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

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No. 1545-0047

2013Open to Public
Inspection**A** For the 2013 calendar year, or tax year beginning

07/01, 2013, and ending

06/30, 2014

B Check if applicable:

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

C Name of organization

SADDLEBACK MEMORIAL FOUNDATION

Doing Business As

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

Room/suite

24451 HEALTH CENTER DRIVE

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

LAGUNA HILLS, CA 92653

F Name and address of principal officer

CECILIA BELEW

SAME AS C ABOVE

D Employer identification number

33-0011887

E Telephone number

(949) 452-3680

G Gross receipts \$ 41,414,770.**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 ▶ 5661**I** Tax-exempt status☒ 501(c)(3)☐ 501(c) () ◀ (insert no)☐ 4947(a)(1) or☐ 527**J** Website: ▶ WWW.MEMORIALCARE.ORG**K** Form of organization☒ Corporation☐ Trust☐ Association☐ Other ▶**L** Year of formation

1979

M State of legal domicile

CA

Part I Summary**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) **3** 22.**4** Number of independent voting members of the governing body (Part VI, line 1b) **4** 19.**5** Total number of individuals employed in calendar year 2013 (Part V, line 2a) **5** 0**6** Total number of volunteers (estimate if necessary) **6** 20.**7a** Total unrelated business revenue from Part VIII, column (C), line 7 **7a** 0**b** Net unrelated business taxable income from Form 990-T, line 34 **7b** 0**8** Contributions and grants (Part VIII, line 1h) **8** 3,727,785.**9** Program service revenue (Part VIII, line 2g) **9** 0**10** Investment income (Part VIII, column (A), lines 3, 4, and 7d) **10** 6,229,800.**11** Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) **11** -13,427.**12** Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) **12** 9,944,158.**13** Grants and similar amounts paid (Part IX, column (A), lines 1-3) **13** 4,772,300.**14** Benefits paid to or for members (Part IX, column (A), line 4) **14** 0**15** Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) **15** 1,065,515.**16a** Professional fundraising fees (Part IX, column (A), line 11e) **16a** 0**b** Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,162,433.**17** Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) **17** 709,313.**18** Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) **18** 6,547,128.**19** Revenue less expenses Subtract line 18 from line 12 **19** 3,397,030.**20** Total assets (Part X, line 16) **20** 123,062,007.**21** Total liabilities (Part X, line 26) **21** 7,039,512.**22** Net assets or fund balances Subtract line 21 from line 20 **22** 116,022,495.**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

CECILIA BELEW

Type or print name and title

PRESIDENT

Date

5/13/2015

Paid
Preparer
Use Only

Print/Type preparer's name

KARA ADAMS

Preparer's signature

Kara Adams

Date

05/11/15

Check ☐ if self-employed

PTIN

P00023315

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's EIN ▶ 34-6565596

Firm's address ▶ 18111 VON KARMAN AVENUE, SUITE 1000 IRVINE, CA 92612

Phone no 949-794-2300

May the IRS discuss this return with the preparer shown above? (see instructions)

☐ Yes☒ No

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2013)

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

TO DEVELOP THE PHILANTHROPIC RESOURCES NECESSARY TO STRENGTHEN THE
 ABILITY OF SADDLEBACK MEMORIAL MEDICAL CENTER TO ENHANCE THE HEALTH
 AND WELL-BEING OF INDIVIDUALS, FAMILIES, AND OUR COMMUNITY.

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

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

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

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code _____) (Expenses \$ 7,706,994 including grants of \$ 7,706,994) (Revenue \$ 0)

PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER CAPITAL
 ITEMS (SEE SCHEDULE I DETAIL & SCHEDULE O).

4b (Code _____) (Expenses \$ 43,200 including grants of \$ 43,200) (Revenue \$ 0)

PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER SCHOLARSHIP
 PROGRAM (SEE SCHEDULE I DETAIL & SCHEDULE O).

4c (Code _____) (Expenses \$ 30,000 including grants of \$ 30,000) (Revenue \$ 0)

PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER SENIOR PLUS
 PROGRAM, A SENIOR ADVOCACY GROUP (SEE SCHEDULE I DETAIL & SCHEDULE
 O).

4d Other program services (Describe in Schedule O)(Expenses \$ 86,903 including grants of \$ 86,903) (Revenue \$ 0)**4e** Total program service expenses **▶** 7,867,097

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

Form 990 (2013)

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. 101		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? 1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions). 2b		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year? 3a		X
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O 3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? 4a		X
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? 5b		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T? 5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? 6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? 6b		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? 7a	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided? 7b	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? 7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year 7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? 7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? 7h		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? 8		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966? 9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person? 9b		
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12 10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b		
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders 11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) 11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? 12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O 13a		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans 13b		
c	Enter the amount of reserves on hand 13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year? 14a		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 1a 22		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
b Enter the number of voting members included in line 1a, above, who are independent 1b 19		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . .		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?	X	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► BRIAN KRAWIEC, CFO/DIR-FINANCE 24451 HEALTH CTR DR LAGUNA HILLS, CA 92653 949-452-3680

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII. ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

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

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

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

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) BOB ADAMS BOARD TREASURER (PART YEAR)	1.00 0	X		X				0	0	0
(2) GARRY BAKER BOARD MEMBER	1.00 0	X						0	0	0
(3) CECILIA BELEW PRESIDENT	40.00 0	X		X				0	327,870.	27,020.
(4) JACK BERGER BOARD MEMBER (PART YEAR)	1.00 0	X						0	0	0
(5) GARY DAMSKER BOARD MEMBER	1.00 0	X						0	0	0
(6) YVETTE DEL PRADO, PHD BOARD MEMBER (PART YEAR)	1.00 0	X						0	0	0
(7) PATRICK DONAHUE BOARD MEMBER, EX-OFFICIO	1.00 1.00	X						0	0	0
(8) MICHAEL DOUGLAS BOARD MEMBER	1.00 0	X						0	0	0
(9) STEPHEN B. GEIDT BOARD MEMBER, EX-OFFICIO	1.00 40.00	X						0	3,728,492.	42,385.
(10) AILEEN GRANT BOARD MEMBER	1.00 0	X						0	0	0
(11) LAURIE KONSUGAR-LOUIE BOARD MEMBER	1.00 0	X						0	0	0
(12) BARRIE MAY, MD BOARD MEMBER	1.00 0	X						0	0	0
(13) CHIRAG PATEL, MD BOARD MEMBER	1.00 0	X						0	2,400.	0
(14) WILLIAM PHILLIPS BOARD CHAIR	1.00 0	X		X				0	0	0

