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CHANGE OF ACCOUNTING PERIOD

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

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning SEP 1, 2013 and ending JUN 30, 2014

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

C Name of organization: Scott & White Healthcare Foundation

Doing Business As:

Number and street (or P.O. box if mail is not delivered to street address): 2401 S. 31st Street

Room/suite:

City or town, state or province, country, and ZIP or foreign postal code: Temple, TX 76508

F Name and address of principal officer: Jana Sharpley same as C above

D Employer identification number: 27-3513154

E Telephone number: (254)215-9256

G Gross receipts $: 59,646,264.

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: ▶ www.sw.org

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 2010

M State of legal domicile: TX

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: See Schedule O	
	2	Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3	Number of voting members of the governing body (Part VI, line 1a)	23
	4	Number of independent voting members of the governing body (Part VI, line 1b)	14
	5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	0
	6	Total number of volunteers (estimate if necessary)	14
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	23,694.
	b	Net unrelated business taxable income from Form 990-T, line 34	11,178.

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			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	26,224,239.	8,830,386.
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,927,082.	6,026,761.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	659,062.	805,066.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	29,810,383.	15,662,213.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	8,609,605.	27,998,696.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	3,797,013.	2,595,253.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	341,984.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,490,728.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	2,229,296.	2,297,767.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	14,977,898.	32,891,716.
	19	Revenue less expenses. Subtract line 18 from line 12	14,832,485.	-17,229,503.

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	166,728,980.	171,508,690.
	21	Total liabilities (Part X, line 26)	2,267,354.	12,779,424.
	22	Net assets or fund balances. Subtract line 21 from line 20	164,461,626.	158,729,266.

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: Cindy Newton — Date: 5/12/15

▶ Cindy Newton, Treasurer
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

See Schedule O for Organization Mission Statement Continuation

SCANNED JUN 15 2015

GTT 5

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission:
To establish relationships and develop an understanding of and a belief in Baylor Scott & White's mission and vision in order to obtain philanthropic financial resources to meet the needs of those it serves.

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 [X] 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 [X] 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 $ 29,082,436. Including grants of $ 27,998,696.) (Revenue $ 23,694.)
See Schedule O

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 ▶ 29,082,436.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors*?	2	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*	3		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*	4	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*	5		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*	6		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*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		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*	9		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*	10	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*	11a	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*	11b		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*	11c		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*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	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*	11f	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a		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*	12b	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		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*	14b		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*	15		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*	16		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*	17	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*	18	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*	19		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	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? *If "Yes," complete Schedule I, Parts I and II*	21	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? *If "Yes," complete Schedule I, Parts I and III*	22		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? *If "Yes," complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K If "No", go to line 25a*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26		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? *If "Yes," complete Schedule L, Part III*	27		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? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		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? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		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? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	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)? *If "Yes," complete Schedule R, Part V, line 2*	35b	X	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		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? *If "Yes," complete Schedule R, Part VI*	37		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	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check 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	0		
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		
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?		2b		
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		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	X	
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		X
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5b		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5c		
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?				
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		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		
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	N/A	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h	N/A	
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?	N/A	8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	N/A	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?	N/A	9b		
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	N/A 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	N/A 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	N/A 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?	N/A	13a		
	Note. See the instructions for additional information the organization must report on Schedule O.				
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 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.	1a	23		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	14		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2	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?		3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
6	Did the organization have members or stockholders?		6	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?		7a	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?		7b	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?		8a	X	
b	Each committee with authority to act on behalf of the governing body?		8b	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*		9		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?	10a		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?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	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*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	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*	12c	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14		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	15a	X	
b	Other officers or key employees of the organization	15b		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?	16a		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?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ AL, CA, KY, MD, OK, OR, VA, WA

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 [X] 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: ▶

Laurie Hengst - (254) 215-9259
2401 S. 31st Street, Temple, TX 76508

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below 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) Louis S. Casey, Jr Trustee	1.00	X						0.	0.	0.
(2) Wayne Fisher Trustee, Vice-Chairman	1.00	X		X				0.	0.	0.
(3) Glen E. Roney Trustee	1.00	X						0.	0.	0.
(4) Morris E. Foster Trustee	1.00	X						0.	0.	0.
(5) Ross McKnight Trustee, Chairman	1.00	X		X				0.	0.	0.
(6) Drayton McLane, Jr. Trustee	1.00	X						0.	0.	0.
(7) James H. Mills Trustee	1.00	X						0.	0.	0.
(8) Donald R. Grobowsky Trustee	1.00	X						0.	0.	0.
(9) Lyndon L. Olson, Jr. Trustee	1.00	X						0.	0.	0.
(10) Anita Perry Trustee	1.00	X						0.	0.	0.
(11) W. Roy Smythe, M.D. Trustee, Secretary	1.00 40.00	X		X				0.	563,899.	52,743.
(12) L. Gill Naul, M.D. Trustee	1.00 40.00	X						0.	693,890.	57,323.
(13) Michael D. Reis, M.D. Trustee	1.00 40.00	X						0.	442,266.	53,260.
(14) Robert A. Probe, M.D. Trustee	1.00 40.00	X						0.	781,156.	59,231.
(15) Michael L. Middleton, M.D. Trustee	1.00 40.00	X						0.	422,478.	53,403.
(16) Andrejs E. Avots-Avotins, M.D. Trustee	1.00 40.00	X						0.	486,527.	54,707.
(17) Robert W. Pryor, M.D. Trustee	1.00 40.00	X						0.	1,033,129.	54,412.

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 line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) William L. Rayburn, M.D. Trustee	1.00 40.00	X						0.	543,040.	56,697.
(19) Madhava R. Beeram, M.D. Trustee	1.00 40.00	X						0.	469,206.	53,739.
(20) Alejandro C. Arroliga, M.D. Trustee	1.00 40.00	X						0.	564,055.	55,300.
(21) Stephen Sibbitt, M.D. Trustee	1.00 40.00	X						0.	472,512.	54,585.
(22) Robert Garriott Trustee	1.00 	X						0.	0.	0.
(23) Thomas L. Burdett Trustee	1.00 	X						0.	0.	0.
(24) Kenneth W. Starr Trustee	1.00 	X						0.	0.	0.
(25) Jack Martin Trustee	1.00 	X						0.	0.	0.
(26) Jim Kruse Trustee	1.00 	X						0.	0.	0.
1b Sub-total								0.	6,472,158.	605,400.
c Total from continuation sheets to Part VII, Section A								1,080,554.	861,653.	336,278.
d Total (add lines 1b and 1c)								1,080,554.	7,333,811.	941,678.

