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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

OMB No. 1545-0047

2013Open to Public
Inspection**A** For the **2013** calendar year, or tax year beginning , **2013**, and ending , **20****B** Check if applicable:

<input type="checkbox"/>	Address change
<input checked="" type="checkbox"/>	Name change
<input type="checkbox"/>	Initial return
<input type="checkbox"/>	Terminated
<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Application pending

C Name of organization **TEXAS HEALTH RESOURCES FOUNDATION**
FKA TEXAS HEALTH PRESBYTERIAN FOUNDATION

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

Room/suite

612 E. LAMAR BLVD**300**

City or town, state or province, country, and ZIP or foreign postal code

ARLINGTON, TX 76011**F** Name and address of principal officer **JAMES MCAULEY****612 E. LAMAR BLVD ARLINGTON, TX 76011****D** Employer identification number**75-2022128****E** Telephone number**(682) 236-7900****G** Gross receipts \$ **160,962,720.****H(a)** Is this a group return for subordinates? ☐ Yes ☒ No**H(b)** Are all subordinates included? ☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶**I** Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no) ☐ 4947(a)(1) or ☐ 527**J** Website: ▶ **TEXASHEALTH.ORG****K** Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation **1985** **M** State of legal domicile **TX****Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities DEVELOP AND CULTIVATE PHILANTHROPY AND COLLABORATIVE RELATIONSHIPS WITHIN THE COMMUNITY TO SUPPORT THE PROGRAMS AND SERVICES OFFERED BY TX HEALTH RESOURCES RELATED ENTITIES	
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets	
	3	Number of voting members of the governing body (Part VI, line 1a)	3 18.
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4 18.
	5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5 0
	6	Total number of volunteers (estimate if necessary)	6 585.
	Revenue	7a	Total unrelated business revenue from Part VIII, column (C), line 12
7b		Net unrelated business taxable income from Form 990-T, line 34	7b 0
8		Contributions and grants (Part VIII, line 1h)	Prior Year 5,311,388. Current Year 15,885,752.
9		Program service revenue (Part VIII, line 2g)	0 0
10		Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,867,949. 14,979,268.
11		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	237,794. 359,861.
12		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	8,417,131. 31,224,881.
13		Grants and similar amounts paid (Part IX, column (A), lines 13-14)	6,477,334. 12,075,720.
14		Benefits paid to or for members (Part IX, column (A), line 4)	0 0
Expenses		15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 15-16)
	16a	Professional fundraising fees (Part IX, column (A), line 17)	0 0
	b	Total fundraising expenses (Part IX, column (D), line 25)	2,721,105.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	3,607,097. 5,413,436.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	10,084,431. 18,085,396.
	19	Revenue less expenses Subtract line 18 from line 12	-1,667,300. 13,139,485.
	Net Assets or Fund Balances	20	Total assets (Part X, line 16)
21		Total liabilities (Part X, line 26)	1,100,781. 10,049,212.
22		Net assets or fund balances Subtract line 21 from line 20	152,655,968. 239,336,387.

Part II Signature Block

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

Sign Here

Signature of officer

Date

RICK MCWHORTER**ASST SECRETARY**

Type or print name and title

Paid**Preparer Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2013)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☐ Yes ☒ No**1** Briefly describe the organization's mission

DEVELOP AND CULTIVATE PHILANTHROPY AND COLLABORATIVE RELATIONSHIPS
 WITHIN THE COMMUNITY TO SUPPORT THE PROGRAMS AND SERVICES OFFERED BY
 TEXAS HEALTH RESOURCES RELATED ENTITIES.

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 \$ 12,086,960. including grants of \$ 12,075,720.) (Revenue \$ 31,224,881.)
 ATTACHMENT 1

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

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

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses ► 12,086,960.

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	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	X	
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		X
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	X	
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		X
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	X	
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		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
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	X	
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	X	
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	X	
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		X
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		X
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		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		X
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	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14 a Did the organization maintain an office, employees, or agents outside of the United States?		X
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		X
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		X
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		X
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)		X
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	X	
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		X
20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a.</i>		X
24 b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24 c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24 d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
25 b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payable to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Form 990 (2013)

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 ☒ X

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a 28		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
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 0		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
b 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		X
b If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
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	X	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	X	
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	X	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year.	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		X
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		X
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		X
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12.	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b		
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders.	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b		
c Enter the amount of reserves on hand.	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to 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 ☒ X

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	18	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
b Enter the number of voting members included in line 1a, above, who are independent	18	
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?	X	
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?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?	X	
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?	X	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
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		X

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
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?		X
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?		

Section C. Disclosure

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

18 Section 6104 requires an organization to make its 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 ► DAVID JACKSON 612 E. LAMAR BLVD ARLINGTON, TX 76011 (682) 236-7900

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck 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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) BENNETT, JR., CARROL M. TRUSTEE	1.00	X						0	0	0
(2) COMPTON, R. BROCK VICE CHAIR	2.00	X						0	0	0
(3) EPSTEIN, BARRY M. TRUSTEE	1.00	X						0	0	0
(4) EWING, III, S. FINLEY TRUSTEE	1.00	X						0	0	0
(5) FIKES, MARTHA TRUSTEE	1.00	X						0	0	0
(6) HAWKINS, PAT C. TRUSTEE	1.00	X						0	0	0
(7) LAMKIN, BILL M. TRUSTEE	1.00	X						0	0	0
(8) LEBLANC, RICHARD E. TRUSTEE	1.00	X						0	0	0
(9) LEISER, THOMAS A. TRUSTEE	1.00	X						0	0	0
(10) LLOYD, CHESLEIGH COFER TRUSTEE	1.00	X						0	0	0
(11) MORONESO, PHILIP A. CHAIR	2.00	X						0	0	0
(12) NORWOOD, PHILIP E. TRUSTEE	1.00	X						0	0	0
(13) POSS, MARY E. TRUSTEE	1.00	X						0	0	0
(14) REYNOLDS, MATT TRUSTEE	1.00	X						0	0	0

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
15) RITZ, BRENDA TRUSTEE	1.00	X						0	0	0
16) ROMO, MICHAEL J. TRUSTEE	1.00	X						0	0	0
17) SANKARY, LYNNY W. TRUSTEE	1.00	X						0	0	0
18) SLICKER, WILLIAM C. TRUSTEE	1.00	X						0	0	0
19) BOES, CHARLES W. ASSISTANT SECRETARY	.50 40.00			X				0	705,227.	34,086.
20) FARRAR, ED ASSISTANT SECRETARY	.50 40.00			X				0	189,979.	34,331.
21) HAWTHORNE, DOUGLAS D. FACHE CEO, THR	.50 40.00			X				0	2,182,751.	34,688.
22) KRAMER, KENNETH SVP/ASSOC GENERAL COUNSEL, THR	.50 40.00			X				0	429,376.	110,745.
23) MCWHORTER, RICK E. ASSISTANT SECRETARY	.50 40.00			X				0	417,738.	64,613.
24) MCAULEY, JAMES K PRESIDENT THR FOUNDATION	40.00			X				343,746.	0	45,065.
25) MCWHORTER, LAURA QUENETTE VP FOUNDATION	40.00			X				193,288.	34,915.	21,973.
1b Sub-total								0	0	0
c Total from continuation sheets to Part VII, Section A								537,034.	5,570,747.	452,386.
d Total (add lines 1b and 1c)								537,034.	5,570,747.	452,386.

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 **2**

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

	Yes	No
3	X	
4	X	
5		X

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

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
ATTACHMENT 2		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **1**

[illegible]

d Total (add lines 1b and 1c) ▶

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	2
---	---	---

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*

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

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

Part VIII Statement of Revenue

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

☒ **X**

				(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	749,844.			
	d	Related organizations	1d	1,589,678.			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	13,546,230.			
	g	Noncash contributions included in lines 1a-1f \$		75,908.			
	h	Total. Add lines 1a-1f		15,885,752.			
Program Service Revenue				Business Code			
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		0			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		3,442,590.			3,442,590.
	4	Income from investment of tax-exempt bond proceeds		0			
	5	Royalties		623,239.			623,239.
		(i) Real	(ii) Personal				
	6a	Gross rents					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)		0			
		(i) Securities	(ii) Other				
	7a	Gross amount from sales of assets other than inventory		140,724,910.			
	b	Less cost or other basis and sales expenses		129,187,242.	990.		
	c	Gain or (loss)		11,537,668.	-990.		
	d	Net gain or (loss)		11,536,678.			11,536,678.
	8a	Gross income from fundraising events (not including \$ 749,844. of contributions reported on line 1c) See Part IV, line 18		284,730.			
	b	Less direct expenses		549,607.			
	c	Net income or (loss) from fundraising events		-264,878.			-264,878.
	9a	Gross income from gaming activities See Part IV, line 19		1,500.			
b	Less direct expenses						
c	Net income or (loss) from gaming activities		1,500.			1,500.	
10a	Gross sales of inventory, less returns and allowances						
b	Less cost of goods sold						
c	Net income or (loss) from sales of inventory		0				
Miscellaneous Revenue				Business Code			
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		0				
12	Total revenue. See instructions		31,224,881.			15,339,129.	

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.	12,075,720.	12,075,720.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4 Benefits paid to or for members.	0			
5 Compensation of current officers, directors, trustees, and key employees.	596,240.		596,240.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7 Other salaries and wages.	0			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	0			
9 Other employee benefits.	0			
10 Payroll taxes.	0			
11 Fees for services (non-employees):				
a Management	3,785,562.		1,247,469.	2,538,093.
b Legal	0			
c Accounting	0			
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17.	0			
f Investment management fees	1,111,255.		1,111,255.	
9 Other (if line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	4,793.		4,793.	
12 Advertising and promotion.	65,111.		800.	64,311.
13 Office expenses.	10,311.	629.	224.	9,458.
14 Information technology.	13,713.		13,173.	540.
15 Royalties.	0			
16 Occupancy.	170,828.		170,828.	
17 Travel.	757.			757.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19 Conferences, conventions, and meetings.	1,419.			1,419.
20 Interest.	0			
21 Payments to affiliates.	0			
22 Depreciation, depletion, and amortization.	8,388.		8,388.	
23 Insurance.	2,482.		2,482.	
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 COMMUNITY OUTREACH	113,200.	8,440.	104,760.	
b MISCELLANEOUS EXPENSE	64,288.	2,171.	3,170.	58,947.
c FUNDRAISING EXPENSE	34,536.			34,536.
d PROGRAM SERVICE EXPENSE	11,240.			11,240.
e All other expenses	15,553.		13,749.	1,804.
25 Total functional expenses. Add lines 1 through 24e.	18,085,396.	12,086,960.	3,277,331.	2,721,105.
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).	0			

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X ☒ X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	158,326.	1	419,071.
	2 Savings and temporary cash investments	3,431,200.	2	13,800,887.
	3 Pledges and grants receivable, net	3,840,884.	3	7,928,592.
	4 Accounts receivable, net	10,735.	4	26,756.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	12,491.	9	6,852.
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 3,124,685.		
	b Less accumulated depreciation	10b 318,957.	10c 2,751,777.	2,805,728.
	11 Investments - publicly traded securities ATCH 6	141,056,609.	11	221,459,478.
	12 Investments - other securities See Part IV, line 11	18,000.	12	18,000.
	13 Investments - program-related See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets See Part IV, line 11	2,476,727.	15	2,920,235.
16 Total assets. Add lines 1 through 15 (must equal line 34)	153,756,749.	16	249,385,599.	
Liabilities	17 Accounts payable and accrued expenses	62,777.	17	164,554.
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability Complete Part IV of Schedule D	348,591.	21	973,275.
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	689,413.	25	8,911,383.
	26 Total liabilities. Add lines 17 through 25	1,100,781.	26	10,049,212.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	55,076,898.	27	81,662,305.
	28 Temporarily restricted net assets	53,356,575.	28	94,276,445.
	29 Permanently restricted net assets	44,222,495.	29	63,397,637.
	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	152,655,968.	33	239,336,387.
	34 Total liabilities and net assets/fund balances.	153,756,749.	34	249,385,599.

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	31,224,881.
2	Total expenses (must equal Part IX, column (A), line 25)	2	18,085,396.
3	Revenue less expenses Subtract line 2 from line 1	3	13,139,485.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	152,655,968.
5	Net unrealized gains (losses) on investments	5	17,686,398.
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	55,854,536.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	239,336,387.

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		X
2b	X	
2c	X	
3a		X
3b		

Form **990** (2013)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990 or Form 990-EZ.

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

Name of the organization **TEXAS HEALTH RESOURCES FOUNDATION**
FKA TEXAS HEALTH PRESBYTERIAN FOUNDATION

Employer identification number
75-2022128

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? _____

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

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

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

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

Schedule A (Form 990 or 990-EZ) 2013

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")	3,758,480.	10,112,277.	3,281,028.	5,311,388.	15,885,752.	38,348,925.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3.	3,758,480.	10,112,277.	3,281,028.	5,311,388.	15,885,752.	38,348,925.
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).						9,144,831.
6 Public support. Subtract line 5 from line 4						29,204,094.

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	3,758,480.	10,112,277.	3,281,028.	5,311,388.	15,885,752.	38,348,925.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	3,357,586.	3,203,499.	3,380,641.	4,540,080.	4,065,829.	18,547,635.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						0
11 Total support. Add lines 7 through 10						56,896,560.
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	51.33%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	45.37%
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 checked="" 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) ►	(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 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 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))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%
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 <input type="checkbox"/>		
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 <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/>		

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 C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527
▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

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

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

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

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

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

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

Name of organization TEXAS HEALTH RESOURCES FOUNDATION FKA TEXAS HEALTH PRESBYTERIAN FOUNDATION	Employer identification number 75-2022128
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

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

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

- 1 Enter the amount of any excise tax incurred by the organization under section 4955. ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
- 4a Was a correction made? ☐ Yes ☐ No
- b If "Yes," describe in Part IV

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

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

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

Schedule C (Form 990 or 990-EZ) 2013

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**A** Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).**B** Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount Enter the amount from the following table in both columns														
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a If zero or less, enter -0-														
i	Subtract line 1f from line 1c If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?														

☐ Yes ☐ No
4-Year Averaging Period Under Section 501(h)

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2013

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

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?	X		
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	X		
c Media advertisements?		X	
d Mailings to members, legislators, or the public?	X		100.
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?		X	
j Total. Add lines 1c through 1i			100.
2 a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?		X	

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

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

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

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

Part IV Supplemental Information

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

SEE PAGE 4

Part IV Supplemental Information (continued)

PART II-B

OFFICERS AND/OR BOARD MEMBERS OF THE CORPORATION MAY, TO AN INSUBSTANTIAL DEGREE, MAKE COMMENTS OR STATEMENTS CONCERNING LEGISLATION THAT MAY AFFECT EITHER THE HEALTHCARE INDUSTRY OR THE HEALTH STATUS OF THE COMMUNITIES THE CORPORATION SERVES. IN PURSUING THIS ACTIVITY, OFFICERS AND/OR BOARD MEMBERS MAY ENGAGE IN CONVERSATIONS AND/OR WRITE LETTERS TO VARIOUS FEDERAL, STATE, AND LOCAL OFFICIALS REGARDING SUCH MATTERS. THE AMOUNT OF TIME AND MONEY INVOLVED IN THESE ACTIVITIES IS NEGLIGIBLE. IN NO CASE HAS EITHER THE CORPORATION, OR ANY PERSON ACTING ON BEHALF OF THE CORPORATION, INTERVENED IN ANY POLITICAL CAMPAIGN.

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

2013

Open to Public
Inspection

Name of the organization TEXAS HEALTH RESOURCES FOUNDATION
FKA TEXAS HEALTH PRESBYTERIAN FOUNDATION

Employer identification number
75-2022128

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		1.
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		23,836.
4 Aggregate value at end of year		2,764.
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 checked="" 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

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

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

<input type="checkbox"/> Preservation of land for public use (e g , recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

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

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

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

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

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

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

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

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

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

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

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

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

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

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

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

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

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

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII. ☒ Yes ☐ No

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	93,468,909.	84,436,270.	82,469,858.	66,703,388.	57,609,836.
b Contributions	32,323,048.	2,684,560.	580,587.	5,801,627.	1,529,010.
c Net investment earnings, gains, and losses	19,223,433.	7,985,503.	2,273,825.	10,883,089.	7,857,021.
d Grants or scholarships	1,455,343.	1,637,424.	888,000.	758,084.	570,311.
e Other expenditures for facilities and programs				160,162.	-277,832.
f Administrative expenses					
g End of year balance	143,560,047.	93,468,909.	84,436,270.	82,469,858.	66,703,388.

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

a Board designated or quasi-endowment ▶ 37.1581 %

b Permanent endowment ▶ 35.4783 %

c Temporarily restricted endowment ▶ 27.3636 %

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

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

	Yes	No
(i) unrelated organizations	3a(i) <input type="checkbox"/>	<input checked="" type="checkbox"/>
(ii) related organizations	3a(ii) <input type="checkbox"/>	<input checked="" type="checkbox"/>

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

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

Part VI Land, Buildings, and Equipment.

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	2,759,999.			2,759,999.
b Buildings				
c Leasehold improvements				
d Equipment		364,686.	318,958.	45,729.
e Other				

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)). ▶ 2,805,728.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) INTERCOMPANY PAYABLE	7,608,681.
(3) CHARITABLE GIFT ANNUITIES	831,597.
(4) CHARITABLE REMAINDER UNITRUSTS	471,105.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ►	
	8,911,383.

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		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)		5	

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

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		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)		5	

Part XIII Supplemental Information.

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.

SEE PAGE 5

Part XIII Supplemental Information (continued)

PART IV, LINE 2B - ESCROW AND CUSTODIAL ARRANGEMENTS

TEXAS HEALTH RESOURCES FOUNDATION (THRF) IS A MEMBER OF TEXAS HEALTH RESOURCES, A HEALTHCARE SYSTEM. THRF PROVIDES ADMINISTRATIVE SERVICES RELATED TO THE CONTRIBUTIONS RECEIVED BY A GROUP OF HOSPITALS WITHIN THE TEXAS HEALTH RESOURCES HEALTHCARE SYSTEM. THE MAJORITY OF THE FUNDS HELD FOR OTHERS ARE FOR THESE RELATED ENTITIES. ENTITIES OBTAIN THEIR FUNDS BY SUBMITTING A GRANT REQUEST TO THRF. AFTER VERIFYING THAT THE FUNDS ARE BEING USED IN ACCORDANCE WITH ANY DONOR RESTRICTIONS, THE FUNDS ARE THEN DISTRIBUTED TO THE REQUESTING ENTITY.

PART V, LINE 4 - INTENDED USE

ENDOWMENT FUNDS HAVE THE FOLLOWING DESIGNATED PURPOSES:

EDUCATION, RESEARCH, CAPITAL PROJECTS, FUTURE AND PATIENT PROGRAMS, COMMUNITY OUTREACH, SUPPORT FOR FOUNDATION OPERATIONS, SPECIAL INITIATIVES AT TEXAS HEALTH RESOURCES SYSTEM HOSPITALS, AND OTHER UNRESTRICTED USES.

PART V, LINE 1B - ENDOWMENT FUND CONTRIBUTIONS

TEXAS HEALTH HARRIS METHODIST FOUNDATION MERGED INTO TEXAS HEALTH RESOURCES FOUNDATION ON 6/01/13. THE CONTRIBUTIONS LISTED INCLUDE TRANSFERS AS RESULT OF THE MERGER.

SCHEDULE G
(Form 990 or 990-EZ).

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule G (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 **TEXAS HEALTH RESOURCES FOUNDATION**
FKA TEXAS HEALTH PRESBYTERIAN FOUNDATION

Employer identification number
75-2022128

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- | | |
|--|---|
| a <input type="checkbox"/> Mail solicitations | e <input type="checkbox"/> Solicitation of non-government grants |
| b <input type="checkbox"/> Internet and email solicitations | f <input type="checkbox"/> Solicitation of government grants |
| c <input type="checkbox"/> Phone solicitations | g <input type="checkbox"/> Special fundraising events |
| d <input type="checkbox"/> In-person solicitations | |

- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total				▶		

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		GALA (event type)	GALA (event type)	8. (total number)	(add col (a) through col (c))
Revenue	1 Gross receipts	259,649.	243,671.	531,253.	1,034,573.
	2 Less Contributions	189,776.	180,952.	379,116.	749,844.
	3 Gross income (line 1 minus line 2).	69,873.	62,719.	152,137.	284,729.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes	41,849.	41,974.	68,536.	152,359.
	6 Rent/facility costs	54,448.	110,443.	33,679.	198,570.
	7 Food and beverages			52,327.	52,327.
	8 Entertainment	3,000.	4,500.	8,438.	15,938.
	9 Other direct expenses	27,049.	38,753.	64,611.	130,413.
	10 Direct expense summary Add lines 4 through 9 in column (d)				549,607.
	11 Net income summary Subtract line 10 from line 3, column (d)				-264,878.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	Yes _____ % No _____ %	Yes _____ % No _____ %	Yes _____ % No _____ %	
	7 Direct expense summary Add lines 2 through 5 in column (d)				
	8 Net gaming income summary Subtract line 7 from line 1, column (d)				

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

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

b If "No," explain _____

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

b If "Yes," explain _____

- 11** Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity operated in
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records.

Name ▶ _____

Address ▶ _____

- 15 a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No
- b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____
- c** If "Yes," enter name and address of the third party

Name ▶ _____

Address ▶ _____

16 Gaming manager information

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer ☐ Employee ☐ Independent contractor**17** Mandatory distributions

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

SCHEDULE I
(Form 990)

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

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

Department of the Treasury
Internal Revenue Service

Name of the organization

TEXAS HEALTH RESOURCES FOUNDATION
FKA TEXAS HEALTH PRESBYTERIAN FOUNDATION

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

Employer identification number

75-2022128

OMB No 1545-0047

2013

Open to Public
Inspection

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) TEXAS HEALTH ALLEN 1105 CENTRAL EXPRESSWAY N ALLEN, TX 75013	75-2890358	501 (C) (3)	54,371.				PASTORAL CARE & COMMUNITY OUTREACH
(2) TEXAS HEALTH DALLAS 8200 WALNUT HILL IN DALLAS, TX 75231	75-1047527	501 (C) (3)	3,436,170.				PASTORAL CARE & COMMUNITY OUTREACH
(3) TEXAS HEALTH DENTON 3000 N INTERSTATE 35 DENTON, TX 76201	43-2008974	501 (C) (3)	28,910.				PASTORAL CARE & CAPITAL
(4) TEXAS HEALTH KAUFMAN 850 ED HALL DRIVE KAUFMAN, TX 75142	75-2771437	501 (C) (3)	45,387.				PASTORAL CARE & COMMUNITY OUTREACH
(5) TEXAS HEALTH PLANO 6200 W PARKER RD PLANO, TX 75093	75-2770738	501 (C) (3)	234,004.				CAPITAL & COMMUNITY OUTREACH
(6) TEXAS HEALTH RESOURCES 612 E LAMAR BLVD ARLINGTON, TX 76011	75-2702388	501 (C) (3)	311,504.				PASTORAL CARE & EDUCATION
(7) TEXAS HEALTH FORT WORTH 1301 PENNSYLVANIA AVE FORT WORTH, TX 76104	75-6001743	501 (C) (3)	6,436,087.				CAPITAL & COMMUNITY OUTREACH
(8) TEXAS HEALTH RESEARCH & EDUCATION INSTITUTE 612 E LAMAR BLVD ARLINGTON, TX 76011	75-2562191	501 (C) (3)	64,359.				EDUCATION & RESEARCH
(9) CAREFLITE 3110 S GREAT SW PKWY GRAND PRAIRE, TX 75052	75-1657155	501 (C) (3)	50,000.				GENERAL PURPOSE
(10) TCU TCU BOX 298620 FORT WORTH, TX 76129	75-0827465	501 (C) (3)	40,000.				EDUCATION
(11) TEXAS HEALTH ALLIANCE 10864 TEXAS HEALTH TRAIL	45-1502252	501 (C) (3)	309,588.				CAPITAL & EDUCATION
(12) TEXAS HEALTH ARLINGTON 800 W. RANDOL MILL RD ARLINGTON, TX 76012	750972805	501 (C) (3)	127,536.				CAPITAL & COMMUNITY OUTREACH

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

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

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

Schedule I (Form 990) (2013)

JSA

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THPF

SCHEDULE I
(Form 990)

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

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

Department of the Treasury
Internal Revenue Service

Name of the organization

TEXAS HEALTH RESOURCES FOUNDATION
FKA TEXAS HEALTH PRESBYTERIAN FOUNDATION

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

Employer identification number

75-2022128

OMB No 1545-0047

2013

Open to Public
Inspection

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) TEXAS HEALTH AZLE 108 DENVER TRAIL AZLE, TX 76020	75-1748586	501 (C) (3)	116,757.				CAPITAL & COMMUNITY OUTREACH
(2) TEXAS HEALTH CLEBURNE 201 WALLIS DR. CLEBURNE, TX 76033	75-1977850	501 (C) (3)	34,966.				CAPITAL & COMMUNITY OUTREACH
(3) TEXAS HEALTH HEB 1600 HOSPITAL PARKWAY BEDFORD, TX 76022	75-1438726	501 (C) (3)	585,013.				CAPITAL & COMMUNITY OUTREACH
(4) TEXAS HEALTH STEPHENVILLE 411 BELKNAP STEPHENVILLE, TX 76401	75-1752253	501 (C) (3)	72,331.				CAPITAL & PATIENT PROGRAMS
(5) TEXAS HEALTH SOUTHWEST 6100 HOSPITAL PARKWAY FORT WORTH, TX 76132	75-2678857	501 (C) (3)	120,737.				CAPITAL & PATIENT PROGRAMS
(6) TX CHAPTER OF AMERICAN COLLEGE OF PHYSICIAN 401 W. 15TH ST. AUSTIN, TX 78701	75-1823808	501 (C) (3)	8,000.				RESEARCH
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 18.
- 3 Enter total number of other organizations listed in the line 1 table 18.

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

Schedule I (Form 990) (2013)

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

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

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

PART I, LINE 2

TEXAS HEALTH RESOURCES FOUNDATION (THRF) IS A MEMBER OF THE TEXAS HEALTH RESOURCES, (THR) HEALTHCARE SYSTEM. THE MAJORITY OF THE GRANTS DISTRIBUTED BY THRF ARE TO RELATED TAX EXEMPT ORGANIZATIONS. THRF DOES NOT SPECIFICALLY MONITOR THE USE OF GRANTS PAID TO THESE ORGANIZATIONS. THR MANAGEMENT MONITORS THE USE OF THESE GRANTS THROUGHOUT THE ENTIRE TEXAS HEALTH HEALTHCARE SYSTEM. GRANTS TO NON-RELATED TAX EXEMPT ORGANIZATIONS ARE GENERALLY GIVEN TO ENTITIES THAT ARE WORKING CLOSELY WITH THE THR ORGANIZATION. THRF IS ABLE TO MONITOR THE USE OF THESE FUNDS THROUGH THEIR ACTIVITIES WITH THR EMPLOYEES.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

▶ 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 **TEXAS HEALTH RESOURCES FOUNDATION**
FKA TEXAS HEALTH PRESBYTERIAN FOUNDATION

Employer identification number
75-2022128

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 checked="" type="checkbox"/> Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input checked="" type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

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

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

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

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

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

- a** Receive a severance payment or change-of-control payment? **4a**
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b**
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c**
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

- a** The organization? **5a**
- b** Any related organization? **5b**
- If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization? **6a**
- b** Any related organization? **6b**
- 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)?

Yes No

1b

X

2

X

4a

X

4b

X

4c

X

5a

X

5b

X

6a

X

6b

X

7

X

8

X

9

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

Schedule J (Form 990) 2013

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 BOES, CHARLES W. ASSISTANT SECRETARY	(i) 0 (ii) 383,161.	0 230,379.	0 91,687.	0 19,125.	0 14,961.	0 739,313.	0 89,186.
2 FARRAR, ED ASSISTANT SECRETARY	(i) 0 (ii) 172,786.	0 12,232.	0 4,961.	0 12,683.	0 21,648.	0 224,310.	0
3 HAWTHORNE, DOUGLAS D. CEO, THR	(i) 0 (ii) 1,060,254.	0 832,170.	0 290,327.	0 19,125.	0 15,563.	0 2,217,439.	0 337,256.
4 KRAMER, KENNETH SVP/ASSOC GENERAL COUNSEL, THR	(i) 0 (ii) 242,634.	0 123,563.	0 63,179.	0 85,425.	0 25,320.	0 540,121.	0 40,613.
5 MCWHORTER, RICK E. ASSISTANT SECRETARY	(i) 0 (ii) 264,662.	0 87,862.	0 65,214.	0 56,627.	0 7,986.	0 482,351.	0 9,354.
6 MCAULEY, JAMES K PRESIDENT THR FOUNDATION	(i) 0 (ii) 230,753.	0 65,129.	0 47,864.	0 20,581.	0 24,484.	0 388,811.	0 17,899.
7 MCWHORTER, LAURA QUENETT VP FOUNDATION	(i) 0 (ii) 131,666. 23,784.	0 24,015. 4,338.	0 37,607. 6,793.	0 11,841. 2,139.	0 6,770. 1,223.	0 211,899. 38,277.	0
8 HANSON, STEPHEN FORMER CORP OFFICER	(i) 0 (ii) 116,923.	0 199,863.	0 153,446.	0 15,300.	0 6,118.	0 491,650.	0
9 FELDMAN, MARK FORMER CHAIR INTERN MEDICINE	(i) 0 (ii) 529,316.	0 64,562.	0 35,863.	0 19,125.	0 774.	0 649,640.	0
10 MITCHELL, JOHN FORMER ASST SECRETARY	(i) 0 (ii) 225,175.	0 63,377.	0 68,845.	0 19,125.	0 21,213.	0 397,735.	0
11 FUGATE, PAIGE FORMER ASST SECRETARY	(i) 0 (ii) 143,015.	0 10,101.	0 275.	0 11,079.	0 14,151.	0 178,621.	0
12	(i) 0 (ii) 0	0	0	0	0	0	0
13	(i) 0 (ii) 0	0	0	0	0	0	0
14	(i) 0 (ii) 0	0	0	0	0	0	0
15	(i) 0 (ii) 0	0	0	0	0	0	0
16	(i) 0 (ii) 0	0	0	0	0	0	0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 1 - GROSS UP PAYMENTS

CERTAIN IMPUTED INCOME IS GROSSED-UP TO INCLUDE THE EMPLOYMENT TAXES PAID ON THE LISTED PERSON'S BEHALF. THE GROSSED UP AMOUNT IS INCLUDED IN THE TAXABLE COMPENSATION OF THE EMPLOYEE.

PART I, LINE 1 - DISCRETIONARY SPENDING ACCOUNT

EACH EXECUTIVE AT THE VICE PRESIDENT LEVEL AND ABOVE RECEIVES A PERK ALLOWANCE WHICH IS INCLUDED IN THE TAXABLE COMPENSATION OF THE EMPLOYEE.

PART I, LINE 1 - SOCIAL CLUB DUES

THE VICE PRESIDENT IS REIMBURSED FOR SOCIAL CLUB DUES BY TEXAS HEALTH RESOURCES, A RELATED ORGANIZATION. THE PORTION OF THE DUES ALLOCABLE TO PERSONAL USE IS INCLUDED IN THE TAXABLE COMPENSATION OF THE EMPLOYEE. THE BUSINESS PORTION OF THE DUES IS ALLOCATED TO THE TAXPAYER THROUGH INTERCOMPANY BILLING.

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 3 - CEO COMPENSATION

THE ORGANIZATIONS RELIED ON TEXAS HEALTH RESOURCES (THR), A RELATED

501(C)(3) ORGANIZATION WITH CENTRALIZED COMPENSATION PROFESSIONALS TO USE

THE FOLLOWING METHODS TO ESTABLISH THE COMPENSATION OF THE ORGANIZATION'S

PRESIDENT.

* THR HAS A COMPENSATION COMMITTEE COMPRISED OF EXTERNAL BOARD MEMBERS THAT REVIEW COMPENSATION PHILOSOPHY AND DESIGN.

* THR BOARD HIRED INDEPENDENT COMPENSATION CONSULTANTS.

* THR & THE INDEPENDENT COMPENSATION CONSULTANTS UTILIZE PUBLISHED THIRD-PARTY COMPENSATION SURVEYS.

AN INDEPENDENT THIRD PARTY COMPENSATION CONSULTANT IS HIRED BY THE THR BOARD OF TRUSTEES (BOARD) TO REVIEW BASE PAY ANNUALLY AS COMPARED TO A PEER GROUP OF EMPLOYERS SIMILAR IN SIZE AND SCOPE TO THR. EVERY THREE YEARS THE INDEPENDENT COMPENSATION CONSULTANT REVIEWS ALL ASPECTS OF EXECUTIVE COMPENSATION (BASE, INCENTIVES, BENEFITS, ETC.) WHICH INCLUDES:

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

- * REVIEW AND CONFIRMATION OF THE EXECUTIVE COMPENSATION PHILOSOPHY.
- * MARKET REVIEW OF BASE AND INCENTIVE PAY FOR ALL POSITIONS. NATIONAL, REGIONAL, AND LOCAL DATA IS REVIEWED WHEN AVAILABLE.
- * MARKET REVIEW OF BENEFITS AND PERQUISITES,
- * INTERVIEW OF SELECTED OFFICERS AND MEMBERS OF THE GOVERNANCE COMMITTEE (COMPENSATION COMMITTEE) OF THE THR BOARD OF TRUSTEES, AND
- * REVIEW OF FINANCIAL REPORTS, JOB DESCRIPTIONS, ORGANIZATIONAL CHARTS, CURRENT SALARIES, INCENTIVE OPPORTUNITIES, INCENTIVE PAYMENTS, BENEFITS, PERQUISITES AND PLAN DOCUMENTS.

THE INDEPENDENT COMPENSATION CONSULTANT MEETS DIRECTLY WITH THE EXECUTIVE COMPENSATION & BENEFITS SUB-COMMITTEE WHICH IS MADE UP OF SIX INDEPENDENT BOARD MEMBERS AND THE GOVERNANCE COMMITTEE TO REPORT THE RESULTS OF THE TOTAL COMPENSATION STUDY.

AT THE BEGINNING OF EACH YEAR, THE COMPENSATION COMMITTEE AND THE GOVERNANCE COMMITTEE REVIEW A DETAILED REPORT CONTAINING THE BELOW INFORMATION. THE BOARD REVIEWS AN EXECUTIVE SUMMARY OF THE DETAILED

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information

REPORT.

* MARKET ANALYSIS BASED ON THE RESULTS OF THE OUTSIDE CONSULTANT'S REVIEW

* OFFICER BASE SALARY ADJUSTMENTS INCLUDING MERIT AND MARKET/EQUITY

ADJUSTMENTS

* PRIOR YEAR EXECUTIVE ANNUAL INCENTIVE AWARDS

* CURRENT YEAR EXECUTIVE ANNUAL INCENTIVE PLAN TARGETS, KEY PERFORMANCE INDICATORS AND POTENTIAL PAYOUT AMOUNTS.

* LONG TERM INCENTIVE AWARDS.

PART I, LINE 4B - NONQUALIFIED RETIREMENT PLAN

PARTICIPATION IN THE PLAN IS MADE AVAILABLE TO A SELECT GROUP OF MANAGEMENT AND HIGHLY COMPENSATED EMPLOYEES, AS DETERMINED BY THE THR BOARD OF TRUSTEES, WHO ARE PROVIDING SERVICES TO AN EMPLOYER IN KEY POSITIONS OF MANAGEMENT AND RESPONSIBILITY.

BENEFITS ARE CALCULATED FOR ELIGIBLE EMPLOYEES WHEN BASE PAY AND

INCENTIVES EXCEED THE IRS QUALIFIED PLAN COMPENSATION LIMIT.

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

SERP BENEFITS VEST WHILE THE PARTICIPANT IS EMPLOYED IF THE PARTICIPANT:

REACHES AGE 65, BECOMES DISABLED, DIES, OR REACHES THE FOLLOWING YEARS OF

SERVICE: 2 YEARS - 25%; 3 YEARS - 50%; 4 YEARS - 75%; AND 5 OR MORE - 100%.

FOR FROZEN RESTORATION ACCOUNTS (ACCOUNT BALANCES PRIOR TO 1/1/2010), THE PARTICIPANT OR BENEFICIARY SHALL BE TAXED ON HIS OR HER VESTED SERP BENEFITS UPON THE EARLIEST OF:

- * REMAINING EMPLOYED BY THR TO AGE 68
- * TERMINATION OF EMPLOYMENT FOR DISABILITY OR DEATH
- * INVOLUNTARY TERMINATION OF EMPLOYMENT WITHOUT REASONABLE CAUSE; OR
- * SATISFYING A 24 MONTH NON-COMPETE PERIOD FOLLOWING HIS OR HER TERMINATION OF EMPLOYMENT.

PAYMENT IS MADE FOLLOWING THE BEFORE MENTIONED EVENTS, EXCEPT IN THE CASE OF INVOLUNTARY SEPARATIONS FOR WHICH THE PARTICIPANT MUST WAIT UNTIL

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

AFTER 24 MONTHS TO RECEIVE THE PREVIOUSLY TAXED BENEFIT.

FOR THE ACTIVE RESTORATION ACCOUNT (ACCOUNT BALANCES AFTER 12/31/2009)

PARTICIPANTS MUST BE EMPLOYED ON DEC 1 TO QUALIFY FOR THE CURRENT YEAR'S

SERP AMOUNT UNLESS SEPARATION IS DUE TO DEATH, DISABILITY, RETIREMENT

(AGE 65) OR EARLY RETIREMENT (SEPARATION FROM SERVICE AT OR AFTER AGE 55

WITH 75 YEARS OF COMBINED AGE AND CONTINUOUS SERVICE WITH THE SYSTEM).

SERP AMOUNTS ARE CALCULATED EACH DEC 1; VESTED BALANCES ARE TAXED; AND

THE NET BALANCES CAN BEGIN ACCRUING EARNINGS. VESTED BALANCES ARE PAID

IN CASH LUMP SUMS WITHIN THE 90 DAY PERIOD COMMENCING UPON THE EARLIER OF DEATH, DISABILITY, OR SEPARATION FROM SERVICE.

THR OWNS ANY INVESTMENTS PURCHASED IN CONNECTION WITH ITS OBLIGATIONS

UNDER THE SERP PLAN. IF THR BECOMES INSOLVENT, EXECUTIVES ARE UNSECURED CREDITORS AND WILL HAVE NO PREFERRED CLAIM TO ANY ASSETS.

PAYMENTS TO THE FOLLOWING EMPLOYEES WERE MADE DURING THE YEAR. THE

AMOUNTS BELOW ARE INCLUDED IN THE AMOUNT REPORTED ON SCH J, PART II,

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

COLUMN B (III) AND COLUMN (F).

STEPHEN HANSON \$87,829

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

- ▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**
▶ **Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.**

OMB No 1545-0047

2013

**Open To Public
Inspection**

Name of the organization **TEXAS HEALTH RESOURCES FOUNDATION**
FKA TEXAS HEALTH PRESBYTERIAN FOUNDATION

Employer identification number
75-2022128

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art	X	19.	25,902.	RETAIL VALUE
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications	X		540.	RETAIL VALUE
5 Clothing and household goods	X		39,590.	RETAIL VALUE
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (RAFFLE ITEMS)	X	226.	80,555.	RETAIL VALUE
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

- 30 a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?
- b If "Yes," describe the arrangement in Part II
- 31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?
- 32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?
- b If "Yes," describe in Part II
- 33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

Yes No

30a		X
31	X	
32a		X
33		

Part II

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

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.**

OMB No 1545-0047

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**Open to Public
Inspection**

Name of the organization **TEXAS HEALTH RESOURCES FOUNDATION**
FKA TEXAS HEALTH PRESBYTERIAN FOUNDATION

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75-2022128

PART VI, SECTION B, LINE 11B - FORM 990 FILING

A FULL COPY OF THE FORM 990 IS PROVIDED TO MEMBERS OF THE GOVERNING BOARD BEFORE FILING. IN ADDITION, THE AUDIT & COMPLIANCE COMMITTEE OF THE TEXAS HEALTH RESOURCES (THR) BOARD OF TRUSTEES IS GIVEN THE OPPORTUNITY TO REVIEW, COMMENT, AND ASK QUESTIONS REGARDING THE FORM 990S FILED FOR THR AND EACH OF ITS WHOLLY CONTROLLED AFFILIATES.

PART IV, SECTION B, LINE 12C - CONFLICT OF INTEREST POLICY

TEXAS HEALTH RESOURCES (THR) HAS ADOPTED A CONFLICT OF INTEREST POLICY THAT APPLIES TO THR AND ALL OF ITS WHOLLY OWNED OR WHOLLY CONTROLLED AFFILIATES. DURING THE FIRST QUARTER OF EACH FISCAL YEAR, A DUALITY AND CONFLICT STATEMENT FORM IS DISTRIBUTED BY THE THR CHIEF COMPLIANCE OFFICER TO ALL PERSONS WHO ARE COVERED BY THIS POLICY. ALL DISCLOSED CONFLICTS ARE REVIEWED BY THE THR CHIEF COMPLIANCE OFFICER. A REPORT, LISTING EACH REPORTED DUALITY OF INTEREST OR CONFLICT OF INTEREST IS GIVEN TO BOTH THE CHAIR OF THE GOVERNING BODY AND THE PRESIDENT OF THE CORPORATION WITH WHICH THE REPORTING PERSON IS AFFILIATED. THE THR BOARD OF TRUSTEES RECEIVES A REPORT WHEN THE ANNUAL DISCLOSURE PROCESS IS COMPLETE.

PART VI, SECTION B, LINE 15 A&B - COMPENSATION DETERMINATION

AN INDEPENDENT THIRD PARTY COMPENSATION CONSULTANT IS HIRED BY THE THR BOARD OF TRUSTEES (BOARD) TO REVIEW BASE PAY ANNUALLY AS COMPARED TO A PEER GROUP OF EMPLOYERS SIMILAR IN SIZE AND SCOPE TO THR. IN ADDITION,

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EVERY THREE YEARS THE INDEPENDENT COMPENSATION CONSULTANT REVIEWS ALL ASPECTS OF EXECUTIVE COMPENSATION (BASE, INCENTIVES, BENEFITS, ETC.)

AT THE BEGINNING OF EACH YEAR, THE EXECUTIVE COMPENSATION & BENEFITS SUB-COMMITTEE AND THE GOVERNANCE COMMITTEE REVIEW A DETAILED COMPENSATION REPORT AND THE CONSULTANT'S REPORT FOR EXECUTIVE COMPENSATION. A SUMMARY OF THEIR FINDINGS ARE PRESENTED TO THE BOARD.

A MORE IN DEPTH DISCUSSION OF THE EXECUTIVE COMPENSATION REVIEW CAN BE FOUND ON SCHEDULE J, PART III.

PART VI, SECTION C, LINE 19 - PUBLIC DISCLOSURE

THE ORGANIZATION DOES NOT MAKE ITS GOVERNING DOCUMENTS OR CONFLICT OF INTEREST POLICY AVAILABLE TO THE PUBLIC.

THE CONSOLIDATED FINANCIAL STATEMENTS OF TEXAS HEALTH RESOURCES (THR) ARE MADE AVAILABLE TO THE PUBLIC ON THE WEBSITE WWW.DACBOND.COM. CONSOLIDATED FINANCIAL STATEMENTS ARE POSTED TO THIS WEBSITE QUARTERLY AND THE AUDITED FINANCIAL STATEMENTS ARE POSTED ANNUALLY. THE FINANCIAL STATEMENTS OF THE WHOLLY CONTROLLED AFFILIATES OF THR ARE NOT POSTED TO THE WEBSITE NOR ARE THEY GENERALLY MADE AVAILABLE TO THE PUBLIC IN ANY OTHER MANNER.

PART XII, LINE 2C - CONSOLIDATED FINANCIAL STATEMENTS

TEXAS HEALTH RESOURCES (THR) PREPARES CONSOLIDATED FINANCIAL STATEMENTS WITH ITS RELATED ENTITIES. THE THR BOARD APPOINTS AN AUDIT AND COMPLIANCE SUB-COMMITTEE THAT ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE CONSOLIDATED AUDIT FOR ALL RELATED ENTITIES. THE RELATED ENTITIES DO NOT

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HAVE A SEPARATE AUDIT COMMITTEE, BUT ABIDE BY THE THR COMMITTEE'S
OVERSIGHT. THERE HAS BEEN NO CHANGE DURING THE YEAR IN THE ORGANIZATIONS
OVERSIGHT SELECTION PROCESS.

PART XI, LINE 9 - CHANGES IN FUND BALANCE

TRANSFER OF ASSETS FROM TH HARRIS METHODIST FOUNDATION MERGER (RELATED
TAX EXEMPT ORGANIZATIONS) \$56,092,507

SPLIT INTEREST AGREEMENTS \$-237,971

PART VI, SECTION A, LINE 2 - BUSINESS RELATIONSHIPS

TEXAS HEALTH RESOURCES (THR) AND ITS RELATED ORGANIZATIONS INCLUDED IN
THE THR HEALTHCARE SYSTEM ENCOURAGE EMPLOYEES TO BECOME INVOLVED IN
PHILANTHROPIC ENDEAVORS IN THEIR COMMUNITIES. AS A RESULT, THR
HEALTHCARE SYSTEM EMPLOYEES WHO ARE SERVING AS OFFICERS, BOARD MEMBERS,
OR KEY EMPLOYEES MAY, FROM TIME TO TIME, ALSO SERVE ON THE BOARDS OF
VARIOUS COMMUNITY ORGANIZATIONS SUCH AS CHURCH BOARDS, UNITED WAY, ETC.
THERE MAY BE A BUSINESS RELATIONSHIP AS A RESULT OF MULTIPLE THR
EMPLOYEES SERVING ON THE SAME COMMUNITY BOARDS. THR EMPLOYEES SERVE AS
THE CORPORATE OFFICERS OF EACH SUBSIDIARY ORGANIZATION. AS THR SYSTEM
EMPLOYEES, ALL OFFICERS HAVE A BUSINESS RELATIONSHIP WITHIN THE
ORGANIZATIONS OF THE THR HEALTHCARE SYSTEM. THR ALSO APPOINTS SYSTEM
OFFICERS TO THE BOARDS OF VARIOUS CONTROLLED JOINT VENTURES. AS THR
SYSTEM EMPLOYEES, VARIOUS OFFICERS OF THE ORGANIZATION MAY HAVE A
BUSINESS RELATIONSHIP THROUGH SERVING ON THR CONTROLLED JOINT VENTURE
BOARDS.

Name of the organization : TEXAS HEALTH RESOURCES FOUNDATION
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RICK & LAURA MCWHORTER HAVE A FAMILY RELATIONSHIP.

PART VI, LINE 7A - MEMBERS

TEXAS HEALTH RESOURCES (THR) IS THE SOLE MEMBER OF TEXAS HEALTH RESOURCES FOUNDATION (THRF). THE BOARD MEMBERS OF THR HAVE THE AUTHORITY TO APPROVE THE ELECTION OF THRF BOARD.

PART VI, SECTION A, LINE 7B - GOVERNANCE DECISIONS

THE FOLLOWING ACTIONS REQUIRE THE APPROVAL OF TEXAS HEALTH RESOURCES (THR) THE SOLE MEMBER:

(A) AMENDMENT, RESTATEMENT OR REPEAL OF THE CERTIFICATE OR BYLAWS OF THE CORPORATION (BOC).

(B) SALE, EXCHANGE, LEASE OR OTHER TRANSFER OF ALL OR SUBSTANTIALLY ALL OF THE ASSETS OF THE CORPORATION, INCLUDING UNDER SUBCHAPTER F OF CHAPTER 11 OF THE BOC.

(C) MERGER OR CONSOLIDATION OF THE CORPORATION, INCLUDING A PLAN OF MERGER UNDER SUBCHAPTER F OF CHAPTER 11 OF THE BOC.

(D) DISSOLUTION OF THE CORPORATION.

(E) ELECTION OF MEMBERS TO THE BOARD OF TRUSTEES OF THE CORPORATION.

(F) REMOVAL OF A MEMBER OF THE BOARD OF TRUSTEES OF THE CORPORATION AS PROVIDED IN SECTION 6.04.

(G) CREATION OF AFFILIATES OR SUBSIDIARIES OF THE CORPORATION, AND APPROVAL OF THEIR INITIAL GOVERNING DOCUMENTS.

(H) APPROVAL OF THE CAPITAL AND OPERATING BUDGETS OF THE CORPORATION.

Name of the organization TEXAS HEALTH RESOURCES FOUNDATION
FKA TEXAS HEALTH PRESBYTERIAN FOUNDATION

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- (I) INCURRENCE OF DEBT NOT OTHERWISE INCLUDED IN THE CAPITAL OR OPERATING BUDGETS OF THE CORPORATION.
- (J) ANY ACTION WHICH WOULD ADVERSELY AFFECT THE RELIGIOUS OR CHURCH PRACTICES OR AFFILIATION OF THE CORPORATION.
- (K) VOLUNTARY WINDING UP UNDER CHAPTER 11.
- (L) REVOCATION OF A VOLUNTARY DECISION TO WIND UP UNDER CHAPTER 11.151 OF THE BOC.
- (M) CANCELLATION OF AN EVENT REQUIRING WINDING UP UNDER CHAPTER 11.152 OF THE BOC.
- (N) A REINSTATEMENT UNDER CHAPTER 11.202 OF THE BOC.
- (O) A DISTRIBUTION PLAN UNDER CHAPTER 22.305 OF THE BOC.
- (P) A PLAN OF CONVERSION UNDER CHAPTER 11, SUBCHAPTER F OF THE BOC.
- (Q) A PLAN OF EXCHANGE UNDER CHAPTER 11, SUBCHAPTER F OF THE BOC.

PART V, LINE 2 - FORM W-2

TEXAS HEALTH RESOURCES FOUNDATION (THRF) IS A MEMBER OF THE TEXAS HEALTH RESOURCES (THR) HEALTHCARE SYSTEM. DURING THE YEAR, ALL THRF OFFICER'S W-2S WERE REPORTED UNDER THR. THE COST OF THE OFFICER'S COMPENSATION WAS ALLOCATED TO THRF, AND REPORTED AS WAGES ON PART IX, LINE 5 OF THE FORM 990.

ATTACHMENT 1

FORM 990, PART III - PROGRAM SERVICE, LINE 4A

THE PRIMARY ACTIVITY OF TEXAS HEALTH RESOURCES FOUNDATION IS TO DEVELOP AND CULTIVATE PHILANTHROPY AND COLLABORATIVE RELATIONSHIPS WITHIN THE HEALTHCARE COMMUNITY. IN ADDITION, THE FOUNDATION ALIGNS WITH TEXAS HEALTH RESOURCES AND ITS RELATED ORGANIZATIONS TO FOSTER PROGRAMS AND SERVICES OFFERED AND TO IMPROVE THE HEALTH

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ATTACHMENT 1 (CONT'D)

OF THE COMMUNITIES SERVED. MOST OF THE GRANTS GIVEN BY THE FOUNDATION ARE MADE TO SUPPORT THE ACTIVITIES OF THE MEMBERS OF THE TEXAS HEALTH RESOURCES HEALTHCARE SYSTEM. ACTIVITIES UNDERTAKEN DURING THE YEAR ARE TARGETED PROGRAMS TO IDENTIFY, CULTIVATE, SOLICIT, RECEIVE, INVEST AND GRANT PHILANTHROPIC FUNDS. ACTIVITIES UNDERTAKEN INCLUDE: CAPITAL CAMPAIGNS, MAJOR GIFT PROGRAM, ANNUAL AND TRIBUTE GIVING PROGRAMS, PLANNED GIVING PROGRAM, SPECIAL FUNDRAISING EVENTS, COMMUNITY WOMEN'S AUXILIARY PROGRAM, AND YOUNG BUSINESS PERSON'S PROGRAM. GRANTS WERE MADE IN SUPPORT OF: EDUCATION OF PHYSICIANS, NURSES AND ALLIED HEALTH PROFESSIONALS, MEDICAL RESEARCH, INDIGENT PATIENT PROGRAMS, HOSPITAL EQUIPMENT REPLACEMENT, OTHER PATIENT CARE SERVICES NEEDED IN THE COMMUNITY, AND OPERATING EXPENSES FOR CERTAIN DEPARTMENTS AT RELATED TEXAS HEALTH SYSTEM HOSPITALS.

ATTACHMENT 2

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
TEXAS HEALTH RESOURCES 612 E. LAMAR BLVD ARLINGTON, TX 76011	MGMT SVC	4,381,800.

ATTACHMENT 3

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
FUNDRAISING ACTIVITIES	749,844.

Name of the organization TEXAS HEALTH RESOURCES FOUNDATION
 FKA TEXAS HEALTH PRESBYTERIAN FOUNDATION

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ATTACHMENT 3 (CONT'D)

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
TOTAL	<u>749,844.</u>

ATTACHMENT 4

FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>	<u>NET INCOME</u>
FUNDRAISING ACTIVITIES	284,729.	549,607.	-264,878.
TOTALS	<u>284,729.</u>	<u>549,607.</u>	<u>-264,878.</u>

ATTACHMENT 5

FORM 990, PART VIII - GAMING ACTIVITIES

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>	<u>NET INCOME</u>
RAFFLES	1,500.		1,500.
TOTALS	<u>1,500.</u>		<u>1,500.</u>

ATTACHMENT 6

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>COST OR FMV</u>
SOWELL TRUST BENEFICIAL INV	6,364,318.	6,951,797.	FMV
FIXED INCOME	43,997,582.	51,455,981.	FMV

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Employer identification number
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ATTACHMENT 6 (CONT'D)

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	COST OR FMV
INTECH	14,505,545.		FMV
WESTWOOD	13,225,350.	18,441,719.	FMV
LUTHER KING CAPITAL MANAGER	15,590,699.	23,463,741.	FMV
CALAMOS	8,463,637.		FMV
SYSTEMATIC	5,935,111.	7,083,102.	FMV
CALARIVEST	7,616,163.		FMV
THOMPSON SEIGEL	7,712,689.	13,016,036.	FMV
BRANDES INVESTMENT	6,639,959.		FMV
LARGE GROWTH PASSIVE		5,355,259.	FMV
OIL & GAS ROYALTY INTERESTS	4,329,447.	5,693,259.	FMV
WALTER SCOTT (INTL GROWTH)	6,676,109.	8,804,673.	FMV
SANDS		15,925,205.	FMV
LARGE VALUE PASSIVE		5,184,008.	FMV
LARGE CORE PASSIVE		5,211,535.	FMV
MID CORE PASSIVE		5,511,195.	FMV
WILLIAM BLAIR		8,035,690.	FMV
RANGER		12,213,860.	FMV
HARRIS		8,665,668.	FMV
RUFIT TRUST		4,699,654.	FMV
SEI INVESTMENTS		1,379,794.	FMV
LUTHER KING CAPITAL MANAGEMENT		4,958,233.	FMV
JP MORGAN SECURITIES, INC		869,190.	FMV

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Employer identification number
75-2022128

ATTACHMENT 6 (CONT'D)

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>COST OR FMV</u>
SAN JUAN AND PERMIAN BASIN		2,253,080.	FMV
CENTRAL TEXAS METHODIST		1,159,988.	FMV
WELLS FARGO		1,298,295.	FMV
FROST BANK		2,199,769.	FMV
COMPASS BANK		1,628,747.	FMV
TOTALS	<u>141,056,609.</u>	<u>221,459,478.</u>	

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue ServiceName of the organization TEXAS HEALTH RESOURCES FOUNDATION
FKA TEXAS HEALTH PRESBYTERIAN FOUNDATION**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

2013Open to Public
InspectionEmployer identification number
75-2022128**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)	-----	-----	-----	-----	-----	-----
(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?
							Yes No
(1)	HARRIS METHODIST HEALTH SYSTEM 612 E. LAMAR BLVD ARLINGTON, TX 76011	SUPPORT ORG.	TX	501(C)(3)	11 TYPE 1	N/A	X
(2)	JOHNSON COUNTY COMMUNITY CARE CORP 612 E. LAMAR BLVD ARLINGTON, TX 76011	SUPPORT ORG.	TX	501(C)(3)	11 TYPE 1	TH CLEBURNE	X
(3)	NORTH TEXAS HEALTHY COMMUNITIES 612 E. LAMAR BLVD ARLINGTON, TX 76012	COMM SUPPORT	TX	501(C)(3)	7	TH RESOURCES	X
(4)	PRESBYTERIAN HEALTHCARE RESOURCES 612 E. LAMAR BLVD ARLINGTON, TX 76011	SUPPORT ORG.	TX	501(C)(3)	11 III FI	N/A	X
(5)	TEXAS HEALTH ARLINGTON MEMORIAL HOSPITAL 800 WEST RANDOL MILL RD ARLINGTON, TX 76012	HOSPITAL	TX	501(C)(3)	3	TH RESOURCES	X
(6)	TEXAS HEALTH HARRIS METHODIST FOUNDATION 612 E. LAMAR BLVD ARLINGTON, TX 76011	FUNDRAISING	TX	501(C)(3)	9	TH RESOURCES	X
(7)	TEXAS HEALTH ALLIANCE 10864 TEXAS HEALTH TRAIL FORT WORTH, TX 76244	HOSPITAL	TX	501(C)(3)	3	TH RESOURCES	X

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

Schedule R (Form 990) 2013

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service**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

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Name of the organization TEXAS HEALTH RESOURCES FOUNDATION

FKA TEXAS HEALTH PRESBYTERIAN FOUNDATION

Employer identification number

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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)						
(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?
							Yes No
(1)	TEXAS HEALTH AZLE 108 DENVER TRAIL AZLE, TX 76020 75-1748586	HOSPITAL	TX	501(C)(3)	3	TH RESOURCES	X
(2)	TEXAS HEALTH CLEBURNE 201 WALLS DR. CLEBURNE, TX 76033 75-1977850	HOSPITAL	TX	501(C)(3)	3	TH RESOURCES	X
(3)	TEXAS HEALTH FORT WORTH 1301 PENNSYLVANIA AVE FORT WORTH, TX 76104 75-6001743	HOSPITAL	TX	501(C)(3)	3	TH RESOURCES	X
(4)	TEXAS HEALTH HURST-EULESS-BEDFORD 1600 HOSPITAL PARKWAY BEDFORD, TX 76022 75-1438726	HOSPITAL	TX	501(C)(3)	3	TH RESOURCES	X
(5)	TEXAS HEALTH SOUTHWEST FORT WORTH 6100 HOSPITAL PARKWAY FORT WORTH, TX 76132 75-2678857	HOSPITAL	TX	501(C)(3)	3	TH RESOURCES	X
(6)	TEXAS HEALTH STEPHENVILLE 411 BELKNAP STEPHENVILLE, TX 76401 75-1752253	HOSPITAL	TX	501(C)(3)	3	TH RESOURCES	X
(7)	TEXAS HEALTH HUGULEY INC. 111 NORTH ORLANDO AVE WINTER PARK, FL 32789 45-2694620	HOSPITAL	FL	501(C)(3)	3	TH RESOURCES	X

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

Schedule R (Form 990) 2013

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service**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

2013Open to Public
Inspection

Name of the organization

TEXAS HEALTH RESOURCES FOUNDATION

FKA TEXAS HEALTH PRESBYTERIAN FOUNDATION

Primary activity

Legal domicile (state
or foreign country)

Total income

End-of-year assets

Direct controlling
entityEmployer identification number
75-2022128**Part I** Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(1)	(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)	-----	-----	-----	-----	-----	-----
(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

(1)	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
							Yes	No
(1)	TX HEALTH OUTPATIENT SURG CTR ALLIANCE 80-0800294 10840 TEXAS HEALTH TRAIL FORT WORTH, TX 76244	HOSPITAL	TX	501(C)(3)	3	TH ALLIANCE		X
(2)	TEXAS HEALTH PHYSICIANS GROUP 9229 LBJ FREEWAY DALLAS, TX 75243	PHYS. CLINIC	TX	501(C)(3)	9	TH RESOURCES		X
(3)	TEXAS HEALTH RESOURCES FOUNDATION 612 E. LAMAR BLVD ARLINGTON, TX 76011	FUNDRAISING	TX	501(C)(3)	9	TH RESOURCES		X
(4)	TEXAS HEALTH ALLEN 1105 CENTRAL EXPRESSWAY N ALLEN, TX 75013	HOSPITAL	TX	501(C)(3)	3	TH RESOURCES		X
(5)	TEXAS HEALTH DALLAS 8200 WALNUT HILL LN DALLAS, TX 75231	HOSPITAL	TX	501(C)(3)	3	TH RESOURCES		X
(6)	TEXAS HEALTH DENTON 3000 NORTH INTERSTATE 35 DENTON, TX 76201	HOSPITAL	TX	501(C)(3)	3	TH RESOURCES		X
(7)	TEXAS HEALTH KAUFMAN 850 ED HALL DRIVE KAUFMAN, TX 75142	HOSPITAL	TX	501(C)(3)	3	TH RESOURCES		X

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

Schedule R (Form 990) 2013

SCHEDULE R
(Form 990)**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.Department of the Treasury
Internal Revenue Service

Name of the organization TEXAS HEALTH RESOURCES FOUNDATION

FKA TEXAS HEALTH PRESBYTERIAN FOUNDATION

Employer identification number

75-2022128

OMB No 1545-0047

2013Open to Public
Inspection**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)	-----					
(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?
							Yes No
(1)	TEXAS HEALTH PLANO 6200 W. PARKER RD. PLANO, TX 75093 75-2770738	HOSPITAL	TX	501(C)(3)	3	TH RESOURCES	X
(2)	TX HEALTH RESEARCH & EDUCATION INSTITUTE 612 E. LAMAR BLVD ARLINGTON, TX 76011 75-2562191	EDU & RESEARCH	TX	501(C)(3)	4	TH RESOURCES	X
(3)	TEXAS HEALTH RESOURCES 612 E. LAMAR BLVD ARLINGTON, TX 76011 75-2702388	MGMT SUPP ORG	TX	501(C)(3)	11 III FI	N/A	X
(4)	TX HEALTH RESOURCES SELF-INSURANCE TRUST 612 E. LAMAR BLVD ARLINGTON, TX 76011 75-6335901	INSUR TRUST	TX	501(C)(3)	11 III FI	TH RESOURCES	X
(5)	TH SPECIALTY HOSPITAL FORT WORTH 1301 PENNSYLVANIA AVE FORT WORTH, TX 76104 75-1648589	LT HOSPITAL	TX	501(C)(3)	3	TH RESOURCES	X
(6)	W.W. WARD ENDOWMENT FUND TRUST 612 E. LAMAR BLVD ARLINGTON, TX 76011 75-6196065	SUPPORT ORG.	TX	501(C)(3)	11 TYPE 1	TH FT WORTH	X
(7)	-----						

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

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) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) AMH CATH LABS, LLC ARLINGTON, TX	HOSPITAL	TX	N/A									
(2) CLEBURNE IMAGING, LLC DALLAS, TX	OUTPATIENT DIAGNO	TX	N/A									
(3) CLEBURNE SURGICAL CTR, LLC CLEBURNE, TX	AMB SURG CTR	TX	N/A									
(4) DENTON SURGERY CENTER, LLC BIRMINGHAM, AL	AMB SURG CTR	TX	N/A									
(5) FLOWER MOUND HOSPITAL PARTNERS ADDISON, TX	HOSPITAL	TX	N/A									
(6) GREENVILLE SURGERY CENTER LLC BIRMINGHAM, AL	AMB SURG CTR	TX	N/A									
(7) HEALTH IMAGING PARTNERS LLC COLORADO SPRINGS, CO	OUTPATIENT DIAGNO	TX	N/A									

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) Percen- tage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) AMH HEALTH VENTURES, INC. 800 W. RANDOL MILL ROAD ARLINGTON, TX 76012	COMP/BILLING SVC	TX	N/A	C CORP					X
(2) FORT WORTH SURGICAL CARE GIVERS INC. 3000 RIVERCHASE GALLERIA, STE 500 BIRMINGHAM, AL 35244	HOLDING CO	TX	N/A	C CORP					X
(3) GREENVILLE SURGERY CENTER INC. 3000 RIVERCHASE GALLERIA, STE 500 BIRMINGHAM, AL 35244	HOLDING CO	TX	N/A	C CORP					X
(4) TEXAS HEALTH BIOMEDICAL ADVANCEMENT CTR. 612 E. LAMAR BLVD ARLINGTON, TX 76011	RESEARCH	TX	N/A	C CORP					X
(5) TEXAS HEALTH RESOURCES CASUALTY COMPANY 612 E. LAMAR BLVD ARLINGTON, TX 76011	INSURANCE	VT	N/A	C CORP					X
(6) CHARITABLE REMAINDER TRUSTS (4) 612 E. LAMAR BLVD ARLINGTON, TX 76011	CR TRUST	TX	N/A	TRUST					X
(7) HUGULEY MEDICAL ASSOCIATES, INC. 11801 SOUTH FREEWAY BURLESON, TX 76028	PHYSICIAN CLINICS	TX	N/A	C CORP					X

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) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) PHYSICIAN MEDICAL CENTER, LLC ARLINGTON, TX	HOSPITAL	TX	N/A									
(2) PRESBYCANCER CENTER-DALLAS CARROLLTON, TX	MEDICAL MGMT	TX	N/A									
(3) ROCKWALL REGIONAL HOSPITAL ARLINGTON, TX	HOSPITAL	TX	N/A									
(4) SHERMAN/GRAYSON HLTHCARE SYST PLANO, TX	HOSPITAL	TX	N/A									
(5) SOUTHLAKE SPECIALTY HOSPITAL ARLINGTON, TX	HOSPITAL	TX	N/A									
(6) SURG CAREGIVERS OF FORT WORTH BIRMINGHAM, AL	AMB SURG CTR	TX	N/A									
(7) TH CRAIG RANCH SURG CTR LLC MCKINNEY, TX	AMB SURG CTR	TX	N/A									

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) Perce- tage ownership	(i) Section 512(b)(13) controlled entity?
(1) -----								Yes No
(2) -----								
(3) -----								
(4) -----								
(5) -----								
(6) -----								
(7) -----								

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) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) TH FLOWER MOUND ORTHO SURG FLOWER MOUND, TX	AMB SURG CTR	TX	N/A									
(2) TEXAS HEALTH MEDSYNERGIES, LLC IRVING, TX	MGMT SERVICES	TX	N/A									
(3) TEXAS INSTITUTE FOR SURG, LLP DALLAS, TX	HOSPITAL	TX	N/A									
(4) THR-STT ROCKWALL ASC, LLC SOUTHLAKE, TX	AMB SURG CTR	TX	N/A									
(5) THR-STT SOUTHLAKE ASC, LLC SOUTHLAKE, TX	AMB SURG CTR	TX	N/A									
(6) USMD HOSPITAL AT ARLINGTON, LP ARLINGTON, TX	HOSPITAL	TX	N/A									
(7) USMD HOSPITAL AT FORT WORTH IRVING, TX	HOSPITAL	TX	N/A									

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) Percen- tage ownership	(i) Section 512(b)(13) controlled entity?
(1) -----								Yes No
(2) -----								
(3) -----								
(4) -----								
(5) -----								
(6) -----								
(7) -----								

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) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) WOMEN'S SPECIALTY SURG CTR DALLAS, TX	AMB SURG CTR	TX	N/A									
(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) Percen- tage ownership	(i) Section 512(b)(13) controlled entity?
(1) -----								Yes No
(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?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	<input checked="" type="checkbox"/>
b Gift, grant, or capital contribution to related organization(s)	1b	<input checked="" type="checkbox"/>
c Gift, grant, or capital contribution from related organization(s)	1c	<input checked="" type="checkbox"/>
d Loans or loan guarantees to or for related organization(s)	1d	<input checked="" type="checkbox"/>
e Loans or loan guarantees by related organization(s)	1e	<input checked="" type="checkbox"/>
f Dividends from related organization(s)	1f	<input checked="" type="checkbox"/>
g Sale of assets to related organization(s)	1g	<input checked="" type="checkbox"/>
h Purchase of assets from related organization(s)	1h	<input checked="" type="checkbox"/>
i Exchange of assets with related organization(s)	1i	<input checked="" type="checkbox"/>
j Lease of facilities, equipment, or other assets to related organization(s)	1j	<input checked="" type="checkbox"/>
k Lease of facilities, equipment, or other assets from related organization(s)	1k	<input checked="" type="checkbox"/>
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	<input checked="" type="checkbox"/>
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	<input checked="" type="checkbox"/>
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	<input checked="" type="checkbox"/>
o Sharing of paid employees with related organization(s)	1o	<input checked="" type="checkbox"/>
p Reimbursement paid to related organization(s) for expenses	1p	<input checked="" type="checkbox"/>
q Reimbursement paid by related organization(s) for expenses	1q	<input checked="" type="checkbox"/>
r Other transfer of cash or property to related organization(s)	1r	<input checked="" type="checkbox"/>
s Other transfer of cash or property from related organization(s)	1s	<input checked="" type="checkbox"/>

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)				
(2)				
(3)				
(4)				
(5)				
(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 section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) _____													
(2) _____													
(3) _____													
(4) _____													
(5) _____													
(6) _____													
(7) _____													
(8) _____													
(9) _____													
(10) _____													
(11) _____													
(12) _____													
(13) _____													
(14) _____													
(15) _____													
(16) _____													

Part VII Supplemental Information

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

SCHEDULE R, PART V - RELATED TRANSACTION

TEXAS HEALTH RESOURCES (THR) IS THE PARENT ORGANIZATION IN A LARGE HEALTHCARE SYSTEM MADE UP OF BOTH WHOLLY OWNED ENTITIES AS WELL AS RELATED CONTROLLED JOINT VENTURES AS LISTED ON SCHEDULE R. THR'S ROLE IS TO PLAN, MANAGE AND COORDINATE THE ACTIVITIES OF THE AFFILIATED HEALTHCARE SYSTEM IN ORDER TO MAXIMIZE OPPORTUNITIES TO DELIVER COST EFFECTIVE QUALITY MEDICAL CARE TO RESIDENTS OF NORTH CENTRAL TEXAS. THR PROVIDES DIRECTION AND OVERSIGHT TO ITS WHOLLY OWNED AFFILIATES THROUGH CENTRALIZED SERVICES. THEY ALSO PROVIDE OVERSIGHT FOR THE CONTROLLED JOINT VENTURES.

AS AN INTEGRAL PART OF PROVIDING CENTRALIZED SERVICES TO THE AFFILIATES, THR MAINTAINS INTERCOMPANY RECEIVABLE/PAYABLE ACCOUNTS, MOST OF WHICH DO NOT FALL WITHIN THE SCOPE OF IRC SECTION 512(B)(13). TRANSACTIONS WITH RELATED TAX EXEMPT ORGANIZATIONS NOT FALLING WITHIN THIS SCOPE ARE NOT LISTED ON SCHEDULE R, PART V, LINE 2. TRANSACTIONS WITH RELATED JOINT VENTURES AND FOR PROFIT CORPORATIONS ARE DISCLOSED ON SCHEDULE R, PART V, LINE 2.