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) VIRGINIA PILLSBURY BOARD SECRETARY	1.00 0	X		X				0	0	0
(16) LEILA RASOULI, MD BOARD MEMBER	1.00 0	X						0	0	0
(17) SIMON REEVES BOARD MEMBER	1.00 0	X						0	0	0
(18) J. SCOTT REID BOARD MEMBER	1.00 0	X						0	0	0
(19) BOB RING BOARD TREASURER	1.00 0	X		X				0	0	0
(20) ARNOLD SCHWARTZ BOARD MEMBER	1.00 0	X						0	0	0
(21) BEBE SHADDOCK BOARD MEMBER	1.00 0	X						0	0	0
(22) EVELYN H. SHOPP BOARD MEMBER	1.00 0	X						0	0	0
(23) LAWRENCE TRAN, MD BOARD MEMBER	1.00 1.00	X						0	12,000.	0
(24) RAE C. TSO BOARD MEMBER	1.00 0	X						0	0	0
(25) BARBARA VICTOR, MD BOARD VICE-CHAIR	1.00 0	X		X				0	0	0
1b Sub-total								0	4,058,762.	69,405.
c Total from continuation sheets to Part VII, Section A								0	162,143.	19,031.
d Total (add lines 1b and 1c)								0	4,220,905.	88,436.

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 **0**

3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

	Yes	No
3		X
4	X	
5		X

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 1		

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

[illegible]

1b Sub-total	▶			
c Total from continuation sheets to Part VII, Section A	▶			
d Total (add lines 1b and 1c)	▶			

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 0

3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual.

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
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

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

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	343,095.			
	d	Related organizations	1d	37,507			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	4,399,313.			
	g	Noncash contributions included in lines 1a-1f \$		481,530			
	h	Total. Add lines 1a-1f		4,779,915.			
Program Service Revenue				Business Code			
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		0			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)			2,356,539.		2,356,539
	4	Income from investment of tax-exempt bond proceeds			0		
	5	Royalties			0		
		(i) Real	(ii) Personal				
	6a	Gross rents					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)			0		
		(i) Securities	(ii) Other				
	7a	Gross amount from sales of assets other than inventory			34,101,206		
	b	Less cost or other basis and sales expenses			29,314,128		
	c	Gain or (loss)			4,787,078.		
	d	Net gain or (loss)			4,787,078		4,787,078
	8a	Gross income from fundraising events (not including \$ 343,095 of contributions reported on line 1c) See Part IV, line 18		a	177,110		
	b	Less direct expenses		b	202,978		
	c	Net income or (loss) from fundraising events			-25,868		-25,868
	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			0		
	10a	Gross sales of inventory, less returns and allowances		a			
b	Less cost of goods sold		b				
c	Net income or (loss) from sales of inventory			0			
Miscellaneous Revenue			Business Code				
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d				0		
12	Total revenue. See instructions				11,897,664		7,117,749

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 ☒ X**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.	7,867,097.	7,867,097.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4 Benefits paid to or for members.	0			
5 Compensation of current officers, directors, trustees, and key employees.	523,305.		157,752.	365,553.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7 Other salaries and wages.	509,581.		59,782.	449,799.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	7,963.		1,074.	6,889.
9 Other employee benefits.	66,472.		7,873.	58,599.
10 Payroll taxes.	74,415.		16,146.	58,269.
11 Fees for services (non-employees)				
a Management	0			
b Legal	480.			480.
c Accounting	63,940.		63,940.	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17.	0			
f Investment management fees.	367,396.		367,396.	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	75,748.			75,748.
12 Advertising and promotion.	0			
13 Office expenses.	69,718.		7,900.	61,818.
14 Information technology.	41,823.		12,060.	29,763.
15 Royalties.	0			
16 Occupancy.	3,651.		3,651.	
17 Travel.	990.			990.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19 Conferences, conventions, and meetings.	18,471.			18,471.
20 Interest.	0			
21 Payments to affiliates.	0			
22 Depreciation, depletion, and amortization.	26,786.		26,786.	
23 Insurance.	9,027.		9,027.	
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 RECOGNITION, OTHER EVENTS	22,429.			22,429.
b BUSINESS CULTIVATION	6,653.			6,653.
c DUES AND SUBSCRIPTIONS	2,701.			2,701.
d ALL OTHER EXPENSES	35,449.		31,178.	4,271.
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e.	9,794,095.	7,867,097.	764,565.	1,162,433.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).	0			

Part X Balance 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	13,817,084.	1	5,610,544.	
	2 Savings and temporary cash investments	5,152,707.	2	5,966,192.	
	3 Pledges and grants receivable, net	832,252.	3	1,783,406.	
	4 Accounts receivable, net	0	4	0	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.	0	5	0	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L.	0	6	0	
	7 Notes and loans receivable, net	0	7	0	
	8 Inventories for sale or use	0	8	0	
	9 Prepaid expenses and deferred charges	0	9	0	
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D.	10a	1,282,221.		
	b Less accumulated depreciation.	10b	1,196,622.		
			112,385.	10c	85,599.
	11 Investments - publicly traded securities	100,365,561.	11	115,163,919.	
	12 Investments - other securities. See Part IV, line 11.	0	12	0	
	13 Investments - program-related. See Part IV, line 11.	0	13	0	
	14 Intangible assets	0	14	0	
15 Other assets. See Part IV, line 11.	2,782,018.	15	3,037,541.		
16 Total assets. Add lines 1 through 15 (must equal line 34).	123,062,007.	16	131,647,201.		
Liabilities	17 Accounts payable and accrued expenses	34,983.	17	0	
	18 Grants payable	0	18	0	
	19 Deferred revenue	0	19	0	
	20 Tax-exempt bond liabilities	0	20	0	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D.	0	21	0	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L.	0	22	0	
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0	
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D.	7,004,529.	25	7,164,471.	
	26 Total liabilities. Add lines 17 through 25.	7,039,512.	26	7,164,471.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	47,647,972.	27	48,070,185.	
	28 Temporarily restricted net assets	17,370,464.	28	25,073,037.	
	29 Permanently restricted net assets	51,004,059.	29	51,339,508.	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
	33 Total net assets or fund balances	116,022,495.	33	124,482,730.	
	34 Total liabilities and net assets/fund balances.	123,062,007.	34	131,647,201.	

Form 990 (2013)

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	11,897,664.
2	Total expenses (must equal Part IX, column (A), line 25)	2	9,794,095.
3	Revenue less expenses Subtract line 2 from line 1	3	2,103,569.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	116,022,495.
5	Net unrealized gains (losses) on investments	5	6,124,608.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	232,058.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	124,482,730.

