                                                                            | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)                                                                                                                                                                                      | 1,687,628                 | 2,798,161    |
|                                                                            | 12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .                                                                                                                                                                    | -182,271                  | -298,559     |
|                                                                            |                                                                                                                                                                                                                                                                  | 26,954,761                | 27,362,631   |
| Expenses                                                                   | 13 Grants and similar amounts paid (Part IX, column (A), lines 1–3 ) . . . . .                                                                                                                                                                                   | 15,828,147                | 18,868,073   |
|                                                                            | 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)                                                                                                                                                                             | 2,404,657                 | 2,610,793    |
|                                                                            | 16a Professional fundraising fees (Part IX, column (A), line 11e) . . . . .                                                                                                                                                                                      | 0                         | 0            |
|                                                                            | b Total fundraising expenses (Part IX, column (D), line 25) <input checked="" type="checkbox"/> -1,036,512                                                                                                                                                       |                           |              |
|                                                                            | 17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) . . . . .                                                                                                                                                                                        |                           |              |
|                                                                            | 18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)                                                                                                                                                                                      | 2,318,445                 | -973,378     |
|                                                                            | 19 Revenue less expenses Subtract line 18 from line 12 . . . . .                                                                                                                                                                                                 | 20,551,249                | 20,505,488   |
|                                                                            |                                                                                                                                                                                                                                                                  | 6,403,512                 | 6,857,143    |
| Net Assets or Fund Balances                                                |                                                                                                                                                                                                                                                                  | Beginning of Current Year | End of Year  |
|                                                                            | 20 Total assets (Part X, line 16) . . . . .                                                                                                                                                                                                                      | 84,242,269                | 90,195,622   |
|                                                                            | 21 Total liabilities (Part X, line 26) . . . . .                                                                                                                                                                                                                 | 1,096,845                 | 784,409      |
|                                                                            | 22 Net assets or fund balances Subtract line 21 from line 20 . . . . .                                                                                                                                                                                           | 83,145,424                | 89,411,213   |

## 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.

|                               |                                                                        |  |                      |                    |      |                                                 |      |
|-------------------------------|------------------------------------------------------------------------|--|----------------------|--------------------|------|-------------------------------------------------|------|
| <b>Sign Here</b>              | *****<br>Signature of officer                                          |  |                      | 2014-05-15<br>Date |      |                                                 |      |
|                               | Anthony Frank Chief Accounting Officer<br>Type or print name and title |  |                      |                    |      |                                                 |      |
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name                                             |  | Preparer's signature |                    | Date | Check <input type="checkbox"/> if self-employed | PTIN |
|                               | Firm's name ▶ ERNST & YOUNG LLP US                                     |  |                      |                    |      | Firm's EIN ▶                                    |      |
|                               | Firm's address ▶ 401 CONGRESS AVE STE 1800<br>AUSTIN, TX 78701         |  |                      |                    |      | Phone no (512) 478-9881                         |      |

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

Part IIIStatement 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

PROVIDE FUND RAISING SUPPORT AND PROMOTIONAL EFFORTS TO MEMORIAL HERMANN Health SYSTEM AND ITS TAX EXEMPT AFFILIATES AND THE TAX EXEMPT PROGRAMS AND FUNCTIONS THAT THEY CONDUCT MEMORIAL HERMANN HEALTH SYSTEM AND ALL OF ITS AFFILIATES HAVE ADOPTED THE FOLLOWING MISSION AND VALUE STATEMENT MEMORIAL HERMANN HEALTH SYSTEM IS A NOT-FOR-PROFIT, COMMUNITY-OWNED, HEALTH CARE SYSTEM WITH SPIRITUAL VALUES, DEDICATED TO PROVIDING HIGH QUALITY HEALTH SERVICES IN ORDER TO IMPROVE THE HEALTH OF THE PEOPLE IN SOUTHEAST TEXAS VALUES IN COLLABORATION WITH OTHERS, WE ARE COMMITTED TO ASSESSING AND CREATING HEALTHCARE SOLUTIONS WHICH MEET THE NEEDS OF INDIVIDUALS IN OUR DIVERSE COMMUNITIES WE ARE STEWARDS OF COMMUNITY RESOURCES AND ARE COMMITTED TO BEING MEDICALLY, SOCIALLY, FINANCIALLY, LEGALLY, AND ENVIRONMENTALLY RESPONSIBLE WE ARE DEVOTED TO PROVIDING SUPERIOR QUALITY AND COST-EFFICIENT, INNOVATIVE, AND COMPASSIONATE CARE WE COLLABORATE WITH OUR PATIENTS, FAMILIES, PHYSICIANS, EMPLOYEES, VOLUNT

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 \$ 15,916,584 including grants of \$ 14,497,928 ) (Revenue \$ )

Disbursements to and on behalf of Memorial Hermann Health System and its affiliates for the funding of the purchase of patient-care related equipment, furnishings, and supplies and to fund medical programs for the benefit of various operating departments throughout the hospital locations

4b

(Code ) (Expenses \$ 1,846,669 including grants of \$ 1,682,075 ) (Revenue \$ )

Disbursements for the benefit of patients, employees, and retired employees of Memorial Hermann Health System and its affiliates who demonstrated a need for financial assistance because of an existing or continuing hardship including that of a Federally declared disaster area

4c

(Code ) (Expenses \$ 2,883,594 including grants of \$ 2,620,560 ) (Revenue \$ )

Disbursements to and on behalf of Memorial Hermann Health System and its affiliates to fund public, physicians, and employee training programs, health awareness, continuing education, medical seminars, Physician Graduate Medical Education Programs, and other medical courses of study

(Code ) (Expenses \$ 67,510 including grants of \$ 67,510 ) (Revenue \$ )

Individual donations and contributions to

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

others

4d

Other program services (Describe in Schedule O )

(Expenses \$ 67,510 including grants of \$ 67,510 ) (Revenue \$ )

4e

Total program service expenses

20,714,357

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 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II                                                                                                                                                                             | 4       | 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 Yes  |    |
| 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     | No |
| 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     | No |
| 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     | No |
| 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 Yes |    |
| 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     | No |
| 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 Yes  |    |
| 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? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .                                                                                         | 21  | Yes |    |
| 22  | Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> . . . . .                                                                                                           | 22  | Yes |    |
| 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? <i>If "Yes," complete Schedule J</i> . . . . .                                                      | 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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> . . . . .                             | 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 | <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part II</i> . . . . .                                                                   | 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? <i>If "Yes," complete Schedule L, Part III</i> . . . . . | 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? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                                                                                                                                                                   | 28a | Yes |    |
| b   | A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                                                                                                                                                | 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? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                                                    | 28c |     | No |
| 29  | Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . .                                                                                                                                                                                                    | 29  | Yes |    |
| 30  | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .                                                                                                                                  | 30  |     | No |
| 31  | Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .                                                                                                                                                                                        | 31  |     | No |
| 32  | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> . . . . .                                                                                                                                                                      | 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? <i>If "Yes," complete Schedule R, Part I</i> . . . . .                                                                                                                      | 33  |     | No |
| 34  | Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> . . . . .                                                                                                                                                                  | 34  | Yes |    |
| 35a | Did the organization have a controlled entity within the meaning of section 512(b)(13)?                                                                                                                                                                                                                                    | 35a |     | No |
| 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)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . .                                                                                           | 35b |     |    |
| 36  | <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .                                                                                                                           | 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? <i>If "Yes," complete Schedule R, Part VI</i> . . . .                                                                               | 37  |     | No |
| 38  | Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .                                                                                                                              | 38  | Yes |    |

Part V

Statements Regarding Other IRS Filings and Tax Compliance

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

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

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to 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                                                                                                                                 | 32  |     |
| If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O |                                                                                                                                                                                                                     |     |     |
| 1b                                                                                                                                                                                                               | Enter the number of voting members included in line 1a, above, who are independent                                                                                                                                  | 27  |     |
| 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   | Yes |
| 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  | Yes |
| 7b                                                                                                                                                                                                               | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?                                                           | 7b  | Yes |
| 8                                                                                                                                                                                                                | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following                                                                                    |     |     |
| 8a                                                                                                                                                                                                               | The governing body?                                                                                                                                                                                                 | 8a  | Yes |
| 8b                                                                                                                                                                                                               | 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  |
| 10b                                                                                | 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 |
| 11b                                                                                | 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 |
| 12b                                                                                | Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?                                                                                                                                                          | 12b | Yes |
| 12c                                                                                | 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?                                                                         |     |     |
| 15a                                                                                | The organization's CEO, Executive Director, or top management official                                                                                                                                                                                                                       | 15a | Yes |
| 15b                                                                                | 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 | No  |
| 16b                                                                                | 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 |     |

Section C. Disclosure

|    |                                                                                                                                                                                                                                                                                                                                                                                                                |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 17 | List the States with which a copy of this Form 990 is required to be filed                                                                                                                                                                                                                                                                                                                                     |
| 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.<br><input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> 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<br>ANTHONY FRANK 909 FROSTWOODSUITE 2100 Houston, TX (713) 338-4643                                                                                                                                                                                                               |

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

**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

[illegible]



## Part VII

|           |                                                                        |          |           |            |           |
|-----------|------------------------------------------------------------------------|----------|-----------|------------|-----------|
| <b>1b</b> | <b>Sub-Total . . . . .</b>                                             | <b>▼</b> |           |            |           |
| <b>c</b>  | <b>Total from continuation sheets to Part VII, Section A . . . . .</b> | <b>▼</b> |           |            |           |
| <b>d</b>  | <b>Total (add lines 1b and 1c) . . . . .</b>                           | <b>▼</b> | 1,506,188 | 10,311,631 | 2,459,374 |

