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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 <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 10-01-2012 , 2012, and ending 09-30-2013

B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization BAPTIST MEMORIAL HEALTH CARE CORPORATION		D Employer identification number 58-1521475	
	Doing Business As			
	Number and street (or P O box if mail is not delivered to street address) 350 N HUMPHREYS BLVD	Room/suite	E Telephone number (901) 227-4376	
	City or town, state or country, and ZIP + 4 MEMPHIS, TN 381202177			
			G Gross receipts \$ 206,527,425	
F Name and address of principal officer JASON M LITTLE 350 N HUMPHREYS BLVD MEMPHIS, TN 381202177		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶		
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				
J Website: ▶ BMHCC.org				
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 1954	M State of legal domicile TN	

Part I	Summary
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Activities & Governance	1 Briefly describe the organization's mission or most significant activities BAPTIST MEMORIAL HEALTH CARE CORPORATION IS AFFILIATED WITH A NUMBER OF (SEE SCHEDULE O, pg 47) TAX EXEMPT HOSPITALS LOCATED IN ARKANSAS, MISSISSIPPI, AND TENNESSEE AND SUPPLIES MANAGEMENT, CONSULTING AND SUPPORT SERVICES TO THEM THROUGH ITS CORPORATE STAFF			
	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)	14	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	13	
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	776	
6	Total number of volunteers (estimate if necessary)	0		
7a	Total unrelated business revenue from Part VIII, column (C), line 12	1,590,702		
7b	Net unrelated business taxable income from Form 990-T, line 34	0		
Revenue	8	Contributions and grants (Part VIII, line 1h)	245,566	241,073
	9	Program service revenue (Part VIII, line 2g)	148,615,741	169,421,748
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	11,098,573	7,426,641
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,916,125	1,708,399
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	161,876,005	178,797,861
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	1,620,495
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)	75,679,377	82,774,063
16a		Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b		Total fundraising expenses (Part IX, column (D), line 25) $\rightarrow 0$		
17		Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	83,230,330	95,194,452
18		Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	160,530,202	179,605,462
19		Revenue less expenses Subtract line 18 from line 12	1,345,803	-807,601
Net Assets or Fund Balances		Beginning of Current Year	End of Year	
	20	Total assets (Part X, line 16)	676,040,987	783,855,764
	21	Total liabilities (Part X, line 26)	356,339,103	385,463,476
	22	Net assets or fund balances Subtract line 21 from line 20	319,701,884	398,392,288

Part II Signature Block



















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

Sign Here	Signature of officer			2014-08-11	
	Date				
Paid Preparer Use Only	JASON M LITTLE PRESIDENT/CEO				
	Type or print name and title				
	Print/Type preparer's name FRANCIS J BEDARD		Preparer's signature		Date
	Firm's name ► DELOITTE TAX LLP		Check <input type="checkbox"/> if self-employed		PTIN P00752421
	Firm's address ► 424 CHURCH STREET SUITE 2400 NASHVILLE, TN 37219			Firm's EIN ► 86-1065772 Phone no (615) 259-1811	

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

Part IV

Checklist of Required Schedules

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

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <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	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <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		No
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		No
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	Yes	
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	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	Yes	
36	Section 501(c)(3) organizations. 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	Yes	
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? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	643	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c	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.	776	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	Yes	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	Yes	
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: _____ 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
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders.	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b	
c	Enter the amount of reserves on hand.	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b	

Part VI

Governance, Management, and Disclosure

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	14	
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	13	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No
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	No
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	No
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. <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 BRENDA SWEARENGEN 350 N HUMPHREYS BLVD MEMPHIS, TN (901) 227-5304

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								19,829,877	787,711	1,973,265

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 **127**

		Yes	No
3	Did the organization list any former 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)	(B)	(C)
Name and business address	Description of services	Compensation
EPIC SYSTEM CORP 1979 MILKY WAY VERONA WI 53593	SOFTWARE SUPPORT	5,554,106
HARRIS SHELTON HANOVER WALSH PLLC 999 S SHADY GROVE RD 300 MEMPHIS TN 38120	LEGAL	3,391,378
BAKER DONELSON BEARMAN & CALDWELL 700 N STATE ST 500 JACKSON MS 39202	LEGAL	3,121,067
DUNBAR DAVIS PLLC 324 JACKSON AVE E OXFORD MS 38655	LEGAL	1,284,932
LITTLER MENDELSON 650 CALIFORNIA ST 20TH FLOOR SAN FRANCISCO CA 94108	LEGAL	892,001

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 ►13

Part VIII

Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d	150,098			
	e	Government grants (contributions)	1e	90,975			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		241,073			
Program Service Revenue	2a	MANAGEMENT FEE REVENUE	Business Code 541200	162,436,244	162,378,092	58,152	
	b	OTHER REVENUE/LOSS	541200	6,985,504	6,978,206	7,298	
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		169,421,748			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		3,665,561		643
4		Income from investment of tax-exempt bond proceeds . . .					
5		Royalties					
6a		(i) Real					
		(ii) Personal					
		Gross rents					
		Less rental expenses					
b		299,474					
c		93,851					
d		Net rental income or (loss)		93,851			93,851
7a		(i) Securities					
		(ii) Other					
		Gross amount from sales of assets other than inventory					
		Less cost or other basis and sales expenses					
b		26,760,556					
c		3,826,052					
d		Net gain or (loss)		3,761,080			3,761,080
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18					
a							
b		Less direct expenses					
c	Net income or (loss) from fundraising events . . .						
9a	Gross income from gaming activities See Part IV, line 19						
a							
b	Less direct expenses						
c	Net income or (loss) from gaming activities . . .						
10a	Gross sales of inventory, less returns and allowances						
a							
b	Less cost of goods sold						
c	Net income or (loss) from sales of inventory . . .						
	Miscellaneous Revenue	Business Code					
11a	BHSG ALLOCATION	541200	1,524,609	0	1,524,609		
b	NON-OPERATING REVENUE	900099	89,939	89,939			
c							
d	All other revenue						
e	Total. Add lines 11a-11d		1,614,548				
12	Total revenue. See Instructions		178,797,861	169,446,237	1,590,702	7,519,849	

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	1,613,342	1,613,342		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	23,605	23,605		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4	Benefits paid to or for members.				
5	Compensation of current officers, directors, trustees, and key employees.	21,823,302	21,776,129	47,173	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7	Other salaries and wages.	47,393,962	47,291,516	102,446	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	5,257,756	5,244,807	12,949	
9	Other employee benefits.	4,017,834	4,006,920	10,914	
10	Payroll taxes.	4,281,209	4,271,164	10,045	
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	5,733,220	5,733,220		
c	Accounting.	1,301,015	1,301,015		
d	Lobbying.	66,311	65,888	423	
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	1,157,056	1,149,682	7,374	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	17,095,175	16,986,227	108,948	
12	Advertising and promotion.	2,064,654	2,043,801	20,853	
13	Office expenses.	6,629,437	6,627,430	2,007	
14	Information technology.				
15	Royalties.				
16	Occupancy.	807,953	807,953		
17	Travel.	6,793,155	6,777,122	16,033	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	606,152		606,152	
20	Interest.	1,565,368	1,558,524	6,844	
21	Payments to affiliates.	162,420	162,349	71	
22	Depreciation, depletion, and amortization.	19,950,913	19,860,534	90,379	
23	Insurance.	4,924,211	4,924,211		
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	REPAIR & MAINTENANCE	23,683,638	23,582,577	101,061	
b	DUES & SUBSCRIPTIONS	1,628,757	1,626,345	2,412	
c	RECRUITING EXPENSES	515,638	515,413	225	
d	TAX & LICENSES	357,161	357,161	0	
e	All other expenses	152,218	152,194	24	
25	Total functional expenses. Add lines 1 through 24e.	179,605,462	178,459,129	1,146,333	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <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		200	1	198	
	2	Savings and temporary cash investments		2,559,577	2	1,257,118	
	3	Pledges and grants receivable, net			3		
	4	Accounts receivable, net			4	339,123	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5		
	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			6		
	7	Notes and loans receivable, net			7		
	8	Inventories for sale or use			8		
	9	Prepaid expenses and deferred charges		7,569,454	9	10,481,550	
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	293,513,039			
	b	Less accumulated depreciation	10b	204,512,119	108,551,270	10c	89,000,920
	11	Investments—publicly traded securities			11		
	12	Investments—other securities See Part IV, line 11		121,685,966	12	44,824,274	
	13	Investments—program-related See Part IV, line 11		10,355,323	13	10,395,823	
	14	Intangible assets			14		
	15	Other assets See Part IV, line 11		425,319,197	15	627,556,758	
16	Total assets. Add lines 1 through 15 (must equal line 34)		676,040,987	16	783,855,764		
Liabilities	17	Accounts payable and accrued expenses		23,745,223	17	29,073,749	
	18	Grants payable			18		
	19	Deferred revenue			19		
	20	Tax-exempt bond liabilities			20		
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21		
	22	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			22		
	23	Secured mortgages and notes payable to unrelated third parties		205,749,156	23	243,684,994	
	24	Unsecured notes and loans payable to unrelated third parties			24		
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		126,844,724	25	112,704,733	
	26	Total liabilities. Add lines 17 through 25		356,339,103	26	385,463,476	
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		319,701,884	27	398,392,288	
	28	Temporarily restricted net assets			28		
	29	Permanently restricted net assets			29		
	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		319,701,884	33	398,392,288	
	34	Total liabilities and net assets/fund balances		676,040,987	34	783,855,764	