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

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	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: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> 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	

Form **990** (2013)

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.

OMB No 1545-0047

2013

Open to Public
Inspection

▶ Attach to Form 990 or Form 990-EZ.

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

Name of the organization

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

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

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

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

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

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

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

Schedule A (Form 990 or 990-EZ) 2013

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	19,023,273	5,133,921	6,585,180	3,727,785	4,779,915	39,250,074
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	19,023,273	5,133,921	6,585,180	3,727,785	4,779,915	39,250,074
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).						22,063,785
6 Public support. Subtract line 5 from line 4						17,186,289

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	19,023,273	5,133,921	6,585,180	3,727,785	4,779,915	39,250,074
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,259,245	2,533,344	3,018,017	3,097,185	2,356,539	13,264,330
9 Net income from unrelated business activities, whether or not the business is regularly carried on	5,632	4,436	0	0	0	10,068
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						0
11 Total support. Add lines 7 through 10						52,524,472
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	32.72 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	31.47 %
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 10%-facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Schedule A (Form 990 or 990-EZ) 2013

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

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

SCHEDULE A, PART II, SECTION C, LINE 17A

THE ORGANIZATION QUALIFIED AS A PUBLICLY SUPPORTED ORGANIZATION FOR FISCAL YEAR ENDED JUNE 30, 2014. THE ORGANIZATION MAINTAINS A CONTINUOUS AND BONA FIDE PROGRAM FOR SOLICITATION OF FUNDS FROM THE GENERAL PUBLIC, COMMUNITY, AND OTHER PUBLIC CHARITIES (IN THE FORM OF GRANTS). FURTHER, THE ORGANIZATION MAINTAINS A GOVERNING BOARD WHICH REPRESENTS THE BROAD INTERESTS OF THE PUBLIC, AND THE ORGANIZATION CONSISTENTLY PROVIDES SUPPORT TO SADDLEBACK MEMORIAL MEDICAL CENTER (SMMC) IN THE FORM OF GRANTS FOR CAPITAL EQUIPMENT, PROJECTS, AND PROGRAM SERVICES, ALL OF WHICH DIRECTLY BENEFIT THE GENERAL PUBLIC BY ENHANCING THE HEALTHCARE SERVICES PROVIDED BY SMMC.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

SADLEBACK MEMORIAL FOUNDATION

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

Employer identification number

33-0011887

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

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

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

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

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

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

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

	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 ▶ \$ _____

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

Schedule D (Form 990) 2013

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	58,990,725.	55,968,604.	55,228,902.	44,923,544.	33,351,991.
b Contributions	108,437.	3,060.	2,887,765.	2,306,929.	11,571,553.
c Net investment earnings, gains, and losses	8,433,180.	6,072,691.	-841,570.	9,543,767.	1,622,231.
d Grants or scholarships	2,854,563.	2,816,166.	1,085,168.	1,374,166.	1,451,897.
e Other expenditures for facilities and programs					
f Administrative expenses	231,991.	237,464.	221,325.	171,172.	170,334.
g End of year balance	64,445,788.	58,990,725.	55,968,604.	55,228,902.	44,923,544.

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

- a Board designated or quasi-endowment ▶ _____ %
 b Permanent endowment ▶ 77.9400 %
 c Temporarily restricted endowment ▶ 22.0600 %
 The percentages in lines 2a, 2b, and 2c should equal 100%

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

- (i) unrelated organizations
 (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		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		424,567.	338,968.	85,599.
d Equipment		857,654.	857,654.	
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)).				85,599.

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

Part VIII Investments - Program Related.

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

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ►		

Part IX Other Assets.

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ►	

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) SPLIT-INTEREST AGREEMENT LIABILITY	6,916,004.
(3) DUE TO RELATED PARTIES	248,467.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ►	
	7,164,471.

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

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

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

1	Total revenue, gains, and other support per audited financial statements		1	18,457,308.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a	6,124,608.	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d	232,058.	
e	Add lines 2a through 2d		2e	6,356,666.
3	Subtract line 2e from line 1		3	12,100,642.
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	-202,978.	
c	Add lines 4a and 4b		4c	-202,978.
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)		5	11,897,664.

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	9,997,073.
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	202,978.	
e	Add lines 2a through 2d		2e	202,978.
3	Subtract line 2e from line 1		3	9,794,095.
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	9,794,095.

Part XIII Supplemental Information.

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

SEE PAGE 5

Part XIII . Supplemental Information (continued)

SCHEDULE D, PART V, LINE 4

ALL ENDOWMENT FUNDS ARE PERMANENTLY RESTRICTED. ALL CUMULATIVE
 UNDISTRIBUTED ENDOWMENT INCOME IS HELD IN TEMPORARILY RESTRICTED. THE
 PRINCIPAL, OR ORIGINAL GIFT AMOUNT, IS HELD IN PERPETUITY AND CANNOT BE
 USED, OR TRANSFERRED TO RELATED ORGANIZATIONS AS FUNDING OR GRANT
 REVENUE. ONLY THE NET INVESTMENT INCOME, WITHIN POLICY GUIDELINES AND
 THRESHOLDS, CAN BE USED ANNUALLY.

SCHEDULE D, PART X, LINE 2

ACCOUNTING STANDARDS CODIFICATION (ASC) 740, INCOME TAXES, CLARIFIES THE
 ACCOUNTING FOR INCOME TAXES BY PRESCRIBING A MINIMUM RECOGNITION
 THRESHOLD THAT A TAX POSITION IS REQUIRED TO MEET BEFORE BEING RECOGNIZED
 IN THE FINANCIAL STATEMENTS. ASC 740 ALSO PROVIDES GUIDANCE ON
 DERECOGNITION, MEASUREMENT, CLASSIFICATION, INTEREST AND PENALTIES,
 DISCLOSURE AND TRANSITION. THE GUIDANCE IS APPLICABLE TO PASS-THROUGH
 ENTITIES AND TAX-EXEMPT ORGANIZATIONS. NO SIGNIFICANT TAX LIABILITY FOR
 TAX BENEFITS, INTEREST OR PENALTIES WAS ACCRUED AT JUNE 30, 2014 AND
 2013.