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 ▶ 6

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		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*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

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
Ruffalo Cody P.O. Box 3018, Cedar Rapids, IA 52606-3018	Fundraising	250,000.
Presentation Design Group 1010 Obie Street, Eugene, OR 97402	Advertising	202,653.
Global Event Group PO Box 9037, College Station, TX 77842	Catering	154,866.
Korzenowski Design Inc. 266 West Lake St., Elmhurst, IL 60126	Graphic Design	114,179.
The Hennigan Company 7455 Empire Dr., Florence, KY 41042	Graphic Design	102,573.

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 5

See Part VII, Section A Continuation sheets

Part VIII Statement of Revenue

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	38,103.			
	d	Related organizations	1d	505,850.			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	8,286,433.			
	g	Noncash contributions included in lines 1a-1f $ 13,118.					
	h	**Total.** Add lines 1a-1f	▶	8,830,386.			
Program Service Revenue			**Business Code**				
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a-2f	▶				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	▶	2,201,898.			2,201,898.
	4	Income from investment of tax-exempt bond proceeds	▶				
	5	Royalties	▶	820,544.		23,694.	796,850.
			(i) Real / (ii) Personal				
	6a	Gross rents	16,998.				
	b	Less: rental expenses	0.				
	c	Rental income or (loss)	16,998.				
	d	Net rental income or (loss)	▶	16,998.			16,998.
			(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory	47,772,238.				
	b	Less: cost or other basis and sales expenses	43,947,375.				
	c	Gain or (loss)	3,824,863.				
	d	Net gain or (loss)	▶	3,824,863.			3,824,863.
	8a	Gross income from fundraising events (not including $ 38,103. of contributions reported on line 1c). See Part IV, line 18	a 4,200.				
	b	Less: direct expenses	b 36,676.				
	c	Net income or (loss) from fundraising events	▶	-32,476.			-32,476.
	9a	Gross income from gaming activities. See Part IV, line 19	a				
	b	Less: direct expenses	b				
	c	Net income or (loss) from gaming activities	▶				
	10a	Gross sales of inventory, less returns and allowances	a				
	b	Less: cost of goods sold	b				
	c	Net income or (loss) from sales of inventory	▶				
		Miscellaneous Revenue	**Business Code**				
	11a						
	b						
	c						
	d	All other revenue					
	e	**Total.** Add lines 11a-11d	▶				
	12	**Total revenue.** See instructions.	▶	15,662,213.	0.	23,694.	6,808,133.

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	27,998,696.	27,998,696.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	973,053.	97,305.	437,874.	437,874.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,263,716.	319,111.	266,467.	678,138.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	358,484.	118,605.	67,668.	172,211.
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	1,468,028.	377,488.	375,991.	714,549.
12 Advertising and promotion	66,007.	16,973.	16,906.	32,128.
13 Office expenses	193,800.	49,834.	49,636.	94,330.
14 Information technology	345.	89.	88.	168.
15 Royalties				
16 Occupancy	154,434.	39,711.	39,554.	75,169.
17 Travel	100,371.	25,809.	25,707.	48,855.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	12,442.	3,198.	3,187.	6,057.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	64,797.	16,662.	16,596.	31,539.
23 Insurance				
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 Donor Recognition Fndrs	163,831.			163,831.
b Non - Medical Supplies	30,082.	7,735.	7,704.	14,643.
c Dues & Memberships	8,469.	2,178.	2,169.	4,122.
d Uniforms	1,235.	318.	316.	601.
e All other expenses	33,926.	8,724.	8,689.	16,513.
25 **Total functional expenses.** Add lines 1 through 24e	32,891,716.	29,082,436.	1,318,552.	2,490,728.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		24,234,182.	1	15,485,200.
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net		13,226,264.	3	10,101,997.
	4	Accounts receivable, net			4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges			9	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,452,521.			
	b	Less: accumulated depreciation	10b 771,097.	856,221.	10c	681,424.
	11	Investments - publicly traded securities		128,234,973.	11	145,129,419.
	12	Investments - other securities. See Part IV, line 11			12	
	13	Investments - program-related. See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11		177,340.	15	110,650.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		166,728,980.	16	171,508,690.
Liabilities	17	Accounts payable and accrued expenses		2,214,764.	17	2,634,521.
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		52,590.	25	10,144,903.
	26	**Total liabilities.** Add lines 17 through 25		2,267,354.	26	12,779,424.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☒ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		48,886,409.	27	53,359,771.
	28	Temporarily restricted net assets		78,942,943.	28	69,099,105.
	29	Permanently restricted net assets		36,632,274.	29	36,270,390.
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building, or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		164,461,626.	33	158,729,266.
	34	Total liabilities and net assets/fund balances		166,728,980.	34	171,508,690.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI [X]

1	Total revenue (must equal Part VIII, column (A), line 12)	1	15,662,213.
2	Total expenses (must equal Part IX, column (A), line 25)	2	32,891,716.
3	Revenue less expenses. Subtract line 2 from line 1	3	-17,229,503.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	164,461,626.
5	Net unrealized gains (losses) on investments	5	10,395,134.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	1,102,009.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	158,729,266.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII [X]

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] 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	2a		X
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 [X] Consolidated basis [ ] Both consolidated and separate basis	2b	X	
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.	2c	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ **Attach to Form 990 or Form 990-EZ.**

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization	**Employer identification number**
Scott & White Healthcare Foundation	27-3513154

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

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

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Non-functionally integrated

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

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

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

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

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

(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	
Total									

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.")		3299644.	8713674.	26224239.	8830386.	47067943.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3		3299644.	8713674.	26224239.	8830386.	47067943.
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)						6627208.
6 **Public support.** Subtract line 5 from line 4						40440735.

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		3299644.	8713674.	26224239.	8830386.	47067943.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources				3450996.	3039440.	6490436.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						53558379.

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** ▶ [X]

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) 14 %

15 Public support percentage from 2012 Schedule A, Part II, line 14 15 %

16a **33 1/3% support test - 2013.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ [ ]

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 ▶ [ ]

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 ▶ [ ]

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 ▶ [ ]

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 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** ▶ ☐

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 ▶ ☐

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

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

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Form 990, Schedule A

The fiscal year ended June 30, 2014 is a short period due to a change in accounting period.

SCHEDULE C (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at** *www.irs.gov/form990.*

OMB No 1545-0047

2013

Open to Public Inspection

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

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

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

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

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

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

Name of organization	Employer identification number
Scott & White Healthcare Foundation	27-3513154

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-.

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.		

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					

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) Yes	(a) No	(b) 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	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?	X		195.
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			195.
2a 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?			

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.

Part II-B, Line 1, Lobbying Activities:

Health care policy is critical to all Americans, and SWHCF believes that health care providers must participate in forming health care policy by interacting with national, state and local representatives and their staff members to help them better understand the complexities and ramifications of key health care policies

Part IV **Supplemental Information** *(continued)*

including, without limitation, those related to uninsured and indigent patient needs as well as the legislative and regulatory needs to assure the delivery of cost-efficient, quality health care.