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 7

|   |                                                                                                                                                                                                                                               | Yes   | No |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|----|
| 3 | Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .                                        | 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? <i>If "Yes," complete Schedule J for such individual</i> . . . . . | 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? <i>If "Yes," complete Schedule J for such person</i> . . . . .                       | 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)<br>Name and business address                                   | (B)<br>Description of services | (C)<br>Compensation |
|--------------------------------------------------------------------|--------------------------------|---------------------|
| Wayne Foster Entertainment , 1940 Kellogg Avenue CARLSBAD CA 92008 | Entertainment                  | 174,281             |
| Hilton Americas , 1221 Lamar St HOUSTON TX 77010                   | Entertainment                  | 357,949             |
| Darryl Company , 483 W 38th St HOUSTON TX 77018                    | Entertainment                  | 103,734             |
|                                                                    |                                |                     |
|                                                                    |                                |                     |

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 ▶3

Part VIII

Statement of Revenue

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

|                                                           |                                                    |                                                                                                                                                | (A)<br>Total revenue                                                                      | (B)<br>Related or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from<br>tax under<br>sections<br>512, 513, or<br>514 |
|-----------------------------------------------------------|----------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|----------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------|
| Contributions, Gifts, Grants<br>and Other Similar Amounts | 1a                                                 | Federated campaigns . . .                                                                                                                      | 1a                                                                                        |                                                    |                                         |                                                                                 |
|                                                           | b                                                  | Membership dues . . . . .                                                                                                                      | 1b                                                                                        |                                                    |                                         |                                                                                 |
|                                                           | c                                                  | Fundraising events . . . . .                                                                                                                   | 1c                                                                                        | 2,290,288                                          |                                         |                                                                                 |
|                                                           | d                                                  | Related organizations . . . .                                                                                                                  | 1d                                                                                        | 553,461                                            |                                         |                                                                                 |
|                                                           | e                                                  | Government grants (contributions)                                                                                                              | 1e                                                                                        |                                                    |                                         |                                                                                 |
|                                                           | f                                                  | All other contributions, gifts, grants, and<br>similar amounts not included above                                                              | 1f                                                                                        | 22,019,280                                         |                                         |                                                                                 |
|                                                           | g                                                  | Noncash contributions included in lines<br>1a-1f \$                                                                                            |                                                                                           | 285,084                                            |                                         |                                                                                 |
|                                                           | h                                                  | Total. Add lines 1a-1f . . . . .                                                                                                               |                                                                                           | 24,863,029                                         |                                         |                                                                                 |
| Program Service Revenue                                   | 2a                                                 |                                                                                                                                                | Business Code                                                                             |                                                    |                                         |                                                                                 |
|                                                           | b                                                  |                                                                                                                                                |                                                                                           |                                                    |                                         |                                                                                 |
|                                                           | c                                                  |                                                                                                                                                |                                                                                           |                                                    |                                         |                                                                                 |
|                                                           | d                                                  |                                                                                                                                                |                                                                                           |                                                    |                                         |                                                                                 |
|                                                           | e                                                  |                                                                                                                                                |                                                                                           |                                                    |                                         |                                                                                 |
|                                                           | f                                                  | All other program service revenue                                                                                                              |                                                                                           |                                                    |                                         |                                                                                 |
|                                                           | g                                                  | Total. Add lines 2a-2f . . . . .                                                                                                               |                                                                                           | 0                                                  |                                         |                                                                                 |
|                                                           | Other Revenue                                      | 3                                                                                                                                              | Investment income (including dividends, interest,<br>and other similar amounts) . . . . . |                                                    | 2,798,161                               |                                                                                 |
| 4                                                         |                                                    | Income from investment of tax-exempt bond proceeds . .                                                                                         |                                                                                           | 0                                                  |                                         |                                                                                 |
| 5                                                         |                                                    | Royalties . . . . .                                                                                                                            |                                                                                           | 0                                                  |                                         |                                                                                 |
| 6a                                                        |                                                    | Gross rents                                                                                                                                    | (i) Real                                                                                  | (ii) Personal                                      |                                         |                                                                                 |
| b                                                         |                                                    | Less rental expenses                                                                                                                           |                                                                                           |                                                    |                                         |                                                                                 |
| c                                                         |                                                    | Rental income or (loss)                                                                                                                        | 0                                                                                         | 0                                                  |                                         |                                                                                 |
| d                                                         |                                                    | Net rental income or (loss) . . . . .                                                                                                          |                                                                                           | 0                                                  |                                         |                                                                                 |
| 7a                                                        |                                                    | Gross amount from sales of assets other than inventory                                                                                         | (i) Securities                                                                            | (ii) Other                                         |                                         |                                                                                 |
| b                                                         |                                                    | Less cost or other basis and sales expenses                                                                                                    |                                                                                           |                                                    |                                         |                                                                                 |
| c                                                         |                                                    | Gain or (loss)                                                                                                                                 |                                                                                           |                                                    |                                         |                                                                                 |
| d                                                         |                                                    | Net gain or (loss) . . . . .                                                                                                                   |                                                                                           | 0                                                  |                                         |                                                                                 |
| 8a                                                        |                                                    | Gross income from fundraising events (not including<br>\$ 2,290,288<br>of contributions reported on line 1c)<br>See Part IV, line 18 . . . . . |                                                                                           |                                                    |                                         |                                                                                 |
| a                                                         |                                                    |                                                                                                                                                | 860,801                                                                                   |                                                    |                                         |                                                                                 |
| b                                                         |                                                    | Less direct expenses . . . . .                                                                                                                 | b                                                                                         | 1,159,360                                          |                                         |                                                                                 |
| c                                                         |                                                    | Net income or (loss) from fundraising events . . .                                                                                             |                                                                                           | -298,559                                           |                                         | -298,559                                                                        |
| 9a                                                        |                                                    | Gross income from gaming activities<br>See Part IV, line 19 . . . . .                                                                          |                                                                                           |                                                    |                                         |                                                                                 |
| a                                                         |                                                    |                                                                                                                                                |                                                                                           |                                                    |                                         |                                                                                 |
| b                                                         |                                                    | Less direct expenses . . . . .                                                                                                                 | b                                                                                         |                                                    |                                         |                                                                                 |
| c                                                         |                                                    | Net income or (loss) from gaming activities . . .                                                                                              |                                                                                           | 0                                                  |                                         |                                                                                 |
| 10a                                                       |                                                    | Gross sales of inventory, less returns and allowances .                                                                                        |                                                                                           |                                                    |                                         |                                                                                 |
| a                                                         |                                                    |                                                                                                                                                |                                                                                           |                                                    |                                         |                                                                                 |
| b                                                         | Less cost of goods sold . . . . .                  | b                                                                                                                                              |                                                                                           |                                                    |                                         |                                                                                 |
| c                                                         | Net income or (loss) from sales of inventory . . . |                                                                                                                                                | 0                                                                                         |                                                    |                                         |                                                                                 |
| Miscellaneous Revenue                                     |                                                    | Business Code                                                                                                                                  |                                                                                           |                                                    |                                         |                                                                                 |
| 11a                                                       |                                                    |                                                                                                                                                |                                                                                           |                                                    |                                         |                                                                                 |
| b                                                         |                                                    |                                                                                                                                                |                                                                                           |                                                    |                                         |                                                                                 |
| c                                                         |                                                    |                                                                                                                                                |                                                                                           |                                                    |                                         |                                                                                 |
| d                                                         | All other revenue . . . . .                        |                                                                                                                                                |                                                                                           |                                                    |                                         |                                                                                 |
| e                                                         | Total. Add lines 11a-11d . . . . .                 |                                                                                                                                                | 0                                                                                         |                                                    |                                         |                                                                                 |
| 12                                                        | Total revenue. See Instructions . . . . .          |                                                                                                                                                | 27,362,631                                                                                |                                                    | 2,499,602                               |                                                                                 |

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)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|--------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------|----------------------------------------|-----------------------------|
| 1                                                                              | Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.                                                                                                                                | 18,743,622            | 18,743,622                      |                                        |                             |
| 2                                                                              | Grants and other assistance to individuals in the United States. See Part IV, line 22.                                                                                                                                                  | 124,451               | 124,451                         |                                        |                             |
| 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.                                                                                                                                                               | 1,039,725             | 439,171                         | 266,828                                | 333,726                     |
| 6                                                                              | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).                                                                                          | 0                     |                                 |                                        |                             |
| 7                                                                              | Other salaries and wages.                                                                                                                                                                                                               | 1,177,438             | 536,346                         | 237,704                                | 403,388                     |
| 8                                                                              | Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).                                                                                                                                     | 91,620                | 40,311                          | 20,849                                 | 30,460                      |
| 9                                                                              | Other employee benefits.                                                                                                                                                                                                                | 187,365               | 82,438                          | 42,636                                 | 62,291                      |
| 10                                                                             | Payroll taxes.                                                                                                                                                                                                                          | 114,645               | 50,442                          | 26,088                                 | 38,115                      |
| 11                                                                             | Fees for services (non-employees):                                                                                                                                                                                                      |                       |                                 |                                        |                             |
| a                                                                              | Management.                                                                                                                                                                                                                             | 0                     |                                 |                                        |                             |
| b                                                                              | Legal.                                                                                                                                                                                                                                  | 0                     |                                 |                                        |                             |
| c                                                                              | Accounting.                                                                                                                                                                                                                             | 0                     |                                 |                                        |                             |
| d                                                                              | Lobbying.                                                                                                                                                                                                                               | 0                     |                                 |                                        |                             |
| e                                                                              | Professional fundraising services. See Part IV, line 17.                                                                                                                                                                                | 0                     |                                 |                                        |                             |
| f                                                                              | Investment management fees.                                                                                                                                                                                                             | 0                     |                                 |                                        |                             |
| g                                                                              | Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).                                                                                                                             | 225,302               | 97,382                          | 43,728                                 | 84,192                      |
| 12                                                                             | Advertising and promotion.                                                                                                                                                                                                              | 11,850                | 5,176                           | 2,525                                  | 4,149                       |
| 13                                                                             | Office expenses.                                                                                                                                                                                                                        | 410,012               | 186,202                         | 75,417                                 | 148,393                     |
| 14                                                                             | Information technology.                                                                                                                                                                                                                 | 0                     |                                 |                                        |                             |
| 15                                                                             | Royalties.                                                                                                                                                                                                                              | 0                     |                                 |                                        |                             |
| 16                                                                             | Occupancy.                                                                                                                                                                                                                              | 9,722                 | 4,450                           | 1,957                                  | 3,315                       |
| 17                                                                             | Travel.                                                                                                                                                                                                                                 | 24,478                | 10,631                          | 5,104                                  | 8,743                       |
| 18                                                                             | Payments of travel or entertainment expenses for any federal, state, or local public officials.                                                                                                                                         | 0                     |                                 |                                        |                             |
| 19                                                                             | Conferences, conventions, and meetings.                                                                                                                                                                                                 | 1,862                 | 952                             | 302                                    | 608                         |
| 20                                                                             | Interest.                                                                                                                                                                                                                               | 0                     |                                 |                                        |                             |
| 21                                                                             | Payments to affiliates.                                                                                                                                                                                                                 | 0                     |                                 |                                        |                             |
| 22                                                                             | Depreciation, depletion, and amortization.                                                                                                                                                                                              | 0                     |                                 |                                        |                             |
| 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                                                                              | SPECIAL FUNCTION COSTS                                                                                                                                                                                                                  | 636,160               | 285,291                         | 85,958                                 | 264,911                     |
| b                                                                              | DUES AND MEMBERSHIPS                                                                                                                                                                                                                    | 173,332               | 107,492                         | 18,547                                 | 47,293                      |
| c                                                                              | BAD DEBT                                                                                                                                                                                                                                | -2,466,096            |                                 |                                        | -2,466,096                  |
| d                                                                              |                                                                                                                                                                                                                                         |                       |                                 |                                        |                             |
| e                                                                              | All other expenses                                                                                                                                                                                                                      |                       |                                 |                                        |                             |
| 25                                                                             | Total functional expenses. Add lines 1 through 24e.                                                                                                                                                                                     | 20,505,488            | 20,714,357                      | 827,643                                | -1,036,512                  |
| 26                                                                             | Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). |                       |                                 |                                        |                             |

