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Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2013

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

- Do not enter Social Security numbers on this form as it may be made public.
- Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2013 calendar year, or tax year beginning , 2013 , and ending , 2013		
B Check if applicable:		
<input type="checkbox"/> Address change	C Name of organization MEMORIAL GROUP, INC	D Employer identification number 37-1186035
<input type="checkbox"/> Name change	Doing Business As	
<input type="checkbox"/> Initial return	Number and street (or P O. box if mail is not delivered to street address)	Room/suite
<input type="checkbox"/> Terminated	4500 MEMORIAL DRIVE	
<input type="checkbox"/> Amended return	City or town, state or province, country, and ZIP or foreign postal code	
<input type="checkbox"/> Application pending	BELLEVILLE, IL 62226-5399	
F Name and address of principal officer: MARK J. TURNER, PRESIDENT 4500 MEMORIAL DRIVE, BELLEVILLE, IL 62226-5399		G Gross receipts \$ 49,288,409
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
J Website: ►		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list. (see instructions)
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		H(c) Group exemption number ►
		L Year of formation: 1985 M State of legal domicile: IL

Part I Summary			
Activities & Governance	1 Briefly describe the organization's mission or most significant activities. MEMORIAL GROUP, INC. WAS FORMED TO PLAN, DEVELOP, COORDINATE, AND DIRECT A FULL SERVICE COMMUNITY HEALTHCARE SYSTEM. MGI IS THE PARENT OF SEVERAL ENTITIES THAT PROVIDE HEALTHCARE SERVICES TO THE COMMUNITY.		
	2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	10
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	10
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	116
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	
	9 Program service revenue (Part VIII, line 2g)	0 0	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	40,010,646 38,846,019	
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,171,499 1,738,835	
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	97,939 -4,704	
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	41,280,084 40,580,150	
	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)	52,712,885 51,471,323	
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0 0	
	b Total fundraising expenses (Part IX, column (D), line 25)	21,010,939 17,102,783	
	17 Other expenses (Part IX, column (A), lines 1a-11d, 11f-24b)	73,723,824 68,574,106	
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	-32,443,740 -27,993,956	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	
	21 Total liabilities (Part X, line 26)	52,518,825 188,022,820	
	22 Net assets or fund balances. Subtract line 21 from line 20	13,247,638 141,075,106	
		39,271,187 46,947,714	

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

Sign Here	<i>Mark J. Turner</i>	11/14/14
	Signature of officer	Date
	<i>Mark J. Turner, President</i>	
	Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name DONNA J. LARSON	Preparer's signature <i>Donna J. Larson, CPA</i>	Date 11/13/14	Check <input type="checkbox"/> if self-employed	PTIN P00043751
	Firm's name BKD LLP		11/13/14	Firm's EIN 44-3016260	
	Firm's address 211 N Broadway Ste 600 St Louis MO 63102-2733			Phone no. 314-231-5544	

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

For Paperwork Reduction Act Notice, see the separate instructions. Cat. No. 11282Y Form 990 (2013)

Part III. Statement of Program Service Accomplishments• Check if Schedule O contains a response or note to any line in this Part III **1** Briefly describe the organization's mission:

MEMORIAL GROUP, INC. WAS FORMED TO PLAN, DEVELOP, COORDINATE, AND DIRECT A FULL SERVICE COMMUNITY HEALTHCARE SYSTEM. MEMORIAL GROUP, INC. IS THE PARENT CORPORATION OF SEVERAL CORPORATIONS INCLUDING PROTESTANT MEMORIAL MEDICAL CENTER, INC. THE CONTROLLED CORPORATIONS PROVIDE COMMUNITY HEALTHCARE ACTIVITIES AND PROVIDE PATIENT CARE SERVICES TO THE RESIDENTS OF SOUTHWEST ILLINOIS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code: _____) (Expenses \$ 52,863,128 including grants of \$ _____) (Revenue \$ 38,846,019)

MEMORIAL MEDICAL GROUP, LLC IS A WHOLLY OWNED MEMORIAL GROUP, INC. DISREGARDED ENTITY. MEMORIAL MEDICAL GROUP, LLC IS ORGANIZED TO EMPLOY PHYSICIANS FOR THE MEMORIAL GROUP, INC. INTEGRATED HEALTH CARE DELIVERY SYSTEM THROUGH A NUMBER OF LIMITED LIABILITY COMPANIES WHICH MEMORIAL MEDICAL GROUP, LLC IS THE SOLE MEMBER.

4b (Code: _____) (Expenses \$ 6,734,185 including grants of \$ _____) (Revenue \$ _____)

MEMORIAL GROUP, INC. WAS FORMED TO PLAN, DEVELOP, COORDINATE, AND DIRECT A FULL SERVICE COMMUNITY HEALTHCARE SYSTEM. MEMORIAL GROUP, INC. IS THE PARENT CORPORATION OF SEVERAL OTHER ORGANIZATIONS INCLUDING PROTESTANT MEMORIAL MEDICAL CENTER, INC. THE CONTROLLED CORPORATIONS PROVIDE COMMUNITY HEALTHCARE ACTIVITIES AND PROVIDE PATIENT CARE SERVICES TO SOUTHWEST ILLINOIS.