SWHCF has established relationships with persons and industry associations that often communicate SWHCF's positions on major health care issues. These contacts may include direct contact, telephone conversations and/or letters. Also, SWHCF may attempt to educate the local community on certain legislative initiatives that may impact SWHCF's ability to provide quality health care services to the community through direct mailings, media advertising or broadcast statements. The amount of resources (time and money) involved in these activities is insubstantial. SWHCF has not 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
Scott & White Healthcare Foundation

Employer identification number
27-3513154

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

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

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

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).
- ☐ Preservation of land for public use (e.g., recreation or education)
- ☐ Protection of natural habitat
- ☐ Preservation of open space
- ☐ Preservation of an historically important land area
- ☐ Preservation of a certified historic structure

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 ☐

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	95,488,694.	84,929,025.	959,721.		
b Contributions	2,606,093.	3,916,915.	85,529,950.	960,307.	
c Net investment earnings, gains, and losses	13,322,037.	9,065,986.	851,671.	-586.	
d Grants or scholarships					
e Other expenditures for facilities and programs	1,294,790.	2,423,232.	2,412,317.		
f Administrative expenses					
g End of year balance	110,122,034.	95,488,694.	84,929,025.	959,721.	

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

a Board designated or quasi-endowment ▶ 52.00 %
b Permanent endowment ▶ 48.00 %
c Temporarily restricted endowment ▶ _____ %

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

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

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		1,047,986.	771,097.	276,889.
e Other				
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				276,889.

Schedule D (Form 990) 2013

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. (Col. (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. (Col. (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) Due to Related Organizations	10,144,903.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 25.)* ▶	10,144,903.

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 [X]

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.

Part V, line 4:

Endowment funds and income from endowment investments are used to provide funding for program activities of Baylor Scott & White Health CTX.

Part X, Line 2:

The filing organization does not have separate individual audited financial statements; however, the organization is included in Scott & White Healthcare's combined audited financial statements. Scott & White evaluates its income tax positions in accordance with ASC 740 (FIN48), "Income Taxes", regarding accounting for uncertainty in income taxes. ASC 740 prescribes a recognition threshold and measurement

Part XIII Supplemental Information *(continued)*

attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. There are no material uncertain income tax positions as of June 30, 2014.

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: Scott & White Healthcare Foundation

Employer identification number: 27-3513154

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 [X] Mail solicitations
- b [X] Internet and email solicitations
- c [X] Phone solicitations
- d [X] In-person solicitations
- e [X] Solicitation of non-government grants
- f [X] Solicitation of government grants
- g [X] Special fundraising events

2 a 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? [X] 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? Yes	(iii) No	(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
Bornes VDM - 1610 14th Avenue SE, Watertown, SD 57201	Direct Mail		X	0.	0.	112,928.
Total ▶						112,928.

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 American Girl (event type)	(b) Event #2 (event type)	(c) Other events None 0 (total number)	(d) Total events (add col (a) through col. (c))
Revenue	1 Gross receipts	42,303.			42,303.
	2 Less: Contributions	38,103.			38,103.
	3 Gross income (line 1 minus line 2)	4,200.			4,200.
Direct Expenses	4 Cash prizes	0.			
	5 Noncash prizes	0.			
	6 Rent/facility costs	4,003.			4,003.
	7 Food and beverages	8,800.			8,800.
	8 Entertainment	0.			
	9 Other direct expenses	23,873.			23,873.
	10 Direct expense summary. Add lines 4 through 9 in column (d)			▶	36,676.
	11 Net income summary. Subtract line 10 from line 3, column (d)			▶	-32,476.

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: _____

10a 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 ▶ _____

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

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____ .

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ $ _____

Description of services provided ▶ _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

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

b Enter the amount of distributions required under state law 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 explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

▶ **Attach to Form 990.**

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Scott & White Healthcare Foundation

Employer identification number
27-3513154

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? [X] 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
Scott & White Memorial Hospital 2401 S 31st Street Temple, TX 76508	74-1166904	501 (c) (3)	27,850,761.	0.			To fund research,education, and priority programs and services.
Hillcrest Baptist Medical Center 100 Hillcrest Medical Blvd. Waco, TX 76712	74-1161944	501 (c) (3)	147,935.	0.			General Support

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

3 Enter total number of other organizations listed in the line 1 table ▶ 2.

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

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

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Part I, Line 2:

As part of its mission, the organization provides grants and other assistance to related organizations and/or unrelated not-for-profit organizations which are religious, charitable, scientific, or educational in nature, within the meaning of Internal Revenue Code Section 501(c)(3), when the use will further one or more tenets of the organization's charitable mission and one of the following criteria for use of these funds is met: (1) Fulfills a need identified by a community needs assessment conducted by the organization and/or outlined in an implementation

Part IV Supplemental Information

strategy, (2) Serves an under-served community or group of people through medical mission work to improve their health status (3) promotes health in the community, (4) supports community buildings activities that protect or improves the community's health or safety and/or (5) provides positive visibility and good community relations with other organization serving the health needs of the community .

For related organizations, all grants and other assistance are subject to the policies and procedures set forth by BSWH which ensures all funds are used in accordance with the guidelines set forth above and in accordance with the related organization's exempt purpose.

Grants and other assistance provided to unrelated organizations are typically monitored by personal inspection. Examples include providing assistance to entities where the filing organization's employee serves as a Board Member for the recipient organization or through attendance at community events where the filing organization employees work as volunteers or to help coordinate these events.

Grants and other assistance provided to unrelated organizations are given as a restricted gift and the receiving organization must sign a statement indicating they will use the funds for the stated purpose.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 23.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**
▶ **Information about Schedule J (Form 990) and its instructions is at** *www.irs.gov/form990*