Part X

Balance Sheet

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

☒

|                             |                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                        |     |            | (A)               |            | (B)         |
|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|------------|-------------------|------------|-------------|
|                             |                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                        |     |            | Beginning of year |            | End of year |
| Assets                      | 1                                                                                                                                                   | Cash—non-interest-bearing . . . . .                                                                                                                                                                                                                                                                                                    |     |            | 0                 | 1          | 0           |
|                             | 2                                                                                                                                                   | Savings and temporary cash investments . . . . .                                                                                                                                                                                                                                                                                       |     |            | 16,435,146        | 2          | 17,765,683  |
|                             | 3                                                                                                                                                   | Pledges and grants receivable, net . . . . .                                                                                                                                                                                                                                                                                           |     |            | 20,062,579        | 3          | 22,600,675  |
|                             | 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 . . . . .                                                                                                                                                                                                                                                                                        |     |            | 0                 | 9          | 0           |
|                             | 10a                                                                                                                                                 | Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D                                                                                                                                                                                                                                                      | 10a |            | 0                 | 10c        |             |
|                             | b                                                                                                                                                   | Less accumulated depreciation . . . . .                                                                                                                                                                                                                                                                                                | 10b |            |                   |            |             |
|                             | 11                                                                                                                                                  | Investments—publicly traded securities . . . . .                                                                                                                                                                                                                                                                                       |     |            | 45,540,634        | 11         | 47,245,739  |
|                             | 12                                                                                                                                                  | Investments—other securities See Part IV, line 11 . . . . .                                                                                                                                                                                                                                                                            |     |            | 219,437           | 12         | 221,830     |
|                             | 13                                                                                                                                                  | Investments—program-related See Part IV, line 11 . . . . .                                                                                                                                                                                                                                                                             |     |            | 0                 | 13         | 0           |
|                             | 14                                                                                                                                                  | Intangible assets . . . . .                                                                                                                                                                                                                                                                                                            |     |            | 0                 | 14         | 0           |
|                             | 15                                                                                                                                                  | Other assets See Part IV, line 11 . . . . .                                                                                                                                                                                                                                                                                            |     |            | 1,984,473         | 15         | 2,361,695   |
| 16                          | Total assets. Add lines 1 through 15 (must equal line 34) . . . . .                                                                                 |                                                                                                                                                                                                                                                                                                                                        |     | 84,242,269 | 16                | 90,195,622 |             |
| Liabilities                 | 17                                                                                                                                                  | Accounts payable and accrued expenses . . . . .                                                                                                                                                                                                                                                                                        |     |            | 488,153           | 17         | 189,323     |
|                             | 18                                                                                                                                                  | Grants payable . . . . .                                                                                                                                                                                                                                                                                                               |     |            | 0                 | 18         | 0           |
|                             | 19                                                                                                                                                  | Deferred revenue . . . . .                                                                                                                                                                                                                                                                                                             |     |            | 0                 | 19         | 0           |
|                             | 20                                                                                                                                                  | Tax-exempt bond liabilities . . . . .                                                                                                                                                                                                                                                                                                  |     |            | 0                 | 20         | 0           |
|                             | 21                                                                                                                                                  | Escrow or custodial account liability Complete Part IV of Schedule D . . . . .                                                                                                                                                                                                                                                         |     |            | 0                 | 21         | 0           |
|                             | 22                                                                                                                                                  | 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 . . . . .                                                                                                                                                                                                                                                               |     |            | 0                 | 23         | 0           |
|                             | 24                                                                                                                                                  | Unsecured notes and loans payable to unrelated third parties . . . . .                                                                                                                                                                                                                                                                 |     |            | 0                 | 24         | 0           |
|                             | 25                                                                                                                                                  | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D . . . . .                                                                                                                                                         |     |            | 608,692           | 25         | 595,086     |
|                             | 26                                                                                                                                                  | Total liabilities. Add lines 17 through 25 . . . . .                                                                                                                                                                                                                                                                                   |     |            | 1,096,845         | 26         | 784,409     |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. |                                                                                                                                                                                                                                                                                                                                        |     |            |                   |            |             |
|                             | 27                                                                                                                                                  | Unrestricted net assets . . . . .                                                                                                                                                                                                                                                                                                      |     |            | 29,068            | 27         | 29,068      |
|                             | 28                                                                                                                                                  | Temporarily restricted net assets . . . . .                                                                                                                                                                                                                                                                                            |     |            | 74,039,881        | 28         | 80,256,276  |
|                             | 29                                                                                                                                                  | Permanently restricted net assets . . . . .                                                                                                                                                                                                                                                                                            |     |            | 9,076,475         | 29         | 9,125,869   |
|                             | Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.                          |                                                                                                                                                                                                                                                                                                                                        |     |            |                   |            |             |
|                             | 30                                                                                                                                                  | Capital stock or trust principal, or current funds . . . . .                                                                                                                                                                                                                                                                           |     |            |                   | 30         |             |
|                             | 31                                                                                                                                                  | Paid-in or capital surplus, or land, building or equipment fund . . . . .                                                                                                                                                                                                                                                              |     |            |                   | 31         |             |
|                             | 32                                                                                                                                                  | Retained earnings, endowment, accumulated income, or other funds . . . . .                                                                                                                                                                                                                                                             |     |            |                   | 32         |             |
|                             | 33                                                                                                                                                  | Total net assets or fund balances . . . . .                                                                                                                                                                                                                                                                                            |     |            | 83,145,424        | 33         | 89,411,213  |
|                             | 34                                                                                                                                                  | Total liabilities and net assets/fund balances . . . . .                                                                                                                                                                                                                                                                               |     |            | 84,242,269        | 34         | 90,195,622  |

Part XI Reconciliation of Net Assets

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

|    |                                                                                                               |    |            |
|----|---------------------------------------------------------------------------------------------------------------|----|------------|
| 1  | Total revenue (must equal Part VIII, column (A), line 12) . . . . .                                           | 1  | 27,362,631 |
| 2  | Total expenses (must equal Part IX, column (A), line 25) . . . . .                                            | 2  | 20,505,488 |
| 3  | Revenue less expenses Subtract line 2 from line 1 . . . . .                                                   | 3  | 6,857,143  |
| 4  | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .           | 4  | 83,145,424 |
| 5  | Net unrealized gains (losses) on investments . . . . .                                                        | 5  | -886,158   |
| 6  | Donated services and use of facilities . . . . .                                                              | 6  |            |
| 7  | Investment expenses . . . . .                                                                                 | 7  |            |
| 8  | Prior period adjustments . . . . .                                                                            | 8  |            |
| 9  | Other changes in net assets or fund balances (explain in Schedule O) . . . . .                                | 9  | 294,804    |
| 10 | Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 89,411,213 |

Part XII Financial Statements and Reporting

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

|    |                                                                                                                                                                                                                                                                                                                                                                                                                          | Yes | No  |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1  | Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____<br>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?<br>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<br><input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | 2a  | No  |
| 2b | Were the organization's financial statements audited by an independent accountant?<br>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<br><input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate basis                | 2b  | Yes |
| 2c | 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?<br>If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O                                                                    | 2c  | Yes |
| 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  |
| 3b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits                                                                                                                                                                                                     | 3b  |     |

Additional Data

Software ID:

Software Version:

EIN: 74-1653640

Name: Memorial Hermann Foundation

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

| (A)<br>Name and Title            | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|----------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                  |                                                                                            | Individual trustee or director                                                                            | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| Adickes Mark S MD<br>Director    | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Alexander Leslie L<br>Director   | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Baird Philamena<br>Director      | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Campbell William J<br>Director   | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Carter Thomas L Jr<br>Director   | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Cazalot Margaret A<br>Director   | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Eads John<br>Director            | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Falgout Jo Lynn P<br>Director    | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Fraga Stephen M<br>Director      | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Garner Carol P<br>Director       | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Johnson Suzie<br>Director        | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Keller W Kevin<br>Director       | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| King William E<br>Director       | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Kirksey John M<br>Director       | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Krohn Susan D<br>Director        | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Love Brenda<br>Director          | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Maron Jesse R<br>Director        | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Mischer Walter M Jr<br>Director  | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Mosing D Keith<br>Director       | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Penland William E Jr<br>Director | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Petersen Gary R<br>Chairman      | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Pilon Matthew G<br>Director      | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Rosales Oscar R MD<br>Director   | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Rose Lynden B<br>Director        | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Shaikh Terry M<br>Director       | 10<br>00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |

| Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors |                                                                                            |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| (A)<br>Name and Title                                                                                                                         | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|                                                                                                                                               |                                                                                            | Individual trustee or director                                                                            | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| Simon Caralisa M<br>Director                                                                                                                  | 1 0<br>0 0                                                                                 | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Slawin Kevin M MD<br>Director                                                                                                                 | 1 0<br>50 0                                                                                | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 214,504                                                                   | 4,679                                                                                         |
| Smith James R<br>Director                                                                                                                     | 1 0<br>0 0                                                                                 | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Strake Stephen D<br>Director                                                                                                                  | 1 0<br>0 0                                                                                 | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Trauber Stephen M<br>Director                                                                                                                 | 1 0<br>0 0                                                                                 | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Turzillo Mark A<br>Director                                                                                                                   | 1 0<br>0 0                                                                                 | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Weller Fenner R Jr<br>Director                                                                                                                | 1 0<br>0 0                                                                                 | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Williams Randa Duncan<br>Director                                                                                                             | 1 0<br>0 0                                                                                 | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Williams Sheridan P<br>Director                                                                                                               | 1 0<br>0 0                                                                                 | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| Wolterman Daniel J<br>President & CEO                                                                                                         | 1 0<br>50 0                                                                                | X                                                                                                         |                       | X       |              |                              |        | 0                                                                    | 3,399,400                                                                 | 1,839,882                                                                                     |
| Duco Bernard A Jr<br>Chief Legal Officer & Secr                                                                                               | 0 0<br>50 0                                                                                |                                                                                                           |                       | X       |              |                              |        | 0                                                                    | 1,144,673                                                                 | 118,423                                                                                       |
| Laraway Dennis L<br>CFO & Treasurer                                                                                                           | 0 0<br>50 0                                                                                |                                                                                                           |                       | X       |              |                              |        | 0                                                                    | 1,337,764                                                                 | 81,212                                                                                        |
| McVeigh Dennis P<br>CAO & Asst Treas                                                                                                          | 0 0<br>50 0                                                                                |                                                                                                           |                       | X       |              |                              |        | 0                                                                    | 554,834                                                                   | 78,273                                                                                        |
| Reimer P Renee<br>Chief Risk Officer & Asst Secr                                                                                              | 0 0<br>50 0                                                                                |                                                                                                           |                       | X       |              |                              |        | 0                                                                    | 481,299                                                                   | 57,797                                                                                        |
| Trevino Ileana V<br>CEO Foundation                                                                                                            | 50 0<br>0 0                                                                                |                                                                                                           |                       | X       |              |                              |        | 529,597                                                              | 0                                                                         | 73,970                                                                                        |
| Elliot Kristen<br>System Exec Foundation                                                                                                      | 50 0<br>0 0                                                                                |                                                                                                           |                       |         | X            |                              |        | 175,041                                                              | 0                                                                         | 21,832                                                                                        |
| Voss Julie<br>System Exec Foundation                                                                                                          | 50 0<br>0 0                                                                                |                                                                                                           |                       |         | X            |                              |        | 202,672                                                              | 0                                                                         | 36,615                                                                                        |
| Howell Ramsey<br>Dir Foundation I                                                                                                             | 50 0<br>0 0                                                                                |                                                                                                           |                       |         |              | X                            |        | 74,849                                                               | 0                                                                         | 11,021                                                                                        |
| Jipp Ian R<br>Dir Major Gifts II                                                                                                              | 50 0<br>0 0                                                                                |                                                                                                           |                       |         |              | X                            |        | 148,707                                                              | 0                                                                         | 3,837                                                                                         |
| Lackey Deborah B<br>Dir Foundation III                                                                                                        | 50 0<br>0 0                                                                                |                                                                                                           |                       |         |              | X                            |        | 152,402                                                              | 0                                                                         | 17,286                                                                                        |
| Lampi Amy<br>Dir Foundation III                                                                                                               | 50 0<br>0 0                                                                                |                                                                                                           |                       |         |              | X                            |        | 122,807                                                              | 0                                                                         | 10,797                                                                                        |
| Lucrezi Kate<br>Dir Foundation II                                                                                                             | 50 0<br>0 0                                                                                |                                                                                                           |                       |         |              | X                            |        | 100,113                                                              | 0                                                                         | 11,143                                                                                        |
| Lubetkin Sanford J MD<br>Former Director                                                                                                      | 0 0<br>50 0                                                                                |                                                                                                           |                       |         |              |                              | X      | 0                                                                    | 413,603                                                                   | 20,598                                                                                        |
| Aulbaugh Carrol E<br>Former Officer-CFO                                                                                                       | 0 0<br>0 0                                                                                 |                                                                                                           |                       |         |              |                              | X      | 0                                                                    | 1,231,273                                                                 | 5,171                                                                                         |
| Beckstett Douglas G<br>Former Key EE - Chief Human Re                                                                                         | 0 0<br>0 0                                                                                 |                                                                                                           |                       |         |              |                              | X      | 0                                                                    | 805,097                                                                   | 8,962                                                                                         |

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

| (A)<br>Name and Title                        | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|----------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                              |                                                                                            | Individual trustee or director                                                                            | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| Garman Jim<br>Former Key EE- Chief HR Office | 0 0<br>50 0                                                                                |                                                                                                           |                       |         |              |                              | X      | 0                                                                    | 729,184                                                                   | 57,876                                                                                        |



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  
Memorial Hermann Foundation

Employer identification number  
74-1653640

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?  

(i)

A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii)

A family member of a person described in (i) above?

(iii)

A 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)

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

| (i) Name of supported organization | (ii) EIN  | (iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions)) | (iv) Is the organization in col (i) listed in your governing document? |    | (v) Did you notify the organization in col (i) of your support? |    | (vi) Is the organization in col (i) organized in the U S ? |    | (vii) Amount of monetary support |
|------------------------------------|-----------|----------------------------------------------------------------------------------------------|------------------------------------------------------------------------|----|-----------------------------------------------------------------|----|------------------------------------------------------------|----|----------------------------------|
|                                    |           |                                                                                              | Yes                                                                    | No | Yes                                                             | No | Yes                                                        | No |                                  |
| (A) MEMORIAL HERMANN HEALTH SYSTEM | 741152597 | 03                                                                                           | Yes                                                                    |    | Yes                                                             |    | Yes                                                        |    | 14,339,888                       |
|                                    |           |                                                                                              |                                                                        |    |                                                                 |    |                                                            |    |                                  |
| Total                              |           |                                                                                              |                                                                        |    |                                                                 |    |                                                            |    | 14,339,888                       |

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

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2012

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 IIISupport 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 |
|             |
|             |
|             |
|             |

SCHEDULE D  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization  
Memorial Hermann Foundation

Employer identification number  
74-1653640

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

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

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

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

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

|    |        |
|----|--------|
|    | Amount |
| 1c |        |
| 1d |        |
| 1e |        |
| 1f |        |
- 2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No
- b

If "Yes," explain the arrangement in Part 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 . . . . .                     | 83,145,424      | 75,195,249    | 64,691,548          | 61,038,557          | 51,669,904         |
| b Contributions . . . . .                                  | 21,620,300      | 22,544,425    | 19,948,146          | 15,636,018          | 17,064,811         |
| c Net investment earnings, gains, and losses               | 1,912,004       | 2,966,181     | 3,513,440           | 3,687,962           | -76,012            |
| d Grants or scholarships . . . . .                         |                 |               |                     |                     |                    |
| e Other expenditures for facilities and programs . . . . . | 15,625,344      | 15,828,147    | 12,102,373          | 15,030,505          | 7,134,180          |
| f Administrative expenses . . . . .                        | 1,641,171       | 1,732,284     | 855,512             | 640,484             | 485,966            |
| g End of year balance . . . . .                            | 89,411,213      | 83,145,424    | 75,195,249          | 64,691,548          | 61,038,557         |

- 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

10 000 %

c

Temporarily restricted endowment

90 000 %

The percentages in lines 2a, 2b, and 2c should equal 100%
- 3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- (i) unrelated organizations . . . . .

3a(i)

Yes

No

(ii) related organizations . . . . .