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

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

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

4e Total program service expenses ► 59,597,313

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 ✓	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 ✓	
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 ✓	
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 ✓	
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 ✓	
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 ✓	
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 ✓	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8 ✓	
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 ✓	
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 ✓	
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 ✓	
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 ✓	
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 ✓	
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 ✓	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e ✓	
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 ✓	
12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a ✓	
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 ✓	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13 ✓	
14 a Did the organization maintain an office, employees, or agents outside of the United States?	14a ✓	
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 ✓	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	15 ✓	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16 ✓	
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 ✓	
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 ✓	
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 ✓	
20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a ✓	
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)

	Yes	No
21		✓
22		✓
23	✓	
24a	✓	
24b		✓
24c		✓
24d		✓
25a		✓
25b		✓
26		✓
27		✓
28a		✓
28b		✓
28c		✓
29		✓
30		✓
31		✓
32		✓
33		✓
34		✓
35a		✓
35b		✓
36		✓
37		✓
38		✓

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	27
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	✓
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	116
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</i>	2b	✓
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	✓
3b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	✓
b	If "Yes," enter the name of the foreign country: ► CAYMAN ISLANDS See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	✓
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	✓
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	✓
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).	7a	✓
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?	7b	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	✓
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	✓
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	✓
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	✓
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?	9a	
9	Sponsoring organizations maintaining donor advised funds.	9b	
a	Did the organization make any taxable distributions under section 4966?	10a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	10b	
10	Section 501(c) organizations. Enter:	11a	
a	Initiation fees and capital contributions included on Part VIII, line 12	11b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	12a	
11	Section 501(c)(12) organizations. Enter:	12b	
a	Gross income from members or shareholders	13a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	13b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	13c	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	14a	✓
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	14b	
a	Is the organization licensed to issue qualified health plans in more than one state?		
	<i>Note. See the instructions for additional information the organization must report on Schedule O.</i>		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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

Section A. Governing Body and Management

- 1a Enter the number of voting members of the governing body at the end of the tax year. **1a** 10
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. **1b** 10
- 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**
- 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**
- 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? **4**
- 5 Did the organization become aware during the year of a significant diversion of the organization's assets? **5**
- 6 Did the organization have members or stockholders? **6**
- 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**
- b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? **7b**
- 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: **8a**
8b
- a The governing body? **8a**
b Each committee with authority to act on behalf of the governing body? **8b**
- 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**

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

- 10a Did the organization have local chapters, branches, or affiliates? **10a**
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? **10b**
- 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? **11a**
b Describe in Schedule O the process, if any, used by the organization to review this Form 990. **12a**
- 12a Did the organization have a written conflict of interest policy? If "No," go to line 13. **12a**
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? **12b**
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done. **12c**
- 13 Did the organization have a written whistleblower policy? **13**
- 14 Did the organization have a written document retention and destruction policy? **14**
- 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**
15b
a The organization's CEO, Executive Director, or top management official **16a**
b Other officers or key employees of the organization **16b**
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).
- 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? **16a**
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? **16b**

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► **ILLINOIS**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request 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: ► **MEMORIAL HOSPITAL-CONTROLLER 4500 MEMORIAL DRIVE, BELLEVILLE, IL 62226-5399 618-257-5602**

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

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

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

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

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

(A) Name and Title	(B) Average hours per week (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
		or director	Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated			
(1) LESLIE MEHRTENS	.35 HRS									
CHAIRMAN, DIRECTOR	1.00 HRS	✓						0	0	0
(2) THOMAS BARNETT	.35 HRS									
DIRECTOR	0 HRS	✓						0	0	0
(3) KEITH COOK	.35 HRS									
DIRECTOR	0 HRS	✓						0	0	0
(4) LARY ECKERT	.35 HRS									
DIRECTOR	1.35 HRS	✓						0	0	0
(5) RANDALL GANIM	.35 HRS									
DIRECTOR	0 HRS	✓						0	0	0
(6) MYRON HANNA	.35 HRS									
DIRECTOR	.35 HRS	✓						0	0	0
(7) THOMAS HOLLOWAY	.35 HRS									
DIRECTOR	0 HRS	✓						0	0	0
(8) JEFFRY LUTZ	.35 HRS									
DIRECTOR	1.35 HRS	✓						0	0	0
(9) ARTHUR PARRISH	.35 HRS									
DIRECTOR	1.35 HRS	✓						0	0	0
(10) ROLAND THOUVENOT	.35 HRS									
DIRECTOR	1.00 HRS	✓						0	0	0
(11) MARK TURNER	1.54 HRS									
PRESIDENT	59.08 HRS		✓					0	956,350	183,777
(12) JOE LANIUS	33.54 HRS									
VICE PRESIDENT FINANCE	27.08 HRS		✓					353,966	0	56,503
(13) JOHN ZIEGLER	5.00 HRS									
VICE PRESIDENT OF HUMAN RESOURCES	55.00 HRS		✓					0	215,272	39,018
(14) JAMES DAVIS	59.00 HRS									
VICE PRESIDENT PHYSICIAN SERVICES	1.00 HRS		✓					211,341	0	33,795