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	178,797,861
2	Total expenses (must equal Part IX, column (A), line 25)	2	179,605,462
3	Revenue less expenses Subtract line 2 from line 1	3	-807,601
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	319,701,884
5	Net unrealized gains (losses) on investments	5	-11,046,679
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	90,544,684
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	398,392,288

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? 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 <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? 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 <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	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?		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		

Additional Data

Software ID:

Software Version:

EIN: 58-1521475

Name: BAPTIST MEMORIAL HEALTH CARE CORPORATION

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
STEPHEN C REYNOLDS PRESIDENT/CEO/DIRECTOR	31 40 8 60	X		X				2,474,610	0	68,968
A WATSON BELL DIRECTOR	80 0 00	X						0	0	0
ORAL W EDWARDS DIRECTOR	80 0 00	X						0	0	0
ALLEN B PUCKETT III DIRECTOR	80 0 00	X						0	0	0
DANA E KELLY DIRECTOR	80 0 00	X						0	0	0
JAMES M GLASGOW JR DIRECTOR	80 0 00	X						0	0	0
MILTON E MAGEE DIRECTOR	80 0 00	X						0	0	0
KATIE WINCHESTER DIRECTOR	80 0 00	X						0	0	0
JOHN STANFORD DDS DIRECTOR	80 0 00	X						0	0	0
DALE MORRIS MD DIRECTOR	80 0 00	X						0	0	0
MICHAEL CARY DIRECTOR	80 0 00	X						0	0	0
LARRY MCCLENDON DIRECTOR	80 0 00	X						0	0	0
MARTHA PERRINE BEARD DIRECTOR	80 0 00	X						0	0	0
JOHNNIE AMONETTE DIRECTOR	80 0 00	X						0	0	0
MURRAY BENTON DIRECTOR	80 0 00	X						0	0	0
BRYAN JORDAN DIRECTOR	80 0 00	X						0	0	0
BECKY WILSON DIRECTOR	80 0 00	X						0	0	0
NANCY W AVERWATER ADMINISTRATOR/TRINITY	40 00 0 00			X				277,826	0	51,339
DAVID W BARHAM V P / OPERATIONS FINANCE	38 80 1 20			X				502,494	0	59,551
PAUL B BETZ CEO/ADMIN	40 00 0 00			X				243,326	0	43,056
BARRY BONDURANT CEO/ADMIN	40 00 0 00			X				181,869	0	36,065
JAMES W BOSWELL VP PHYSICIAN SERVICES	38 30 1 70			X				903,615	0	69,257
LARRY V BRAUGHTON VP/HUMAN RESOURCES	39 90 1 10			X				1,062,237	0	61,277
SUSAN M BREEDEN CEO/ADMIN	40 00 0 00			X				201,927	0	34,745
EDWIN P CADE CEO/ADMIN	40 00 0 00			X				337,647	0	60,539

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
ZACHARY R CHANDLER V P /MARKET LEADER	37 50 2 50			X				823,059	0	39,912
GREGORY M DUCKETT SR VP & CORP SEC	34 60 3 40			X				807,335	0	64,462
DAVID R ELLIOTT V P /CEO MGD CARE	40 00 0 00			X				545,511	0	54,134
JAMES SCOTT FOUNTAIN SR VP/CDO FOUNDATION	20 00 20 00			X				0	787,711	67,440
ROBERT S GORDON EXEC V P /CAO	37 70 2 30			X				1,343,064	0	64,951
WALTER J GRACE CEO/ADMIN	40 00 0 00			X				210,375	0	44,865
WILLIAM A GRIFFIN V P FINANCE	40 00 0 00			X				514,229	0	59,520
BRIAN K HOGAN CEO/ADMIN	40 00 0 00			X				85,145	0	24,619
JAMES R HUFFMAN III CEO/ADMIN	40 00 0 00			X				352,929	0	68,427
DONALD H HUTSON CEO/ADMIN	40 00 0 00			X				229,342	0	35,398
BEVERLY D JORDAN V P /CTO	40 00 0 00			X				589,871	0	54,336
RANDY J KING V P /MARKET LEADER	40 00 0 00			X				631,305	0	64,974
JASON M LITTLE EXEC V P /COO	34 60 5 40			X				1,140,766	0	51,370
BETTY SUE MCGARVEY COLLEGE PRESIDENT	40 00 0 00			X				302,886	0	67,709
BRAD H PARSONS CEO/ADMIN	40 00 0 00			X				269,606	0	44,704
DONALD R POUNDS SR V P /CFO	39 20 80			X				991,256	0	57,353
RICHARD D REISELT V P /CHIEF INFO OFFICER	40 00 0 00			X				332,507	0	60,915
WILLIAM A TUTTLE V P PLANNING	38 60 1 40			X				228,462	0	45,237
ANITA S VAUGHN CEO/ADMIN	40 00 0 00			X				411,769	0	66,926
DERICK B ZIEGLER CEO/ADMIN	40 00 0 00			X				507,174	0	46,427
KYLE E ARMSTRONG CEO/ADMIN	40 00 0 00			X				206,230	0	33,772
JOSEPH V SIMONE MEDICAL DIRECTOR BCC	40 00 0 00			X				282,355	0	12
JOHN F LACY ASST V P H R	39 90 10			X				516,655	0	43,462
DANA B DYE V P /CNO	40 00 0 00			X				151,011	0	14,752
JAMES A GRANTHAM CEO/ADMIN	40 00 0 00			X				63,110	0	12,100

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JOHN C BROWN CHIEF MED INFO OFFICER	40 00 0 00			X				349,337	0	36,897
RICHARD C JENNER DIR INFO SYSTEMS	40 00 0 00					X		192,321	0	40,575
TERRY L PAHDE DIR COMP/BENEFITS HR	40 00 0 00					X		206,096	0	52,137
ROSARIO LINDSEY-GIULIAN DIR QUALITY & MED MGMT	40 00 0 00					X		214,430	0	50,121
WAID RAY ASST CORP COUNSEL	40 00 0 00					X		185,374	0	36,562
WILLIAM B WOLFE HR MKT DIR	40 00 0 00					X		191,788	0	41,237
GLENN F BAKER FORMER CEO/ADMIN	40 00 0 00						X	377,855	0	31,935
RICHARD D DREWRY JR FORMER V P /CHIEF MED OFFICER	38 90 1 10						X	177,685	0	4,799
SUSAN W STRALKA FORMER CEO/ADMIN	40 00 0 00						X	213,488	0	6,428

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 BAPTIST MEMORIAL HEALTH CARE CORPORATION	Employer identification number 58-1521475
--	--

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 33¹/₃% 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 33¹/₃% 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) | | No |
| 11g(ii) | | No |
| 11g(iii) | | No |
- | (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions)) | (iv) Is the organization in col (i) listed in your governing document? | | (v) Did you notify the organization in col (i) of your support? | | (vi) Is the organization in col (i) organized in the U S ? | | (vii) Amount of monetary support |
|------------------------------------|----------|--|--|----|---|----|--|----|----------------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| See Additional Data Table | | | | | | | | | |
| | | | | | | | | | |
| Total | | | | | | | | | 297,497,550 |
- 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 A, Part IV, Supplemental Information LINE H, COLUMN (vii) BAPTIST MEMORIAL HEALTH CARE CORPORATION AS SOLE MEMBER OF THE SUPPORTED ORGANIZATIONS, PROVIDES CERTAIN LEGAL, FINANCE, QUALITY, AND PERSONNEL SERVICES PURSUANT TO A SHARED SERVICES AGREEMENT

Additional Data

Software ID:

Software Version:

EIN: 58-1521475

Name: BAPTIST MEMORIAL HEALTH CARE CORPORATION

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

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
BAPTIST MEMORIAL HOSPITAL INC	620123940	3	Yes		Yes		Yes		97850287
BAPTIST MEMORIAL HOSPITAL- BOONEVILLE INC	640663760	3	Yes		Yes		Yes		2373378
BAPTIST MEMORIAL HOSPITAL- DESOTO INC	640682111	3	Yes		Yes		Yes		62104739
BAPTIST MEMORIAL HOSPITAL- GOLDEN TRIANGLE INC	621519754	3	Yes		Yes		Yes		23726875
BAPTIST MEMORIAL HOSPITAL- HUNTINGDON INC	621166050	3	Yes		Yes		Yes		3567395
BAPTIST MINOR MEDICAL CENTERS INC	621538114	3	Yes		Yes		Yes		534780
BAPTIST MEMORIAL HOSPITAL- NORTH MISSISSIPPI INC	640772726	3	Yes		Yes		Yes		60093528
BAPTIST MEMORIAL HOSPITAL- TIPTON INC	621113167	3	Yes		Yes		Yes		22774925
BAPTIST MEMORIAL HOSPITAL-UNION CITY INC	621138045	3	Yes		Yes		Yes		9142696
BAPTIST MEMORIAL HOSPITAL-UNION COUNTY INC	630997281	3	Yes		Yes		Yes		5323065
BAPTIST MEMORIAL REGIONAL REHABILITATION SERVICESINC	581645396	3	Yes		Yes		Yes		4674636
BAPTIST COLLEGE OF HEALTH SCIENCES INC	621599670	2	Yes		Yes		Yes		0
BAPTIST MEMORIAL HOSPITAL- JONESBORO INC	261214372	3	Yes		Yes		Yes		4189784
BAPTIST MEMORIAL HEALTH SERVICES INC	621509127	501(C)(3)	Yes		Yes		Yes		652176
BAPTIST MEMORIAL MEDICAL GROUP INC	621545731	501(C)(3)	Yes		Yes		Yes		366742

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

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
MEDICAL FINANCIAL SERVICES INC	621112364	501(C)(3)	Yes		Yes		Yes		122544
BAPTIST MEMORIAL PATIENT SAFETY ORGANIZATION INC	453032372	501(C)(3)	Yes		Yes		Yes		0
NEA BAPTIST HEALTH SYSTEM INC	271799652	501(C)(3)	Yes		Yes		Yes		0

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.
▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

If the organization answered “Yes” to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered “Yes” to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered “Yes” to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization BAPTIST MEMORIAL HEALTH CARE CORPORATION	Employer identification number 58-1521475
--	--

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1	Provide a description of the organization’s direct and indirect political campaign activities in Part IV	
2	Political expenditures	▶ \$
3	Volunteer hours	

Part I-B Complete if the organization is exempt under section 501(c)(3).

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No
4a	Was a correction made?	<input type="checkbox"/> Yes <input type="checkbox"/> No
b	If “Yes,” describe in Part IV	

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1	Enter the amount directly expended by the filing organization for section 527 exempt function activities	▶ \$
2	Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities	▶ \$
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b	▶ \$
4	Did the filing organization file Form 1120-POL for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization’s funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV	

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A

Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A
- Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B
- Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)															
d Other exempt purpose expenditures															
e Total exempt purpose expenditures (add lines 1c and 1d)															
f Lobbying nontaxable amount Enter the amount from the following table in both columns															
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)															
h Subtract line 1g from line 1a If zero or less, enter -0-															
i Subtract line 1f from line 1c If zero or less, enter -0-															
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No													

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B

Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		(a)		(b)
		Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	a Volunteers?		No	
	b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
	c Media advertisements?		No	
	d Mailings to members, legislators, or the public?		No	
	e Publications, or published or broadcast statements?		No	
	f Grants to other organizations for lobbying purposes?		No	
	g Direct contact with legislators, their staffs, government officials, or a legislative body?		No	
	h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
	i Other activities?	Yes		
	j Total Add lines 1c through 1i			66,311
	2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b If "Yes," enter the amount of any tax incurred under section 4912				
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912				
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?				

Part III-A

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

		Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1	
2	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3	Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1	Dues, assessments and similar amounts from members.	1	
2	Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).	2a	
a	Current year.		
b	Carryover from last year.		
c	Total.		
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues.	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions).	5	

Part IV

Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation
Explanation of Lobbying Activities	Part II-B, Line 1	BAPTIST MEMORIAL HEALTH CARE CORPORATION PAYS MEMBERSHIP DUES TO THE AMERICAN HOSPITAL ASSOCIATION, THE ARKANSAS HOSPITAL ASSOCIATION, THE MISSISSIPPI HOSPITAL ASSOCIATION, AND THE TENNESSEE HOSPITAL ASSOCIATION. A PORTION OF THOSE DUES ARE FOR CONSULTANTS WHO ADVISE AND CONSULT WITH THE ORGANIZATION ON LEGISLATIVE AND REGULATORY MATTERS THAT MAY AFFECT THE ORGANIZATION AND ITS AFFILIATES. THESE CONSULTANTS MAY ADVOCATE POSITIONS WITH THE LEGISLATIVE AND REGULATORY BODIES OF GOVERNMENT AT LOCAL, STATE, AND FEDERAL LEVELS.

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
BAPTIST MEMORIAL HEALTH CARE CORPORATION

Employer identification number
58-1521475

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? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	
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? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	

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

3

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

4

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

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ 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

▶\$ _____

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

Cat No 52283D

Schedule D (Form 990) 2012

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
- 1b

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

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

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

☐ Yes

☐ No
- 2b

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					
1b Contributions					
1c Net investment earnings, gains, and losses					
1d Grants or scholarships					
1e Other expenditures for facilities and programs					
1f Administrative expenses					
1g End of year balance					

- 2

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

a

Board designated or quasi-endowment

b

Permanent endowment

c

Temporarily restricted endowment

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

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

(i) unrelated organizations

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

Yes

No
- 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 | | 21,458,173 | | 21,458,173 |
| 1b Buildings | | 26,568,611 | 13,825,193 | 12,743,418 |
| 1c Leasehold improvements | | 65,004 | 65,004 | 0 |
| 1d Equipment | | 245,226,745 | 190,484,795 | 54,741,950 |
| 1e Other | | 194,506 | 137,127 | 57,379 |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 89,000,920 |
- 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	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)		5	

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

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)		5	

Part XIII Supplemental Information

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

Identifier	Return Reference	Explanation
Description of Uncertain Tax Positions Under FIN 48	Part X, Line 2	FROM THE CONSOLIDATED AUDITED FINANCIAL STATEMENT OF BAPTIST MEMORIAL HEALTH CARE CORPORATION AND SUBSIDIARIES AS OF SEPTEMBER 30, 2013 AND 2012, BAPTIST MEMORIAL HEALTH CARE CORPORATION HAD NOT IDENTIFIED ANY UNCERTAIN TAX POSITIONS UNDER FASB ASC TOPIC 740, INCOME TAXES, REQUIRING ADJUSTMENTS TO ITS COMBINED FINANCIAL STATEMENTS. IN THE EVENT BAPTIST MEMORIAL HEALTH CARE CORPORATION WERE TO RECOGNIZE INTEREST AND PENALTIES RELATED TO UNCERTAIN TAX POSITIONS, IT WOULD BE RECOGNIZED IN THE COMBINED FINANCIAL STATEMENTS AS INTEREST EXPENSE. GENERALLY TAX YEARS 2010 THROUGH 2013 ARE OPEN TO EXAMINATION BY THE FEDERAL AND STATE TAXING AUTHORITIES. THERE ARE NO INCOME TAX EXAMINATIONS CURRENTLY IN PROCESS.