SCHEDULE D, PART XI, LINE 2D

CHANGE IN VALUE OF SPLIT-INTEREST AGREEMENTS	\$ 232,057
ROUNDING	\$ 1

TOTAL	\$ 232,058

SCHEDULE D, PART XI, LINE 4B

RECLASS OF DIRECT EXPENSES RELATED TO FUNDRAISING EVENTS	\$ 202,978
--	------------

Part XIII Supplemental Information (continued)

SCHEDULE D, PART XII, LINE 2D

RECLASS OF DIRECT EXPENSES RELATED TO FUNDRAISING EVENTS \$ 202,978

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

SADDELEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

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

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

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

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

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

Total

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

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col (c))
		GALA (event type)	CORP GOLF (event type)	1. (total number)	
Revenue	1 Gross receipts	375,725.	125,130.	19,350.	520,205.
	2 Less Contributions	244,875.	93,530.	4,690.	343,095.
	3 Gross income (line 1 minus line 2).	130,850.	31,600.	14,660.	177,110.
Direct Expenses	4 Cash prizes		250.		250.
	5 Noncash prizes	397.	3,026.	298.	3,721.
	6 Rent/facility costs	53,674.	11,685.		65,359.
	7 Food and beverages	83,976.	14,943.	3,869.	102,788.
	8 Entertainment	4,500.			4,500.
	9 Other direct expenses	22,460.	3,150.	750.	26,360.
	10 Direct expense summary Add lines 4 through 9 in column (d)				202,978.
	11 Net income summary Subtract line 10 from line 3, column (d)				-25,868.

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				
	2 Cash prizes				
Direct Expenses	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	
	7 Direct expense summary Add lines 2 through 5 in column (d)				
	8 Net gaming income summary Subtract line 7 from line 1, column (d)				

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

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

b If "No," explain _____

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

b If "Yes," explain _____

**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

SADDLEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

Part I General Information on Grants and Assistance

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) SADDLEBACK MEMORIAL MEDICAL CENTER 24451 HEALTH CTR DR LAGUNA HILLS, CA 92653	95-2585792	501(C)(3)	7,867,097				SEE PART IV
(2) _____							
(3) _____							
(4) _____							
(5) _____							
(6) _____							
(7) _____							
(8) _____							
(9) _____							
(10) _____							
(11) _____							
(12) _____							

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

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

Schedule I (Form 990) (2013)

JSA

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

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

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

SCHEDULE I, PART I, LINE 2

DEPARTMENTS WITHIN SADDLEBACK MEMORIAL MEDICAL CENTER (SMMC) REQUEST GRANTS FROM SADDLEBACK MEMORIAL FOUNDATION (THE FOUNDATION) BY SUBMITTING REQUEST FORMS TO THE PRESIDENT OF THE FOUNDATION. THE GRANT REQUEST FORM IS COMPLETED BY THE INDIVIDUALS AUTHORIZED TO INITIATE THE REQUEST AND MUST INCLUDE ALL SUPPORTIVE DOCUMENTATION. THE PRESIDENT WILL PRESENT THE REQUESTS TO THE FOUNDATION'S GRANTS COMMITTEE FOR REVIEW AND EVALUATION.

ALL REQUESTS HAVE THE APPROVAL AND ENDORSEMENT OF THE DEPARTMENT'S EXECUTIVE DIRECTOR, THE CHIEF OPERATING OFFICER, AND THE CHIEF FINANCIAL

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

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

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

OFFICER OF SMMC. THE APPROVAL AND ENDORSEMENT OF GRANT REQUESTS ARE THE RESPONSIBILITY OF THE REQUESTOR.

THE PRESIDENT OF THE FOUNDATION IS RESPONSIBLE FOR MONITORING, RECEIVING, PROCESSING AND REPORTING ALL GRANT REQUESTS. THE PRESIDENT REVIEWS ALL REQUESTS WITH THE CHIEF OPERATING OFFICER AND THE CHIEF FINANCIAL OFFICER OF SMMC PRIOR TO SUBMISSION TO THE FOUNDATION'S GRANTS COMMITTEE. REQUESTS OF \$100,000 OR MORE ARE REVIEWED WITH THE CHIEF EXECUTIVE OFFICER OF SMMC.

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

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

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

THE GRANTS COMMITTEE MEETS TWICE A YEAR IN THE MONTHS OF APRIL AND

OCTOBER. ALL REQUESTS FOR CAPITAL AND PROGRAM SERVICE EXPENDITURES ARE

SUBMITTED BY THE ADMINISTRATION OF SMMC FOR REVIEW NO LATER THAN APRIL

1ST PRIOR TO THE FISCAL YEAR IN WHICH MONIES ARE TO BE EXPENDED. THE

FOUNDATION'S PRESIDENT MEETS WITH THE CHIEF OPERATING OFFICER AND CHIEF

FINANCIAL OFFICER OF SMMC IN ORDER TO DETERMINE WHICH CAPITAL ITEMS

(PROPERTY, PLANT, BUILDING, EQUIPMENT, OR PROJECTS) AND PROGRAM SERVICES

ARE MOST NEEDED BY SMMC.

THE FOUNDATION'S GRANTS COMMITTEE CONSIDERS EACH GRANT SEPARATELY AND

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

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

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

DETERMINES WHICH OF THOSE REQUESTS PROVIDES ASSISTANCE MOST NEEDED BY

SMMC. THE GRANTS COMMITTEE MAY SEEK THE ASSISTANCE OF SMMC'S CHIEF

EXECUTIVE OFFICER, CHIEF OPERATING OFFICER AND/OR CHIEF FINANCIAL OFFICER

IN PRIORITIZING THOSE NEEDS.

THE TOTAL GRANT REQUESTS APPROVED DURING ANY FISCAL YEAR SHALL NOT BE A

TOTAL AMOUNT THAT WOULD JEOPARDIZE THE FINANCIAL AND OPERATIONAL

VIABILITY OF THE FOUNDATION IN ORDER TO FURTHER ITS MISSION AND PURPOSE.

SMMC PROVIDES FEEDBACK/MONITORING OF THE USE OF THE GRANTS TO THE

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

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

FOUNDATION, WHICH IS THEN REPORTED BACK TO THE FOUNDATION BOARD OF DIRECTORS.