3a(ii)

Yes

No

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 . . . . .                                                                                |                                      |                                 |                              |                |
| b Buildings . . . . .                                                                            |                                      |                                 |                              |                |
| c Leasehold improvements . . . . .                                                               |                                      |                                 |                              |                |
| d Equipment . . . . .                                                                            |                                      |                                 |                              |                |
| e Other . . . . .                                                                                |                                      |                                 |                              |                |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) |                                      |                                 |                              |                |
- Schedule D (Form 990) 2012



| 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        | 26,775,032 |
| 2                                                                                             | Amounts included on line 1 but not on Form 990, Part VIII, line 12                        |    |          |            |
| a                                                                                             | Net unrealized gains on investments . . . . .                                             | 2a | -886,158 |            |
| b                                                                                             | Donated services and use of facilities . . . . .                                          | 2b |          |            |
| c                                                                                             | Recoveries of prior year grants . . . . .                                                 | 2c |          |            |
| d                                                                                             | Other (Describe in Part XIII ) . . . . .                                                  | 2d | 298,559  |            |
| e                                                                                             | Add lines 2a through 2d . . . . .                                                         |    | 2e       | -587,599   |
| 3                                                                                             | Subtract line 2e from line 1 . . . . .                                                    |    | 3        | 27,362,631 |
| 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        | 27,362,631 |
| Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return |                                                                                           |    |          |            |
| 1                                                                                             | Total expenses and losses per audited financial statements . . . . .                      |    | 1        | 20,509,243 |
| 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 | 3,755    |            |
| e                                                                                             | Add lines 2a through 2d . . . . .                                                         |    | 2e       | 3,755      |
| 3                                                                                             | Subtract line 2e from line 1 . . . . .                                                    |    | 3        | 20,505,488 |
| 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        | 20,505,488 |

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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|------------------------------------------------------------|----------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Reconciliation of Revenue to Audit Financial Statements    | Part XI Line 8, Part XI, Line 2d | Gala related revenue \$298,559                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Reconciliation of Expenses to Audited Financial Statements | Part XII, Line 2d                | Adjustments to Charitable Remainder Unitrust for beneficiary distributions and net present value adjustment to future liability reclassification for GAAP financial statements                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| FIN 48 Tax Statement in Audit Financial Report Footnotes   | Form 990, Schedule D, Part X     | The Memorial Hermann Foundation does have an annual financial audit conducted although the financial accounts of the Foundation are also included in the financial statements that are audited by an independent public accounting firm of the consolidated Memorial Hermann Health System entities and its related affiliates. The paragraph included in the last issued audited financial statements of the Foundation was: Taxes - The Foundation was incorporated to raise funds to support the System and certain other not-for-profit direct affiliates of the System. The Foundation and the System are Texas not-for-profit corporations exempt from federal income tax. The Foundation has determined that there are no material uncertain tax positions that require recognition in the financial statements. |
| Intended Uses of the Organization's Endowment Funds        | Schedule D, Part V, Line 4       | The endowment funds of the Foundation consist of both term and permanent endowment funds obtained from planned solicitations and donor initiatives for charitable contributions. The term funds consist of donations and investment income whose use is governed by time or a specific event. The permanent funds consist of donations and investment income for which the donor's stipulations restrict the Foundation to using only the income resulting from the investment of the donation. The assets of the term funds and the permanent funds income may only be used to support the charitable exempt operations, programs and purposes of Memorial Hermann Health System through the purchase of supplies, equipment, and other expenditures necessary for the performance of those operations and programs.   |





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

|                 |    | (a) Event #1                                                           | (b) Event #2 | (c) Other events    | (d) Total events                 |
|-----------------|----|------------------------------------------------------------------------|--------------|---------------------|----------------------------------|
|                 |    | ANNUAL GALA<br>(event type)                                            | (event type) | 0<br>(total number) | (add col (a) through<br>col (c)) |
| Revenue         | 1  | Gross receipts . . . .                                                 | 3,151,089    |                     | 3,151,089                        |
|                 | 2  | Less Contributions . . .                                               | 2,290,288    |                     | 2,290,288                        |
|                 | 3  | Gross income (line 1<br>minus line 2) . . . .                          | 860,801      |                     | 860,801                          |
| Direct Expenses | 4  | Cash prizes . . . .                                                    |              |                     |                                  |
|                 | 5  | Noncash prizes . . .                                                   |              |                     |                                  |
|                 | 6  | Rent/facility costs . . .                                              |              |                     |                                  |
|                 | 7  | Food and beverages .                                                   | 357,949      |                     | 357,949                          |
|                 | 8  | Entertainment . . . .                                                  | 174,281      |                     | 174,281                          |
|                 | 9  | Other direct expenses .                                                | 627,130      |                     | 627,130                          |
|                 | 10 | Direct expense summary Add lines 4 through 9 in column (d) . . . . . ▶ |              |                     |                                  |
|                 | 11 | Net income summary Combine line 3, column (d), and line 10 . . . . . ▶ |              |                     |                                  |

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

|                 |   | (a) Bingo                                                                 | (b) Pull tabs/Instant<br>bingo/progressive bingo            | (c) Other gaming                                            | (d) Total gaming (add<br>col (a) through col<br>(c))        |
|-----------------|---|---------------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|
|                 |   |                                                                           |                                                             |                                                             |                                                             |
| Revenue         | 1 | Gross revenue . . . . .                                                   |                                                             |                                                             |                                                             |
| Direct Expenses | 2 | Cash prizes . . . . .                                                     |                                                             |                                                             |                                                             |
|                 | 3 | Non-cash prizes . . . .                                                   |                                                             |                                                             |                                                             |
|                 | 4 | Rent/facility costs . . . .                                               |                                                             |                                                             |                                                             |
|                 | 5 | Other direct expenses . . .                                               |                                                             |                                                             |                                                             |
|                 | 6 | Volunteer labor . . . .                                                   | <input type="checkbox"/> Yes<br><input type="checkbox"/> No | <input type="checkbox"/> Yes<br><input type="checkbox"/> No | <input type="checkbox"/> Yes<br><input type="checkbox"/> No |
|                 | 7 | Direct expense summary Add lines 2 through 5 in column (d) . . . . . ▶    |                                                             |                                                             |                                                             |
|                 | 8 | Net gaming income summary Combine lines 1 and 7 in column (d) . . . . . ▶ |                                                             |                                                             |                                                             |

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

a Is the organization licensed to operate gaming activities in each of these states? . . . . . ☐ Yes ☐ No

b If "No," explain \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

b If "Yes," explain \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

|                               |     |  |
|-------------------------------|-----|--|
| a The organization's facility | 13a |  |
| b An outside facility         | 13b |  |

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

Name  .....

Address  .....

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

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

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

Name  .....

Address  .....

16 Gaming manager information

Name  .....

Gaming manager compensation  \$ .....

Description of services provided  .....

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

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

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

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

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------|
|------------|------------------|-------------|

Department of the Treasury  
Internal Revenue Service

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

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

# 2012

## Open to Public Inspection

74-1653640

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

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

**Part II** **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

[illegible]

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

Part III

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

| (a)Type of grant or assistance        | (b)Number of recipients | (c)Amount of cash grant | (d)Amount of non-cash assistance | (e)Method of valuation (book, FMV, appraisal, other) | (f)Description of non-cash assistance |
|---------------------------------------|-------------------------|-------------------------|----------------------------------|------------------------------------------------------|---------------------------------------|
| (1) Financial Assistance to Employees | 66                      | 124,451                 |                                  |                                                      |                                       |
|                                       |                         |                         |                                  |                                                      |                                       |
|                                       |                         |                         |                                  |                                                      |                                       |
|                                       |                         |                         |                                  |                                                      |                                       |
|                                       |                         |                         |                                  |                                                      |                                       |
|                                       |                         |                         |                                  |                                                      |                                       |
|                                       |                         |                         |                                  |                                                      |                                       |

Part IV

Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

| Identifier         | Return Reference           | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|--------------------|----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Use of Grant Funds | Schedule I, Part I, Line 2 | Grants and Assistance The main purpose of Memorial Hermann Foundation is to solicit funds for the charitable purposes of Memorial Hermann Health System and its affiliates. The disbursement of those funds to the Health System is made through the application for reimbursement of purchases or expenditures made by an operating program manager and authorized by a senior executive of the Health System. Disbursement of funds to employees of the Health System is made after a review of the financial need and emergency hardship determination by an independent Employee Assistance Program agency and funding approval has been authorized by a committee of Health System managers. |

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  
Memorial Hermann Foundation

Employer identification number  
74-1653640

| Part I | Questions Regarding Compensation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |    | Yes | No |
|--------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 1a     | Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div> |    |     |    |
| 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 |     |    |
| 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  |     |    |
| 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. <div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>                                            |    |     |    |
| 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? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 4c |     | No |
|        | 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? If "Yes," to line 5a or 5b, describe in Part III                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 5b |     | No |
| 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? If "Yes," to line 6a or 6b, describe in Part III                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 6b |     | No |
| 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  |     | No |
| 8      | Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|-------------------------------|-------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Severance Payments            | Form 990, Schedule J, Line 4a | Payments per person Aulbaugh 624,998 Beckstett 494,998                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Nonqualified Retirement Plans | Form 990, Schedule J, Line 4b | Memorial Hermann Health System (of which this filer is a part) sponsors two nonqualified retirement plans for certain executives who are part of a select group of highly compensated or management employees. The first plan is called the Memorial Hermann Supplemental Executive Retirement Plan (SERP). It is a make-up plan and provides for an annual payment (upon achieving full vesting in the qualified retirement plan) equivalent to the amount of the accrual from the employer that is lost to the employee due to the limits on compensation and benefits in the Internal Revenue Code. The second plan is called the Memorial Hermann Health System Select Group 457(b) Deferred Compensation Plan (457). It allows for deferral of base salary for those executives who work for a tax exempt entity of Memorial Hermann and whose base salary is above the qualified plan limit. Contributions to this plan are subject to the IRS federal limit. No matching contributions are made on any deferrals under this plan. Applicable SERP amounts accrued per person: Aulbaugh 37,845 Beckstett 27,688 Duco 17,494 McVeigh 13,869 Reimer 9,556 Trevino 10,272 Wolterman 102,134. Applicable 457 amounts distributed per person: Aulbaugh 103,978. |



