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A For the 2009 calendar year, or tax year beginning

and ending

B <input type="checkbox"/> Check if applicable <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended <input type="checkbox"/> Application pending	C Name of organization PHYSICIANS FOUNDATION, INC. C/O WILLIAM MAHON	D Employer identification number	
		20-0914085	
	See Specific Instructions	Doing Business As Number and street (or P O box if mail is not delivered to street address) 132 WESTPARK BOULEVARD	Room/suite
		City or town, state or country, and ZIP + 4 COLUMBIA, SC 29210	
F Name and address of principal officer: WILLIAM MAHON SAME AS C ABOVE			G Gross receipts \$ 28,506,401.
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
J Website: ► WWW.PHYSICIANSFOUNDATIONS.ORG			H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of formation 2003 M State of legal domicile FL	

Part I | Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: THE FOUNDATION'S PURPOSE IS TO ADVANCE THE WORK OF PRACTICING PHYSICIANS AND TO IMPROVE THE QUALITY		
	2	Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	23
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	23
	5	Total number of employees (Part V, line 2a)	5	0
	6	Total number of volunteers (estimate if necessary)	6	0
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.
Revenue	8	Prior Year	Current Year	
	Contributions and grants (Part VIII, line 1h)	1,154.	2,896.	
	9 Program service revenue (Part VIII, line 2g)	63,249.	6,001,536.	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<3,739,543. >	<4,384,065. >	
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	91,564.	93,295.	
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<3,583,576. >	1,713,662.	
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	890,250.	445,750.	
	14 Benefits paid to or for members (Part IX, column (A), line 4)			
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	104,500.	86,500.		
16a Professional fundraising fees (Part IX, column (A), line 11e)				
b Total fundraising expenses (Part IX, column (D), line 25) ►				
17 Other expenses (Part IX, column (A), lines 11a-11d, 11-24)	3,481,212.	2,426,623.		
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	4,475,962.	2,958,873.		
19 Revenue less expenses. Subtract line 18 from line 12	<8,059,538. >	<1,245,211. >		
Net Assets or Fund Balances	01	RECEIVED	IRS OSC	
	01	MAR 05 2010	OGDEN, UT	
	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year	
	21 Total liabilities (Part X, line 26)	85,169,208.	105,423,776.	
	22 Net assets or fund balances. Subtract line 21 from line 20	1,042,364.	248,790.	
		84,126,844.	105,174,986.	
	Part II - Signature Block			

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

3/1/10

**Paid
Preparer's
Use Only**

Preparer's signature  CPA Date 2-26-10 Check if self-employed Preparer's identifying number (see instructions) P00046615

**Preparer's
Use Only**

Firm's name (or yours if self-employed), address, and ZIP + 4	ELLIOTT DAVIS, LLC/PLLC 1901 MAIN STREET, SUITE 1650 COLUMBIA, SC 29201	EIN ► 57-0381582 Phone no ► (803) 256-0002
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May the IRS discuss this return with the preparer shown above? (see instructions)

Yes No

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Part III Statement of Program Service Accomplishments

1	Briefly describe the organization's mission: SEE SCHEDULE O FOR CONTINUATION TO SUPPORT, BENEFIT OR CARRY OUT THE CHARITABLE PURPOSES OF PUBLICLY SUPPORTED ORGANIZATIONS WHOSE PURPOSES INCLUDE PROMOTING HIGH QUALITY MEDICAL CARE, INCLUDING, WITHOUT LIMITATION, ASSISTING PHYSICIANS AND THE PUBLIC TO IMPROVE THE QUALITY OF CARE RECEIVED BY PATIENTS IN THE
2	Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," describe these changes on Schedule O.
4	Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts 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 \$ 1,720,923. including grants of \$ 445,750.) (Revenue \$)
THE FOUNDATION WAS ESTABLISHED IN 2003 WITH PROCEEDS FROM THE
SETTLEMENT OF A RICO CASE AGAINST SEVERAL INSURANCE COMPANIES. THE
PURPOSE OF THE FOUNDATION IS TO AWARD GRANTS TO PHYSICIANS' FOUNDATIONS
AND OTHER 501(C)(3) ORGANIZATIONS IN CONNECTION WITH ITS STATED
CHARITABLE PURPOSE WHICH IS TO PROMOTE HIGH QUALITY HEALTHCARE.

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

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

4d Other program services. (Describe in Schedule O.)
(Expenses \$ 1,720,923 including grants of \$ 0) (Revenue \$ 0)

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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)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3 X	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>	4 X	
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>	5	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</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? <i>If "Yes," complete Schedule D, Part II</i>	7 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8 X	
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9 X	
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10 X	
11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable <ul style="list-style-type: none"> ● Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> ● 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? <i>If "Yes," complete Schedule D, Part VII.</i> ● 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? <i>If "Yes," complete Schedule D, Part VIII.</i> ● 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? <i>If "Yes," complete Schedule D, Part IX.</i> ● Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> ● 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? <i>If "Yes," complete Schedule D, Part X.</i> 	11 X	
12 Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>	12 X	
12A Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional</i>	12A X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13 X	
14a Did the organization maintain an office, employees, or agents outside of the United States? b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Part I</i>	14a X 14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>	15 X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>	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? <i>If "Yes," complete Schedule G, Part I</i>	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19 X	
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>	20 X	

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Part IV Checklist of Required Schedules (continued)

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

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Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	1a	36
1b		1b	0
1c		1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)</i>		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? <i>If "No," provide an explanation in Schedule O</i>	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 the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	5a	X
5b		5b	X
5c		5c	
6a		6a	X
6b		6b	
7a		7a	X
7b		7b	
7c		7c	X
7d	Indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	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.	9a	
a	Did the organization make any taxable distributions under section 4966?	9b	
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:	10a	
a	Initiation fees and capital contributions included on Part VIII, line 12	10b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:	11a	
a	Gross income from members or shareholders	11b	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	12a	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12b	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		

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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.

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body	23	
1b	Enter the number of voting members that are independent	23	
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 organizational documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?		X
6	Does the organization have members or stockholders?		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?		
b	Each committee with authority to act on behalf of the governing body?		
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
9			

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

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?		
11A	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13		X
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done		
13	Does the organization have a written whistleblower policy?		
14	Does the organization have a written document retention and destruction policy?		
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		
b	Other officers or key employees of the organization		
	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?		
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		
16b			

Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed ►	NONE
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.	
	<input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request	
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization. ►	
	WILLIAM F. MAHON - 803-798-6207	
	132 WESTPARK BOULEVARD, COLUMBIA, SC 29210	

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**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. Use Schedule J-2 if additional space is needed.

- 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. 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 the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
LOU GOODMAN, PHD PRESIDENT	1.00	X		X			8,000.	0.	0.
ALAN PLUMMER, MD VICE PRESIDENT	1.00	X		X			6,000.	0.	0.
WALKER RAY, MD VICE PRESIDENT	1.00	X		X			6,000.	0.	0.
LAWRENCE BRAUD, MD SECRETARY	1.00	X		X			6,000.	0.	0.
ROBERT SELIGSON TREASURER	1.00	X		X			4,500.	0.	0.
RICK ABRAMS MEMBER	1.00	X					0.	0.	0.
SANDRA JOHNSON MEMBER	1.00	X					4,000.	0.	0.
RIPLEY HOLLISTER, MD MEMBER	1.00	X					4,000.	0.	0.
DON ALEXANDER MEMBER	1.00	X					4,000.	0.	0.
MICHAEL KORNETT MEMBER	1.00	X					3,000.	0.	0.
SUBHI ALI, MD MEMBER	1.00	X					4,000.	0.	0.
KARL ALtenBURGER, MD MEMBER	1.00	X					4,000.	0.	0.
JOHN ARVESON MEMBER	1.00	X					4,000.	0.	0.
TODD ATWATER MEMBER	1.00	X					4,000.	0.	0.
WILLIAM GUERTIN MEMBER	1.00	X					4,000.	0.	0.
PAUL HARRINGTON MEMBER	1.00	X					0.	0.	0.
PALMER JONES MEMBER	1.00	X					4,000.	0.	0.

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
ALEX MALTER, MD MEMBER	1.00	X					2,000.	0.	0.
GERALD MCKENNA, MD MEMBER	1.00	X					4,000.	0.	0.
GARY PRICE MEMBER	1.00	X					4,000.	0.	0.
JOHN RICHARDS MEMBER	1.00	X					3,000.	0.	0.
JOSPEH VALENTI, MD MEMBER	1.00	X					4,000.	0.	0.
JAMES CROSS, MD MEMBER	1.00	X					0.	0.	0.
1b Total							86,500.	0.	0.

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

	Yes	No
3		X
4		X
5	X	

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 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.

(A) Name and business address	(B) Description of services	(C) Compensation
GRANTS MANAGEMENT ASSOCIATES, 77 SUMMER STREET, 8TH FLOOR, BOSTON, MA 02110	CONSULTING	397,456.
RICHARD COOPER, MD, 2020 WALNUT STREET, #10L, PHILADELPHIA, PA 19103	POLICY STATEMENT CONSULTING	335,000.
NORBECK ASSOCIATES, LLC, 22451 GLENVIEW LANE, BONITA SPRINGS, FL 34135	EXECUTIVE LEVEL MANAGEMENT SVCS.	247,275.
TYPOMD.COM, LLC, 1359 COUNTRY SQUIRE DRIVE, COLUMBIA, SC 29212	EXECUTIVE LEVEL MANAGEMENT SVCS.	155,906.
GSG COMMUNICATIONS, LLC 895 BROADWAY, 5TH, NEW YORK, NY 10003	PUBLIC RELATIONS CONSULTING	136,489.

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 ► 6

Form 990 (2009)

PHYSICIANS FOUNDATION, INC.

Form 990 (2009)

C/O WILLIAM MAHON

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Part VIII . Statement of Revenue

Part VIII . Statement of Revenue		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts					
1 a Federated campaigns	1a				
b Membership dues	1b				
c Fundraising events	1c				
d Related organizations	1d				
e Government grants (contributions)	1e				
f All other contributions, gifts, grants, and similar amounts not included above	1f	2,896 .			
g Noncash contributions included in lines 1a-1f \$					
h Total. Add lines 1a-1f		2,896 .			
Program Service Revenue					
2 a PROCEEDS FROM HEALTHCA	Business Code				
b	900099	6,001,536 .	6,001,536 .		
c					
d					
e					
f All other program service revenue					
g Total. Add lines 2a-2f		6,001,536 .			
3 Investment income (including dividends, interest, and other similar amounts)		► 2,492,008 .			2492008 .
4 Income from investment of tax-exempt bond proceeds		►			
5 Royalties		►			
6 a Gross Rents	(i) Real	(ii) Personal			
b Less: rental expenses					
c Rental income or (loss)					
d Net rental income or (loss)		►			
7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b Less: cost or other basis and sales expenses	19916666				
c Gain or (loss)	26792739				
d Net gain or (loss)	<6876073>		► <6876073 .>		<6876073 .>
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b Less: direct expenses	b				
c Net income or (loss) from fundraising events		►			
9 a Gross income from gaming activities. See Part IV, line 19	a				
b Less: direct expenses	b				
c Net income or (loss) from gaming activities		►			
10 a Gross sales of inventory, less returns and allowances	a				
b Less: cost of goods sold	b				
c Net income or (loss) from sales of inventory		►			
Miscellaneous Revenue	Business Code				
11 a MISCELLANEOUS INCOME	900099	93,295 .	93,295 .		
b					
c					
d All other revenue					
e Total. Add lines 11a-11d		93,295 .			
12 Total revenue. See instructions		► 1,713,662 .	6,094,831 .	0 .	<4384065 .>

PHYSICIANS FOUNDATION, INC.

C/O WILLIAM MAHON

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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) but are not required to complete columns (B), (C), and (D).

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 U.S. See Part IV, line 21	445,750.	445,750.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	86,500.		86,500.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management	351,750.		351,750.	
b Legal	36,254.		36,254.	
c Accounting	92,625.		92,625.	
d Lobbying				
e Professional fundraising services See Part IV, line 17	278,938.		278,938.	
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses	16,175.		16,175.	
14 Information technology	6,596.		6,596.	
15 Royalties				
16 Occupancy				
17 Travel	188,352.		188,352.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	95,028.		95,028.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	2,991.		2,991.	
23 Insurance	14,153.		14,153.	
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a PROFESSIONAL CONSULTING	1,309,752.	1,272,278.	37,474.	
b MEALS AND ENTERTAINMENT	15,909.		15,909.	
c FOREIGN TAX WITHHELD	15,088.		15,088.	
d MISCELLANEOUS EXPENSE	3,012.	2,895.	117.	
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	2,958,873.	1,720,923.	1,237,950.	0.
26 Joint costs. Check here ► <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

PHYSICIANS FOUNDATION, INC.
C/O WILLIAM MAHON

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Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	17,106,698.	1	7,953,298.
	2 Savings and temporary cash investments	2		
	3 Pledges and grants receivable, net	3		
	4 Accounts receivable, net	4		
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	5		
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L	6		
	7 Notes and loans receivable, net	7		5,000.
	8 Inventories for sale or use	8		
	9 Prepaid expenses and deferred charges	1,455,824.	9	1,120,289.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	14,953.	
	b Less: accumulated depreciation	10b	13,620.	4,323.
			10c	1,333.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11	66,602,363.	12	96,343,856.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
	16 Total assets. Add lines 1 through 15 (must equal line 34)	85,169,208.	16	105,423,776.
Liabilities	17 Accounts payable and accrued expenses	71,148.	17	57,037.
	18 Grants payable	971,216.	18	191,753.
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	1,042,364.	26	248,790.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	84,126,844.	27	105,174,986.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, 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	84,126,844.	33	105,174,986.
	34 Total liabilities and net assets/fund balances	85,169,208.	34	105,423,776.

Form 990 (2009)

PHYSICIANS FOUNDATION, INC.

Form 990 (2009)

C/O WILLIAM MAHON

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Part XI Financial Statements and Reporting

	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?	2a	X
b Were the organization's financial statements audited by an independent accountant?	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
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
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 (2009)

Department of the Treasury
Internal Revenue Service

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

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization	PHYSICIANS FOUNDATION, INC. C/O WILLIAM MAHON	Employer identification number 20-0914085
--------------------------	--	--

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 - Other

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)		X
11g(ii)		X
11g(iii)		X

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ

Schedule A (Form 990 or 990-EZ) 2009

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.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						► <input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2009. 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"/>
16b 33 1/3% support test - 2008. 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 - 2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
17b 10% -facts-and-circumstances test - 2008. 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) 2009

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)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ►

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

b 33 1/3% support tests - 2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

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

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990,

Part IV, line 6, 7, 8, 9, 10, 11, or 12.

► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2009

Open to Public
Inspection

Name of the organization **PHYSICIANS FOUNDATION, INC.**
C/O WILLIAM MAHON

Employer identification number
20-0914085

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

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

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

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

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

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

Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

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

	Held at the End of the Tax Year
2a	
2b	
2c	
2d	

a Total number of conservation easements

b Total acreage restricted by conservation easements

c Number of conservation easements on a certified historic structure included in (a)

d Number of conservation easements included in (c) acquired after 8/17/06

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 XIV, 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, 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 XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, 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 relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____
b Assets included in Form 990, Part X ► \$ _____

PHYSICIANS FOUNDATION, INC.
C/O WILLIAM MAHON

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Schedule D (Form 990) 2009

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

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

a <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other _____
c <input type="checkbox"/> Preservation for future generations	

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

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 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 XIV and complete the following table:

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?

Yes No

b If "Yes," explain the arrangement in Part XIV.

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a					
b					
c					
d					
e					
f					
g					

2 Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment ► _____ %
b Permanent endowment ► _____ %
c Term endowment ► _____ %

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

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

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

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other	14,953.		13,620.	1,333.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)			►	1,333.

Schedule D (Form 990) 2009

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2009.02061 PHYSICIANS FOUNDATION, INC. 71262001

PHYSICIANS FOUNDATION, INC.

Schedule D (Form 990) 2009

C/O WILLIAM MAHON

20-0914085 Page 3

Part VII Investments - Other Securities. 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
Financial derivatives		
Closely-held equity interests		
Other		
EQUITY SECURITIES	90,263,647.	END-OF-YEAR MARKET VALUE
TREASURY BILLS, REIT STOCK,		
TREASURY AND CORPORATE BONDS	6,080,209.	END-OF-YEAR MARKET VALUE
Total (Col. (b) must equal Form 990, Part X, col. (B) line 12)	96,343,856.	

Total. (Col (b) must equal Form 990, Part X, col (B) line 12) ► 96,343,856.

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

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

Part IX **Other Assets.** See Form 990, Part X, line 15.

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

Part X **Other Liabilities.** See Form 990, Part X, line 25.

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

2. FIN 48 Footnote. In Part XIV, 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.

PHYSICIANS FOUNDATION, INC.

Schedule D (Form 990) 2009

C/O WILLIAM MAHON

20-0914085 Page 4

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1 Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,713,662.
2 Total expenses (Form 990, Part-IX, column (A), line 25)	2	2,958,873.
3 Excess or (deficit) for the year. Subtract line 2 from line 1	3	<1,245,211.>
4 Net unrealized gains (losses) on investments	4	
5 Donated services and use of facilities	5	
6 Investment expenses	6	
7 Prior period adjustments	7	
8 Other (Describe in Part XIV)	8	22,293,353.
9 Total adjustments (net). Add lines 4 through 8	9	22,293,353.
10 Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	21,048,142.

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

1 Total revenue, gains, and other support per audited financial statements	1	24,007,015.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a Net unrealized gains on investments	2a	22,293,353.
b Donated services and use of facilities	2b	
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIV)	2d	
e Add lines 2a through 2d	2e	22,293,353.
3 Subtract line 2e from line 1	3	1,713,662.
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 XIV.)	4b	
c Add lines 4a and 4b	4c	0.
5 Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	1,713,662.

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

1 Total expenses and losses per audited financial statements	1	2,958,873.
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 XIV.)	2d	
e Add lines 2a through 2d	2e	0.
3 Subtract line 2e from line 1	3	2,958,873.
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 XIV.)	4b	
c Add lines 4a and 4b	4c	0.
5 Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	2,958,873.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART XI: LINE 8 – UNREALIZED GAIN ON INVESTMENTS TOTALED \$22,293,353

DURING 2009.

PART X: LINE 2 – A FIN. 48 DISCLOSURE WAS DETERMINED TO BE IMMATERIAL WITH NO IMPACT ON THE ORGANIZATION'S FINANCIAL STATEMENTS.

SCHEDULE I
(Form 990)

OMB No 1545-0047

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

Department of the Treasury
Internal Revenue Service

2009

Open to Public
Inspection

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

► Attach to Form 990.

Name of the organization

PHYSICIANS FOUNDATION, INC.
C/O WILLIAM MAHON

Employer identification number
20-0914085

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?

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. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ►

1 (a) Name and address of organization or government	2 (b) EIN	3 (c) IRC section if applicable	4 (d) Amount of cash grant	5 (e) Amount of non-cash assistance	6 (f) Method of valuation (book, FMV, appraisal, other)	7 (g) Description of non-cash assistance	8 (h) Purpose of grant or assistance
LSM EDUCATION & RESEARCH FOUNDATION - 6767 PERKINS ROAD, SUITE 100 - BATON ROUGE, LA 70808	23-7029259	501(c)(3)	10,000.	0.			TO ASSIST THE EXEMPT ORGANIZATION IN PROVIDING AND PROMOTING HIGH QUALITY MEDICAL CARE.
CALIFORNIA ACADEMY OF FAMILY PHYSICIANS FOUNDATION - 1520 PACIFIC AVENUE - SAN FRANCISCO, CA 94109	94-2938597	501(c)(3)	65,000.	0.			TO ASSIST THE EXEMPT ORGANIZATION IN PROVIDING AND PROMOTING HIGH QUALITY MEDICAL CARE.
TEXAS MEDICAL ASSOCIATION SPECIAL FUNDS FOUNDATION - 401 W. 15TH STREET - AUSTIN, TX 78701	74-2749879	501(c)(3)	50,500.	0.			TO ASSIST THE EXEMPT ORGANIZATION IN PROVIDING AND PROMOTING HIGH QUALITY MEDICAL CARE.
MAINE MEDICAL EDUCATION TRUST P.O. BOX 190 MANCHESTER, ME 04351	01-0443926	501(c)(3)	0.	26,250. COST			DATA SUBMISSION FEE WAIVER GRANT QUALITY MEDICAL CARE.
IOWA MEDICAL SOCIETY EDUCATION FOUNDATION - 1001 GRAND AVENUE - WEST DES MOINES, IA 50265	42-6078626	501(c)(3)	0.	26,250. COST			DATA SUBMISSION FEE WAIVER GRANT QUALITY MEDICAL CARE.
WYOMING MEDICAL SOCIETY SCHOLARSHIP FUND - P.O. BOX 4009 - CHEYENNE, WY 82003	83-6004846	501(c)(3)	0.	78,750. COST			DATA SUBMISSION FEE WAIVER GRANT QUALITY MEDICAL CARE.

2 Enter total number of section 501(c)(3) and government organizations

3 Enter total number of other organizations

Schedule I (Form 990) 2009

PHYSICIANS FOUNDATION, INC.
C/O WILLIAM MAHON

Schedule I (Form 990) 2009

C/O WILLIAM MAHON

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Part IV and Schedule L-1 (Form 990) if additional space is needed.

20-0914085 Page 2

1000

Name of the organization **PHYSICIANS FOUNDATION, INC.**
 C/O WILLIAM MAHON

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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
CONNECTICUT STATE MEDICAL SOCIETY PHYSICIAN HEALTH AND EDUCATION FUND - 160 ST. RONAN STREET - NEW HAVEN, CT 06511	06-1425205	501(C)(3)	0.	26,250. COST			TO ASSIST THE EXEMPT ORGANIZATION IN PROVIDING AND PROMOTING HIGH QUALITY MEDICAL CARE.
DELAWARE FOUNDATION FOR MEDICAL SERVICES - 131 CONTINENTAL DRIVE, SUITE 405 - NEWARK, DE 19713	51-0346160	501(C)(3)	0.	26,250. COST			TO ASSIST THE EXEMPT ORGANIZATION IN PROVIDING AND PROMOTING HIGH QUALITY MEDICAL CARE.
SC MEDICAL ASSOCIATION FOUNDATION P.O. BOX 11188 COLUMBIA, SC 29211	57-0168534	501(C)(3)	0.	26,250. COST			TO ASSIST THE EXEMPT ORGANIZATION IN PROVIDING AND PROMOTING HIGH QUALITY MEDICAL CARE.
UTAH MEDICAL ASSOCIATION FOUNDATION - 310 E. 4500 ST., SUITE 500 - SALT LAKE CITY, UT 84107	87-6122299	501(C)(3)	0.	26,250. COST			TO ASSIST THE EXEMPT ORGANIZATION IN PROVIDING AND PROMOTING HIGH QUALITY MEDICAL CARE.
JEFFERSON PHYSICIANS' FOUNDATION 4937 HEARST ST., SUITE 2B METAIRIE, LA 70001	47-0954038	501(C)(3)	0.	5,250. COST			TO ASSIST THE EXEMPT ORGANIZATION IN PROVIDING AND PROMOTING HIGH QUALITY MEDICAL CARE.
MEDICAL, EDUCATIONAL & SCIENTIFIC FOUNDATION - P.O. BOX 9007 - WESTBURY, NY 11590	11-2780360	501(C)(3)	0.	26,250. COST			TO ASSIST THE EXEMPT ORGANIZATION IN PROVIDING AND PROMOTING HIGH QUALITY MEDICAL CARE.
TENNESSEE FOUNDATION FOR QUALITY PATIENT HEALTHCARE - 2301 21ST AVENUE S. - NASHVILLE, TN 37212	20-4232591	501(C)(3)	0.	26,250. COST			TO ASSIST THE EXEMPT ORGANIZATION IN PROVIDING AND PROMOTING HIGH QUALITY MEDICAL CARE.
EMPIRE STATE MEDICAL ASSOCIATION 49 W. 127TH ST. NEW YORK, NY 10027	20-3408243	501(C)(3)	0.	26,250. COST			TO ASSIST THE EXEMPT ORGANIZATION IN PROVIDING AND PROMOTING HIGH QUALITY MEDICAL CARE.