A PORTION OF THE GRANTS GIVEN TO SADDLEBACK MEMORIAL MEDICAL CENTER (SMMC) ARE USED FOR THE SCHOLARSHIP PROGRAM. SMCC OFFERS SCHOLARSHIPS TO ALL ELIGIBLE STAFF (CLINICAL AND NON-CLINICAL) OF THE AFFILIATED MEDICAL CENTER ON AN ANNUAL BASIS. RECIPIENTS ARE CHOSEN BY THE SCHOLARSHIP COMMITTEE ANNUALLY FROM A POOL OF APPLICANTS. THERE ARE VARIOUS REQUIREMENTS AND CRITERIA THAT MUST BE MET IN ORDER TO BE AWARDED A SCHOLARSHIP FROM THE ORGANIZATION. THE PURPOSE OF THE SCHOLARSHIP PROGRAM

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

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

IS TO ASSIST IN THE EDUCATION OF CURRENT STAFF TO ENHANCE THE MEDICAL AND

ADMINISTRATIVE FUNCTION OF THE AFFILIATED MEDICAL CENTER'S TREATMENT AND

SERVICES PROVIDED TO THE COMMUNITY. THE PROCESS INVOLVES POTENTIAL

RECIPIENTS RECEIVING ENDORSEMENTS FROM SENIOR STAFF IN ADDITION TO

PERSONAL NARRATIVES FROM EACH, AND AN EXPLANATION OF FINANCIAL NEED. THE

PACKETS, AND ALL REQUIRED INFORMATION AND DOCUMENTATION IS DISTRIBUTED TO

THE SCHOLARSHIP COMMITTEE FOR SCORING AND RANKING, AND ULTIMATE SELECTION

OF Awardees. THE REQUIREMENTS INCLUDE THE FOLLOWING: 1) MUST BE AN

ELIGIBLE EMPLOYEE, 2) MUST ATTEND, OR BE ATTENDING AN ACCREDITED

INSTITUTION, 3) THE AREA OF STUDY MUST BE RELATED TO CAREER GOALS AT THE

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

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

AFFILIATED MEDICAL CENTER (CLINICAL OR NON-CLINICAL), AND 4) THE EDUCATIONAL PERFORMANCE AND ADHERENCE TO AFOREMENTIONED CRITERIA OF THE RECIPIENT IS MONITORED THROUGHOUT THE AWARD YEAR.

SCHEDULE I, PART II

THE TOTAL CONSISTS OF THE FOLLOWING AMOUNTS:

CAPITAL EQUIPMENT & PROJECTS:

\$2,318,567 FOR TRUEBEAM LINEAR ACCELERATOR

\$1,266,288 FOR INPATIENT PHARMACY EXPANSION

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

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

\$868,444 FOR PET-CT FOR THE CANCER INSTITUTE

\$750,000 FOR CANCER INSTITUTE RENOVATION

\$544,287 FOR ULTRASOUND MACHINES

\$441,092 FOR INPATIENT HOSPIRA PUMPS

\$420,761 FOR CRITICAL CARE BEDS

\$247,263 FOR BREAST ULTRASOUND MACHINE

\$200,000 FOR HOSPITAL RENOVATION PROJECT

\$174,186 FOR 24 VITAL SIGN MACHINES (3W & 3E)

\$167,649 FOR PHARMACY MED CAROUSEL

\$94,809 FOR WOW WORKSTATIONS FOR ICU

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

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

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

\$85,128 FOR HOSPITAL RENOVATION PROJECT (CVOU, OR, FRONT ENTRY, 1ST FLOOR

MOB)

\$48,775 FOR HOSPITAL RENOVATION PROJECT (PATIENT EVALUATION ROOM)

\$40,106 FOR BASSINETTES FOR LDRP

\$18,465 FOR HOSPITAL RENOVATION PROJECT (LDRP NURSE STATION)

\$13,210 FOR ED RECEPTION RENOVATION PROJECT

\$5,000 FOR HOSPITAL RENOVATION PROJECT (SIGNS)

\$2,964 FOR ULTRASOUND TRANSCRANIAL DOPPLER

PROGRAM SERVICES:

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

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

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

\$43,200 FOR SCHOLARSHIP PROGRAM

\$30,000 FOR MEMORIAL CARE SENIOR PLUS PROGRAM, A SENIOR ADVOCACY GROUP

\$23,459 FOR PHARMACY RESIDENT STAFF

\$20,000 FOR HOSPICE PROGRAM

\$11,000 FOR INFANT SAFETY CLASSES & NICU DIARIES

\$10,000 FOR MEALS ON WHEELS PROGRAM

\$9,275 FOR VOLUNTEER SERVICES PROGRAMS

\$4,395 FOR RADIANT WRAPS FOR CANCER INSTITUTE

\$3,456 FOR MENTAL HEALTH PROFESSIONAL FOR CANCER INSTITUTE

\$2,000 FOR WOMEN'S HOSPITAL BEREAVEMENT PROGRAM

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

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

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

\$1,500 FOR BRONCHOSCOPY CART AT SAN CLEMENTE

\$918 FOR HOME CARE SERVICES

\$900 FOR NURSING EDUCATION, CCRN CERTIFICATION

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

OMB No 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

SADDEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

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

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

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

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

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

- a** The organization? **6a**
- b** Any related organization? **6b**
- If "Yes" to line 6a or 6b, describe in Part III.

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

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

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

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

X

X

X

X

X

X

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

Schedule J (Form 990) 2013

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 CECILIA BELEW PRESIDENT	(i) 0 (ii) 232,303.	0 45,987.	0 49,580.	0 15,300.	0 11,720.	0 354,890.	0 0
2 STEPHEN B. GEIDT BOARD MEMBER, EX-OFFICIO	(i) 0 (ii) 410,979.	0 224,038.	0 3,093,475.	0 25,500.	0 16,885.	0 3,770,877.	0 3,048,629.
3 BRIAN KRAWIEC CFO/DIRECTOR OF FINANCE	(i) 0 (ii) 128,784.	0 3,480.	0 17,879.	0 12,069.	0 6,962.	0 169,174.	0 0
4	(i) (ii)	 	 	 	 	 	
5	(i) (ii)	 	 	 	 	 	
6	(i) (ii)	 	 	 	 	 	
7	(i) (ii)	 	 	 	 	 	
8	(i) (ii)	 	 	 	 	 	
9	(i) (ii)	 	 	 	 	 	
10	(i) (ii)	 	 	 	 	 	
11	(i) (ii)	 	 	 	 	 	
12	(i) (ii)	 	 	 	 	 	
13	(i) (ii)	 	 	 	 	 	
14	(i) (ii)	 	 	 	 	 	
15	(i) (ii)	 	 	 	 	 	
16	(i) (ii)	 	 	 	 	 	

Schedule J (Form 990) 2013

Part III Supplemental Information

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

SCHEDULE J, PART I, LINE 3

THE COMPENSATION OF THE ORGANIZATION'S PRESIDENT IS DETERMINED BY
MEMORIAL HEALTH SERVICES (MHS), THE TAX-EXEMPT PARENT OF SADDLEBACK
MEMORIAL MEDICAL CENTER. SEE SCHEDULE O FOR FORM 990, PART VI, LINES 15A
AND 15B FOR THE PROCESS USED BY MHS TO DETERMINE COMPENSATION.

SCHEDULE J, PART I, LINE 4B

MEMORIAL HEALTH SERVICES SPONSORS A SUPPLEMENTAL EXECUTIVE RETIREMENT
PLAN (SERP), COVERING SELECTED EXECUTIVES, AS APPROVED BY THE
COMPENSATION COMMITTEE OF THE BOARD. THE SERP PROVIDES FOR A LUMP SUM
PAYMENT TO EACH EXECUTIVE AT VESTING DATE, AS DEFINED IN THE SERP
AGREEMENT.

THE FOLLOWING INDIVIDUAL RECEIVED A SERP PAYOUT:

STEPHEN B. GEIDT: \$3,048,629.

DURING FY 2014, STEPHEN GEIDT VESTED IN THE SERP AFTER 31 YEARS OF
SERVICE TO SADDLEBACK MEMORIAL MEDICAL CENTER. IN ACCORDANCE WITH THE
PLAN, HE RECEIVED A LUMP SUM PAYMENT AT HIS VESTING DATE. PRIOR TO

Part III Supplemental Information

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

VESTING IN FY 2014, THE SERP BENEFIT WAS SUBJECT TO SUBSTANTIAL RISK OF

FORFEITURE. THE CURRENT YEAR PAYOUT IS REFLECTED IN COLUMN LINE B (III)

OF SCHEDULE J. THE AMOUNTS WERE REPORTED ON PRIOR YEARS FORM 990 AS

DEFERRED COMPENSATION IN COLUMN LINE C.

**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

SADDEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

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				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	3.	269,530.	MARKET VALUE
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	X	1.	212,000.	MARKET VALUE
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ ()				
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement 29 4.

	Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		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?	X	
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	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		

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

Schedule M (Form 990) (2013)

JSA

3E1298 1 000

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PAGE 47

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

SCHEDULE M, PART I, LINE 32B

THE ORGANIZATION USES THIRD PARTIES TO SELL THE FOLLOWING NON-CASH

CONTRIBUTIONS:

REAL ESTATE - RESIDENTIAL: THIRD PARTY REAL ESTATE AGENTS OR BROKERS

SCHEDULE M, PART I, COLUMN (B)

THE AMOUNTS IN THIS COLUMN REPRESENT THE NUMBER OF CONTRIBUTIONS

RECEIVED.

SCHEDULE-O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2013

**Open to Public
Inspection**

Employer identification number

SADDLEBACK MEMORIAL FOUNDATION

33-0011887

FORM 990, PART I, LINE 1

TO DEVELOP THE PHILANTHROPIC RESOURCES NECESSARY TO STRENGTHEN THE
ABILITY OF SADDLEBACK MEMORIAL MEDICAL CENTER TO ENHANCE THE HEALTH AND
WELL-BEING OF INDIVIDUALS, FAMILIES, AND OUR COMMUNITY.

FORM 990, PART III, LINE 4A

PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER CAPITAL ITEMS:

TRUEBEAM LINEAR ACCELERATOR - \$2,318,567

INPATIENT PHARMACY EXPANSION - \$1,266,288

PET-CT FOR THE CANCER INSTITUTE - \$868,444

CANCER INSTITUTE RENOVATION - \$750,000

ULTRASOUND MACHINES - \$544,287

INPATIENT HOSPIRA PUMPS - \$441,092

CRITICAL CARE BEDS - \$420,761

BREAST ULTRASOUND MACHINE - \$247,263

HOSPITAL RENOVATION PROJECT - \$200,000

24 VITAL SIGN MACHINES (FOR 3W & 3E) - \$174,186

PHARMACY MED CAROUSEL - \$167,649

WOW WORKSTATIONS FOR ICU - \$94,809

HOSPITAL RENOVATION PROJECT (CVOU, OR, FRONT ENTRY, 1ST FLOOR MOB) -

\$85,128

HOSPITAL RENOVATION PROJECT (PATIENT EVALUATION ROOM) - \$48,775

BASSINETTES FOR LDRP - \$40,106

HOSPITAL RENOVATION PROJECT (LDRP NURSE STATION) - \$18,465

Name of the organization

Employer identification number

SADDLEBACK MEMORIAL FOUNDATION

ED RECEPTION RENOVATION PROJECT - \$13,210

HOSPITAL RENOVATION PROJECT (SIGNS) - \$5,000

ULTRASOUND TRANSCRANIAL DOPPLER - \$2,964

FORM 990, PART III, LINE 4B

PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER SCHOLARSHIP

PROGRAM:

TOTAL FOR PROGRAM - \$43,200

FORM 990, PART III, LINE 4C

PROVIDED GRANTS FOR MEMORIAL CARE SENIOR PLUS PROGRAM AT SADDLEBACK

MEMORIAL MEDICAL CENTER, A SENIOR ADVOCACY GROUP:

TOTAL FOR PROGRAM - \$30,000

FORM 990, PART III, LINE 4D

OTHER PROGRAM SERVICES CONSIST OF GRANTS TO SADDLEBACK MEMORIAL MEDICAL

CENTER FOR THE FOLLOWING AMOUNTS AND RELATED PROGRAMS:

PHARMACY RESIDENT STAFF - \$23,459

HOSPICE PROGRAM - \$20,000

INFANT SAFETY CLASSES & NICU DIARIES - \$11,000

MEALS ON WHEELS PROGRAM - \$10,000

VOLUNTEER SERVICES PROGRAMS - \$9,275

RADIANT WRAPS FOR CANCER INSTITUTE - \$4,395

MENTAL HEALTH PROFESSIONAL FOR CANCER INSTITUTE - \$3,456

WOMEN'S HOSPITAL BEREAVEMENT PROGRAM - \$2,000

Name of the organization

Employer identification number

SADDLEBACK MEMORIAL FOUNDATION

BRONCHOSCOPY CART AT SAN CLEMENTE - \$1,500

HOME CARE SERVICES - \$918

NURSING EDUCATION, CCRN CERTIFICATION - \$900

FORM 990, PART V, LINE 2A & PART IX, LINES 5-10

SADDLEBACK MEMORIAL FOUNDATION EMPLOYEES' W-2S ARE ISSUED BY A RELATED ORGANIZATION. SADDLEBACK MEMORIAL FOUNDATION REIMBURSES THE RELATED ORGANIZATION FOR THESE EXPENSES. THESE EXPENSES ARE REFLECTED IN PART IX.