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization

Scott & White Healthcare Foundation

Employer identification number

27-3513154

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☒ Tax indemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ Personal services (e.g., maid, chauffeur, chef)		
b	If any of the boxes 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	1b	X	
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?	2	X	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.			
	☒ Compensation committee	☐ Written employment contract		
	☒ Independent compensation consultant	☒ Compensation survey or study		
	☐ Form 990 of other organizations	☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	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		X
b	Any related organization?	5b		X
	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		X
b	Any related organization?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	X	
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) W. Roy Smythe, M.D.	(i)	0.	0.	0.	0.	0.	0.	0.
Trustee, Secretary	(ii)	536,951.	27.	26,921.	33,150.	19,593.	616,642.	0.
(2) L. Gill Naul, M.D.	(i)	0.	0.	0.	0.	0.	0.	0.
Trustee	(ii)	605,705.	25.	88,160.	33,150.	24,173.	751,213.	0.
(3) Michael D. Reis, M.D.	(i)	0.	0.	0.	0.	0.	0.	0.
Trustee	(ii)	369,700.	72.	72,494.	33,150.	20,110.	495,526.	0.
(4) Robert A. Probe, M.D.	(i)	0.	0.	0.	0.	0.	0.	0.
Trustee	(ii)	694,643.	96.	86,417.	33,150.	26,081.	840,387.	0.
(5) Michael L. Middleton, M.D.	(i)	0.	0.	0.	0.	0.	0.	0.
Trustee	(ii)	321,545.	34.	100,899.	33,150.	20,253.	475,881.	0.
(6) Andrejs E. Avots-Avotins, M.D.	(i)	0.	0.	0.	0.	0.	0.	0.
Trustee	(ii)	396,252.	10,359.	79,916.	33,150.	21,557.	541,234.	0.
(7) Robert W. Pryor, M.D.	(i)	0.	0.	0.	0.	0.	0.	0.
Trustee	(ii)	1,026,354.	27.	6,748.	33,150.	21,262.	1,087,541.	0.
(8) William L. Rayburn, M.D.	(i)	0.	0.	0.	0.	0.	0.	0.
Trustee	(ii)	455,974.	70.	86,996.	33,150.	23,547.	599,737.	0.
(9) Madhava R. Beeram, M.D.	(i)	0.	0.	0.	0.	0.	0.	0.
Trustee	(ii)	382,201.	28.	86,977.	33,150.	20,589.	522,945.	0.
(10) Alejandro C. Arroliga, M.D.	(i)	0.	0.	0.	0.	0.	0.	0.
Trustee	(ii)	476,925.	27.	87,103.	33,150.	22,150.	619,355.	0.
(11) Stephen Sibbitt, M.D.	(i)	0.	0.	0.	0.	0.	0.	0.
Trustee	(ii)	403,918.	61.	68,533.	33,150.	21,435.	527,097.	0.
(12) Robin W. Watson, M.D.	(i)	0.	0.	0.	0.	0.	0.	0.
Trustee	(ii)	398,977.	478.	3,524.	33,150.	20,383.	456,512.	0.
(13) Nancy L. Birdwell	(i)	300,249.	311.	1,798.	33,150.	9,780.	345,288.	0.
Chief Executive Officer	(ii)	0.	0.	0.	0.	0.	0.	0.
(14) Alfred B. Knight, M.D.	(i)	226,343.	27.	18,249.	32,500.	18,234.	295,353.	0.
President	(ii)	0.	0.	0.	0.	0.	0.	0.
(15) Francis P. Anderson	(i)	0.	0.	0.	0.	0.	0.	0.
Treasurer	(ii)	300,190.	284.	1,135.	33,150.	14,604.	349,363.	0.
(16) Matthew G. Wright	(i)	155,400.	629.	106.	20,202.	2,551.	178,888.	0.
Interim Chief Executive Officer	(ii)	0.	0.	0.	0.	0.	0.	0.

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				
(17) Cynthia C. Newton	(i)	0.	0.	0.	0.	0.	0.	0.
Secretary/Treasurer	(ii)	155,872.	656.	537.	20,953.	16,331.	194,349.	0.
(18) Brian T. Hervey	(i)	139,597.	634.	1,246.	18,837.	16,064.	176,378.	0.
Vice-President Philanthropy	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(ii)							

Part III Supplemental Information

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

Part I, Line 1a:

Tax indemnification and gross up payments-The organization provides tax indemnification where an authorized member of management determines there is justification to reimburse an individual for the tax impact on certain taxable, non-cash benefits provided to them. All tax indemnification payments provided are treated as taxable compensation. Six of the persons listed in the Form 990, Part VII, Section A, received this benefit during the tax year.

Part I, Line 3:

The compensation review process is performed annually. All physician compensation is reviewed including pay, production data and total compensation. The physician compensation is then benchmarked against industry standards using data from ten different industry surveys. This review is performed by an independent consultant and presented to the Scott & White Healthcare Board of Trustees Compensation Committee. Scott & White Healthcare ("SWHC")(EIN: 26-4532547) was the parent corporation of the Scott & White Healthcare System (the "System") during the Calendar Year

Part III Supplemental Information

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

2013.

System Officers along with regional Chief Executive Officers and Chief Medical Officers are reviewed annually. An independent consultant compares total compensation to benchmark surveys. The Scott & White Healthcare Board of Trustees Compensation Committee reviews the compensation and comparability data annually.

Part I, Line 7:

Discretionary bonuses are an element of various Scott & White Healthcare (the "System") compensation plans. The Scott & White Board of Trustees, which was the governing body of Scott & White Healthcare System and the Board Compensation Committee have approved plans designed to measure performance based on differing job functions for calendar year 2013. The Board of Trustees approves the bonus pools reserved for the various plans. The Board of Trustees determines and approves the bonus, if any, for the System's Chief Executive Officers and other executive level personnel.

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: Scott & White Healthcare Foundation

Employer identification number: 27-3513154

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				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods	X		7,742.	Fair Market 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	X	2	2,694.	Fair Market Value
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (Billboard)	X	1	2,500.	Fair Market Value
26	Other ▶ (Toys)	X	7	182.	Fair Market Value
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

			Yes	No
30a	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?	30a		X
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?	31	X	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a		X
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.			

Part II **Supplemental Information.** 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.

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization: Scott & White Healthcare Foundation

Employer identification number: 27-3513154

Form 990, Part I, Line 1, Description of Organization Mission:

To establish relationships and develop an understanding of and a belief in Baylor Scott & White's missions and vision in order to obtain philanthropic financial resources to meet the needs of the network of clinics, acute care hospitals and related health care entities it serves.

Form 990, Part III, Line 4a, Program Service Accomplishments:

Through thoughtful relationship development and interaction with supporters who believe in Baylor Scott & White's mission, the foundation strives to develop resources for enhanced clinical services, healthcare education for the next generation of professionals, clinical and translational research, and state-of-the-art facilities in which to deliver care.

As part of its charitable mission, the System's nonprofit hospitals provided community benefits (as reported to the Texas Department of State Health Services and in accordance with the State of Texas statutory methodology) in excess of $701 million in fiscal year 2014, which amount includes the unreimbursed cost of charity care, Medicaid and Medicare and other community benefits.

Form 990, Part V, Line 1a

Scott & White Healthcare Foundation (SWHCF) does not file Forms 1096 or 1099. All expenditures for goods and services are made by Scott & White Memorial Hospital, which has filed all required reporting

Name of the organization: Scott & White Healthcare Foundation

Employer identification number: 27-3513154

forms.

Form 990, Part V, Line 2a

Employees of certain BSWH affiliates located in central Texas are employed by SWMH (EIN: 74-1166904) or Scott & White Clinic (SWC)(EIN: 74-2958277). This is done to achieve parity and consistency in compensation and benefits offered to employees and to reduce administration costs. Consistent with this practice, employee Forms W-2 are filed by SWMH or SWC. For financial reporting purposes, compensation, benefits and other employee costs are assigned to the BSWH entity for which services are rendered. Oversight of and responsibility for the activities of employees are vested in the board of directors and management of the BSWH entity to which such employees are assigned. All required employment forms have been filed by SWMH and SWC.

Form 990, Part VI, Section A, line 2:

Donald Grobowsky and Dr. Alfred Knight, trustees, are both on the Board of Directors for First State Bank.

Form 990, Part VI, Section A, line 2:

There is a family relationship between Drayton McLane Jr. and Drayton McLane III, both are on the Board of Trustees of this organization.

Form 990, Part VI, Section A, line 2:

Drayton McLane III has reported business relationships with

Name of the organization: Scott & White Healthcare Foundation

Employer identification number: 27-3513154

Wayne Fisher and Lyndon Olson, Jr. Bill Rogers has reported business relationships with Glen Roney and Jack Martin. Lyndon Olsen Jr. has reported a business relationship with Jack Martin. All of whom are on the Board of Trustees.

Form 990, Part VI, Section A, line 6:
The organization is a Texas nonprofit membership organization in which Scott & White Healthcare, a tax exempt, Texas nonprofit corporation, is the sole member.

Form 990, Part VI, Section A, line 7a:
As disclosed in Part VI, Line 4, Baylor Scott & White Holdings, a Texas nonprofit corporation, is currently the sole member of Scott & White Healthcare (SWHC) and SWHC is the sole member of the organization. Prior to October 1, 2013, SWHC had control and substantial reserved powers over the organization, including those to elect and remove the governing body of the organization. Effective October 1, 2013, SWHC transferred control and its reserved powers over the organization to Baylor Scott & White Health, LLC and subsequently to Baylor Scott & White Holdings on March 1, 2014. The Baylor Scott & White Holdings Board of Trustees is comprised of a majority of independent community representatives that provide leadership and governance to Baylor Scott & White Holdings and its affiliated tax exempt entities including, the filing organization, to ensure it is meeting its charitable purpose.

Form 990, Part VI, Section A, line 7b:
Prior to October 1, 2013, all rights and powers were reserved to the sole member, Scott & White Healthcare (SWHC), except only those

rights and powers expressly set forth in the bylaws, required by state or federal law, or to meet the requirements and standards promulgated by joint commission. For example, the member's reserved rights and powers include, without limitation, approval of the organization's articles of incorporation and bylaws and amendments thereto, appointment and removal of members of the organization's governing body, approval of dissolutions and mergers, and other similar decisions over the organization. Effective October 1, 2013, SWHC transferred control and its reserved powers over the organization to Baylor Scott & White Health, LLC and subsequently to Baylor Scott & White Holdings on March 1, 2014.

Form 990, Part VI, Section B, line 11:
The Form 990 is prepared and reviewed by the BSWH tax department. During the return preparation process the tax department works with other functional areas including finance, accounting, treasury, legal, human resources, and corporate compliance for advice, information and assistance to prepare a complete and accurate return. Upon completion, the Form 990 is reviewed by the organization's President, financial officer and/or other key officers. A complete final copy of the return is provided to the organization's governing body prior to filing with the IRS.

Form 990, Part VI, Section B, Line 12c:
Persons with an actual or perceived ability to influence the organization have the duty to disclose annually and otherwise promptly as potential conflicts are identified, any familial, professional or financial relationships with entities or individuals that do, or seek to do business with the organization or that compete with the organization. These individuals include the organization's officers, governing body,

Name of the organization: Scott & White Healthcare Foundation | Employer identification number: 27-3513154

management, physicians with administrative services agreements and other key personnel who interact with outside organizations or businesses on behalf of the organization. The BSW Holdings' Board of Trustees Audit and Compliance Committee and the BSW Holdings' Corporate Compliance Committee review all relevant disclosures submitted by these individuals to determine whether a conflict of interest exists and to determine an appropriate resolution, if necessary Any individual with a perceived or potential conflict is prohibited from voting or participating in the decision making process regarding such transaction with that individual.

Form 990, Part VI, Section B, Line 15a:
The compensation review process is performed annually. All physician compensation is reviewed including pay, production data and total compensation. The physician compensation is then benchmarked against industry standards using data from ten different industry surveys. This review is performed by an independent consultant and presented to the Scott & White Healthcare Board of Trustees Compensation Committee. Scott & White Healthcare (SWHC)(EIN: 26-4532547) was the parent corporation of the Scott & White Healthcare System (the "System") during the Calendar Year 2013.

System Officers along with regional Chief Executive Officers and Chief Medical Officers are reviewed annually. An independent consultant compares total compensation to benchmark surveys. The Scott & White Healthcare Board of Trustees Compensation Committee reviews the compensation and comparability data annually.

Form 990, Part VI, Section C, Line 19:
Process for making governing documents, conflict of interest

policy, & financial statements available to the public: The organization's articles of incorporation and amendments thereto are made available to the public by the filing of those documents with the Texas Secretary of State. Also, the organization is included within the combined financial statements of Scott & White Healthcare that are made available to the public by the posting of those documents through DAC Bond. The organization's other governing documents and conflicts of interest policy are not made available to the public.

Part VI, Line 14

The organization appropriately handles the retention and destruction of documents, and the organization anticipates these policies and procedures will be formally adopted within the next fiscal year. However no formal policy has currently been adopted.

Part VI, Line 4

The organization did not make any changes to its governing documents during the tax year, however, effective October 1, 2013, Baylor Health Care System, a Texas nonprofit corporation (BHCS), and Scott & White Healthcare (SWHC), a Texas nonprofit corporation, consummated their affiliation pursuant to an Affiliation Agreement (the "Agreement") dated June 19, 2013. BHCS and SWHC formed Baylor Scott & White Holdings (BSW Holdings), a Texas nonprofit corporation.

While the receipt of the Internal Revenue Service (IRS) tax-exempt and public charity determination letter for BSW Holdings was pending, BHCS and SWHC formed a Texas limited liability company, Baylor Scott & White Health LLC (BSW Holdings LLC). On December 31, 2013, BSW Holdings

Name of the organization: Scott & White Healthcare Foundation | Employer identification number: 27-3513154

received a favorable determination letter from the IRS regarding their tax-exempt and public charity status. Effective March 1, 2014, BSW Holdings LLC was merged into BSW Holdings. BSW Holdings is now the sole member of BHCS and SWHC and has control and substantial reserved powers over all BHCS and SWHC material affiliates including the organization.

Form 990, Part XI, line 9, Changes in Net Assets:

Uncollectible Pledges	752,119.
DG Value Adjustment	349,890.
Total to Form 990, Part XI, Line 9	1,102,009.

Part XII, Line 2c

As a result of the changes in the governance structure described in Part VI, Line 4, the oversight and selection process of the organization's audit and compilation of its financial statements including the selection of the independent accountant was transferred to the Audit and Compliance Committee of Baylor Scott & White Health LLC effective October 1, 2013 and subsequently transferred to Baylor Scott & White Holdings on March 1, 2014.

Form 5471

Disclosure Statement Related to Forms 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations, Filed on Behalf of the Taxpayer: In accordance with IRC Section 6038 and the constructive ownership rules of IRC Sections 958(a) and (b),

Name of the organization: Scott & White Healthcare Foundation

Employer identification number: 27-3513154

the taxpayer is required to file Forms 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations, with respect to certain controlled foreign corporations (CFCs) including Scott & White Assurance Ltd and Health Care Insurance Company of Texas, Ltd. These filing requirements are or will be satisfied through the filing of Forms 5471 for these CFCs by other U.S. taxpayers identified below who have the same filing requirement.

Taxpayer Name: Scott & White Memorial Hospital

Taxpayer Address: 2401 S. 31st Street Temple, TX 76508

Taxpayer Identification Number of U.S. tax return with which the Forms 5471 were or will be filed: 74-1166904

IRS Service Center where U.S. tax return was or will be filed: Ogden

Taxpayer Name: Baylor Health Care System

Taxpayer Address: 2001 Bryan Street Suite 2200 Dallas, TX 75201

Taxpayer Identification Number of U.S. tax return with which the Forms 5471 were or will be filed: 75-1812652

IRS Service Center where U.S. tax return was or will be filed: Ogden

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

2013

Open to Public Inspection

Name of the organization

Scott & White Healthcare Foundation

Employer identification number

27-3513154

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

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	(g) No
All Saints Health Foundation - 75-1947007 2001 Bryan Street, Suite 2200 Dallas, TX 75201	Fundraising	Texas	501(c)(3)	Line 7	Baylor All Saints Medical Center	X	
Baylor All Saints Medical Center - 75-1008430, 2001 Bryan Street, Suite 2200, Dallas, TX 75201	Acute Care Hospital	Texas	501(c)(3)	Line 3	Baylor Health Care System	X	
Baylor Health Care System - 75-1812652 2001 Bryan Street, Suite 2200 Dallas, TX 75201	Management Services	Texas	501(c)(3)	Line 11b, II	Baylor Scott & White Holdings	X	
Baylor Health Care System Employee Benefit Trust - 75-1848557, 2001 Bryan Street, Suite 2200, Dallas, TX 75201	VEBA	Texas	501(c)(9)	Line 9	Baylor Health Care System	X	

Part II **Continuation of Identification of Related Tax-Exempt Organizations**

(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 organization? Yes	(g) No
Baylor Health Care System Foundation - 75-1606705, 2001 Bryan Street, Suite 2200, Dallas, TX 75201	Fundraising	Texas	501(c)(3)	Line 7	Baylor Health Care System	X	
Baylor Health Services - 75-1917311 2001 Bryan Street, Suite 2200 Dallas, TX 75201	Inactive	Texas	501(c)(3)	Line 3	Baylor Health Care System	X	
Baylor Institute for Rehabilitation at Gaston Episcopal Hospital - 75-103722, 2001 Bryan Street, Suite 2200, Dallas, TX 75201	Rehabilitation Hospital	Texas	501(c)(3)	Line 3	Baylor Health Care System	X	
Baylor Medical Center at Carrollton - 45-4510252, 2001 Bryan Street, Suite 2200, Dallas, TX 75201	Acute Care Hospital	Texas	501(c)(3)	Line 3	Baylor Health Care System	X	
Baylor Medical Center at Irving - 75-2586857 2001 Bryan Street, Suite 2200 Dallas, TX 75201	Acute Care Hospital	Texas	501(c)(3)	Line 3	Baylor Health Care System	X	
Baylor Medical Center at Waxahachie - 75-1844139, 2001 Bryan Street, Suite 2200, Dallas, TX 75201	Acute Care Hospital	Texas	501(c)(3)	Line 3	Baylor Health Care System	X	
Baylor Medical Centers at Garland and McKinney - 75-1037591, 2001 Bryan Street, Suite 2200, Dallas, TX 75201	Acute Care Hospital	Texas	501(c)(3)	Line 3	Baylor Health Care System	X	
Baylor Regional Medical Center at Grapevine - 75-1777119, 2001 Bryan Street, Suite 2200, Dallas, TX 75201	Acute Care Hospital	Texas	501(c)(3)	Line 3	Baylor Health Care System	X	
Baylor Regional Medical Center at Plano - 82-0551704, 2001 Bryan Street, Suite 2200, Dallas, TX 75201	Acute Care Hospital	Texas	501(c)(3)	Line 3	Baylor Health Care System	X	
Baylor Research Institute - 75-1921898 2001 Bryan Street, Suite 2200 Dallas, TX 75201	Research	Texas	501(c)(3)	Line 4	Baylor Health Care System	X	
Baylor Scott & White Health - 46-3131350 2001 Bryan Street, Suite 2200 Dallas, TX 75201	Management Services	Texas	501(c)(3)	Line 11b, II	Baylor Scott & White Holdings	X	
Baylor Scott & White Holdings - 46-3130985 2001 Bryan Street, Suite 2200 Dallas, TX 75201	Parent	Texas	501(c)(3)	Line 11b, II	N/A		X

Part II **Continuation of Identification of Related Tax-Exempt Organizations**

(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 organization? Yes	(g) No
Baylor Specialty Health Centers - 75-1765385 2001 Bryan Street, Suite 2200 Dallas, TX 75201	Long Term Acute Care Hospitals	Texas	501(c)(3)	Line 3	Baylor Health Care System	X	
Baylor University Medical Center - 75-1837454, 2001 Bryan Street, Suite 2200, Dallas, TX 75201	Acute Care Hospital	Texas	501(c)(3)	Line 3	Baylor Health Care System	X	
Brenham Care Center - 74-2663229 2401 S 31st Street Temple, TX 76508	Inactive	Texas	501(c)(3)	Line 9	Scott & White Hospital-Brenham	X	
HealthTexas Provider Network - 75-2536818 2001 Bryan Street, Suite 2200 Dallas, TX 75201	Physician Services	Texas	501(c)(3)	Line 3	Baylor Health Care System	X	
Hillcrest Baptist Medical Center - 74-1161944, 100 Hillcrest Medical Blvd, Waco, TX 76712	Acute Care Hospital	Texas	501(c)(3)	Line 3	Scott & White Memorial Hospital	X	
Hillcrest Family Health Center - 74-2730350 100 Hillcrest Medical Blvd Waco, TX 76712	Physician Services	Texas	501(c)(3)	Line 11a, I	Hillcrest Baptist Medical Center	X	
Hillcrest Physician Services - 74-2967081 100 Hillcrest Medical Blvd Waco, TX 76712	Physician Services	Texas	501(c)(3)	Line 11a, I	Hillcrest Baptist Medical Center	X	
Irving Healthcare Foundation - 75-1570933 2001 Bryan Street, Suite 2200 Dallas, TX 75201	Fundraising	Texas	501(c)(3)	Line 3	Baylor Medical Center at Irving	X	
Scott & White Clinic - 74-2958277 2401 S 31st Street Temple, TX 76508	Physician Services	Texas	501(c)(3)	Line 9	Scott & White Healthcare	X	
Scott & White Continuing Care Hospital - 20-2850920, 2401 S 31st Street, Temple, TX 76508	Long Term Acute Care Hospital	Texas	501(c)(3)	Line 3	Scott & White Healthcare	X	
Scott & White EMS, Inc. - 75-3242749 2401 S 31st Street Temple, TX 76508	Emergency Transport	Texas	501(c)(3)	Line 9	Scott & White Memorial Hospital	X	
Scott & White Foundation-Brenham - 74-2460815, 2401 S 31st Street, Temple, TX 76508	Fundraising	Texas	501(c)(3)	Line 7	Scott & White Hospital-Brenham	X	

Part II Continuation of Identification of Related Tax-Exempt Organizations

(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 organization? Yes	(g) No
Scott & White Health Plan - 74-2052197 2401 S 31st Street Temple, TX 76508	HMO/Insurance	Texas	501(c)(4)		Scott & White Healthcare	X	
Scott & White Healthcare - 26-4532547 2401 S 31st Street Temple, TX 76508	Management Services	Texas	501(c)(3)	Line 11a, I	Baylor Scott & White Holdings	X	
Scott & White Hospital-Brenham - 74-2519752 2401 S 31st Street Temple, TX 76508	Acute Care Hospital	Texas	501(c)(3)	Line 3	Scott & White Healthcare	X	
Scott & White Hospital-College Station - 27-4434451, 2401 S 31st Street, Temple, TX 76508	Acute Care Hospital	Texas	501(c)(3)	Line 3	Scott & White Healthcare	X	
Scott & White Hospital-Llano - 27-3026151 2401 S 31st Street Temple, TX 76508	Acute Care Hospital	Texas	501(c)(3)	Line 3	Scott & White Healthcare	X	
Scott & White Hospital-Marble Falls - 46-4007700, 2401 S 31st Street, Temple, TX 76508	Acute Care Hospital	Texas	501(c)(3)	Line 3	Scott & White Healthcare	X	
Scott & White Hospital-Round Rock - 20-3749695, 2401 S 31st Street, Temple, TX 76508	Acute Care Hospital	Texas	501(c)(3)	Line 3	Scott & White Healthcare	X	
Scott & White Hospital-Taylor - 74-1595711 2401 S 31st Street Temple, TX 76508	Acute Care Hospital	Texas	501(c)(3)	Line 3	Scott & White Healthcare	X	
Scott & White Medical Plan Trust - 74-2866102, 2401 S 31st Street, Temple, TX 76508	VEBA	Texas	501(c)(9)	Line 9	Scott & White Healthcare	X	
Scott & White Memorial Hospital - 74-1166904 2401 S 31st Street Temple, TX 76508	Acute Care Hospital	Texas	501(c)(3)	Line 3	Scott & White Healthcare	X	
Scott & White Memorial Hospital Employee Welfare Benfit Trust - 74-2939712, 2401 S 31st Street, Temple, TX 76508	VEBA	Texas	501(c)(9)	Line 9	Scott & White Healthcare	X	
Southern Sector Health Initiative - 26-3087442, 2001 Bryan Street, Suite 2200, Dallas, TX 75201	Diabetes Health & Wellness Center	Texas	501(c)(3)	Line 11a, I	Baylor University Medical Center	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? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
Arlington Ortho & Spine Hospital, LLC - 26-1578178, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Short Stay Hospital	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Arlington Surgicare Partners, Ltd. - 75-2748040, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Baylor Affiliated Services, LLC - 26-0614730, 2001 Bryan Street, Suite 2200, Dallas, TX 75201	Benefit Plans	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Baylor Heart and Vascular Center, LLP - 75-2834135, 2001 Bryan Street, Suite 2200, Dallas, TX 75201	Specialty Hospital	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		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) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
Baylor All Saints Med Cntr at Ft. Worth Condo Owners Association, Inc. - 26-, 2001 Bryan Street, Suite 2200, Dallas, TX 75201	Condo Association	TX	N/A	C CORP	N/A	N/A	N/A	X	
Baylor Health Enterprises, LP - 75-1997378 2001 Bryan Street, Suite 2200 Dallas, TX 75201	Fitness Center/Pharmacy/ Hotel	TX	N/A	C CORP	N/A	N/A	N/A	X	
Baylor Health Network, Inc. - 75-2463251 2001 Bryan Street, Suite 2200 Dallas, TX 75201	Billing/Collection	TX	N/A	C CORP	N/A	N/A	N/A	X	
Baylor Med Ctr at Grapevine Condo Owners Association, Inc. - 75-2747555, 2001 Bryan Street, Suite 2200, Dallas, TX 75201	Condo Association	TX	N/A	C CORP	N/A	N/A	N/A	X	
Baylor Quality Health Care Alliance, LLC - 45-4015863, 2001 Bryan Street, Suite 2200, Dallas, TX 75201	ACO	TX	N/A	C CORP	N/A	N/A	N/A	X	

Part III Continuation of Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
Baylor Scott & White Health LLC - 46-3748258, 4005 Crutcher, Suite 310, Dallas, TX 75246	Parent	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Baylor Surgicare at Ennis, LLC - 27-4202856, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Baylor Surgicare at Granbury, LLC - 26-3896477, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Baylor Surgicare at Mansfield, LLC - 27-1835675, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Baylor Surgicare at Plano Parkway, LLC - 27-4282604, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Baylor Surgicare at Plano, LLC - 26-0308454, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Bellaire Outpatient Surgery Center, LLP - 56-2297308, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
BIR JV, LLP - 27-4586141 4714 Gettysburg Rd Mechanicsburg, PA 17055	Rehabilitation Hospitals	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
BTDI JV, LLP - 46-2908086 5214 Maryland Way, Suite 200 Brentwood, TN 37207	Imaging Centers	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A

Part III Continuation of Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
Dallas Surgical Partners, LLC - 72-2183815, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Denton Surgicare Partners, Ltd. - 75-2708579, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Desoto Surgicare Partners, Ltd. - 75-2592508, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
EBD JV, LLP - 45-5434614 10077 Grogans Mill Rd, Suite 1 The Woodlands, TX 77380	Free Standing Emergency Hospitals	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
ESWCT, LLC. - 90-0899017 10077 Grogans Mill Rd. Ste. 10 The Woodlands, TX 77380	Free Standing Emergency Hospitals	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Frisco Medical Center, LLP - 75-2865177, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Short Stay Hospital	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Ft. Worth Surgicare Partners, Ltd. - 75-2658178, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Short Stay Hospital	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Garland Surgicare Partners, Ltd. - 75-2764855, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
GlobalRehab, LP - 28-8077072 4714 Gettysburg Rd Mechanicsburg, PA 17055	Rehabilitation Hospitals	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A

Part III Continuation of Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
GlobalRehab-Fort Worth, LP - 20-5558682, 4714 Gettysburg Rd, Mechanicsburg, PA 17055	Rehabilitation Hospitals	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Grapevine Surgicare Partners, Ltd. - 75-2854711, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
HealthTexas Provider Network-Gastro. Serv., LLP - 73-1697736, 2001 Bryan St, Ste 2200, Dallas, TX 75201	Physician Services	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Irving Coppell Surgical Hospital, LLP - 54-2086863, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Short Stay Hospital	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Lewisville Surgicare Partners, Ltd. - 75-2862263, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Lone Star Endoscopy Center, LLC - 27-3635726, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
MEDCO Construction, LLC - 20-5965871, 2001 Bryan Street, Suite 2200, Dallas, TX 75201	Construction	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Metrocrest Surgery Center, LP - 03-0380493, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Metroplex Surgicare Partners, Ltd. - 75-2567179, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A

Part III Continuation of Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
MSH Partners, LLP - 75-2829613, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Short Stay Hospital	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
North Central Surgical Center, LLP - 20-1508140, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Short Stay Hospital	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
North Garland Surgery Center, LLP - 56-2399993, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Park Cities Surgery Center, LLC - 56-2357079, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Physicians Surgical Center of Ft. Worth, LLP - 20-8303422, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Rockwall Ambulatory Surgery Center, LLP - 20-5506447, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Rockwall/Heath Surgery Center, LLP - 20-0334166, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
SeniorCare Associates, LP - 20-1937212, 4714 Gettysburg Rd, Mechanicsburg, PA 17055	Rehabilitation Hospitals	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Specialty Surgery Center of Fort Worth, LP - 20-1942281, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A

Part III Continuation of Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
Surgery Center of Richardson Phys Pship, LP - 20-0606781, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Texas Endoscopy Center, LLC - 47-0985876, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Texas Health Venture Group, LLC - 75-2696845, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Holds interests in ASCs/ Short Stay Hospitals	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Texas Heart Hospital of the Southwest, LLP - 41-2101361, 2001 Bryan Street, Suite 2200, Dallas, TX 75201	Specialty Hospital	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
THVG Bariatric, LLC - 38-3894636, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Holds interests in Ambulatory Surgery Centers	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Trophy Club Medical Center, LLP - 48-1260190, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Short Stay Hospital	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Tuscan Surgery Center at Las Colinas, LLC - 27-3578014, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
University Surgical Partners of Dallas, LLP - 55-0823809, 15305 Dallas Pkwy, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A
Valley View Surgicare Partners, Ltd. - 75-2900902, 15305 Dallas Parkway, Suite 1600, Addison, TX 75001	Ambulatory Surgery Center	TX	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A

Part IV Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) Section 512(b)(13) controlled entity? No
BMP Incorporated - 75-1436779 2001 Bryan Street, Suite 2200 Dallas, TX 75201	Post Office	TX	N/A	C CORP	N/A	N/A	N/A	X	
BUMC/Roberts Condominium Owners Association, Inc. - 75-2897806, 2001 Bryan Street, Suite 2200, Dallas, TX 75201	Condo Association	TX	N/A	C CORP	N/A	N/A	N/A	X	
Charitable Remainder Trust (63)	Investment	TX	N/A		N/A	N/A	N/A	X	
Charitable Lead Trusts (2)	Investment	TX	N/A		N/A	N/A	N/A	X	
Health Care Insurance Company of Texas, Ltd. - 98-0403182, P.O. Box GT, 720 W. Bay Rd, Grand Cayman, CAYMAN ISLANDS	Investment	Cayman Islands	N/A	C CORP	N/A	N/A	N/A	X	
Hillcrest Health Holdings, Inc - 74-2793367 3000 Herring St Waco, TX 76708	Management Services	TX	N/A	C CORP	N/A	N/A	N/A	X	
Insurance Company of Scott & White - 74-3092083, 2401 S 31st Street, Temple, TX 76508	Insurance	TX	N/A	C CORP	N/A	N/A	N/A	X	
Scott & White Assurance, Ltd - 98-0589956 23 Lime Tree Bay Grand Cayman, CAYMAN ISLANDS	Investment	Cayman Islands	N/A	C CORP	N/A	N/A	N/A	X	
Scott & White Properties Holdings, Inc - 45-2920596, 2401 S 31st Street, Temple, TX 76508	Investment	TX	N/A	C CORP	N/A	N/A	N/A	X	
Scott & White Properties, Inc - 74-2497061 2401 S 31st Street Temple, TX 76508	Hotel Services	TX	N/A	C CORP	N/A	N/A	N/A	X	

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

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) Scott & White Memorial Hospital	B	27,850,761.	Cost
(2) Hillcrest Baptist Medical Center	B	147,935.	Cost
(3) Scott & White Memorial Hospital	C	505,850.	Cost
(4) Scott & White Memorial Hospital	M	3,287,518.	Cost
(5) Scott & White Healthcare	P	2,413,615.	Cost
(6) Scott & White Memorial Hospital	P	2,316,416.	Cost

Part V **Continuation of Transactions With Related Organizations** (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7) Scott & White Clinic	P	1,241,976.	Cost
(8) Scott & White Memorial Hospital	Q	65,061.	Cost
(9) Scott & White Healthcare	Q	3,546,734.	Cost
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			
(16)			
(17)			
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			

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

Part VII Supplemental Information

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

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 line)	(C) Position (check all that apply)						(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			
(27) Bill Rogers	1.00									
Trustee		X						0.	0.	0.
(28) Drayton McLane, III	1.00									
Trustee		X						0.	0.	0.
(29) Robin W. Watson, M.D.	1.00									
Trustee	40.00	X						0.	402,979.	53,533.
(30) Nancy L. Birdwell	40.00									
Chief Executive Officer				X				302,358.	0.	42,930.
(31) Alfred B. Knight, M.D.	40.00									
President				X				244,619.	0.	50,734.
(32) Francis P. Anderson	1.00									
Treasurer	40.00			X				0.	301,609.	47,754.
(33) Matthew G. Wright	40.00									
Interim Chief Executive Officer				X				156,135.	0.	22,753.
(34) Cynthia C. Newton	1.00									
Secretary/Treasurer	40.00			X				0.	157,065.	37,284.
(35) Susan I. Fergus	40.00									
Vice-President Stewardship						X		112,635.	0.	27,752.
(36) Thom J. Sloan	40.00									
Development Director						X		123,330.	0.	18,637.
(37) Brian T. Hervey	40.00									
Vice-President Philanthropy						X		141,477.	0.	34,901.
Total to Part VII, Section A, line 1c								1,080,554.	861,653.	336,278.