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(15) RUTH HOLMES	50.00 HRS								
ADMINISTRATOR MEMORIAL EAST	10.00 HRS		✓				243,836	0	36,235
(16) PRASAD KANDULA, MD	60.00 HRS				✓				
PHYSICIAN	0 HRS				✓		938,995	0	36,725
(17) HATIM MAHMOOD, MD	60.00 HRS								
PHYSICIAN	0 HRS				✓		723,218	0	43,241
(18) SYED ABDUL-AZIZ, MD	60.00 HRS								
PHYSICIAN	0 HRS				✓		695,597	0	42,127
(19) HANS MOOSA, MD	60.00 HRS								
PHYSICIAN	0 HRS				✓		685,606	0	41,712
(20) DOUGLAS DOTLAGER, MD	60.00 HRS								
PHYSICIAN	0 HRS				✓		642,827	0	40,025
(21)									
(22)									
(23)									
(24)									
(25)									
1b Sub-total							4,495,386	1,171,622	553,158
c Total from continuation sheets to Part VII, Section A							0	0	0
d Total (add lines 1b and 1c)							4,495,386	1,171,622	553,158
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 ► 83									

- 3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

Yes	No
3	✓
4	✓
5	✓

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ANESTHESIA ASSOCIATES-BELLEVILLE, ILLINOIS	PHYSICIAN SERVICES	4,425,000
HOLLAND CONSTRUCTION SERVICES, 1404 CROSS STREET, SHILOH, IL 62260	CONSTRUCTION SERVICES	4,011,254
HDR ARCHITECTURE-PO BOX 3480, OMAHA, NE 68103-0480	ARCHITECTURAL SERVICES	1,057,820
LINCOLN SURGICAL, 3RD STREET, BELLEVILLE, IL 62220	PHYSICIAN SERVICES	600,000
CLIFTONLARSONALLEN, LLP 220 S. 6TH STREET, MINNEAPOLIS, MN 55402-1436	ACCOUNTING SERVICES	587,175
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 ► 10		

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns . . .	1a					
	b Membership dues . . .	1b					
	c Fundraising events . . .	1c					
	d Related organizations . . .	1d					
	e Government grants (contributions)	1e					
	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 ►						
Program Service Revenue	Business Code						
	2a MEMORIAL MEDICAL GROUP LLC	621110	38,846,019	38,846,019			
	b						
	c						
	d						
	e						
	f All other program service revenue .						
	g Total. Add lines 2a-2f ►		38,846,019				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) . . . ►		700,037				700,037
	4 Income from investment of tax-exempt bond proceeds ►						
	5 Royalties . . . ►						
	6a Gross rents . .	(i) Real	(ii) Personal				
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss) . . . ►						
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	b Less cost or other basis and sales expenses .	9,748,057					
	c Gain or (loss) . .	8,709,259					
	d Net gain or (loss) . . . ►	1,038,798		1,038,798			1,038,798
	8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	a					
b Less: direct expenses . . . b							
c Net income or (loss) from fundraising events ►							
9a Gross income from gaming activities. See Part IV, line 19	a						
b Less: direct expenses . . . b							
c Net income or (loss) from gaming activities ►							
10a Gross sales of inventory, less returns and allowances . . . a							
b Less: cost of goods sold . . . b							
c Net income or (loss) from sales of inventory . . . ►							
Miscellaneous Revenue		Business Code					
11a CONTRIBUTIONS RECEIVED IN	900099	-4704				-4704	
b ACQUISITIONS							
c							
d All other revenue . . .							
e Total. Add lines 11a-11d ►							
12 Total revenue. See instructions. ►		40,580,150	38,846,019			1,734,131	