**Software ID:**  
**Software Version:**  
**EIN:** 74-1653640  
**Name:** Memorial Hermann Foundation

**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 |                           |                         |                                 |                                                            |
| Slawin Kevin M MD     | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                       | (ii) | 141,622                                            | 65,000                              | 7,882                    | 0                         | 4,679                   | 219,183                         | 0                                                          |
| Wolterman Daniel J    | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                       | (ii) | 1,106,756                                          | 1,231,649                           | 1,060,995                | 1,824,754                 | 15,128                  | 5,239,282                       | 953,958                                                    |
| Duco Bernard A Jr     | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                       | (ii) | 458,912                                            | 320,977                             | 364,784                  | 108,507                   | 9,916                   | 1,263,096                       | 345,152                                                    |
| Laraway Dennis L      | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                       | (ii) | 675,916                                            | 456,556                             | 205,292                  | 67,824                    | 13,388                  | 1,418,976                       | 0                                                          |
| McVeigh Dennis P      | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                       | (ii) | 289,078                                            | 195,128                             | 70,628                   | 73,266                    | 5,007                   | 633,107                         | 32,260                                                     |
| Reimer P Renee        | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                       | (ii) | 285,552                                            | 185,505                             | 10,242                   | 52,750                    | 5,047                   | 539,096                         | 0                                                          |
| Trevino Illeana V     | (i)  | 288,304                                            | 186,365                             | 54,928                   | 61,801                    | 12,169                  | 603,567                         | 40,259                                                     |
|                       | (ii) | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
| Elliot Kristen        | (i)  | 128,087                                            | 46,777                              | 177                      | 17,373                    | 4,459                   | 196,873                         | 0                                                          |
|                       | (ii) | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
| Voss Julie            | (i)  | 135,884                                            | 64,810                              | 1,978                    | 24,995                    | 11,620                  | 239,287                         | 0                                                          |
|                       | (ii) | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
| Jipp Ian R            | (i)  | 117,169                                            | 31,196                              | 342                      | 0                         | 3,837                   | 152,544                         | 0                                                          |
|                       | (ii) | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
| Lackey Deborah B      | (i)  | 117,893                                            | 33,924                              | 585                      | 5,745                     | 11,541                  | 169,688                         | 0                                                          |
|                       | (ii) | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
| Aulbaugh Carrol E     | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                       | (ii) | 99,979                                             | 111,295                             | 1,019,999                | 1,744                     | 3,427                   | 1,236,444                       | 107,307                                                    |
| Beckstett Douglas G   | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                       | (ii) | 24,602                                             | 66,557                              | 713,938                  | 6,929                     | 2,033                   | 814,059                         | 86,005                                                     |
| Garman Jim            | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                       | (ii) | 479,923                                            | 246,907                             | 2,354                    | 49,215                    | 8,661                   | 787,060                         | 0                                                          |
| Lubetkin Sanford J MD | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                       | (ii) | 398,535                                            | 0                                   | 15,068                   | 8,689                     | 11,909                  | 434,201                         | 0                                                          |

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<br>Memorial Hermann Foundation | Employer identification number<br><br>74-1653640 |
|---------------------------------------------------------|--------------------------------------------------|

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? |      | (e) Original principal amount | (f) Balance due | (g) In default? |    | (h) Approved by board or committee? | (i) Written agreement? |    |
|-------------------------------|------------------------------------|---------------------|---------------------------------------|------|-------------------------------|-----------------|-----------------|----|-------------------------------------|------------------------|----|
|                               |                                    |                     | To                                    | From |                               |                 | Yes             | No |                                     | 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) Kevin M Slawin MD         | Med Dir Urolory TMC                                             | 159,775                   | Medical Director Fees          |                                         | No |
| (2) Oscar R Rosales MD        | Med Dir Cath Lab                                                | 36,621                    | Medical Director 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 |
|------------|------------------|-------------|
|------------|------------------|-------------|

| Part I |                                                                   | Types of Property                                   |                                                                              |                                                           |     |    |
|--------|-------------------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------------------------------|-----------------------------------------------------------|-----|----|
|        | (a)<br>Check if applicable                                        | (b)<br>Number of contributions or items contributed | (c)<br>Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d)<br>Method of determining noncash contribution amounts |     |    |
| 1      | Art—Works of art . . . . .                                        |                                                     |                                                                              |                                                           |     |    |
| 2      | Art—Historical treasures .                                        |                                                     |                                                                              |                                                           |     |    |
| 3      | Art—Fractional interests . .                                      |                                                     |                                                                              |                                                           |     |    |
| 4      | Books and publications . . .                                      |                                                     |                                                                              |                                                           |     |    |
| 5      | Clothing and household goods . . . . .                            |                                                     |                                                                              |                                                           |     |    |
| 6      | Cars and other vehicles . . .                                     |                                                     |                                                                              |                                                           |     |    |
| 7      | Boats and planes . . . . .                                        |                                                     |                                                                              |                                                           |     |    |
| 8      | Intellectual property . . . .                                     |                                                     |                                                                              |                                                           |     |    |
| 9      | Securities—Publicly traded .                                      |                                                     |                                                                              |                                                           |     |    |
| 10     | Securities—Closely held stock .                                   |                                                     |                                                                              |                                                           |     |    |
| 11     | Securities—Partnership, LLC, or trust interests . . . . .         |                                                     |                                                                              |                                                           |     |    |
| 12     | Securities—Miscellaneous . .                                      |                                                     |                                                                              |                                                           |     |    |
| 13     | Qualified conservation contribution—Historic structures . . . . . |                                                     |                                                                              |                                                           |     |    |
| 14     | Qualified conservation contribution—Other . . . . .               |                                                     |                                                                              |                                                           |     |    |
| 15     | Real estate—Residential . . .                                     |                                                     |                                                                              |                                                           |     |    |
| 16     | Real estate—Commercial . . .                                      |                                                     |                                                                              |                                                           |     |    |
| 17     | Real estate—Other . . . . .                                       |                                                     |                                                                              |                                                           |     |    |
| 18     | Collectibles . . . . .                                            |                                                     |                                                                              |                                                           |     |    |
| 19     | Food inventory . . . . .                                          |                                                     |                                                                              |                                                           |     |    |
| 20     | Drugs and medical supplies .                                      |                                                     |                                                                              |                                                           |     |    |
| 21     | Taxidermy . . . . .                                               |                                                     |                                                                              |                                                           |     |    |
| 22     | Historical artifacts . . . . .                                    |                                                     |                                                                              |                                                           |     |    |
| 23     | Scientific specimens . . . .                                      |                                                     |                                                                              |                                                           |     |    |
| 24     | Archeological artifacts . . . .                                   |                                                     |                                                                              |                                                           |     |    |
| 25     | Other ► (Autographed guitar by Eric Church, dining credit )       | 1                                                   | 21,245                                                                       | FMV                                                       |     |    |
| 26     | Other ► (110 var items from Tiffany and Co )                      | 1                                                   | 20,140                                                                       | FMV                                                       |     |    |
| 27     | Other ► (RGO orthopedic braces )                                  | 1                                                   | 20,011                                                                       | FMV                                                       |     |    |
| 28     | Other ► (Heroes in Health Kick-off event )                        | 1                                                   | 12,895                                                                       | FMV                                                       |     |    |
|        | Other ► (custom floral arrangements )                             | 1                                                   | 11,156                                                                       | FMV                                                       |     |    |
|        | Other ► (288 newsmaker spots in February )                        | 1                                                   | 10,221                                                                       | FMV                                                       |     |    |
|        | Other ► (handbags, purse, bracelets, party certificate )          | 1                                                   | 6,655                                                                        | FMV                                                       |     |    |
|        | Other ► (six skin treatments )                                    | 1                                                   | 6,300                                                                        | FMV                                                       |     |    |
|        | Other ► (custom diamond bracelet )                                | 1                                                   | 6,000                                                                        | FMV                                                       |     |    |
|        | Other ► (Quickie Iris wheelchair )                                | 1                                                   | 5,728                                                                        | FMV                                                       |     |    |
|        | Other ► (manual tilt wheelchair )                                 | 1                                                   | 5,484                                                                        | FMV                                                       |     |    |
|        | Other ► (ring,necklace and earrings by Charles Kypell )           | 1                                                   | 5,085                                                                        | FMV                                                       |     |    |
| 29     |                                                                   |                                                     | 29                                                                           |                                                           |     |    |
| 30a    |                                                                   |                                                     |                                                                              |                                                           | Yes | No |
| b      |                                                                   |                                                     |                                                                              |                                                           |     |    |
| 31     |                                                                   |                                                     |                                                                              | 31                                                        | Yes |    |
| 32a    |                                                                   |                                                     |                                                                              | 32a                                                       |     | No |
| b      |                                                                   |                                                     |                                                                              |                                                           |     |    |
| 33     |                                                                   |                                                     |                                                                              |                                                           |     |    |

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------|
|------------|------------------|-------------|

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<br>Memorial Hermann Foundation | Employer identification number<br><br>74-1653640 |
|---------------------------------------------------------|--------------------------------------------------|

| Identifier             | Return Reference          | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|------------------------|---------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Payroll record keeping | Form 990, Part V, Line 2b | The employees of the Memorial Hermann Foundation are record-kept and paid through the payroll system of Memorial Hermann Health System and reported under the Memorial Hermann Foundation EIN for Form 941 and Form W-2 purposes. All costs of the compensation and benefits of the Foundation employees are reimbursed to the Health System. Corporate officers are employees of Memorial Hermann Health System and their salaries and benefits are not allocated amongst the various corporate entities for which they conduct employment activities. |

| Identifier              | Return Reference                     | Explanation                                                                                                                            |
|-------------------------|--------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| Members or Stockholders | form 990, Part VI, Section A, Line 6 | The Memorial Hermann Foundation has as its sole member Memorial Hermann Health System, both of which are 501(c)(3) non-profit entities |

| Identifier           | Return Reference                      | Explanation                                                                                                                              |
|----------------------|---------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| Elect Governing Body | Form 990, Part VI, Section A, Line 7A | The member has the authority to annually elect the board members of the organization and to terminate and replace them at its discretion |



| Identifier                  | Return Reference                      | Explanation                                                                                                                                                                                                                                                      |
|-----------------------------|---------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Decisions of Governing Body | Form 990, Part VI, Section A, Line 7B | The member has approval authority over the decisions of the board for amendments to the bylaws and articles of incorporation, annual operating and capital budget, the purchase or sale of substantial assets, and the merger or dissolution of the organization |