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

2012

Open to Public Inspection

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

Employer identification number
58-1521475

Part I General Information on Grants and Assistance

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

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

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

[illegible]

2	Enter total number of section 501(c)(3) and government organizations listed in the line 1 table	49
3	Enter total number of other organizations listed in the line 1 table	1

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) TRANSPORTATION TO AND FROM MEDICAL CARE	320	1,270			
(2) PRESCRIPTIONS FOR THE HOMELESS AND NEEDY	1185	22,335			

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
Procedure for Monitoring Grants in the U S	Part I, Line 2	Schedule I, Part I, Line 2 ALL ORGANIZATIONS ARE REQUIRED TO SUBMIT PROOF OF TAX EXEMPT STATUS THAT IS VERIFIED BY THE IRS DATABASE BEFORE THEY CAN PROCEED WITH THEIR REQUEST THEY MAY USE OUR ONLINE CHARITABLE REQUEST APPLICATION TO SUBMIT A REQUEST IF THEY ARE NOT A 501(c)(3) ORGANIZATION, THEY ARE REQUIRED TO SUBMIT A COPY OF THEIR DETERMINATION LETTER FROM THE IRS VALIDATING THEIR EXEMPT STATUS BEFORE WE CAN PROVIDE ANY IN-KIND GIVEAWAYS OR SERVICES (CONTINUED ON PG 40) WE ALSO MONITOR THE FUNDS TO ENSURE THEY ARE USED FOR THE PURPOSE GRANTED WE MAKE EVERY EFFORT TO DIRECT OUR FUNDING TO A PROGRAM FOR A SPECIFIC PURPOSE ORGANIZATIONS ARE ASKED TO SHOW RESULTS AND DOCUMENTATION ANNUALLY BEFORE THEIR REQUEST CAN BE CONSIDERED FOR FUTURE FUNDING THE REQUESTS ARE REVIEWED AND APPROVED BY VARIOUS INDIVIDUALS DEPENDING UPON THE TYPE AND AMOUNT OF THE REQUEST SMALL AMOUNTS MAY BE APPROVED BY THE SYSTEM COORDINATOR, CASH SPONSORSHIPS MAY BE APPROVED BY THE SYSTEM DIRECTOR OF COMMUNICATIONS, ANYTHING OVER \$10,000 MAY BE APPROVED BY THE BAPTIST MEMORIAL HEALTH CARE FOUNDATION SENIOR V P , AND ANYTHING OVER \$50,000 NEEDS APPROVAL BY THE CORPORATE PRESIDENT/CEO FOR MORE INFORMATION ABOUT BAPTIST CHARITABLE GIVING GUIDELINES, PLEASE VISIT HTTP //WWW BAPTISTONLINE ORG/ABOUT/COMMUNITY/GUIDELINES/

Software ID:

Software Version:

EIN: 58-1521475

Name: BAPTIST MEMORIAL HEALTH CARE CORPORATION

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AGAPE CHILD & FAMILY SERVICES111 RACINE ST MEMPHIS,TN 38111	23-7039683	501(C)(3)	17,200				DONATION/SPONSORSHIP
AMERICAN DIABETES ASSOCIATION1701 BEAUREGARD ST ALEXANDRIA,VA 22311	13-1623888	501(C)(3)	9,000				DONATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AMERICAN HEART ASSN 7272 GREENVILLE AVE DALLAS, TX 75231	13-5613797	501(C)(3)	28,500				MEMPHIS HEART GALA & WALK SPONSOR
AMERICAN RED CROSS 2025 E STREET NW WASHINGTON, DC 20006	53-0196605	501(C)(3)	10,000				DONATION

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ARTS MEMPHISPO BOX 1000 DEPT 882 MEMPHIS,TN 381480882	62-0693547	501(C)(3)	26,000				DONATION
BARTLETT CHAMBER FOUNDATION2969 ELMORE PARK RD BARTLETT,TN 38134	26-1993309	501(C)(3)	6,000				COMMUNITY DEVELOPMENT INITIATIVE

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BELLEVUE FOUNDATION 2000 APPLING RD CORDOVA,TN 38016	62-1818929	501(C)(3)	40,000				SPONSOR MOBILE DENTAL CLINIC
BOSTON COLLEGE550 LEE RD CHESTNUT HILL,MA 02467	04-2103545	501(C)(3)	5,000				CORPORATE CITIZENSHIP DONATION

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHRIST COMMUNITY HEALTH SERVICES INC 2953 BROAD AVE MEMPHIS,TN 38112	62-1583270	501(C)(3)	228,001				SUPPORT OUTREACH PROGRAM, OPERATION OUTREACH VAN
CHICKASAW COUNCIL171 S HOLLYWOOD ST MEMPHIS,TN 381124802	62-6249663	501(C)(3)	25,000				SPONSOR

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHRISTIAN MEDICAL & DENTAL SOCIETYPO BOX 7500 BRISTOL,TN 37621	36-2284267	501(C)(3)	20,000				SPONSOR
CITY OF BARTLETT PERFORMING ARTS3663 APPLING RD BARTLETT,TN 38133	62-1608015	501(C)(3)	5,000				DONATION

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CROSSLINK INTERNATIONAL200 E PARKWAY N MEMPHIS,TN 38112	54-1827160	501(C)(3)	10,000				GRANT DONATION
DIXON GALLERY & GARDENS4339 PARK AVE MEMPHIS,TN 38117	62-0943809	501(C)(3)	55,000				SPONSORSHIPS

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
DYERSBURG STATE COMMUNITY COLLEGE 1510 LAKE RD DYERSBURG,TN 38024	62-1378726	501(C)(3)	80,000				DONATION TO NURSING FUND
EMERGE MEMPHIS516 TENNESSEE ST 107 MEMPHIS,TN 38103	62-1739744	501(C)(3)	25,000				DONATION

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FACING HISTORY & OURSELVES650 E PARKWAY S MEMPHIS,TN 38103	04-2761636	501(C)(3)	7,690				DONATION
GREATER MEMPHIS CHAMBER OF COMMERCE PO BOX 224 MEMPHIS,TN 38101	62-0291250	501(C)(3)	11,975				SPONSORSHIP

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
HEALTHY MEMPHIS COMMON TABLE6027 WALNUT GROVE RD 215 MEMPHIS,TN 38120	62-1820264	501(C)(3)	75,000				DONATION HEALTHY LIVING SPONSORSHIP
LEADERSHIP MEMPHIS119 S MAIN ST 425 MEMPHIS,TN 38103	62-1043517	501(C)(3)	20,000				SPONSORSHIP

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
LIBERTY BOWL FESTIVAL ASSN959 RIDGEWAY LOOP STE 101 MEMPHIS,TN 38120	62-6064769	501(C)(3)	12,500				SPONSOR
LORRAINE FOUNDATION 450 MULBERRY ST MEMPHIS,TN 38103	58-1484027	501(C)(3)	5,300				SPONSOR FREEDOM AWARDS DINNER & DONATION TO MUSEUM

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MARCH OF DIMES1275 MAMARONECK AVE WHITE PLAINS,NY 10605	13-1846366	501(C)(3)	25,000				DONATION
MEMPHIS BRANCH NAACP 588 VANCE AVE MEMPHIS,TN 38126	62-0637884	501(C)(3)	10,000				FREEDOM FUND GALA SPONSOR

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MEMPHIS BROOKS MUSEUM OF ART1934 POPLAR AVE MEMPHIS,TN 38104	62-6063304	501(C)(3)	5,000				DONATION TO ALZHEIMER'S PROGRAM
MEMPHIS CATHOLIC URBAN SCHOOLS INC5825 SHELBY OAKS DR MEMPHIS,TN 38134	06-1691074	501(C)(3)	40,000				EDUCATION THAT WORKS & INTERNSHIP

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MEMPHIS BUSINESS GROUP ON HEALTH5050 POPLAR AVE STE 509 MEMPHIS,TN 38157	62-1241760	501(C)(3)	7,650				SPONSOR
METHODIST HEALTH CARE-MEMPHIS1211 UNION AVE 700 MEMPHIS,TN 38104	58-1454711	501(C)(3)	150,900				CHARITY PATIENT PAYMENTS

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MIDSOUTH FOOD BANK 239 S DUDLEY ST MEMPHIS,TN 38104	62-1340755	501(C)(3)	10,000				DONATION TO KIDS BACKPACK PROGRAM
MISSISSIPPI NURSES ASSN31 WOODGREEN PL MADISON,MS 39110	64-0321143	501(C)(3)	5,000				SPONSOR NIGHTINGALE AWARDS

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NATIONAL BLACK CAUCUS OF STATE LEGISLATORS 444 N CAPITAL STREET NW STE 622 WASHINGTON,DC 20001	52-1218832	501(C)(3)	5,000				SPONSOR TN 2013 STATE KICK-OFF EVENT
SALVATION ARMYPO BOX 1428 ALEXANDRIA,VA 22313	13-2923701	501(C)(3)	29,626				DONATION TO KROC CENTER TO PURCHASE EQUIPMENT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE EXCHANGE CLUB FAMILY OF THE MID SOUTH2180 UNION AVE MEMPHIS,TN 38104	58-1502697	501(C)(3)	10,000				DONATION TO CHILDREN'S DOMESTIC VIOLENCE PROGRAM
MEMPHIS MUSEUMS INC 3050 CENTRAL AVE MEMPHIS,TN 38111	62-0801926	501(C)(3)	15,000				GRANT ADDRESSING CHILDHOOD OBESITY THRU HEALTHY CHOICES

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NATIONAL MULTIPLE SCLEROSIS SOCIETY214 OVERLOOK CIRCLE STE 153 BRENTWOOD,TN 37027	62-0693217	501(C)(3)	11,500				DONATION/SPONSORSHIP
BAPTIST MEMORIAL HEALTH CARE FOUNDATION INC350 N HUMPHREYS BLVD MEMPHIS,TN 381202177	58-1544781	501(C)(3)	247,000				DONATIONS

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE CHILDRENS MUSEUM OF MEMPHIS2525 CENTRAL AVE MEMPHIS,TN 38104	62-1326890	501(C)(3)	25,000				DONATION
JUVENILE DIABETES RESEARCH FOUNDATION 498 HALLE PARK DR STE 102 COLLIERVILLE,TN 38017	23-1907729	501(C)(3)	15,000				OUTREACH GRANT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SUMMIT MANAGEMENT (SOUTHERN HERITAGE CLASSIC)4466 ELVIS PRESLEY BLVD STE 248 MEMPHIS,TN 38116	62-0960143		25,000				SPONSOR SOUTHERN HERITAGE FOOTBALL CLASSIC
LITERACY MID-SOUTH920 S COOPER ST MEMPHIS,TN 38104		501(C)(3)	7,000				DONATION

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE CAMPBELL FOUNDATION1400 S GERMANTOWN RD GERMANTOWN,TN 38138	62-0548038	501(C)(3)	5,000				EDUCATIONAL GRANT
TEMPLE ISRAEL1376 EAST MASSEY MEMPHIS,TN 38120	13-1663143	501(C)(3)	15,000				TEMPLE ISRAEL FELLOWSHIP PROGRAM

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHURCH HEALTH CENTER 1210 PEABODY AVE MEMPHIS,TN 38104	58-1716113	501(C)(3)	25,000				SPONSOR
MEMPHIS MEDICAL FOUNDATION1067 CRESTHAVEN MEMPHIS,TN 38119	62-6048069	501(C)(3)	5,000				DONATION

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MARTIN INSTITUTE FOR TEACHING EXCELLENCE 4025 POPLAR AVE MEMPHIS,TN 38119	45-3781713	501(C)(3)	15,000				SPONSOR
ST PATRICK COMMUNITY OUTREACH277 S FOURTH ST MEMPHIS,TN 38126	58-1807957	501(C)(3)	7,500				MOBILE FOOD MARKET SPONSOR

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOVERNORS FOUNDATION FOR HEALTH & WELLNESS PO BOX 198198 NASHVILLE,TN 37219	45-3635908	501(C)(3)	150,000				DONATION FOR HEALTH & WELLNESS PROGRAM
MARGOLIN HEBREW ACADEMY390 S WHITE STATION RD MEMPHIS,TN 38119	62-6002000	501(C)(3)	7,500				SPONSOR

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WOMENS FOUNDATION FOR A GREATER MEMPHIS 40 S MAIN ST STE 2380 MEMPHIS,TN 38103	58-2207247	501(C)(3)	12,500				SPONSOR
NEXUS LEADERS INC4055 POPLAR AVE MEMPHIS,TN 38111	26-2444063	501(C)(3)	5,000				LEADERSHIP PROGRAM SPONSOR

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
BAPTIST MEMORIAL HEALTH CARE CORPORATION

Employer identification number
58-1521475

Part I	Questions Regarding Compensation		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use		
	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence		
	<input type="checkbox"/> Tax idemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees		
	<input checked="" type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		No
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		No
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			
	<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract		
	<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study		
	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	4a	Yes	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	5a		No
b	Any related organization?	5b		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	6a		No
b	Any related organization?	6b		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		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
	Part I, Line 1a	THE OFFICERS RECEIVE A PERQUISITE ALLOWANCE WHICH IS INCLUDED IN THEIR SALARIES
	Part I, Line 1b	THE PRESIDENT, ALL VICE PRESIDENTS, AND ADMINISTRATORS RECEIVE A PERQUISITE ALLOWANCE. THE ALLOWANCE IS INCLUDED IN THEIR SALARIES AND IS TAXABLE TO THEM AS ADDITIONAL INCOME. THE ORGANIZATION ALSO HAS AN ACCOUNTABLE PLAN, BUT A DISCRETIONARY SPENDING ACCOUNT IS NOT PART OF AN ACCOUNTABLE PLAN. IF ANY OF THE OTHER ITEMS LISTED ON SCHEDULE J, PART I, LINE 1a WERE APPLICABLE, THE RECIPIENTS WOULD BE REQUIRED TO FOLLOW THE ORGANIZATION'S WRITTEN POLICY REGARDING PAYMENT OR REIMBURSEMENT.
	Part I, Line 4a	SUSAN W. STRALKA, FORMER CEO/ADMINISTRATOR, RECEIVED SEVERENCE PAY IN THE AMOUNT OF \$171,198.
Supplemental Information	Part III	PART I, LINE 3: BAPTIST MEMORIAL HEALTH CARE CORPORATION HAS A GOVERNANCE COMMITTEE MADE UP OF THE BOARD OF DIRECTORS, WHO ALONG WITH THE HUMAN RESOURCE DEPARTMENT, UTILIZES INDEPENDENT COMPENSATION CONSULTANTS, COMPENSATION STUDIES, AND APPROVAL BY THE COMPENSATION COMMITTEE TO ESTABLISH THE COMPENSATION OF THE ORGANIZATION'S CEO/EXECUTIVE DIRECTOR AND OTHER KEY PERSONNEL.

Software ID:

Software Version:

EIN: 58-1521475

Name: BAPTIST MEMORIAL HEALTH CARE CORPORATION

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				
STEPHEN C REYNOLDS	(i) (ii)	1,154,210 0	1,182,630 0	137,770 0	47,500 0	21,468 0	2,543,578 0	0 0
NANCY W AVERWATER	(i) (ii)	181,674 0	74,397 0	21,755 0	32,748 0	18,591 0	329,165 0	0 0
DAVID W BARHAM	(i) (ii)	267,772 0	205,642 0	29,080 0	37,500 0	22,051 0	562,045 0	0 0
PAUL B BETZ	(i) (ii)	163,802 0	45,692 0	33,832 0	25,668 0	17,388 0	286,382 0	0 0
BARRY BONDURANT	(i) (ii)	142,607 0	19,181 0	20,081 0	15,360 0	20,705 0	217,934 0	0 0
JAMES W BOSWELL	(i) (ii)	542,897 0	334,795 0	25,923 0	47,500 0	21,757 0	972,872 0	0 0
LARRY V BRAUGHTON	(i) (ii)	304,774 0	336,585 0	420,878 0	37,500 0	23,777 0	1,123,514 0	0 0
SUSAN M BREEDEN	(i) (ii)	152,238 0	29,487 0	20,202 0	33,831 0	914 0	236,672 0	0 0
EDWIN P CADE	(i) (ii)	211,086 0	101,729 0	24,832 0	40,139 0	20,400 0	398,186 0	0 0
ZACHARY R CHANDLER	(i) (ii)	417,260 0	380,473 0	25,326 0	18,750 0	21,162 0	862,971 0	0 0
GREGORY M DUCKETT	(i) (ii)	375,226 0	406,217 0	25,892 0	37,500 0	26,962 0	871,797 0	0 0
DAVID R ELLIOTT	(i) (ii)	285,021 0	229,335 0	31,155 0	39,505 0	14,629 0	599,645 0	0 0
JAMES SCOTT FOUNTAIN	(i) (ii)	0 360,829	0 388,938	0 37,944	0 43,871	0 23,569	0 855,151	0 0
ROBERT S GORDON	(i) (ii)	650,917 0	631,562 0	60,585 0	47,500 0	17,451 0	1,408,015 0	0 0
WALTER J GRACE	(i) (ii)	157,131 0	32,702 0	20,542 0	23,577 0	21,288 0	255,240 0	0 0
WILLIAM A GRIFFIN	(i) (ii)	270,123 0	218,640 0	25,466 0	37,500 0	22,020 0	573,749 0	0 0
JAMES R HUFFMAN III	(i) (ii)	225,795 0	106,466 0	20,668 0	43,430 0	24,997 0	421,356 0	0 0
DONALD H HUTSON	(i) (ii)	140,975 0	45,361 0	43,006 0	17,421 0	17,977 0	264,740 0	0 0
BEVERLY D JORDAN	(i) (ii)	295,194 0	268,900 0	25,777 0	37,500 0	16,836 0	644,207 0	0 0
RANDY J KING	(i) (ii)	313,483 0	292,166 0	25,656 0	47,500 0	17,474 0	696,279 0	0 0