FORM 990, PART VI, LINE 1A

THE SADDLEBACK MEMORIAL FOUNDATION (SMF) BOARD OF DIRECTORS (BOARD) HAS APPOINTED AN EXECUTIVE COMMITTEE TO CONDUCT THE BUSINESS OF SMF BETWEEN SCHEDULED MEETINGS OF THE BOARD. THE SMF BOARD HAS DELEGATED BROAD AUTHORITY TO THE EXECUTIVE COMMITTEE MEMBERS IN ORDER TO CONDUCT ALL NECESSARY BUSINESS OF SMF, INCLUDING FINANCIAL AND OPERATIONAL MATTERS THAT REQUIRE A VOTE. ALL EXECUTIVE COMMITTEE MEMBERS, WHO ARE ALSO BOARD MEMBERS WITH FULL VOTING PRIVILEGES, ARE APPOINTED BY THE BOARD. AT ALL TIMES THERE ARE TO BE NO LESS THAN FIVE (5) EXECUTIVE COMMITTEE MEMBERS APPOINTED. THE EXECUTIVE COMMITTEE IS CHAIRED BY THE CHAIRMAN OF THE SMF BOARD, AND ALSO INCLUDES THE SMF PRESIDENT AS AN EX-OFFICIO MEMBER.

FORM 990, PART VI, LINE 2

BEBE SHADDOCK AND J. SCOTT REID HAVE A FAMILY RELATIONSHIP.

FORM 990, PART VI, LINE 6

SADDLEBACK MEMORIAL MEDICAL CENTER (SMMC), A RELATED TAX-EXEMPT

Name of the organization

Employer identification number

SADDLEBACK MEMORIAL FOUNDATION

ORGANIZATION IS THE SOLE CORPORATE MEMBER OF SADDLEBACK MEMORIAL FOUNDATION (SMF).

FORM 990, PART VI, LINE 7A

SADDLEBACK MEMORIAL MEDICAL CENTER (SMMC), A RELATED TAX-EXEMPT ORGANIZATION, IS THE SOLE CORPORATE MEMBER OF SADDLEBACK MEMORIAL FOUNDATION (SMF). THE SMMC BOARD APPOINTS THE MEMBERS OF THE SMF BOARD.

FORM 990, PART VI, LINE 7B

SADDLEBACK MEMORIAL MEDICAL CENTER (SMMC), A RELATED TAX EXEMPT ORGANIZATION, IS THE SOLE CORPORATE MEMBER OF SADDLEBACK MEMORIAL FOUNDATION (SMF). THE SMMC BOARD APPOINTS THE MEMBERS OF THE SMF BOARD. THE SMMC BOARD HAS THE POWER TO VOTE ON THE NOMINATION OF ANY CANDIDATE OF SMF'S BOARD, ANY AMENDMENTS TO SMF'S BYLAWS, AND, IN CONJUNCTION WITH A MAJORITY VOTE OF SMF'S BOARD, MAY SET RESTRICTIONS ON THE USE OF SMF'S ASSETS, OR DISTRIBUTION OF ASSETS IN THE EVENT OF SMF'S DISSOLUTION.

FORM 990, PART VI, LINE 11B

THE ORGANIZATION'S CFO REVIEWS THE FORM 990 TO ENSURE THE ACCURACY OF THE FOLLOWING INFORMATION: ALL FINANCIAL DATA FOR THE REPORTING PERIOD, ANSWERS TO TAX COMPLIANCE QUESTIONS, ANSWERS TO POLICY AND GOVERNANCE QUESTIONS, ALL SCHEDULES, AND ALL REQUIRED NARRATIVES. FURTHER REVIEW OF THE FORM 990 IS CONDUCTED BY THE ORGANIZATION'S EXECUTIVE COMMITTEE, PRIOR TO THE FULL BOARD REVIEW. THE EXECUTIVE COMMITTEE INCLUDES ALL OFFICERS OF THE ORGANIZATION'S BOARD. LASTLY, THE ORGANIZATION'S FORM 990 IS REVIEWED BY THE BOARD (A COPY MADE AVAILABLE TO EACH MEMBER) PRIOR

Name of the organization	Employer identification number
SADDEBACK MEMORIAL FOUNDATION	

TO FILING WITH THE IRS. QUESTIONS AND COMMENTS FROM THE GOVERNING BOARD
ARE ADDRESSED BEFORE THE FINAL VERSION IS FILED.

FORM 990, PART VI, LINE 12C

THE GENERAL COUNSEL'S OFFICE ANNUALLY SURVEYS EACH DIRECTOR AND OFFICER
AND REQUIRES AFFIRMATION THAT THE CONFLICT OF INTEREST POLICY HAS BEEN
READ AND UNDERSTOOD. THE RESULTS OF THE SURVEY ARE REPORTED TO THE
GOVERNANCE COMMITTEE OF THE SADDEBACK MEMORIAL MEDICAL CENTER, THE
PARENT ORGANIZATION, WHICH IS RESPONSIBLE FOR GOVERNANCE, OVERSIGHT, AND
NOMINATIONS. CONFLICTS ARE EVALUATED FOR BEING OCCASIONAL OR DISABLING IN
NATURE.

THE GENERAL COUNSEL MAKES THE INITIAL EVALUATION AND ADVISES THE
GOVERNANCE COMMITTEE IN ITS DELIBERATIONS. IF AN OCCASIONAL CONFLICT IS
IDENTIFIED, THE GENERAL COUNSEL ADVISES THE SUBJECT DIRECTOR OR OFFICER
AND GOVERNANCE COMMITTEE IN A "REBUTTABLE PRESUMPTION" TYPE PROCESS.
SHOULD A DISABLING CONFLICT BE IDENTIFIED, THE DIRECTOR OR OFFICER
RESIGNS OR IS REMOVED UPON THE RECOMMENDATION OF THE GENERAL COUNSEL,
GOVERNANCE COMMITTEE, AND BOARD OF DIRECTORS. IN ADDITION, AN ANNUAL
NOTICE IS SENT BY EMAIL (TO EACH EMPLOYEE WITH ACCESS TO EMAIL) REGARDING
THE ACCEPTANCE OF GIFTS AND CORRESPONDING POLICIES.

FORM 990, PART VI, LINES 15A AND 15B

THE CEO OF THE ORGANIZATION IS NOT COMPENSATED BY THE FILING
ORGANIZATION, BUT RATHER BY THE TAX-EXEMPT PARENT, MEMORIAL HEALTH
SERVICES (MHS). SADDEBACK MEMORIAL FOUNDATION REIMBURSES MHS FOR THESE

Name of the organization

Employer identification number

SADDLEBACK MEMORIAL FOUNDATION

EXPENSES. THE FOLLOWING IS THE PROCESS THAT THE PARENT ORGANIZATION UNDERTAKES TO APPROVE THE CEO'S COMPENSATION.