| Identifier         | Return Reference                       | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|--------------------|----------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Review of Form 990 | Form 990, Part VI, Section B, Line 11b | Memorial Hermann Foundation PROVIDES A COPY OF THE FORM 990 TO ALL MEMBERS OF THE GOVERNING BODY VIA A WEBSITE SET UP SPECIFICALLY FOR BOARD MEMBERS TO ACCESS VARIOUS BOARD MEMBER DOCUMENTS THE FORM 990 IS REVIEWED BY MEMORIAL HERMANN FINANCIAL ACCOUNTING STAFF, BY SPECIFIC DEPARTMENTS INVOLVED IN RELATED SECTIONS OF THE RETURN, BY THE MEMORIAL HERMANN CHIEF ACCOUNTING OFFICER, and by Memorial Hermann's public accounting firm Ernst & Young, PRIOR TO ITS FILING |

| Identifier                  | Return Reference                       | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|-----------------------------|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Conflict of Interest Policy | Form 990, Part VI, Section B, Line 12c | Memorial Hermann Foundation utilizes a conflict of interest survey and has codified its procedure in a policy. The policy is monitored by our Corporate Compliance Department through annual surveys of board members, corporate officers, management level employees, and other selected employees, physicians and vendors for all of its entities and related affiliates. In addition to responding to the survey, each recipient affirms that they have received a copy of the policy, has read and understood it, has agreed to comply with it, and understands that Memorial Hermann is a charitable organization that must engage in primarily tax-exempt purpose activities. The Corporate Compliance Department, Chief Legal Officer and the Corporate Audit Committee, consisting of independent board members, receive a report of all items disclosed. The Audit Committee Chair reports the existence of any conflicts to the Corporate Board of Directors. |

| Identifier            | Return Reference                      | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|-----------------------|---------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Whistleblow er Policy | Form 990, Part VI, Section B, Line 13 | <p>Memorial Hermann Foundation (MHF) has established communication channels to report problems and concerns including a telephone Helpline. Employee partners are encouraged to report problems or concerns either anonymously or in confidence via the Helpline when they deem appropriate. The Helpline establishes an avenue for employee partners or interested parties to report suspected criminal activity, and illegal or unethical conduct occurring within the organization in the event other resolution channels are ineffective or the caller wishes to remain anonymous. The Corporate Compliance Helpline is administered by an outside service in order to protect the anonymity of callers to the Helpline if they so desire to remain anonymous. All those who are employed in the Helpline operation or contracted organizations administering the Helpline are expected to act with utmost discretion and integrity in assuring that information received is acted upon in a reasonable and proper manner. MHF has established a strict non-retaliation policy to protect, from retaliation, employee partners and others who report problems and concerns in good faith. There shall be no retaliation against a MHF employee, independent contractor, vendor, allied health professional or medical staff member for reporting or raising a question regarding MHF compliance with a law or regulation. Those reporting suspected non-compliance who wish to remain anonymous may do so if they so choose. All reports of suspected non-compliance will be addressed in a confidential manner. The Corporate Compliance Officer or designee will always strive to maintain confidentiality during the compliance review and investigation process, however there may be a point where the identity of a reporter may need to be revealed where appropriate.</p> |

| Identifier                 | Return Reference                             | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|----------------------------|----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Compensation Determination | Form 990, Part VI, Section B, Line 15a & 15b | <p>The process for determining compensation for the Organization's CEO and other top management is described below in the following four sections: Compensation Philosophy; Components of Executive Compensation; Roles of Compensation Decision Makers; Summary Compensation Philosophy. The Compensation Committee has established the following compensation philosophy: Accountable for Business Performance: Compensation should be tied to our long-term and short-term business strategies of each dimension of our business including, but not limited to, Quality &amp; Safety, Service &amp; Satisfaction, Operational Excellence, and Growth &amp; People. Attract, Retain and Motivate: Compensation should reflect the competitive marketplace so the Company can attract, retain and motivate talented executives. Accountable for Individual &amp; Business Unit Performance: Compensation should be tied to our individual and business unit performance. Comply with IRC Section 4958: Compensation programs and pay levels should be "Reasonable" within the definition of IRC Section 4958. Balanced Approach: We should balance any potential strategic, financial, operational and reputational risk with our pay-for-performance philosophy.</p> <p><b>Components of Executive Compensation</b></p> <p><b>Compensation Component - Base Salary</b><br/>Description - Fixed compensation component. Objectives - Attract, retain, and motivate executives by providing a competitive level of fixed compensation based on the executive's responsibilities.</p> <p><b>Compensation Component - Management Incentive Plan</b><br/>Description - Variable and annual performance-based compensation component. Target amounts for each executive are set by the Compensation Committee. Actual payouts may be less than or greater than the target amounts based on the Company's performance against its short-term goals. Goals are set at a significant "stretch" level such that target performance results in above median payouts. Objectives - Align short-term performance with the goals of the Company. Ensure cost-effective and efficient use of Company assets by offering the appropriate amounts and mix of compensation.</p> <p><b>Compensation Component - Long-Term Incentive Plan</b><br/>Description - Variable and three-year performance-based compensation component. Target amounts for each executive are set by the Compensation Committee. Actual payouts may be less than or greater than the target amounts based on the Company's performance against its long-term goals. Goals are set at a significant "stretch" level such that target performance results in above median payouts. Objectives - Promote retention, advance pay-for-performance, and reinforce the link between the interests of the executive and the overall long-term success of the Company. Ensure cost-effective and efficient use of Corporate assets by offering the appropriate amounts and mix of compensation.</p> <p><b>Compensation Component - Deferred Compensation Plan</b><br/>Description - Program designed to promote retention and long-term success of Memorial Hermann by acting as a backstop for our performance-based programs. Objectives - Promote retention by tying the executive to Memorial Hermann for the vesting period. As part of his compensation package, the Compensation Committee presented the CEO and President, Mr. Wolterman, with a retention agreement. Per the terms of this agreement, he will receive a lump sum payment in July 2016. This lump sum payment is being accrued over the life of the retention agreement (July 2009 to July 2016). The 2012 accrual is included in Column C of Part II on the attached Form 990 Schedule J. If Mr. Wolterman voluntarily leaves prior to July 2016, he does not receive any portion of this lump sum payment. Under certain circumstances (e.g., death or disability), Mr. Wolterman, or his beneficiary, would be entitled to a prorated portion of this lump sum payment. All employees are paid by the Corporation or an affiliate health system entity and no time or salary is allocated. Corporate officers perform administrative activities for multiple related entities for which no inter-unit allocation of time or salary is made. The Directors of the Board are voluntary citizens of the community who perform their duties without compensation for hours devoted to Board work.</p> <p><b>Roles of Compensation Decisions Makers</b><br/><b>Role of Compensation Committee</b><br/>The Compensation Committee, which currently consists of ten independent persons, is responsible for the development of the philosophy, policy and objectives that guide our executive pay programs as well as establishing our performance standards and determining the compensation of our senior executives, namely our President's Council. The Compensation Committee retains Towers Watson as their independent compensation consultant to assist the Compensation Committee in the continued development and evaluation of the Company's compensation policies and practices and the Committee's determination of compensation. The Compensation Committee has the sole authority to retain and terminate the</p> |

| Identifier                 | Return Reference                             | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|----------------------------|----------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Compensation Determination | Form 990, Part VI, Section B, Line 15a & 15b | <p>independent compensation consultant and to review and approve the consultant's fees and other retention terms</p> <p><b>Role of Board of Directors</b> The Board has retained the authority to approve new executive compensation plans and material amendments to existing executive compensation plans. It has delegated its authority with respect to other executive compensation matters to the Compensation Committee. The Board receives reports from the Compensation Committee on its actions and recommendations following every Compensation Committee meeting.</p> <p><b>Role of Management</b> Management provides data, analysis and recommendations for the Compensation Committee's consideration regarding the Company's executive compensation programs and policies and assists the Compensation Committee in carrying out its responsibilities. Management also provides information to the Compensation Committee's independent compensation consultant in connection with the consultant's role in advising the Compensation Committee.</p> <p>The CEO, CHRO and VP Compensation and Benefits typically attend the Committee meetings. The Compensation Committee also meets regularly in executive session outside the presence of management. While the Compensation Committee considers the recommendations of the CEO and the input received from its independent compensation consultant, all compensation decisions for our executives are made by the Compensation Committee.</p> <p><b>Role of Independent Compensation Consultant</b> The Committee retains an independent compensation consultant to perform the following duties:</p> <ul style="list-style-type: none"> <li>Conduct a comprehensive review of the total compensation provided to our executives related to competitive and comparable market practices.</li> <li>Ensure that our compensation programs provide total compensation opportunities that are reasonable for purposes of Intermediate Sanctions (IRC Section 4958).</li> <li>Assess competitiveness of our compensation programs with respect to Healthcare and general industry peer companies.</li> <li>Assist the Compensation Committee with its charter review.</li> <li>Review annual disclosures.</li> <li>Review compensation of "disqualified persons" whose compensation is subject to a reasonableness review under IRC Section 4958.</li> <li>Provide a letter to the Committee regarding the reasonableness of the compensation of our executives and other "disqualified persons" helping to create a rebuttable presumption of reasonableness with regard to executive compensation.</li> </ul> <p><b>Summary</b> In summary, the process for determining compensation for our CEO and other top management balances input from various sources and ensures a focus on performance, risk management, compliance with IRC Section 4958 and our ability to attract, retain and motivate our executives.</p> |

| Identifier                             | Return Reference                      | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                     |
|----------------------------------------|---------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Disclosure of Organizational Documents | Form 990, Part VI, Section C, Line 19 | The articles of incorporation, corporate bylaws, conflict of interest policy and financial statements of Memorial Hermann Health System and its affiliates are generally not made available to the public. If the inquirer provided a valid reason for desiring a copy of the documents that are related to the business interests of any of the Memorial Hermann Health System corporate entities, we would consider doing so. |

| Identifier                  | Return Reference    | Explanation                                                                                                        |
|-----------------------------|---------------------|--------------------------------------------------------------------------------------------------------------------|
| Other changes in Net Assets | 990 Part XI, Line 9 | Gala related revenue and change in charitable trusts   Gala revenue 298,559 Change in Cruts (3,755) Change 294,804 |



| Identifier                            | Return Reference            | Explanation                                                                                                                                                                                                                                                                                                                                                                                        |
|---------------------------------------|-----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Audited Financial Statement Oversight | Form 990, Part XII, Line 2c | Memorial Hermann Health System has independent committees for audits, governance, and compensation which perform their respective functions on a consolidated basis for all corporate entities. The audit committee hires the independent accountants and oversees all audits that are conducted within all affiliated entities for financial information, grants and awards, and qualified plans. |

| Identifier     | Return Reference           | Explanation                                                                                                                                                                                                                                                                                                                               |
|----------------|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Other Expenses | Form 990 Part IX, Line 24c | The Foundation decreased their allowance percentage for uncollectible pledges in fiscal year 2013 based on historical writeoff experience. As a result, the allowance for uncollectible pledges decreased by \$2,466,096 for the year ended June 30, 2013. Thus, bad debt expense is a negative number on this line for fiscal year 2013. |

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.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization  
Memorial Hermann Foundation

Employer identification number  
74-1653640

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

| (a)<br>Name, address, and EIN (if applicable) of disregarded entity | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Total income | (e)<br>End-of-year assets | (f)<br>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)<br>Name, address, and EIN of related organization                                                               | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Exempt Code section | (e)<br>Public charity status (if section 501(c)(3)) | (f)<br>Direct controlling entity | (g)<br>Section 512(b)(13) controlled entity? |    |
|---------------------------------------------------------------------------------------------------------------------|-------------------------|--------------------------------------------------|----------------------------|-----------------------------------------------------|----------------------------------|----------------------------------------------|----|
|                                                                                                                     |                         |                                                  |                            |                                                     |                                  | Yes                                          | No |
| (1) Memorial Hermann Health System<br><br>909 Frostwood Suite 2100<br><br>Houston, TX 77024<br>74-1152597           | Healthcare              | TX                                               | 501(c)3                    | 3                                                   | na                               |                                              | No |
| (2) Memorial Hermann Community Benefits Corp<br><br>909 Frostwood Suite 2100<br><br>Houston, TX 77024<br>68-0511504 | Healthcare              | TX                                               | 501(c)3                    | 9                                                   | MHHS                             | Yes                                          |    |
| (3) Memorial Hermann Medical Group<br><br>909 Frostwood Suite 2100<br><br>Houston, TX 77024<br>20-4923281           | Healthcare              | TX                                               | 501(c)3                    | 3                                                   | MHHS                             | Yes                                          |    |
| (4) MHS Physicians of Texas<br><br>909 Frostwood Suite 2100<br><br>Houston, TX 77024<br>76-0385980                  | Healthcare              | TX                                               | 501(c)3                    | 3                                                   | MHHS                             | Yes                                          |    |
| (5) Memorial Hermann Information Exchange<br><br>909 Frostwood Suite 2100<br><br>Houston, TX 77024<br>02-0684202    | Healthcare              | TX                                               | 501(c)3                    | 3                                                   | MHHS                             | Yes                                          |    |
|                                                                                                                     |                         |                                                  |                            |                                                     |                                  |                                              |    |
|                                                                                                                     |                         |                                                  |                            |                                                     |                                  |                                              |    |

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)<br>Name, address, and EIN of<br>related organization                                                                     | (b)<br>Primary activity | (c)<br>Legal<br>domicile<br>(state or<br>foreign<br>country) | (d)<br>Direct<br>controlling<br>entity | (e)<br>Predominant<br>income(related,<br>unrelated,<br>excluded from<br>tax under<br>sections 512-<br>514) | (f)<br>Share of<br>total income | (g)<br>Share of<br>end-of-year<br>assets | (h)<br>Disproprtionate<br>allocations? |    | (i)<br>Code V—UBI<br>amount in<br>box 20 of<br>Schedule K-1<br>(Form 1065) | (j)<br>General or<br>managing<br>partner? |    | (k)<br>Percentage<br>ownership |
|------------------------------------------------------------------------------------------------------------------------------|-------------------------|--------------------------------------------------------------|----------------------------------------|------------------------------------------------------------------------------------------------------------|---------------------------------|------------------------------------------|----------------------------------------|----|----------------------------------------------------------------------------|-------------------------------------------|----|--------------------------------|
|                                                                                                                              |                         |                                                              |                                        |                                                                                                            |                                 |                                          | Yes                                    | No |                                                                            | Yes                                       | No |                                |
| (1) The Woodlands POB III LP<br><br>909 Frostwood Suite 2100<br>Houston, TX 77024<br>20-2184543                              | Manages Med<br>Build    | TX                                                           | na                                     | related or<br>exempt                                                                                       | 0                               | 0                                        |                                        | No | 0                                                                          |                                           | No | 0 %                            |
| (2) Memorial HermannUSP Surgery Ctr<br>III LP<br><br>15305 Dallas Parkway Suite 1600 LB<br>Addison, TX 75001<br>20-0707543   | Surgery Center          | TX                                                           | na                                     | related or<br>exempt                                                                                       | 0                               | 0                                        |                                        | No | 0                                                                          |                                           | No | 0 %                            |
| (3) Memorial Hermann Surgery Center<br>Katy LLP<br><br>15305 Dallar Parkway Suite 1600 LB<br>Houston, TX 77024<br>20-3360737 | Surgery Center          | TX                                                           | na                                     | related or<br>exempt                                                                                       | 0                               | 0                                        |                                        | No | 0                                                                          |                                           | No | 0 %                            |
| (4) MH Katy Rehab Hospital LLC<br><br>909 Frostwood Suite 2100<br>Houston, TX 77024<br>26-3896057                            | Medical Servi           | TX                                                           | na                                     | related or<br>exempt                                                                                       | 0                               | 0                                        |                                        | No | 0                                                                          |                                           | No | 0 %                            |
|                                                                                                                              |                         |                                                              |                                        |                                                                                                            |                                 |                                          |                                        |    |                                                                            |                                           |    |                                |
|                                                                                                                              |                         |                                                              |                                        |                                                                                                            |                                 |                                          |                                        |    |                                                                            |                                           |    |                                |
|                                                                                                                              |                         |                                                              |                                        |                                                                                                            |                                 |                                          |                                        |    |                                                                            |                                           |    |                                |

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)<br>Name, address, and EIN of<br>related organization                                                         | (b)<br>Primary activity | (c)<br>Legal<br>domicile<br>(state or foreign<br>country) | (d)<br>Direct controlling<br>entity | (e)<br>Type of entity<br>(C corp, S corp,<br>or trust) | (f)<br>Share of total<br>income | (g)<br>Share of end-<br>of-year<br>assets | (h)<br>Percentage<br>ownership | (i)<br>Section 512<br>(b)(13)<br>controlled<br>entity? |    |
|------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------------|-------------------------------------|--------------------------------------------------------|---------------------------------|-------------------------------------------|--------------------------------|--------------------------------------------------------|----|
|                                                                                                                  |                         |                                                           |                                     |                                                        |                                 |                                           |                                | Yes                                                    | No |
| (1) MHMD<br><br>909 Frostwood Suite 2100<br>Houston, TX 77024<br>76-0074819                                      | Claims Admin            | TX                                                        | NA                                  | C Corp                                                 | 0                               | 0                                         | 0 %                            | Yes                                                    |    |
| (2) The Health Professionals<br>Ins Company LTD<br><br>Barclays House 3rd Floor<br>Grand Caymen<br>CJ            | Insurance               | CJ                                                        | na                                  | Foreign                                                | 0                               | 0                                         | 0 %                            | Yes                                                    |    |
| (3) Memorial Hermann<br>Accountable Care Corp<br><br>909 Frostwood Suite 2100<br>Houston, TX 77024<br>80-0778181 | Insurance               | TX                                                        | NA                                  | C corp                                                 | 0                               | 0                                         | 0 %                            | Yes                                                    |    |
| (4) Memorial Hermann<br>Health Solutions<br><br>909 Frostwood Suite 2100<br>Houston, TX 77024<br>26-4419989      | Insurance               | TX                                                        | NA                                  | C Corp                                                 | 0                               | 0                                         | 0 %                            | Yes                                                    |    |
| (5) Memorial Hermann<br>Health Insurance<br><br>909 Frostwood Suite 2100<br>Houston, TX 77024<br>76-0646301      | Insurance               | TX                                                        | NA                                  | c corp                                                 | 0                               | 0                                         | 0 %                            | Yes                                                    |    |
| (6) Memorial Hermann<br>Health Plan Inc<br><br>909 Frostwood Suite 2100<br>Houston, TX 77024<br>46-2707092       | Insurance               | TX                                                        | na                                  | C Corp                                                 | 0                               | 0                                         | 0 %                            | Yes                                                    |    |
|                                                                                                                  |                         |                                                           |                                     |                                                        |                                 |                                           |                                |                                                        |    |

Part V

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

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

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

a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

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

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

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

1s

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

Yes

Yes

No

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)<br>Name of other organization | (b)<br>Transaction<br>type (a-s) | (c)<br>Amount involved | (d)<br>Method of determining amount involved |
|-----------------------------------|----------------------------------|------------------------|----------------------------------------------|
| (1) NA                            |                                  |                        |                                              |
|                                   |                                  |                        |                                              |
|                                   |                                  |                        |                                              |
|                                   |                                  |                        |                                              |
|                                   |                                  |                        |                                              |
|                                   |                                  |                        |                                              |

Schedule R (Form 990) 2012

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.

[illegible]

Software ID:

Software Version:

EIN: 74-1653640

Name: Memorial Hermann Foundation

| Part VII Supplemental Information                                                                                |                  |             |  |
|------------------------------------------------------------------------------------------------------------------|------------------|-------------|--|
| Complete this part to provide additional information for responses to questions on Schedule R (see instructions) |                  |             |  |
| Identifier                                                                                                       | Return Reference | Explanation |  |

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