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				
JASON M LITTLE	(i) (ii)	582,009 0	515,627 0	43,130 0	29,500 0	21,870 0	1,192,136 0	0 0
BETTY SUE MCGARVEY	(i) (ii)	225,074 0	52,179 0	25,633 0	50,500 0	17,209 0	370,595 0	0 0
BRAD H PARSONS	(i) (ii)	175,248 0	68,176 0	26,182 0	24,163 0	20,541 0	314,310 0	0 0
DONALD R POUNDS	(i) (ii)	492,907 0	469,787 0	28,562 0	31,250 0	26,103 0	1,048,609 0	0 0
RICHARD D REISELT	(i) (ii)	253,877 0	53,143 0	25,487 0	39,808 0	21,107 0	393,422 0	0 0
WILLIAM A TUTTLE	(i) (ii)	168,906 0	34,118 0	25,438 0	25,998 0	19,239 0	273,699 0	0 0
ANITA S VAUGHN	(i) (ii)	223,202 0	45,226 0	143,341 0	46,606 0	20,320 0	478,695 0	0 0
DERICK B ZIEGLER	(i) (ii)	305,288 0	181,372 0	20,514 0	25,750 0	20,677 0	553,601 0	0 0
KYLE E ARMSTRONG	(i) (ii)	129,572 0	46,412 0	30,246 0	20,327 0	13,445 0	240,002 0	0 0
JOSEPH V SIMONE	(i) (ii)	282,355 0	0 0	0 0	0 0	12 0	282,367 0	0 0
JOHN F LACY	(i) (ii)	278,988 0	212,338 0	25,329 0	20,464 0	22,998 0	560,117 0	0 0
DANA B DYE	(i) (ii)	101,037 0	39,557 0	10,417 0	13,055 0	1,697 0	165,763 0	0 0
JOHN C BROWN	(i) (ii)	318,579 0	30,758 0	0 0	23,325 0	13,572 0	386,234 0	0 0
RICHARD C JENNER	(i) (ii)	151,511 0	40,810 0	0 0	38,333 0	2,242 0	232,896 0	0 0
TERRY L PAHDE	(i) (ii)	163,394 0	42,702 0	0 0	26,862 0	25,275 0	258,233 0	0 0
ROSARIO LINDSEY-GIULIAN	(i) (ii)	163,711 0	23,042 0	27,677 0	29,216 0	20,905 0	264,551 0	0 0
WAID RAY	(i) (ii)	166,037 0	18,125 0	1,212 0	22,192 0	14,370 0	221,936 0	0 0
WILLIAM B WOLFE	(i) (ii)	153,087 0	38,561 0	140 0	17,892 0	23,345 0	233,025 0	0 0
GLENN F BAKER	(i) (ii)	103,273 0	32,634 0	241,948 0	23,337 0	8,598 0	409,790 0	0 0
RICHARD D DREWRY JR	(i) (ii)	39,982 0	94,320 0	43,383 0	1,487 0	3,312 0	182,484 0	0 0

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				
SUSAN W STRALKA	(i)	-1,178	42,632	172,034	0	6,428	219,916	0
	(ii)	0	0	0	0	0	0	0

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 BAPTIST MEMORIAL HEALTH CARE CORPORATION	Employer identification number 58-1521475
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Identifier	Return Reference	Explanation
		<p>BAPTIST MEMORIAL HEALTH CARE CORPORATION EMPHASIZES CUSTOMER SERVICE. CUSTOMER SERVICE HAS BECOME PART OF THE BAPTIST MEMORIAL HEALTH CARE CORPORATE CULTURE. TERMED SERVICE FIRST, BAPTIST MEMORIAL HEALTH CARE CORPORATION AND ITS AFFILIATED ENTITIES THROUGHOUT THE MID-SOUTH ARE FINDING BETTER WAYS TO SERVE OUR CUSTOMERS AND EXCEED THEIR EXPECTATIONS. BAPTIST MEMORIAL HEALTH CARE CORPORATION'S COMMITMENT TO CARE BEYOND THE WALLS OF THE HOSPITALS IS SINCERE AND LONG STANDING. OUR GIVING IS FOCUSED ON TWO PRIMARY AREAS, HEALTH CARE DELIVERY AND PREVENTIVE SERVICES AND EDUCATION. WE ARE DEDICATED TO BUILDING A HEALTHY COMMUNITY BY ANTICIPATING AND RESPONDING TO OUR COMMUNITIES' HEALTH NEEDS, IMPROVING THE WELL-BEING OF THE PEOPLE WE SERVE AND TO BEING A NEIGHBOR OF CHOICE. NOT ONLY DO WE PROVIDE FINANCIAL SUPPORT THROUGH OUR SUSTAINABLE AND ONGOING PARTNERSHIPS WITH LOCAL COMMUNITY GROUPS AND ORGANIZATIONS, BUT WE ALSO OFFER IN-KIND DONATIONS AND VOLUNTEERS. BAPTIST MEMORIAL HEALTH CARE CORPORATION HAS ALSO PROVIDED A NUMBER OF OTHER SERVICES TO THE COMMUNITY. IT RECOGNIZES THAT ITS PEOPLE ARE ITS MOST VALUABLE ASSET. TO SHARE THIS ASSET WITH THE COMMUNITY AT LARGE, ALL COLLEAGUES ARE ENCOURAGED TO GET INVOLVED BY VOLUNTEERING. BELOW IS A PARTIAL LISTING OF THE ORGANIZATIONS AND ACTIVITIES BAPTIST MEMORIAL HEALTH CARE CORPORATION SUPPORTED IN 2013 -- AGAPE CHILD & FAMILY SERVICES --ALLIANCE FOR NONPROFIT EXCELLENCE --ALS ASSOCIATION -- ALZHEIMER'S ASSOCIATION --AMERICAN CANCER SOCIETY --AMERICAN DIABETES ASSOCIATION --AMERICAN HEART AND STROKE ASSOCIATION --AMERICAN RED CROSS --ARTS MEMPHIS --BELLEVUE BAPTIST CHRISTIAN MOBILE DENTAL CLINIC --BOY SCOUTS OF AMERICA --BOYS & GIRLS CLUB --BRIDGES --CHILDREN'S MUSEUM OF MEMPHIS --CHRIST COMMUNITY HEALTH SERVICES --CHRISTIAN MEDICAL & DENTAL ASSOCIATION --CHURCH HEALTH CENTER --CHURCHES THROUGHOUT OUR SERVICE AREA --COMMUNITY ALLIANCE FOR THE HOMELESS --CROSSLINK INTERNATIONAL --DIXON GALLERY & GARDENS --DRESS FOR SUCCESS --DYERSBURG STATE COMMUNITY COLLEGE --FACING HISTORY AND OURSELVES --GIRL SCOUTS HEART OF THE SOUTH --GIRLS INC -- HABITAT FOR HUMANITY --HARWOOD CENTER --HEALTHY MEMPHIS COMMON TABLE --HEALTHY SHELBY -- JUNIOR ACHIEVEMENT --JUVENILE DIABETES RESEARCH FOUNDATION --LEADERSHIP MEMPHIS --LEMOYNE OWEN COLLEGE --LITERACY MIDSOUTH --LOCAL FARMERS MARKETS --LORRAINE FOUNDATION (NATIONAL CIVIL RIGHTS MUSEUM) --MARCH OF DIMES --MEMPHIS ATHLETIC MINISTRIES --MEMPHIS BIOWORKS FOUNDATION -- MEMPHIS BOTANIC GARDENS --MEMPHIS BRANCH NAACP --MEMPHIS HOUSING AUTHORITY --MEMPHIS LIBRARY FOUNDATION --MEMPHIS-MIDSOUTH AFFILIATE OF SUSAN G. KOMEN FOR THE CURE --METROPOLITAN INTER-FAITH ASSOCIATION (MIFA) --MID-SOUTH FOOD BANK --MIDSOUTH MINORITY BUSINESS COUNCIL --MISSISSIPPI NURSES ASSOCIATION --NATIONAL CIVIL RIGHTS MUSEUM --NATIONAL COUNCIL ON HEALTH CARE FOR THE HOMELESS --NATIONAL MS SOCIETY --NEW MEMPHIS INSTITUTE --PINK PALACE MUSEUM --PUBLIC SCHOOLS THROUGHOUT THE COMMUNITIES IN WHICH WE OPERATE --SALVATION ARMY AND KROC CENTER --SHELBY FARMS PARK CONSERVANCY --SOUTHWEST TN COMMUNITY COLLEGE --THE REGIONAL MEDICAL CENTER --THE UNIVERSITY OF MEMPHIS --TN MEN'S HEALTH NETWORK --UNION UNIVERSITY --UNITED WAY OF THE MID-SOUTH --UNIVERSITY OF TENNESSEE --WOMEN'S FOUNDATION</p>