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 or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	935,676		935,676	
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	41,306,001	37,324,847	3,981,154	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	2,134,595	1,928,853	205,742	
9 Other employee benefits	4,963,153	4,486,133	477,020	
10 Payroll taxes	2,057,498	1,863,615	193,883	
11 Fees for services (non-employees):				
a Management	74,400		74,400	
b Legal	507,260		507,260	
c Accounting	12,279		12,279	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	2,787,969	1,872,922	915,047	
12 Advertising and promotion				
13 Office expenses	2,065,925	1,761,910	304,015	
14 Information technology				
15 Royalties				
16 Occupancy	2,643,843	2,406,753	237,090	
17 Travel	67,515	67,515		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	787,457	787,457		
23 Insurance	605,260	578,575	26,685	
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 PHYSICIAN PRACTICE EXPENSES	5,044,497	5,044,497		
b EDUCATIONAL PROGRAMS	26,004	26,004		
c PROPERTY TAXES	106,984	106,984		
d REPAIRS & MAINTENANCE	154,536	154,536		
e All other expenses	2,293,254	1,186,712	1,106,542	
25 Total functional expenses. Add lines 1 through 24e	68,574,106	59,597,313	8,976,793	
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 or note to any line in this Part X

		(A) Beginning of year	(B) End of year	
Assets	1 Cash—non-interest-bearing	424,591	1 3,278,195	
	2 Savings and temporary cash investments	2		
	3 Pledges and grants receivable, net	3		
	4 Accounts receivable, net	5,518,844	4 4,331,634	
	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	176,570	8 142,429	
	9 Prepaid expenses and deferred charges	450,755	9 2,102,894	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 22,123,045		
	b Less: accumulated depreciation	10b 2,063,503	15,146,469	10c 20,059,542
	11 Investments—publicly traded securities		30,801,596	11 158,108,126
	12 Investments—other securities. See Part IV, line 11			12
	13 Investments—program-related. See Part IV, line 11			13
	14 Intangible assets			14
	15 Other assets. See Part IV, line 11			15
16 Total assets. Add lines 1 through 15 (must equal line 34)		52,518,825	16 188,022,820	
Liabilities	17 Accounts payable and accrued expenses	12,722,658	17 14,000,881	
	18 Grants payable		18	
	19 Deferred revenue			19
	20 Tax-exempt bond liabilities			20 124,362,705
	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			23
	24 Unsecured notes and loans payable to unrelated third parties			24
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		524,980	25 2,711,520
	26 Total liabilities. Add lines 17 through 25		13,247,638	26 141,075,106
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	39,271,187	27 46,947,714	
	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	39,271,187	33 46,947,714	
	34 Total liabilities and net assets/fund balances	52,518,825	34 188,022,820	

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	40,580,150
2	Total expenses (must equal Part IX, column (A), line 25)	2	68,574,106
3	Revenue less expenses. Subtract line 2 from line 1	3	-27,993,956
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	39,271,187
5	Net unrealized gains (losses) on investments	5	-214,785
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	35,885,268
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	46,947,714

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

- 1 Accounting method used to prepare the Form 990: Cash Accrual Other
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a	✓	
2b	✓	
2c	✓	
3a	✓	
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

► Attach to Form 990 or Form 990-EZ.
► Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization

SOUTHWEST ILLINOIS HEALTH VENTURES, INC.

Employer identification number

37-1413286

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

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

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) PROTESTANT MEMORIAL MED	37-0635502	3	✓		✓		✓		59,597,313
(B)									
(C)									
(D)									
(E)									
Total									59,597,313

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test—2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

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

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

Section A. Public Support**Calendar year (or fiscal year beginning in) ►**

- 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.)

	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1						
2						
3						
4						
5						
6						
7a						
b						
c						
8						

Section B. Total Support**Calendar year (or fiscal year beginning in) ►**

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

	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9						
10a						
b						
c						
11						
12						
13						
14						

Section C. Computation of Public Support Percentage

- 15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))
- 16 Public support percentage from 2012 Schedule A, Part III, line 15

15	%
16	%

Section D. Computation of Investment Income Percentage

- 17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))
- 18 Investment income percentage from 2012 Schedule A, Part III, line 17
- 19a **33 1/3% support tests – 2013.** 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 – 2012.** 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.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE D
(Form 990).Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

► Attach to Form 990.

► Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013Open to Public
Inspection

Name of the organization

Employer Identification number

MEMORIAL GROUP, INC.

37-1186035

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

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

Part II Conservation Easements.

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- | | |
|--|--|
| a <input type="checkbox"/> Public exhibition | d <input type="checkbox"/> Loan or exchange programs |
| b <input type="checkbox"/> Scholarly research | e <input type="checkbox"/> Other _____ |
| c <input type="checkbox"/> Preservation for future generations | |
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements.

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|----|--------|
| 1c | |
| 1d | |
| 1e | |
| 1f | |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

Part V Endowment Funds.

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

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

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

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Temporarily restricted endowment ► %

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

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

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

(i) unrelated organizations

(ii) related organizations

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. 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	8,339,441			8,339,441
b Buildings				
c Leasehold improvements				
d Equipment		3,694,495	2,063,503	1,630,992
e Other		10,089,109	0	10,089,109
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				20,059,542

Part VII Investments—Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

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

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

Part VIII Investments—Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

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

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

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

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO AFFILIATED CORPORATION	2,711,520
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	

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

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

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		
3	Subtract line 2e from line 1		
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		
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.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

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		
3	Subtract line 2e from line 1		
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		
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5

Part XIII Supplemental Information.