WITHIN THE ORGANIZATION, THE COMPENSATION OF VICE PRESIDENT'S AND ABOVE IS REVIEWED BY AN EXTERNAL CONSULTANT WITH FINAL REVIEW AND APPROVAL BY THE COMPENSATION COMMITTEE OF THE MEMORIAL HEALTH SERVICES (MHS) BOARD OF DIRECTORS AND THEIR OUTSIDE COUNSEL. ALL MARKET DATA IS OBTAINED FROM THIRD PARTY SURVEY SOURCES. MARKET DATA REVIEWS ARE COMPLETED CONSISTENTLY ON AN ANNUAL BASIS IN ORDER TO DETERMINE APPROPRIATE COMPENSATION. FOR THE CURRENT REPORTING PERIOD, THE COMPENSATION DETERMINATION PROCESS WAS COMPLETED IN CALENDAR YEAR 2013. THE PROCESS OF DETERMINING THE COMPENSATION IS DOCUMENTED IN THE MINUTES OF THE MEMORIAL HEALTH SERVICES BOARD.

FORM 990, PART VI, LINE 19

CURRENTLY, THE ORGANIZATION DOES NOT MAKE THE GOVERNING DOCUMENTS (ARTICLES OF INCORPORATION, BYLAWS, AND CONFLICT OF INTEREST POLICY) AVAILABLE TO THE GENERAL PUBLIC. HOWEVER, THE ARTICLES OF INCORPORATION ARE AVAILABLE FROM THE CALIFORNIA SECRETARY OF STATE'S OFFICE VIA WRITTEN REQUEST. AUDITED FINANCIAL STATEMENTS ARE AVAILABLE TO THE GENERAL PUBLIC WHEN REQUESTS ARE MADE IN PERSON OR IN WRITING.

FORM 990, PART XI, LINE 9

CHANGE IN VALUE OF SPLIT-INTEREST AGREEMENTS	\$ 232,057
ROUNDING	\$ 1

Name of the organization	Employer identification number
SADDLEBACK MEMORIAL FOUNDATION	

TOTAL \$ 232,058

ATTACHMENT 1990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
BEACON POINTE ADVISORS, LLC 24 CORPORATE PLAZA DRIVE, SUITE 150 NEWPORT BEACH, CA 92660	INVESTMENT ADVISORY	144,040.

**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

SADLEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) _____					
(2) _____					
(3) _____					
(4) _____					
(5) _____					
(6) _____					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) AMERICAN INST FOR PHILANTHROPIC STUDIES 2801 ATLANTIC AVENUE LONG BEACH, CA 90806 95-3756364	PHILAN. EDU.	CA	501 (C) (3)	7	MMCF	X	
(2) ANAHEIM MEMORIAL MEDICAL CENTER 1111 WEST LA PALMA AVENUE ANAHEIM, CA 92801 95-1966746	HEALTHCARE	CA	501 (C) (3)	9	MHS	X	
(3) SEASIDE HEALTH PLAN 2801 ATLANTIC AVENUE LONG BEACH, CA 90806 46-1870181	MEDICAL SVCS	CA	501 (C) (4)		MHS	X	
(4)							
(5)							
(6)							
(7)							

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

Schedule R (Form 990) 2013

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) MEMORIALCARE SURG CNTR OC, LLC SEE PART VII	HEALTHCARE	CA	N/A	N/A								
(2) MEMORIALCARE HOME HEALTH, LLC SEE PART VII	HEALTHCARE	CA	N/A	N/A								
(3) BEACH SURGICAL HOLDINGS, LLC SEE PART VII	HEALTHCARE	CA	N/A	N/A								
(4) MEMORIALCARE INNOVATION FUND SEE PART VII	HEALTHCARE	CA	N/A	N/A								
(5) WAVE IMAGING, LLC SEE PART VII	IMAGING	CA	N/A	N/A								
(6) _____												
(7) _____												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Per- centage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) CHARITABLE REMAINDER UNITRUST (8)									
(2) CHARITABLE REMAINDER ANNUITY TRUST (4)	SUPPORT	CA	SMF						X
(3) NATIONAL HEALTHCARE SERVICES 330 GOLDEN SHORE AVENUE LONG BEACH, CA 90802	SUPPORT	CA	SMF						X
(4) SADDLEBACK MEDICAL VENTURES 330 GOLDEN SHORE AVENUE LONG BEACH, CA 90802	MEDICAL SERVICES	CA	N/A	C CORP					X
(5) _____	MEDICAL SERVICES	CA	N/A	C CORP					X
(6) _____									
(7) _____									

Schedule R (Form 990) 2013

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

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
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				
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) _____													
(2) _____													
(3) _____													
(4) _____													
(5) _____													
(6) _____													
(7) _____													
(8) _____													
(9) _____													
(10) _____													
(11) _____													
(12) _____													
(13) _____													
(14) _____													
(15) _____													
(16) _____													

Part VII Supplemental Information

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

SCHEDULE R, PART II

SADDLEBACK MEMORIAL FOUNDATION (SMF) IS RELATED TO THE CENTRAL ORGANIZATION AND SUBORDINATE ORGANIZATIONS IN THE MEMORIAL HEALTH SERVICES GROUP EXEMPTION. SMF AND THE SUBORDINATES ARE BOTH CONTROLLED BY THE CENTRAL ORGANIZATION, MEMORIAL HEALTH SERVICES (MHS). THE CENTRAL ORGANIZATION AND OTHER SUBORDINATE ORGANIZATIONS OF THE MEMORIAL HEALTH SERVICES GROUP EXEMPTION HAVE NOT BEEN INCLUDED IN SCHEDULE R, PART II, IN ACCORDANCE WITH THE IRS INSTRUCTIONS.

SCHEDULE R, PART III

MEMORIALCARE SURGICAL CENTER AT ORANGE COAST, LLC

EIN: 26-1394069

ADDRESS: 9920 TALBERT AVENUE FOUNTAIN VALLEY, CA 92708

MEMORIALCARE HOME HEALTH, LLC

EIN: 46-3056446

ADDRESS 23521 PASEO DE VALENCIA, STE 100 FOUNTAIN VALLEY, CA 92708

BEACH SURGICAL HOLDINGS, LLC

EIN: 37-1708521

ADDRESS: 3000 RIVERCHASE GALLERIA, STE 500 BIRMINGHAM, AL 35244

MEMORIALCARE INNOVATION FUND, LP

EIN: 46-0791893

ADDRESS: 320 GOLDEN SHORE AVENUE, STE 120 LONG BEACH, CA 90802

Part VII **Supplemental Information**

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

WAVE IMAGING LLC

EIN: 30-0762119

ADDRESS: 2742 DOW AVE TUSTIN, CA 92780