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section B, line 11	THE FORM 990 IS REVIEWED BY BAPTIST MEMORIAL HEALTH CARE CORPORATION'S PRESIDENT/CEO,SR V P/CFO AND THE V P OF CORPORATE FINANCE. IN ADDITION, THE FORMS 990 AND 990T ARE REVIEWED ANNUALLY BY AN OUTSIDE INDEPENDENT ACCOUNTING AND TAX FIRM. THE FORM 990 HAS NOT BEEN REVIEWED BY THE BOARD OF DIRECTORS. HOWEVER, BAPTIST MEMORIAL HEALTH CARE CORPORATION HAS A GOVERNANCE COMMITTEE THAT IS APPOINTED BY ITS BOARD OF DIRECTORS. THE BAPTIST MEMORIAL HEALTH CARE CORPORATION GOVERNANCE COMMITTEE CONSISTS OF THREE OR MORE MEMBERS ALL OF WHICH MAY OR MAY NOT BE MEMBERS OF THE BOARD OF DIRECTORS. THE BAPTIST MEMORIAL HEALTH CARE CORPORATION GOVERNANCE COMMITTEE WILL REVIEW THE FORM 990 OF ALL OF THE BAPTIST ENTITIES AFTER SUBMITTING THEM TO THE IRS.

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section B, line 12c	BAPTIST MEMORIAL HEALTH CARE CORPORATION REQUIRES THAT ALL EMPLOYEES, INCLUDING OFFICERS AND KEY EMPLOYEES, PERIODICALLY COMPLETE A CERTIFICATION AND ACKNOWLEDGEMENT OF THE BAPTIST MEMORIAL HEALTH CARE CORPORATION STANDARDS OF CONDUCT, WHICH INCORPORATES THE CONFLICT OF INTEREST POLICY. BOARD MEMBERS DISCLOSE AND SIGN A CONFLICT OF INTEREST STATEMENT EACH DECEMBER. IN THE EVENT THAT AN EMPLOYEE OR BOARD MEMBER BECOMES AWARE OF A POTENTIAL CONFLICT OF INTEREST, HE/SHE IS REQUIRED TO REPORT IT TO THEIR CHIEF EXECUTIVE OFFICER BEFORE TAKING ANY ACTION. IF HE/SHE IS THE CHIEF EXECUTIVE OFFICER, THEN HE/SHE IS TO REPORT TO THE CHAIRMAN OF THE BOARD OF DIRECTORS. THE SIGNED CONFLICT OF INTEREST STATEMENTS ARE REVIEWED BY THE SENIOR V.P. AND CORPORATE COUNSEL, AND ARE MAINTAINED IN THE BAPTIST MEMORIAL HEALTH CARE CORPORATION LEGAL DEPARTMENT. IF A CONFLICT OF INTEREST IS FOUND TO EXIST, IT WILL BE THE RESPONSIBILITY OF THE CEO, WITH THE INVOLVEMENT OF THE BAPTIST MEMORIAL HEALTH CARE CORPORATION LEGAL DEPARTMENT, TO RESOLVE THE ISSUE.

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section B, line 15	BAPTIST MEMORIAL HEALTH CARE CORPORATION'S HUMAN RESOURCE DEPARTMENT, THE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS, AND AN INDEPENDENT COMPENSATION CONSULTING FIRM PERFORM ANNUAL REVIEWS EACH DECEMBER AND APPROVE COMPENSATION OF THE CEO AND OTHER TOP MANAGEMENT PERSONNEL. THEY USE COMPARABILITY DATA AND OTHER SOURCES AS NEEDED. THE CEO AND OTHER TOP MANAGEMENT USE THE SAME TYPE OF INFORMATION TO APPROVE COMPENSATION OF OTHER OFFICERS AND KEY EMPLOYEES. ON DECEMBER 12, 2011, THE COMPENSATION WAS REVIEWED AND APPROVED FOR THE CALENDAR YEAR ENDING DECEMBER 31, 2012 FOR THE PRESIDENT, THE VICE PRESIDENTS, AND THE CEO/ADMINISTRATORS.

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section C, line 18	BAPTIST MEMORIAL HEALTH CARE CORPORATION MAKES COPIES OF ITS FORMS 1023, 990, AND 990T AVAILABLE FOR PUBLIC INSPECTION TO ANY ONE WHO REQUESTS THEM AS REQUIRED BY THE IRS

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section C, line 19	BAPTIST MEMORIAL HEALTH CARE CORPORATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST

Identifier	Return Reference	Explanation
Changes in Net Assets or Fund Balances	Form 990, Part XI, line 9	ADJUSTMENT TO EQUITY EARNINGS IN INVESTMENT -327,303 TRANSFER TO/FROM BAPTIST MEMORIAL HOSPITAL-DESOTO, INC 35,000,000 TRANSFER TO/FROM BAPTIST MEMORIAL HOSPITAL-GOLDEN TRIANGLE, INC 10,000,000 TRANSFER TO/FROM BAPTIST MEMORIAL HOSPITAL-N MISSISSIPPI, INC 45,000,000 ADJUSTMENT TO PENSION LIABILITY 871,987

Identifier	Return Reference	Explanation
	PART XII, LINE 2c FINANCIAL STATEMENTS AND REPORTING	BAPTIST MEMORIAL HEALTH CARE CORPORATION HAS AN AUDIT COMMITTEE THAT CHOOSES THE AUDIT FIRM, OVERSEES AND REVIEWS THE AUDIT REPORTS, AND THEN FOLLOWS UP ON ANY NECESSARY CHANGES AND RECOMMENDATIONS THE PROCESS HAS NOT CHANGED FROM PRIOR YEARS

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
BAPTIST MEMORIAL HEALTH CARE CORPORATION

Employer identification number
58-1521475

Part I

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) NORTHEAST ARKANSAS BAPTIST MEMORIAL HEALTH CARE LLC 4800 E JOHNSON AVE JONESBORO, AR 72401 81-0572898	OPERATION OF BAPTIST MEMORIAL HOSPITAL- JONESBORO, INC	AR			N/A
(2) NORTHEAST ARKANSAS BAPTIST HEALTH SERVICES GROUP LLC 4800 E JOHNSON AVE JONESBORO, AR 72401 27-1471186	OPERATE A PREFERRED PROVIDER ORGANIZATION	AR			N/A

Part II

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
See Additional Data Table							

Part III

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

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

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) HEALTH TECH AFFILIATES INC 350 N HUMPHREYS BLVD MEMPHIS, TN 381202177 62-1278576	BUYING & LEASING REAL & PERSONAL PROPERTY	TN	BAPTIST MEMORIAL HEALTH CARE CORPORATION	C	2,638,432	4,729,499	100 000 %	Yes	
(2) BAPTIST MEMORIAL HEALTH SERVICES GROUP OF THE MID-SOUTH INC 350 N HUMPHREYS BLVD MEMPHIS, TN 381202177 62-1534210	HEALTH INSURANCE CONTRACTING	TN	BAPTIST MEMORIAL HEALTH CARE CORPORATION	C	1,527,053	128,819	100 000 %	Yes	
(3) SOUTHCREST PROPERTY OWNERS ASSOCIATION 7601 SOUTHCREST PKWY SOUTHAVEN, MS 38671 64-0768703	BOOKKEEPING & DATA PROCESSING FOR THE SOUTHCREST DEVELOPMENT	MS	BAPTIST MEMORIAL HEALTH CARE CORPORATION	C	43,211	36,125	75 360 %	Yes	
(4) GERMANTOWN BUSINESS PARK OWNERS ASSOCIATION 350 N HUMPHREYS BLVD MEMPHIS, TN 381202177 20-1158216	BOOKKEEPING & DATA PROCESSING FOR THE GERMANTOWN BUSINESS PARK DEVELOPMENT	TN	BAPTIST MEMORIAL MEDICAL GROUP INC	C					No