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.

PART X, LINE 2 FIN 48**MANAGEMENT HAS EVALUATED THEIR INCOME TAX POSITIONS UNDER THE GUIDANCE INCLUDED IN ASC 740. BASED ON THEIR****REVIEW, MANAGEMENT HAS NOT IDENTIFIED ANY MATERIAL UNCERTAIN TAX POSITIONS TO BE RECORDED OR DISCLOSED IN THE****FINANCIAL STATEMENTS**

Part XIII . Supplemental Information (continued)

**SCHEDULE F
(Form 990)**Department of the Treasury
Internal Revenue Service**Statement of Activities Outside the United States**

OMB No 1545-0047

2013Open to Public
Inspection

Name of the organization

Employer identification number

MEMORIAL GROUP, INC.

37-1186035

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

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

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CARIBBEAN/CENTRAL AMERI			INVESTMENTS		4,384,386
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					4,384,386
b Total from continuation sheets to Part I					0
c Totals (add lines 3a and 3b)					4,384,386

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

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

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

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

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

Part V Supplemental Information

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

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" on Form 990, Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

► Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

MEMORIAL GROUP, INC.

Employer identification number

37-1186035

Part I Questions Regarding Compensation

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

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

	Yes	No
1a		
1b		
2		

1b		
2		
3		
4a		
4b	✓	
4c	✓	

5a	✓
5b	✓
6a	✓
6b	✓
7	✓
8	✓
9	

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

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

- a The organization?
b Any related organization?

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

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

- a The organization?
b Any related organization?

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

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

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

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

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				
1 <u>MARK TURNER, PRESIDENT</u>	(i) 0	(ii) 938,850	(iii) 0	0	0	0	0
2 <u>JOE LANIUS, VICE PRESIDENT</u>	(i) 336,466	(ii) 0	(iii) 17,500	163,650	20,127	1,140,127	0
3 <u>JOHN ZIEGLER, VICE PRESIDENT HUMAN RESOURCES</u>	(i) 0	(ii) 0	(iii) 0	41,069	15,434	410,469	0
4 <u>JAMES DAVIS, VICE PRESIDENT PHYSICIAN SERVICES</u>	(i) 197,772	(ii) 0	(iii) 17,500	20,852	18,165	254,289	0
5 <u>RUTH HOMES, ADMINISTRATOR MEMORIAL EAST</u>	(i) 198,850	(ii) 0	(iii) 12,491	17,425	16,310	245,136	0
6 <u>PRASAD KANDULA, MD, PHYSICIAN</u>	(i) 234,313	(ii) 0	(iii) 9,523	17,982	18,253	280,071	0
7 <u>HATIM MAHMOOD, MD, PHYSICIAN</u>	(i) 706,718	(ii) 0	(iii) 16,500	28,314	14,927	766,459	0
8 <u>SYED ABDUL-AZIZ, MD, PHYSICIAN</u>	(i) 679,097	(ii) 0	(iii) 0	0	0	0	0
9 <u>HANS MOOSA, MD, PHYSICIAN</u>	(i) 669,106	(ii) 0	(iii) 16,500	27,200	14,927	737,724	0
10 <u>DOUGLAS DOTHAGER, MD, PHYSICIAN</u>	(i) 626,327	(ii) 0	(iii) 0	26,785	14,927	727,318	0
11	(i) 0	(ii) 0	(iii) 0	0	0	0	0
12	(i) 0	(ii) 0	(iii) 0	0	0	0	0
13	(i) 0	(ii) 0	(iii) 0	0	0	0	0
14	(i) 0	(ii) 0	(iii) 0	0	0	0	0
15	(i) 0	(ii) 0	(iii) 0	0	0	0	0
16	(i) 0	(ii) 0	(iii) 0	0	0	0	0

Part III Supplemental Information

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.

DEFERRED COMPENSATION AND RETIREMENT CONTRIBUTIONS PER PART II (C):

MARK TURNER, PRESIDENT

RETIREMENT CONTRIBUTION-\$15,852

DEFERRED COMPENSATION-\$147,798

JOE LANIUS, VICE PRESIDENT FINANCE

RETIREMENT CONTRIBUTION-\$15,852

DEFERRED COMPENSATION-\$25,217

JOHN ZIEGLER, VICE PRESIDENT HUMAN RESOURCES

RETIREMENT CONTRIBUTION-\$10,546

DEFERRED COMPENSATION-\$10,306

JAMES DAVIS, VICE PRESIDENT PHYSICIAN SERVICES

RETIREMENT CONTRIBUTION-\$11,178

DEFERRED COMPENSATION-\$6,247

RUTH HOLMES, ADMINISTRATOR MEMORIAL EAST

RETIREMENT CONTRIBUTION-\$13,219

DEFERRED COMPENSATION-\$4,763

PRASAD KANDULA, PHYSICIAN MEMORIAL MEDICAL GROUP

RETIREMENT CONTRIBUTION-\$36,725

DEFERRED COMPENSATION-\$0

Part III Supplemental Information

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.