Schedule I-1 (Form 990) 2009

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.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization	PHYSICIANS FOUNDATION, INC. C/O WILLIAM MAHON	Employer identification number 20-0914085
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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 officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

<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?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

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?

b Any related organization?

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

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

a The organization?

b Any related organization?

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

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

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. 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	X	
4b	X	
4c	X	
5a	X	
5b	X	
6a	X	
6b	X	
7	X	
8	X	
9		

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

Schedule J (Form 990) 2009

C/O WILLIAM MAHON

Part II | Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 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).

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
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PHYSICIANS FOUNDATION, INC.
C/O WILLIAM MAHON

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

FORM 990, PAGE 8, PART VII, LINE 5: TODD ATTWATER, BOARD MEMBER, RECEIVES COMPENSATION FOR HIS SERVICES AS CEO FOR THE SOUTH CAROLINA MEDICAL ASSOCIATION. THE SOUTH CAROLINA MEDICAL ASSOCIATION PROVIDES ACCOUNTING SERVICES TO THE FOUNDATION. FEES PAID TO SCMA DURING 2009 FOR THESE SERVICES TOTALLED \$72,000.

Supplemental Information to Form 990

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

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

PHYSICIANS FOUNDATION, INC.
C/O WILLIAM MAHON

Employer identification number
20-0914085

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

OF HEALTH CARE FOR ALL AMERICANS.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

EVOLVING HEALTHCARE ENVIRONMENT, IN A MANNER THAT CONSTITUTES

CHARITABLE, SCIENTIFIC, OR EDUCATIONAL PURPOSES WITHIN THE MEANING OF

SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

FORM 990, PART VI, SECTION A, LINE 3: THE FOUNDATION HAS CONTRACTS WITH
INDEPENDENT CONTRACTORS WHO PROVIDE SERVICES AS EXECUTIVE DIRECTOR AND
CHIEF OPERATING OFFICER. THE COMPENSATION PAID TO THESE INDIVIDUALS HAS
BEEN DISCLOSED ON PAGE 8, PART VII, SECTION B.

FORM 990, PART VI, SECTION B, LINE 11: A DRAFT COPY OF FORM 990 IS
REVIEWED BY THE CFO WHO DISTRIBUTES A DRAFT COPY OF THE FORM TO EACH BOARD
MEMBER FOR COMMENTS PRIOR TO FILING WITH THE INTERNAL REVENUE SERVICE.

FORM 990, PART VI, SECTION B, LINE 12C: THE BOARD REVIEWS THE ANNUAL
DISCLOSURES SUBMITTED BY EACH MEMBER.

FORM 990, PART VI, SECTION C, LINE 19: THE FOUNDATION'S ANNUAL REPORT IS
AVAILABLE IN "PDF" FORMAT VIA THEIR WEBSITE AT
WWW.PHYSICIANSFOUNDATIONS.ORG, INCLUDING MAILING INSTRUCTIONS FOR OBTAINING
A COPY OF FORM 990 UPON WRITTEN REQUEST.

FORM 990, PAGE 11, PART XI, LINE 2C

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.
932211
02-03-10

Schedule O (Form 990) 2009

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

PHYSICIANS FOUNDATION, INC.
C/O WILLIAM MAHON

Employer identification number
20-0914085

RESPONSIBILITY FOR OVERSIGHT OF AUDIT

THE FOUNDATION HAS A SEPARATE AUDIT COMMITTEE THAT OVERSEES THE AUDIT
PROCESS.

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: TODD ATWATER, BOARD MEMBER

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

TODD ATWATER SERVES AS THE CEO OF THE SOUTH CAROLINA MEDICAL ASSOCIATION

(C) AMOUNT OF TRANSACTION \$ 72000.

(D) DESCRIPTION OF TRANSACTION: THE SOUTH CAROLINA MEDICAL ASSOCIATION

PROVIDES ACCOUNTING SERVICES TO THE ORGANIZATION. FEES PAID TO SCMA FOR
THESE SERVICES DURING 2009 TOTLED \$72,000.

(E) SHARING OF ORGANIZATION REVENUES? = NO