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

No

1b

Yes

1c

Yes

1d

Yes

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

Yes

1m

No

1n

Yes

1o

Yes

1p

No

1q

No

1r

Yes

1s

No

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
See Additional Data Table			

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: 58-1521475

Name: BAPTIST MEMORIAL HEALTH CARE CORPORATION

Part VII

Supplemental Information

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

Identifier		Return Reference		Explanation									
Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership													
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end- of-year assets	(h) Disproprtionate allocations?		(i) Code V-UBI amount on Box 20 of K-1	(j) General or Managing Partner?		(k) Percentage ownership	
							Yes	No		Yes	No		
BAPTIST-DESOTO SURGERY CENTER 40 BURTON HILLS BLVD STE 500 NASHVILLE, TN 37215 20-0804946	AMBULATORY SURGERY	TN	N/A	N/A				No			No		
BAPTIST-EAST MEMPHIS SURGERY CENTER 80 HUMPHREYS CENTER 101 MEMPHIS, TN 38120 62-1846584	AMBULATORY SURGERY	TN	N/A	N/A				No			No		
BAPTIST-GERMANTOWN SURGERY CENTER LP 40 BURTON HILLS BLVD STE 500 NASHVILLE, TN 37215 62-1829424	AMBULATORY SURGERY	TN	N/A	N/A				No			No		
BAPTIST & PHYSICIANS OP SURGERY CENTER OF N MS 40 BURTON HILLS BLVD STE 500 NASHVILLE, TN 37215 62-0925692	AMBULATORY SURGERY	MS	N/A	N/A				No			No		
BAPTIST N MS IMAGING SERVICES LLC 40 BURTON HILLS BLVD STE 500 NASHVILLE, TN 37215 26-2641267	DIAGNOSTIC SERVICES	MS	N/A	N/A				No			No		
EAST MEMPHIS UROLOGY CENTER LP 40 BURTON HILLS BLVD STE 500 NASHVILLE, TN 37215 62-1810940	AMBULATORY UROLOGICAL SERVICES	TN	N/A	N/A				No			No		
HAMILTON EYE INSTITUTE SURGERY CENTER LP 930 MADISON AVE THIRD FLOOR MEMPHIS, TN 38103 20-2873438	AMBULATORY SURGERY	TN	N/A	N/A				No			No		
MEDICAL ALTERNATIVES 4565 SHELBY RD MEMPHIS, TN 38083 62-1488427	HOME INFUSION PRODUCTS & SERVICES TO PATIENTS	TN	N/A	N/A				No			No		
MEMPHIS BIOMED VENTURES I LLP 17 WPONTOTOC SUITE 200 MEMPHIS, TN 38103 94-3424417	MEDICAL RESEARCH	TN	N/A	N/A				No			No		
MEMPHIS SURGERY CENTER LTD LP 3000 RIVERCHASE GALLERIA STE 500 BIRMINGHAM, AL 35244 62-1218330	AMBULATORY SURGERY	TN	N/A	N/A				No			No		
MEMPHIS-SC LLC 3000 RIVERCHASE GALLERIA STE 500 BIRMINGHAM, AL 35244 62-1590322	AMBULATORY SURGERY	TN	N/A	N/A				No			No		
MEMPHIS-SP LLC 3000 RIVERCHASE GALLERIA STE 500 BIRMINGHAM, AL 35244 62-1590324	AMBULATORY SURGERY	TN	N/A	N/A				No			No		
MIDTOWN SURGERY CENTER LP 40 BURTON HILLS BLVD STE 500 NASHVILLE, TN 37215 62-1619344	AMBULATORY SURGERY	TN	N/A	N/A				No			No		
NORTHWEST TENNESSEE SURGERY CENTER LLC 1722 E REELFOOT UNION CITY, TN 38261 62-1685508	AMBULATORY SURGERY	TN	N/A	N/A				No			No		
SM-B BUILDING LLC 5900 POPLAR AVE STE 100 MEMPHIS, TN 38119 62-1834236	PHYSICIAN OFFICES	TN	N/A	N/A				No			No		

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end- of-year assets	(h) Disproporionate allocations?		(i) Code V-UBI amount on Box 20 of K-1	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
TENNESSEE LITHOTRIPERS LP 9825 SPECTRUM DR BLDG 3 AUSTIN, TX 78717 56-1720365	LITHOTRIPSY SERVICES	TN	N/A	N/A				No			No	
WOLF RIVER MEDICAL CENTER LP 350 N HUMPHREYS BLVD MEMPHIS, TN 381202177 62-1510287	MEDICAL OFFICE BLDG	TN	N/A	N/A				No			No	
CANCER CARE CENTER OF UNION CITY LP 322 HOSPITAL BLVD JACKSON, TN 38305 26-3425045	CANCER CARE SERVICES	TN	N/A	N/A				No			No	
MAYS & SCNAPP PAIN CENTER 55 HUMPHREYS CENTER SUITE 200 MEMPHIS, TN 38120 62-1512849	PAIN MANAGEMENT SERVICES	TN	N/A	N/A				No			No	
CONVENIENT CARE DIAGNOSTIC CENTER PLLC 555 HWY 6 EAST BATESVILLE, MS 38606 64-0914382	RADIOLOGY & DIAGNOSTIC SERVICES	MS	N/A	N/A				No			No	

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
BAPTIST MEMORIAL HEALTH CARE FOUNDATION INC	C	267,401	FMV
BAPTIST MEMORIAL HEALTH CARE FOUNDATION INC	D	1,575,379	FMV
BAPTIST MEMORIAL HOSPITAL-DESOTO INC	B	35,000,000	FMV
BAPTIST MEMORIAL HOSPITAL-GOLDEN TRIANGLE INC	B	10,000,000	FMV
BAPTIST MEMORIAL HOSPITAL-NORTH MISSISSIPPI INC	B	45,000,000	FMV
VARIOUS BAPTIST MEMORIAL HEALTH CARE CORPORATION AFFILIATES	D	175,491,930	FMV
BAPTIST MEMORIAL HOSPITAL INC	D	31,510,613	FMV
BAPTIST MEMORIAL HOSPITAL INC	L	65,173,188	FMV
BAPTIST MEMORIAL HOSPITAL INC	O	103,247	FMV
BAPTIST MEMORIAL HOSPITAL-BOONEVILLE INC	L	2,372,028	FMV
BAPTIST MEMORIAL HOSPITAL-DESOTO INC	L	27,087,864	FMV
BAPTIST MEMORIAL HOSPITAL-GOLDEN TRIANGLE INC	L	13,721,700	FMV
BAPTIST MEMORIAL HOSPITAL-HUNTINGDON INC	L	1,932,024	FMV
BAPTIST MEMORIAL HOSPITAL-NORTH MISSISSIPPI INC	L	15,084,528	FMV
BAPTIST MEMORIAL HOSPITAL-TIPTON INC	L	8,342,568	FMV
BAPTIST MEMORIAL HOSPITAL-UNION CITY INC	L	4,660,644	FMV
BAPTIST MEMORIAL HOSPITAL-UNION COUNTY INC	L	5,321,940	FMV
BAPTIST MEMORIAL HEALTH CARE FOUNDATION INC	N	80,102	FMV
BAPTIST MEMORIAL HEALTH CARE FOUNDATION INC	O	686,292	FMV
BAPTIST MEMORIAL HEALTH SERVICES INC	L	652,176	FMV
BAPTIST MEMORIAL MEDICAL MINISTRIES EMPLOYEE HLTH & WELFARE TRUST	R	7,899,663	FMV
BAPTIST MEMORIAL REGIONAL REHAB SERVICES INC	L	4,673,736	FMV
MEDICAL FINANCIAL SERVICES INC	L	122,544	FMV
BAPTIST MINOR MEDICAL CENTERS INC	L	534,780	FMV
BAPTIST MEMORIAL HOSPITAL-JONESBORO INC	L	4,078,008	FMV

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
BAPTIST HEALTH SERVICES GROUP INC	N	197,714	FMV
HEALTH TECH AFFILIATES INC	L	58,152	FMV
NEA BAPTIST HEALTH CARE	O	82,244	FMV
BAPTIST MEMORIAL HOSPITAL-JONESBORO INC	O	110,876	FMV
BAPTIST MEMORIAL HOSPITAL INC	R	1,063,239	FMV
BAPTIST MEMORIAL HOSPITAL-HUNTINGDON INC	R	1,635,371	FMV
BAPTIST MEMORIAL HOSPITAL-TIPTON INC	R	14,432,357	FMV
BAPTIST MEMORIAL HOSPITAL-UNION CITY INC	R	4,482,052	FMV
BAPTIST MEMORIAL MEDICAL GROUP INC	R	366,742	FMV