DEFERRED COMPENSATION AND RETIREMENT CONTRIBUTIONS PER PART II (C):

HATIM MAHMOOD, MD, PHYSICIAN MEMORIAL MEDICAL GROUP:

RETIREMENT CONTRIBUTION-\$28,314

DEFERRED COMPENSATION-\$0

SYED ABDUL-AZIZ, MD, PHYSICIAN MEMORIAL MEDICAL GROUP:

RETIREMENT CONTRIBUTION-\$27,2000

DEFERRED COMPENSATION-\$0

HANS MOOSA, MD, PHYSICIAN MEMORIAL MEDICAL GROUP:

RETIREMENT CONTRIBUTION-\$26,786

DEFERRED COMPENSATION-\$0

DOUGLAS DOTHAGER, MD, PHYSICIAN MEMORIAL MEDICAL GROUP:

RETIREMENT CONTRIBUTION-\$25,998

DEFERRED COMPENSATION-\$0

SCHEDULE K
(Form 990)

OMB No 1545-0047
2013

Department of the Treasury
Internal Revenue Service
Name of the organization

MEMORIAL GROUP, INC.

Part I **Bond Issues**

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased	(h) On behalf of issuer	(i) Pooled financing
Yes	No	Yes	No	Yes	No	Yes	No	No
A SOUTHWEST ILLINOIS DEVELOPMENT AUTH	37-1234684	84553A AE2	12/06/2013	156,712,718	CAPITAL BUILDING PROJECTS	✓	✓	✓
B								
C								
D								

Part II **Proceeds**

	A	B	C	D
1 Amount of bonds retired
2 Amount of bonds legally defeased
3 Total proceeds of issue	124,362,704
4 Gross proceeds in reserve funds	13,206,925
5 Capitalized interest from proceeds
6 Proceeds in refunding escrows
7 Issuance costs from proceeds	1,747,772
8 Credit enhancement from proceeds
9 Working capital expenditures from proceeds
10 Capital expenditures from proceeds
11 Other spent proceeds
12 Other unspent proceeds	109,408,007
13 Year of substantial completion
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?
15 Were the bonds issued as part of an advance refunding issue?
16 Has the final allocation of proceeds been made?
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?

Part III **Private Business Use**

	A	B	C	D
Yes	No	Yes	No	Yes
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?
2 Are there any lease arrangements that may result in private business use of bond-financed property?

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

Cat. No. 50193E

Schedule K (Form 990) 2013

Part III Private Business Use (Continued)

	A				B				C				D			
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		✓														
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?																
c Are there any research agreements that may result in private business use of bond-financed property?		✓														
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?																
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government. ▲	%		%		%		%		%		%		%		%	
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government. ▲	%		%		%		%		%		%		%		%	
6 Total of lines 4 and 5	%		%		%		%		%		%		%		%	
7 Does the bond issue meet the private security or payment test?		✓														
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?			✓													
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of	%				%		%		%		%		%		%	
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?																
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?		✓														

Part IV Arbitrage

	A				B				C				D			
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?			✓													
2 If "No" to line 1, did the following apply?																
a Rebate not due yet?		✓														
b Exception to rebate?																
c No rebate due?																
3 If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed																
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		✓														
b Name of provider																
c Term of hedge																
d Was the hedge superintegrated?																
e Was the hedge terminated?																

Part IV Arbitrage (Continued)

Page 3

	A	B	C	D
	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?				
b Name of provider	✓			
c Term of GIC	N/A			
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?				
6 Were any gross proceeds invested beyond an available temporary period?	✓			
7 Has the organization established written procedures to monitor the requirements of section 148?	✓			

Part V Procedures To Undertake Corrective Action

	A	B	C	D
	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	✓			

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

ON DECEMBER 6, 2013, SOUTHWESTERN ILLINOIS DEVELOPMENT AUTHORITY ISSUED TO MEMORIAL GROUP, INC. REVENUE BONDS IN THE ORIGINAL PAR AMOUNT OF \$156,712,718. OF THE TOTAL INDEBTEDNESS, \$15,586,237 WAS ALLOCATED TO PROTESTANT MEMORIAL MEDICAL CENTER, INC. AND \$16,763,777 WAS ALLOCATED TO SOUTHWEST ILLINOIS HEALTH VENTURES, INC. MEMORIAL GROUP, INC. WAS ALLOCATED \$124,362,704.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

► Attach to Form 990 or 990-EZ.
► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

MEMORIAL GROUP, INC.

Employer identification number

37-1186035

GOVERNANCE AND DISCLOSURE:

FORM 990, PART VI, LINES 11A

LINE 11A-DESCRIPTION OF REVIEW PROCESS BY BOARD OF DIRECTORS- -DIRECTORS OF MEMORIAL GROUP, INC. ARE

PROVIDED A COPY OF THE TAX RETURN PRIOR TO FILING FOR REVIEW. ANY DISCREPANCIES OR QUESTIONS ARE THEN

SUBMITTED TO THE VICE PRESIDENT OF FINANCE.

LINE 12C-CONFLICT OF INTEREST POLICY-OFFICERS AND DIRECTORS OF MEMORIAL GROUP INC. COMPLETE A CONFLICT OF INTEREST

STATEMENT ANNUALLY. TRANSACTIONS DISCLOSED ON THE STATEMENTS ARE REVIEWED BY THE BOARD. THE BOARD OR A DUALLY

CONSTITUTED COMMITTEE THEREOF SHALL DETERMINE WHETHER A CONFLICT EXISTS AND IN THE CASE OF AN EXISTING CONFLICT,

WHETHER THE CONTEMPLATED TRANSACTION MAY BE AUTHORIZED AS JUST, FAIR, AND REASONABLE TO MEMORIAL GROUP INC.

LINE 15A & 15B-DESCRIPTION OF COMPENSATION POLICIES-THE COMPENSATION COMMITTEE UTILIZES THE SERVICES OF AN

INDEPENDENT CONSULTANT TO DEVELOP HOSPITAL SURVEY DATA TO COMPARE SALARIES AND BENEFITS FOR ALL CORPORATE

OFFICERS (CEO AND VICE PRESIDENTS). BASED ON THE SURVEY RESULTS, THE COMPENSATION COMMITTEE ESTABLISHES

COMPENSATION FOR THE ENSUING YEAR.

LINE 18 & 19-DESCRIPTION OF PUBLIC DISCLOSURE-UPON FILING FORM 990 AND SUPPORTING SCHEDULES, PUBLIC DISCLOSURE

COPIES ARE AVAILABLE FOR PUBLIC INSPECTION IN THE OFFICE OF THE PRESIDENT OF MEMORIAL GROUP, INC. DURING

REGULAR BUSINESS HOURS OF 8:30AM-5:00PM. COPIES ARE PROVIDED UPON REQUEST FOR A NOMINAL FEE WRITTEN REQUESTS

ARE HONORED WITHIN 30 DAYS AND REQUESTS IN PERSON ARE PROVIDED ON THE DAY OF REQUEST. MEMORIAL GROUP, INC.

PROVIDES FOR PUBLIC INSPECTIONS THE MOST RECENT THREE YEARS OF FILINGS.

MEMORIAL GROUP, INC. DOES NOT MAKE ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, OR FINANCIAL STATEMENTS

AVAILABLE TO THE PUBLIC.

PART XI-RECONCILIATION OF NET ASSETS-LINE 9 OTHER CHANGES IN NET ASSETS OR FUND BALANCES

\$16,416,781 FUND BALANCE TRANSFER TO MEMORIAL GROUP, INC. FROM PROTESTANT MEMORIAL MEDICAL CENTER, INC.

(EIN#37-0635502), A RELATED 501(C)(3) ORGANIZATION TO MEMORIAL MEDICAL GROUP LLC.

Name of the organization

MEMORIAL GROUP, INC.

Employer identification number

37-1186035**PART XI-RECONCILIATION OF NET ASSETS-LINE 5 OTHER CHANGES IN NET ASSETS OR FUND BALANCES (CONTINUED)****\$24,252,873 FUND BALANCE TRANSFER FROM PROTESTANT MEMORIAL MEDICAL CENTER, INC (EIN#37-0635502), A RELATED 501(c)(3) ORGANIZATION TO MEMORIAL MEDICAL GROUP LLC.****(\$4,384,386) FUND BALANCE TRANSFER TO MEMORIAL CAPTIVE INSURANCE COMPANY-CAYMANS (EIN#98-1082415), A RELATED TAXABLE ORGANIZATION.****(\$400,000) FUND BALANCE TRANSFER TO MEMORIAL CAPTIVE INSURANCE COMPANY-ARIZONA (EIN#20-1267507), A RELATED TAXABLE ORGANIZATION.****\$35,885,268 TOTAL OTHER CHANGES IN NET ASSETS OR FUND BALANCES****FORM 990, PART VI, LINE 2****MARK TURNER, ARTHUR PARRISH, LARY ECKERT, RANDALL GANIM, AND LESLIE MEHRTENS ALL HAVE A BUSINESS RELATIONSHIP AS A RESULT OF ALSO SERVING AS OFFICERS OR DIRECTORS OF MEMORIAL CAPTIVE INSURANCE COMPANY, A RELATED TAXABLE ENTITY.****FORM 990, PART VI, SECTION B, LINE 14****A RECORD RETENTION AND DESTRUCTION POLICY WAS ADOPTED IN SEPTEMBER 2014**

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

MEMORIAL GROUP, INC.

Related Organizations and Unrelated Partnerships

- Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
- Attach to Form 990. ► See separate Instructions.
- Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047
2013

Open to Public
Inspection

Employer identification number

37-1186035 *

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on 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) MEMORIAL MEDICAL GROUP, LLC #27-2019352 4500 MEMORIAL DRIVE, BELLEVILLE, IL 62226	HEALTHCARE	ILLINOIS	38,841,315	17,350,083	MGI
(2) PC ASSOCIATES, LLC #37-1595406 4500 MEMORIAL DRIVE, BELLEVILLE, IL 62226	HEALTHCARE	ILLINOIS			MMG
(3) CA GROUP, LLC #38-3810259 4500 MEMORIAL DRIVE, BELLEVILLE, IL 62226	HEALTHCARE	ILLINOIS			MMG
(4) MSA ALLIANCE, LLC #27-2019538 4500 MEMORIAL DRIVE, BELLEVILLE, IL 62226	HEALTHCARE	ILLINOIS			MMG
(5) OA ASSOCIATES, LLC #27-2025002 4500 MEMORIAL DRIVE, BELLEVILLE, IL 62226	HEALTHCARE	ILLINOIS			MMG
(6) OB PRACTICE, LLC #27-2795665 4500 MEMORIAL DRIVE, BELLEVILLE, IL 62226	HEALTHCARE	ILLINOIS			MMG
Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on 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
(1) SOUTHWEST ILLINOIS HEALTH VENTURES, INC. 4500 MEMORIAL DRIVE, BELLEVILLE, IL 62226 EIN#37-1413286	MANAGEMENT	ILLINOIS	501(C)(3)	11-TYPE-I MGI	✓
(2) MEMORIAL FOUNDATION, INC. 4500 MEMORIAL DRIVE, BELLEVILLE, IL 62226 EIN#37-1186034	FUNDRAISING	ILLINOIS	501(C)(3)	11-TYPE-I MGI	✓
(3) MEMORIAL HOSPITAL SELF INSURANCE TRUST FUND 4500 MEMORIAL DRIVE, BELLEVILLE, IL 62226 EIN#37-1064809	INSURANCE	ILLINOIS	501(C)(3)	11-TYPE-I MGI	✓
(4) PROTESTANT MEMORIAL MEDICAL CENTER, INC. 4500 MEMORIAL DRIVE, BELLEVILLE, IL 62226 EIN#37-0635502	HEALTHCARE	ILLINOIS	501(C)(3)	3 MGI	✓
(5) .....	.....	.....	.....	.....	.....
(6) .....	.....	.....	.....	.....	.....
(7) .....	.....	.....	.....	.....	.....

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

Cat. No. 50135Y

Schedule R (Form 990) 2013

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

MEMORIAL GROUP, INC.

OMB No. 1545-0047
2013
Open to Public
Inspection

Employer identification number

37-1186033

Related Organizations and Unrelated Partnerships

► Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
► Attach to Form 990. ► See separate instructions.
► Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on 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) HBP GROUP, LLC #27-3373032 4500 MEMORIAL DRIVE, BELLEVILLE, IL 62226	HEALTHCARE	ILLINOIS			MMC
(2)					
(3)					
(4)					
(5)					
(6)					

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on 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?
(1)						Yes <input type="checkbox"/> No <input type="checkbox"/>
(2)						
(3)						
(4)						
(5)						
(6)						
(7)						

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

Cat. No. 50135Y

Schedule R (Form 990) 2013

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on 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) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(i) General or managing partner?	(j) Disproportionate allocations?	(k) Percentage ownership	
(1)											
(2)											
(3)											
(4)											
(5)											
(6)											
(7)											

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on 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?	(j) Yes	(k) No	
(1)											
(2)											
(3)											
(4)											
(5)											
(6)											
(7)											

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on 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)

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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) PROTESTANT MEMORIAL MEDICAL CENTER, INC.	C	40,669,654	CASH
(2) PROTESTANT MEMORIAL MEDICAL CENTER, INC.	N	1,000	ASSET VALUE
(3) PROTESTANT MEMORIAL MEDICAL CENTER, INC.	O	1,394,417	CASH
(4) MEMORIAL CAPTIVE INSURANCE COMPANY-ARIZONA	B	400,000	CASH
(5) MEMORIAL CAPTIVE INSURANCE COMPANY-CAYMANS	B	4,384,386	CASH
(6)			

Part VI**Unrelated Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?	(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			
(1)											
(2)											
(3)											
(4)											
(5)											
(6)											
(7)											
(8)											
(9)											
(10)											
(11)											
(12)											
(13)											
(14)											
(15)											
(16)											

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions).