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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 black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047
2011
Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

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 Roper St Francis Physicians Network <hr/> Doing Business As Roper St Francis Physician Partners <hr/> Number and street (or P O box if mail is not delivered to street address) Room/suite 125 Doughty Street No 760 <hr/> City or town, state or country, and ZIP + 4 Charleston, SC 29403 <hr/> F Name and address of principal officer David L Dunlap 125 Doughty Street No 760 Charleston, SC 29403	D Employer identification number 26-2946628 <hr/> E Telephone number (843) 789-1704 <hr/> G Gross receipts \$ 101,296,843 <hr/> H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.ROPERSAINTFRANCIS.COM		
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 2008 M State of legal domicile SC

Part I Summary

1	Briefly describe the organization's mission or most significant activities Nonprofit physician practice operations in conjunction with CareAlliance Health Services				
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		13	
4	Number of independent voting members of the governing body (Part VI, line 1b)	4		7	
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5		793	
6	Total number of volunteers (estimate if necessary)	6		9	
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a		5,062	
7b	Net unrelated business taxable income from Form 990-T, line 34	7b		-1,164	
8	Contributions and grants (Part VIII, line 1h)	8	Prior Year	8	Current Year
9	Program service revenue (Part VIII, line 2g)	9	6,494	9	62,804
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10	77,715,144	10	99,161,588
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	11	80,895	11	-70,511
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12	321,094	12	2,072,451
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	13	78,123,627	13	101,226,332
14	Benefits paid to or for members (Part IX, column (A), line 4)	14	42,891	14	63,047
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	15	0	15	0
16a	Professional fundraising fees (Part IX, column (A), line 11e)	16a	82,437,825	16a	103,285,987
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ ⁰	b	0	b	0
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	17	30,126,268	17	35,170,962
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	18	112,606,984	18	138,519,996
19	Revenue less expenses Subtract line 18 from line 12	19	-34,483,357	19	-37,293,664
20	Total assets (Part X, line 16)	20	Beginning of Current Year	20	End of Year
21	Total liabilities (Part X, line 26)	21	25,268,186	21	29,774,219
22	Net assets or fund balances Subtract line 21 from line 20	22	80,061,283	22	112,716,831
22		22	-54,793,097	22	-82,942,612

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	2012-11-09 Date
	BRET D JOHNSON SVP & CFO Type or print name and title	

Paid Preparer's Use Only	Preparer's signature ▶ Amy Bibby	Date	Check if self-employed <input type="checkbox"/>	Preparer's taxpayer identification number (see instructions) P00445891
	Firm's name (or yours if self-employed), address, and ZIP + 4 DIXON HUGHES GOODMAN LLP 500 Ridgefield Court Asheville, NC 28806			EIN ▶ 56-0747981 Phone no ▶ (828) 254-2254

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III Yes No

1 Briefly describe the organization's mission

Healing all people with compassion, faith, and excellence

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 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 \$ 117,681,109 including grants of \$ 63,047) (Revenue \$ 99,161,588)

To further ensure Lowcountry residents and visitors have access to convenient and compassionate care, Roper St Francis Healthcare partners with Roper St Francis Physician Partners. Approximately 200 physicians in seven counties throughout South Carolina form the comprehensive network that covers a complete range of primary care and 20 subspecialties. Roper St Francis Physician Partners practices includes Family Practice, Internal Medicine, Obstetrics and Gynecology, Pediatrics and Urgent Care. Specialty Care, such as Cardiology, Orthopedics, Geriatrics, Endocrinology, Neurology and General Surgery, are provided in various locations. In 2011, Roper St Francis Physician Partners contributed \$7,834,000 million in Community Benefit. This benefit includes \$3,776,000 in Chanty Care, \$3,414,000 in unreimbursed Medicaid, and \$644,000 in numerous sponsorships and community outreach programs. The network also gave back 252 volunteer staff hours that included health fairs, health education and lectures, and career days that benefited about 1,301 individuals in the community.

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

Please see Schedule O for a detailed description of Program Service Accomplishments. Please visit our website for a detailed community benefit report at http://www.ropersaintfrancis.com/about_us/mission_and_community_activities/annualreport.aspx

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

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses \$ 117,681,109

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> <input checked="" type="checkbox"/>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	Yes	
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>		No
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? <i>If "Yes," complete Schedule C, Part II.</i>		No
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? <i>If "Yes," complete Schedule C, Part III.</i>		No
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? <i>If "Yes," complete Schedule D, Part I.</i> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> <input checked="" type="checkbox"/>		No
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? <i>If "Yes," complete Schedule D, Part VI.</i> <input checked="" type="checkbox"/>	Yes	
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? <i>If "Yes," complete Schedule D, Part VII.</i> <input checked="" type="checkbox"/>		No
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? <i>If "Yes," complete Schedule D, Part VIII.</i> <input checked="" type="checkbox"/>		No
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? <i>If "Yes," complete Schedule D, Part IX.</i> <input checked="" type="checkbox"/>	Yes	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/>	Yes	
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)? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/>	Yes	
12a 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> <input checked="" type="checkbox"/>		No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> <input checked="" type="checkbox"/>	Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
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? <i>If "Yes," complete Schedule F, Part I.</i>		No
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 U S? <i>If "Yes," complete Schedule F, Part II and IV.</i>		No
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 U S? <i>If "Yes," complete Schedule F, Part III and IV.</i>		No
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>		No
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>		No
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>		No
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No
b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements.		

Part IV Checklist of Required Schedules *(continued)*

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? <i>If "Yes," complete Schedule I, Parts I and II</i> <input checked="" type="checkbox"/>	21	Yes	
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? <i>If "Yes," complete Schedule I, Parts I and III</i> <input checked="" type="checkbox"/>	22		No
23 Did the organization answer "Yes" to Part VII, Section A, questions 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> <input checked="" type="checkbox"/>	23	Yes	
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? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
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? <i>If "Yes," complete Schedule L, Part I</i> <input checked="" type="checkbox"/>	25a		No
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> <input checked="" type="checkbox"/>	25b		No
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? <i>If "Yes," complete Schedule L, Part II</i> <input checked="" type="checkbox"/>	26		No
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? <i>If "Yes," complete Schedule L, Part III</i> <input checked="" type="checkbox"/>	27		No
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> <input checked="" type="checkbox"/>	28a		No
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> <input checked="" type="checkbox"/>	28b	Yes	
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 owner? <i>If "Yes," complete Schedule L, Part IV</i> <input checked="" type="checkbox"/>	28c	Yes	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
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>	30		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
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>	32		No
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> <input checked="" type="checkbox"/>	33		No
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> <input checked="" type="checkbox"/>	34	Yes	
35a Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a		No
b 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> <input checked="" type="checkbox"/>	35b		No
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> <input checked="" type="checkbox"/>	36		No
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> <input checked="" type="checkbox"/>	37		No
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	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Table with columns for question number, question text, and Yes/No response. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited transactions, and charitable trusts.

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

Check if Schedule O contains a response to any question in this Part VI

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		
1b	Enter the number of voting members included in line 1a, above, who are independent		
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?		No
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?	Yes	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?	Yes	
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?	Yes	
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	Yes	
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		No

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?		No
10b	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?	Yes	
11b	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
12b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	Yes	
15b	Other officers or key employees of the organization	Yes	
	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?		No
16b	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 SC
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (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
- 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. See Additional Data Table.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 The Finance Department
 315 Calhoun Street 107
 Charleston, SC 29401
 (843) 789-1704

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

(A) Name and Title	(B) Average hours per week per week (describe hours for related organizations in Schedule O)	(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			
See Additional Data Table										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							7,145,029	4,264,532	1,318,773	

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 **213**

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

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
ProAssurance Indemnity Co Inc PO Box 952315 Dallas, TX 75395	Malpractice insurance	1,558,690
Trident Construction Co Inc 2245 Technical Parkway N N Charleston, SC 29419	Construction	943,126
McKesson Information Solutions PO Box 98347 Chicago, IL 60693	Maintenance	653,844
ATC Healthcare Services Inc 25393 Network Place Chicago, IL 60673	Healthcare Staffing	610,845
Transportal LLC 8720 Red Oak Blvd Suite 390 Charlotte, NC 28217	Transcription Services	504,346

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **21**

Part VIII Statement of Revenue

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b					
	c	Fundraising events 1c					
	d	Related organizations 1d	62,804				
	e	Government grants (contributions) 1e					
	f	All other contributions, gifts, grants, and similar amounts not included above 1f					
	g	Noncash contributions included in lines 1a-1f \$ _____					
	h	Total. Add lines 1a-1f ▶		62,804			
Program Service Revenue	2a	Net patient service	Business Code 621400	99,161,588	99,161,588		
	b	_____					
	c	_____					
	d	_____					
	e	_____					
	f	All other program service revenue					
	g	Total. Add lines 2a-2f ▶		99,161,588			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) ▶					
	4	Income from investment of tax-exempt bond proceeds . . ▶					
	5	Royalties ▶					
	6a	Gross rents	(i) Real	(ii) Personal			
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss) ▶					
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	b	Less cost or other basis and sales expenses		70,511			
c	Gain or (loss)		-70,511				
d	Net gain or (loss) ▶		-70,511		-70,511		
8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a						
b	Less direct expenses b						
c	Net income or (loss) from fundraising events . . ▶						
9a	Gross income from gaming activities See Part IV, line 19 a						
b	Less direct expenses b						
c	Net income or (loss) from gaming activities . . ▶						
10a	Gross sales of inventory, less returns and allowances a						
b	Less cost of goods sold b						
c	Net income or (loss) from sales of inventory . . ▶						
	Miscellaneous Revenue	Business Code					
11a	Other income	900099	2,072,451		5,062	2,067,389	
b	_____						
c	_____						
d	All other revenue						
e	Total. Add lines 11a-11d ▶		2,072,451				
12	Total revenue. See Instructions ▶		101,226,332	99,161,588	5,062	1,996,878	

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)

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	63,047	63,047		
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	1,997,267	1,692,883	304,384	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	30,445	30,445		
7	Other salaries and wages	91,805,084	75,547,556	16,257,528	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	729,586	612,852	116,734	
9	Other employee benefits	4,893,701	4,106,380	787,321	
10	Payroll taxes	3,829,904	3,217,119	612,785	
11	Fees for services (non-employees)				
a	Management	673,463	673,463		
b	Legal	112,184		112,184	
c	Accounting	44,372		44,372	
d	Lobbying				
e	Professional fundraising See Part IV, line 17				
f	Investment management fees				
g	Other	2,985,523	2,804,530	180,993	
12	Advertising and promotion	320,912	221,740	99,172	
13	Office expenses	5,344,321	4,967,601	376,720	
14	Information technology	200,997		200,997	
15	Royalties				
16	Occupancy	9,458,474	9,407,433	51,041	
17	Travel	113,687		113,687	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	435,250		435,250	
20	Interest	9,192	9,192		
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	2,302,325	2,302,325		
23	Insurance	2,231,324	2,192,961	38,363	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	Bad debt expense	5,080,863	5,080,863		
b	Medical supplies	4,712,895	4,712,895		
c	Other expenses	1,145,180	37,824	1,107,356	
d					
e					
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	138,519,996	117,681,109	20,838,887	0
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	12,661	1	13,964
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	7,774,907	4	9,007,397
	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	
	8 Inventories for sale or use	909,607	8	841,888
	9 Prepaid expenses and deferred charges	619,364	9	783,977
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	17,705,653		
	10b Less accumulated depreciation	5,024,577		
	11 Investments—publicly traded securities		10c	12,681,076
	12 Investments—other securities See Part IV, line 11		11	
	13 Investments—program-related See Part IV, line 11		12	
	14 Intangible assets	4,928,457	13	
	15 Other assets See Part IV, line 11	1,020,018	14	4,928,457
16 Total assets. Add lines 1 through 15 (must equal line 34)	25,268,186	15	1,517,460	
		16	29,774,219	
Liabilities	17 Accounts payable and accrued expenses	4,005,622	17	5,211,228
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 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	181,797	24	120,579
	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	75,873,864	25	107,385,024
	26 Total liabilities. Add lines 17 through 25	80,061,283	26	112,716,831
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	-54,793,097	27	-82,942,612
	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	-54,793,097	33	-82,942,612	
34 Total liabilities and net assets/fund balances	25,268,186	34	29,774,219	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	101,226,332
2	Total expenses (must equal Part IX, column (A), line 25)	2	138,519,996
3	Revenue less expenses Subtract line 2 from line 1	3	-37,293,664
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-54,793,097
5	Other changes in net assets or fund balances (explain in Schedule O)	5	9,144,149
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	-82,942,612

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question 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?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 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	Yes	
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 separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated 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?		No
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		

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2011

Open to Public Inspection

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.

Department of the Treasury
Internal Revenue Service

Name of the organization
Roper St Francis Physicians Network

Employer identification number
26-2946628

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 **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 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 support?
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in IRC 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 (Explain in Part IV.) Do not include gain or loss from the sale of capital assets						
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 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	

16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support test—2010. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization

18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in IRC 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 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 2011 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	

- 19a 33 1/3% support tests—2011.** 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—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions

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

Facts And Circumstances Test

Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization Roper St Francis Physicians Network

Employer identification number 26-2946628

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), 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?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may 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?

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, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure.

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

Table with 2 columns: Description, Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), 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 taxable 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?

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 170(h)(4)(B)(ii)?

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

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

3 Using the organization's 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 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 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 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.

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the 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

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

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

Part VI Land, Buildings, and Equipment. 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		417,000		417,000
b Buildings		729,062	121,718	607,344
c Leasehold improvements		5,853,806	1,478,589	4,375,217
d Equipment		10,298,310	3,424,270	6,874,040
e Other		407,475		407,475
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				12,681,076

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
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	
9	Total adjustments (net) Add lines 4 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	

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	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	

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

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	

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, 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

Identifier	Return Reference	Explanation
Description of Uncertain Tax Positions Under FIN 48	Part X	Roper St Francis Physicians Network is a not-for-profit organization as described in Section 501(c)(3) of the Internal Revenue Code and is generally exempt from federal and state income taxes Accordingly, no provision for income taxes is made in the consolidated financial statements Although [the consolidated group] is generally exempt from federal and state income taxes, it evaluates whether there are any uncertain tax positions that fail to meet the more-likely-than-not threshold for recognition in the consolidated financial statements Uncertain tax positions may include the characterization of income, such as a characterization of income as passive, a decision to exclude reporting taxable income in a tax return, or a decision to classify a transaction, entity, or other position in a tax return as tax exempt The tax return benefit from an uncertain tax position is recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits The organization has no unrecognized tax positions as of December 31, 2011 and 2010, and does not expect that unrecognized tax benefits will materially increase within the next 12 months Tax years 2008 through 2010 are subject to examination by the federal and state taxing authorities, respectively There are no income tax examinations currently in process Interest and penalties related to uncertain tax positions, if any, would be recognized in the consolidated financial statements as income tax expense

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.

Use Schedule I-1 (Form 990) if additional space is needed.

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

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

Identifier	Return Reference	Explanation
		The majority of the grants expense shown on Page 10 of the 990 is an allocation from the parent company, CareAlliance Health Services. All grants meeting disclosure requirements for 2011 have been listed on CareAlliance Health Service's Form 990.

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
Roper St Francis Physicians Network

Employer identification number

26-2946628

Part I Questions Regarding Compensation

	Yes	No
1a		
2	Yes	
3		
4a		No
4b	Yes	
4c		No
5a		No
5b		No
6a	Yes	
6b	Yes	
7	Yes	
8		No
9		

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 idemnification 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 in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all 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 checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" 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 501(c)(3) and 501(c)(4) organizations only 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)?

Part III Supplemental Information

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.

Identifier	Return Reference	Explanation
	Part I, Line 4b	The following participants received compensation through a 457(f) plan: Allen Carroll - 22,750 (from a related organization); Douglas Bowling - 19,760 (from a related organization).
	Part I, Line 6	Goals are developed each year to support the organization's strategic initiatives for people, quality, financial, growth and service. The Ad Hoc Compensation Committee approves the system goals annually and reports to the full Board of Directors. Progress on each metric is reported to the board each month on the corporate scorecard. At year end, the Ad Hoc Compensation Committee approves the final scorecard number and reports results to the full board. Annual incentives for the executives are based on 60% on the corporate scorecard and 40% on individual performance. Executives maintain an individual scorecard on the leader evaluation manager and discuss results monthly with the President/CEO. The President/CEO approves the individual executive scorecard. System Vice Presidents and the system CEO are eligible to participate in a long term incentive plan (LTIP). An LTIP typically takes place over a three year period and does not vest until the end of the third year. To receive payment, executives must still be employed by the system at the end of the plan period. Each LTIP has a financial and clinical objective that is aligned with the organization's strategic goals. Threshold, target, and maximum performance ranges are established for these objectives and are measured based on performance against similar organizations or compared to an internal metric such as an improvement over prior performance. These targets and objectives are approved by the Ad Hoc Compensation Committee. The incentive is earned based on the satisfaction of the threshold, target, or maximum performance ranges. The Ad Hoc Compensation Committee also approves the final LTIP performance score and the amount paid to executives under the plan. Results are reported to the full board annually.
	Part I, Line 7	See response to line 6 above.
Supplemental Information	Part III	Part II, Line 1: Compensation from unrelated organizations. Carolinas Healthcare System provides the compensation of David L. Dunlap, CEO, CareAlliance Health Services and Bret D. Johnson, CFO, CareAlliance Health Services. Mr. Dunlap and Mr. Johnson are employees of Carolinas Healthcare System and their compensation is paid by CareAlliance Healthcare Services, a related organization, through a management fee to Carolinas Healthcare System. Additional information: CareAlliance Health Services has board representations from the 3 founding organizations: The Medical Society of SC (6 board members), Bon-Secours Health System, Inc (6 board members), and Carolinas Healthcare System (1 board member). None of the 13 appointed board members receive compensation for their membership. Additionally, 4 of the 6 board members appointed by the Medical Society of South Carolina also serve on the Board of the Medical Society. None receive compensation for their services as a board member. It is the founding members' intent that the members of the Board of Directors are appointed to such positions because they have a willingness to serve the needs of the system as a whole and not the needs of any individual founding member.

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2011

Open to Public Inspection

Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b. Attach to Form 990 or Form 990-EZ. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization Roper St Francis Physicians Network

Employer identification number 26-2946628

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

Table with 3 main columns: (a) Name of disqualified person, (b) Description of transaction, (c) Corrected? (Yes/No)

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

Table with 7 main columns: (a) Name of interested person and purpose, (b) Loan to or from the organization?, (c) Original principal amount, (d) Balance due, (e) In default?, (f) Approved by board or committee?, (g) Written agreement?

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

Table with 3 main columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) Lowcountry Medical Associates	Officer F Strait Fairey is an officer of the entity	374,090	Rental payments made to Lowcountry Medical Associates for 2011		No
(2) Francis Hancock	Board Member John Jordan has a family relationship with Francis Hancock	30,445	Compensation paid as employee		No

Part V Supplemental Information

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

Identifier	Return Reference	Explanation
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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization
Roper St Francis Physicians Network

Employer identification number

26-2946628

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section A, line 3	Carolinas Healthcare System (CHS), an unrelated organization, provides the compensation of Mr David L Dunlap, CEO, CareAlliance Health Services and Mr Bret D Johnson, CFO, CareAlliance Health Services Mr Dunlap and Mr Johnson are employees of CHS and their compensation is paid by CareAlliance Health Services, a related organization, through a management fee to CHS

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section A, line 6	<p>The sole member of the corporation is CareAlliance Health Services, a South Carolina nonprofit, nonstock Corporation, d/b/a Roper St Francis Healthcare CareAlliance Health Services is in turn governed by a Board of Directors appointed by the "founding members" Please see the response to Line 7a below The bylaws of the organization specify certain qualifications of the thirteen member Board of Directors At least nine directors must have their primary residence in a community served by the system Five directors must be physicians actively engaged in the full time practice of medicine Five of the directors are appointed to the Board of Directors by virtue of positions held within MSSC, BSHSI and CHS (ex-officio directors) Each of the five ex-officio directors serves as a director of the organization for so long as such person holds his or her respective elected or appointed office in his or her respective founding member organization Directors serve three-year terms and are limited to three consecutive terms After an absence of at least one year, directors are again eligible for appointment to the Board of Directors for two consecutive complete terms</p>

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section A, line 7a	<p>The organization is governed by a thirteen member Board of Directors appointed by the founding members. Subject to certain nominating and governance committee approvals, six directors are appointed by the Medical Society of South Carolina (MSSC), Bon Secours Health Systems, Inc (BSHSI) and one director is appointed by Carolinas Healthcare Systems (CHS). It is the founding members' intent that the members of the organization's Board of Directors are appointed to such positions because they have a willingness to serve the needs of the system as a whole and not the needs of any individual founding member.</p>

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section A, line 7b	The following actions shall require the unanimous affirmative approval of all of the founding members (a) to amend the Articles of Incorporation or by-laws, including without limitation, any change in the corporation's purposes, provided, however, that, subject to the procedures and voting requirements with respect to the admission of non-founding members, Schedule 3.1 may be amended with the approval of two (2) of the founding members to reflect the admission of a non-founding member, (b) to dissolve or liquidate the corporation and to determine the distribution of assets upon dissolution, (c) to merge or consolidate the corporation or to sell, convey, transfer, lease, or otherwise dispose of all or substantially all of its assets, (d) to appoint the President and Chief Executive Officer of the corporation in a manner other than that established within the by-laws, (e) to alter or amend the corporation's ethical performance standards (defined below), or (f) to enter into any material agreement whereby a third party will (i) become an equity owner in any joint venture with the corporation or any system participant and will not be legally obligated to support the corporation's ethical performance standards, or (ii) manage a substantial part of the facilities, assets, or operations of the system and will not be legally obligated to comply with and support the corporation's ethical performance standards

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section B, line 11	The 2011 Form 990 was prepared by an independent accounting firm with assistance and oversight by management. Reviews were then conducted by the Assistant Controller, Director of Finance, and Chief Financial Officer of Carealliance Health Services, the sole member, before presentation and review with the organization's governing body. Highlights of the 2011 Form 990 were presented to the organization's Board of Directors in October 2012. In addition to the organization's executive management, representatives of Dixon Hughes Goodman LLP participated in this review with board members. The October board meeting was held prior to the filing of the Form 990 with the Internal Revenue Service. A final version of the Form 990 was sent to all members of the governing body prior to filing.

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section B, line 12c	The directors shall complete and return to the secretary an annual statement that each (a) has received a copy of the conflict of interest policy, (b) has read and understands the policy, (c) agrees to comply with this policy, (d) understands that the policy applies to all committees, and (e) understands that the organization is a charitable organization and must continuously engage primarily in activities which accomplish one or more of its tax-exempt purposes

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section B, line 15	<p>An independent company, Towers Perrin, provides research, advice, and guidance to the compensation committee and senior leadership to ensure the organization's compensation programs for executives covered by the "Intermediate Sanctions Legislation" (IRC Section 4958) are aligned with its stated philosophy. Base salaries are targeted at the 50th percentile of the established comparator market, total cash compensation (base salary plus annual incentive payments) are targeted at the 75th percentile of the established comparator market, total direct compensation (total cash compensation plus long term incentive payments) will not exceed the 90th percentile of the established comparator market, benefits are targeted at market median, and in the aggregate, base salary, total cash compensation, total direct compensation and benefits comprise total compensation for executives. The compensation committee ensures that executive total compensation is reflective of the organization's stated compensation philosophy. The committee, in this process, authorizes and supports an annual three-step process utilizing Towers Perrin's resources:</p> <ol style="list-style-type: none"> 1) Salary levels, annual bonus targets/payments and long term incentive grants are compared rigorously each year with market data based on comparable positions and organizations. A. Comparable organizations are typically not-for-profit healthcare systems with similar operating revenues. Private sector employer data, when available, are also included in the analysis for "transferable skills positions". B. Historically, performance incentive payouts generally track with a normal bonus payout distribution. Incentive goals are primarily based on formally defined quantitative goals. 2) All recommended pay decisions are tested against these data and the organization's stated compensation philosophy. 3) A formal opinion letter is prepared by Towers Perrin, representing that senior executives are compensated within the reasonableness standards mandated by the IRS. A similar process is performed by Watson Wyatt (compensation consulting firm) for the CEO and CFO positions. This letter provides a "safe harbor" for the organization's "directors" relative to the reasonableness of total executive compensation consistent with IRC Section 4958.

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section C, line 18	Photocopies of the Form 990 are available upon request at the organization's administrative office. In addition, recent filings of the Form 990 are available online at www.guidestar.org

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section C, line 19	The organization's audited financial statements are published annually and are available to the public at www.dacbond.com

Identifier	Return Reference	Explanation
Grants	Form 990, Part IX, Line 1	The majority of the grants expense shown on Page 10 of the 990 is an allocation from the parent company, CareAlliance Health Services. All grants meeting disclosure requirements for 2011 have been listed on CareAlliance Health Service's Form 990.

Identifier	Return Reference	Explanation
Changes in Net Assets or Fund Balances	Form 990, Part XI, line 5	Pension and benefits expense allocation from CAHS -2,743,810 Net support from Foundation - 2,000 Intercompany contribution to close out related entities 11,889,959 Total to Form 990, Part XI, Line 5 9,144,149

Identifier	Return Reference	Explanation
	Form 990, Part XII, Line 2C	The process has not changed from the prior year

Identifier	Return Reference	Explanation
Compensation of board members	Form 990, Part VII, Line 1	The following board members were compensated for services performed for the organization (or a related organization) not in the capacity of their positions on the board. No board member is compensated for his services as a board member. John M. Jordan was compensated by the Medical Society of South Carolina for services as Chief Executive Officer. David M. Ellison was compensated for medical services rendered to a related organization. Alison E. Dillon was compensated for medical services rendered to a related organization. Stanley Wilson was compensation as an employee for physician services provided to the organization. No part of his compensation was paid for his services to the board.

Identifier	Return Reference	Explanation
		<p>-- 2011 COMMUNITY BENEFIT REPORT -- Dear Friends, The spirit of giving is strong at Roper St Francis. This desire to give back with our time, talent and treasure is something that runs deep within our culture. It is evident in our staff that is always willing to go the extra mile, in our volunteers who serve meals each month at Crisis Ministries and our numerous co-workers reaching out into the community. Even in these challenging economic times and with increasing demands within healthcare, Roper St Francis continues to excel in providing high levels of quality support in the effort to create healthy communities. I am proud to report that as a system we gave back over \$55 million in Community Benefit in 2011. This benefit comes in many forms, including charity care, sponsorships and numerous community outreach programs, many of which are outlined in this Report to Our Community. I hope you enjoy learning about the many ways we touch our community in the year's report. Warm regards, David L. Dunlap, FACHE President and CEO Charity Care \$38,437,116 Unreimbursed Cost of Medicaid \$7,305,167 Community Investment \$706,081 Community Outreach Programs \$8,844,973* Total Community Benefit \$55,293,337 *The \$8,844,073 given to community outreach programs went to the following programs - Support Groups - Families for a Healthy Heart - Access Health - Mental Health Grant - Barrier Island Free Clinic - Our Lady of Mercy Outreach Center Prenatal Clinic - Ryan White Program - Education Nursing, CPE, Imaging, PT - Disaster Preparedness</p>

Identifier	Return Reference	Explanation
		<p>CHARITY BEGINS AT HOME Trident United Way Roper St Francis employees continue to show their incredible generosity by donating \$513,647 to the Trident United Way in 2011 This is the highest amount raised by employees at a single company in the Low country Roper St Francis employees raised \$46,000 for the American Heart Association Healthfairs Bringing lifesaving screenings and preventive tests out into our community is a large part of our outreach mission In 2011, we sponsored 45 community healthfairs and participated in over 85 requested community healthfairs and screenings Our staff hours for these and other community initiatives exceeded 88,354 Community Investment Roper St Francis is proud to support organizations in our community that enhance the overall health and vitality of our community Monetary donations, contributions of paid employee time and donations of supplies and equipment are just a few of the ways we supported our community In 2011, we provided \$706,081 in sponsorships The following are just a sampling of the organizations we partnered with Achieving Wheelchair Equality Alzheimer's Association American Cancer Society American Foundation for Suicide Prevention American Heart Association American Lung Association Arthritis Foundation Barrier Islands Free Medical Clinic Berkeley County Family YMCA Berkeley Seniors Callen Lacy Center for Children Camp Happy Days Charleston County Medical Society Alliance Charleston Ride for Hope Closing the Gap in Healthcare Coastal Crisis Chaplaincy Crisis Ministries Darkness to Light Down Syndrome Association Low country Dragon Boat Charleston Florence Crittenton Program of SC Franklin C Fetter Family Health Center Inc HALOS Hemangioma Treatment Foundation Hospice of Charleston, Inc ITN of Charleston Leukemia and Lymphoma Society Low country Pregnancy Center Low country Food Bank Make a Wish Foundation SC March of Dimes MedShare International Inc Metanoia Muscular Dystrophy Association NAACP National Kidney Foundation Our Lady of Mercy Outreach Palmetto Project Palmetto Palace Respite Care Ministries Salvation Army Nearly \$3 million in Grants Supports Community Health Initiatives The Roper St Francis Foundation has a simple mission to secure philanthropic support to fund the programs and activities of Roper St Francis Healthcare In 2011, the Foundation received more than \$2.9 million in grant support for projects that reach out to help some of the area's most vulnerable residents These grants provide much-needed support for programs such as - The Center for Spinal Cord Injury - Ryan White HIV Program - Home Health Telemonitoring TOUCHING COMMUNITIES LOCALLY AND GLOBALLY The Inner City Crisis Ministries Roper St Francis has been a long time partner of Crisis Ministries, a place where people can go for a warm meal and safe place to sleep In 2011, our service included many things we have been doing for years and some exciting new partnerships including - Each month Roper St Francis employees serve a full, hot dinner at the shelter that has been prepared by the Roper Hospital cafeteria - The system sponsors an on-site nurse practitioner to care for the homeless - The system regularly makes in-kind donations of medical equipment, laboratory testing and medication - In 2011, the Medical Society of South Carolina, one of Roper St Francis' founding members, completed a \$500,000 challenge grant for Crisis Ministries The Society donated \$200,000 in matching funds to complement \$300,000 raised by the shelter for its new health clinic</p>

Identifier	Return Reference	Explanation
		<p>Bringing Hope to Abused and Neglected Children An abused girl receives a surprise birthday party, while a foster child is given clothes for the new school year These are just a few things that happen because of local nonprofit Charleston HALOS - and Roper St Francis employees In 2011, Roper St Francis received the first HALOS/Charleston County DSS Organizational Commitment Award The honor, named for HALOS close association with the county's Department of Social Services, recognizes an organization that has greatly assisted HALOS in impacting the lives of maltreated children Throughout the year Roper St Francis employees collected school supplies along with making sure the program's closet is stocked with items such as diapers, formula and soaps On the annual Day of Caring, more than 1,000 Hope Bags were created by employees for the children The Ryan White Program In late 2010, The Ryan White Program opened a new Wellness Center that provides a range of care and support services including vaccines, lab services, medical case management, housing services and physician care in one convenient location Functioning under a clinic model allows for better coordination of care, improved clinical outcomes, cost containment and increased convenience for clients In 2011, the Ryan White Program and Wellness Center served 549, largely uninsured and poor, clients Of these, 117 were newly enrolled The program is committed to addressing the primary goals of the new National HIV/AIDS Strategy to 1 Reduce HIV infection rates 2 Increase access to care and optimizing health outcomes 3 Reduce the HIV-related health outcomes for all of those that are enrolled RURAL AREAS Our Lady of Mercy Outreach Center In August of 2011, Roper St Francis began providing the Pre-natal Clinic at the Wellness House, as part of our on-going relationship with Our Lady of Mercy Outreach Center (OLM) We have partnered with OLM since 1999, providing women access to top quality healthcare including ultrasounds, labs, cultures and vaccines In fact, last year we helped provide 985 services Barrier Island Free Medical Clinic Hundreds of uninsured people were able to receive free medical care, thanks to numerous volunteer physicians and staff Retired Roper St Francis physician, Dr Jim Hayes, is the chairman of the Barrier Island Board of Directors and our system has long been a partner of the clinic, helping them to obtain their seed money with a \$269,000 grant from the Duke Endowment Foundation In 2011, we provided well over 4,000 free lab and imaging tests in areas such as vascular, sleep lab, neuro diagnostics and many more AccessHealth Tri-County Network "I think one of the best examples of community building is our leadership role in AccessHealth Tri-County Network Having served as the Director of the local DHEC district, I have seen many attempts to get healthcare providers to come together to provide our citizens a community-wide system of care With Roper St Francis serving as The Duke Endowment grantee and Trident United Way serving as the coordinating agency for this program, we have made a major step forward in improving the life of our citizens " -Dr Joe Chambers, Roper St Francis Community Health Consultant Since initiated in 2010 with grant funding from The Duke Endowment, AccessHealth Tri-County Network (AHTN) continues to move towards its goal of providing access to a coordinated, sustainable provider network of care for low-income, uninsured residents of Berkeley, Charleston and Dorchester counties Made up of 27 partners, AccessHealth navigates uninsured Tri-county residents into a wide range of healthcare and health-related services, from primary care medical homes to specialty care services to supportive services Roper St Francis continues to play a leading role in establishing the AHTN infrastructure and providing patient-centered, coordinated care for Tri-county residents who otherwise would forego medical care or end up in emergency rooms Staff members participating across the system, from case managers to mission coordinators to doctors and operating room staff, have been essential to the success of this community-based effort</p>

Identifier	Return Reference	Explanation
		<p> GLOBALLY Roper St Francis Supports Medical Missions Around the World for Those Most In Need China Tanya Lott, RN-BC, MSN, professional development specialist, went to Southeast China with a team from Roper St Francis Medical Missions. During the trip, the group visited schools in remote villages in the rugged mountains of Southeast China. The team conducted health screenings and eye exams, and children were also given antiparasitics and multivitamins. A World Health Organization study found that if children exposed to parasites - such as those common in an unclean water supply - were given just one dose each of an antiparasitic and multivitamin, it could have lifespan-increasing benefits. (Dr. Philip McGaha and Dr. Taryn Stelter of Plantation Pediatrics provided the antiparasitic and dosing information.) "It was a life-changing, memorable trip," said Lott. </p> <p> Guatemala Kelly Walker, MSN, RNC-MNN, clinical nurse specialist, Women's Services, went to Guatemala on behalf of a national nursing organization to which she belongs. The group had partnered with Save the Children, an international group that supports community health workers in developing countries. Walker and others travelled to remote Central American villages where they saw first hand the challenges that families face in accessing care. </p> <p> Kenya As part of Roper St Francis' Hands Across the Water project, employees, doctors and volunteers came together to raise more than \$27,000. The healthcare system worked with MedShare, an Atlanta-based nonprofit that recovers and redistributes surplus medical supplies to hospitals in developing countries, to send the tractor trailer-sized container of medical supplies and equipment to Kenya. The 1,000 boxes of medical supplies, biomedical equipment and durable medical goods, will support Plateau Mission Hospital's capable professionals and strong leadership by enabling them to provide better healthcare to the community it serves. </p> <p> Scott Broome, director of oncology services, went to Atlanta to see off the shipment. </p> <p> A Shared Statement of Identity for Roper St Francis Healthcare We are the people of Roper St Francis Healthcare, continuing the mission of healing all people with compassion, faith and excellence. As provider, employer, advocate, citizen bringing together people of diverse faiths and backgrounds our work is an enduring sign of healthcare rooted in our belief that every person is a treasure, every life a sacred gift, every human being a unity of body, mind and spirit. We work to bring alive the vision of justice and peace. We answer the call to foster healing, act with compassion and promote wellness for all persons and communities, with special attention to our neighbors who are poor, underserved and most vulnerable. By our service, we strive to transform hurt into hope. In promoting the mission of healthcare, we commit to - Defend Human Dignity - Attend to the Whole Person - Care for Poor and Vulnerable Persons - Promote the Common Good - Act on Behalf of Justice - Work in Solidarity and Collaboration with Each Other </p>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

Open to Public Inspection

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Department of the Treasury
Internal Revenue Service

Name of the organization
Roper St Francis Physicians Network

Employer identification number
26-2946628

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) CareAlliance Health Services 315 Calhoun Street 107 Charleston, SC 29401 57-0831165	Healthcare	SC	501(c)(3)	Line 3	N/A		No
(2) Roper Hospital Inc 315 Calhoun Street 107 Charleston, SC 29401 57-0828733	Healthcare	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
(3) Bon Secours St Francis Xavier Hospital 315 Calhoun Street 107 Charleston, SC 29401 57-1067254	Healthcare	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
(4) Roper St Francis Mt Pleasant Hospital 315 Calhoun Street 107 Charleston, SC 29401 57-0360499	Healthcare	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
(5) Roper St Francis Hospital - Berkeley 315 Calhoun Street 107 Charleston, SC 29401 26-3710229	Healthcare (Future)	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
(6) Roper St Francis Foundation 125 Doughty Street Suite 790 Charleston, SC 29403 57-1068509	Supporting Org	SC	501(c)(3)	Line 11a, I	CareAlliance Health Services		No
(7) The Medical Society Of South Carolina 69-B Barre Street Charleston, SC 29401 57-0288358	Supporting Org/Founding Member	SC	501(c)(3)	Line 11c, III-FI	N/A		No

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) Lowcountry Surgery Center LLC (dba Roper St Francis Eye Surgery Center) 315 Calhoun Street 107 Charleston, SC 29401 58-1693021	Ambulatory Surgery Center	SC	N/A									

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) CareAlliance Medical Services Organization 225 Doughty Street Charleston, SC 29403 57-1012837	Inactive	SC	N/A	C			

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

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 **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Sale of assets to related organization(s)
- g** Purchase of assets from related organization(s)
- h** Exchange of assets with related organization(s)
- i** Lease of facilities, equipment, or other assets to related organization(s)

- j** Lease of facilities, equipment, or other assets from related organization(s)
- k** Performance of services or membership or fundraising solicitations for related organization(s)
- l** Performance of services or membership or fundraising solicitations by related organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n** Sharing of paid employees with related organization(s)

- o** Reimbursement paid to related organization(s) for expenses
- p** Reimbursement paid by related organization(s) for expenses

- q** Other transfer of cash or property to related organization(s)
- r** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b		No
1c	Yes	
1d	Yes	
1e	Yes	
1f		No
1g		No
1h	Yes	
1i	Yes	
1j	Yes	
1k	Yes	
1l	Yes	
1m	Yes	
1n	Yes	
1o	Yes	
1p	Yes	
1q	Yes	
1r		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

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

Part VII Supplemental Information

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

Identifier**Return Reference****Explanation****Schedule R (Form 990) 2011**

Additional Data

Software ID:

Software Version:

EIN: 26-2946628

Name: Roper St Francis Physicians Network

Form 990, Special Condition Description:

Special Condition Description

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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	Former			
John M Jordan Chair	1 00	X					0	332,573	23,167	
W Blount Ellison Vice Chair	1 00	X					0	0	0	
Stanley Wilson MD Board Member (as of July)	50 00	X					567,091	0	55,850	
Richard Statuto Board Member	1 00	X					0	0	0	
Michael C Tarwater Board Member (through June)	1 00	X					0	0	0	
G Frederick Worsham MD Board Member (through June)	1 00	X					0	0	0	
Perry Keith Waring Board Member	1 00	X					0	0	0	
Brantley D Thomas PhD Board Member	1 00	X					0	0	0	
Sister Anne Lutz Board Member	1 00	X					0	0	0	
David M Ellison MD Board Member (See Sch O)	1 00	X					0	29,025	0	
Katherine Duffy PhD Board Member	1 00	X					0	0	0	
Julius R Ivester MD Board Member	1 00	X					0	0	0	
Alison E Dillon MD Board Member (See Sch O)	1 00	X					0	10,500	0	
Angress Walker Board Member	1 00	X					0	0	0	
Joseph Piemont Board Member (as of July)	1 00	X					0	0	0	
F Strait Fairey MD RSFPN Board Chair (See Sch O)	50 00			X			358,648	0	30,254	
Brian Cuddy MD RSFPN Board Vice Chair (See Sch O)	47 00			X			767,144	46,370	52,377	
David Dunlap President & Ceo Of Cahs	1 00			X			0	1,000,085	187,803	
Bret Johnson CFO & SVP / Treasurer	1 00			X			0	577,927	168,182	
Douglas W Bowling CEO RSFPN	1 00			X			0	463,622	110,458	
Gregory T Edwards VP & General Counsel	1 00			X			0	367,601	109,170	
Mollie Alexander CFO RSFPN	50 00			X			127,140	0	14,633	
H Douglas Harrison VP Human Resources	1 00				X		0	386,285	74,074	
Gregory Robinson Dir Phy Service Developmen	50 00				X		177,245	0	18,096	
Stephanie Tucker Dir Of Prop Mgmt	50 00				X		0	167,724	39,987	

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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	Former			
John D Steichen MD MD	48 50					X		1,048,691	31,320	53,877
George H Khoury MD MD	48 30					X		960,627	33,811	55,377
Stephen E Rawe MD MD	49 00					X		1,021,492	30,508	45,062
John J Mccrosson MD MD	49 70					X		926,001	5,589	35,877
Robert Lowery MD	50 00					X		1,190,950	19,365	63,030
Allen Carroll SVP Operations	1 00						X	0	554,527	141,872
Francis Wyckoff Jr Dir of Pharmacy	1 00						X	0	207,700	39,627

Software ID:
Software Version:
EIN: 26-2946628
Name: Roper St Francis Physicians Network

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
John M Jordan	(i)	0	0	0	0	0	0
	(ii)	262,573	70,000	0	12,564	10,603	355,740
Stanley Wilson MD	(i)	566,497	0	594	29,064	26,786	622,941
	(ii)	0	0	0	0	0	0
F Strait Fairey MD	(i)	339,695	17,810	1,143	12,564	17,690	388,902
	(ii)	0	0	0	0	0	0
Brian Cuddy MD	(i)	766,592	0	552	27,407	21,984	816,535
	(ii)	46,337	0	33	1,657	1,329	49,356
David Dunlap	(i)	0	0	0	0	0	0
	(ii)	511,752	405,684	82,649	157,885	29,918	1,187,888
Bret Johnson	(i)	0	0	0	0	0	0
	(ii)	291,943	214,879	71,105	132,264	35,918	746,109
Douglas W Bowling	(i)	0	0	0	0	0	0
	(ii)	289,576	154,054	19,992	91,212	19,246	574,080
Gregory T Edwards	(i)	0	0	0	0	0	0
	(ii)	265,465	92,221	9,915	85,159	24,011	476,771
H Douglas Harrison	(i)	0	0	0	0	0	0
	(ii)	230,973	125,475	29,837	62,019	12,055	460,359
Gregory Robinson	(i)	151,433	19,428	6,384	5,153	12,943	195,341
	(ii)	0	0	0	0	0	0
Stephanie Tucker	(i)	0	0	0	0	0	0
	(ii)	138,858	25,863	3,003	25,879	14,108	207,711
John D Steichen MD	(i)	1,048,490	0	201	28,221	24,093	1,101,005
	(ii)	31,314	0	6	843	720	32,883
George H Khoury MD	(i)	960,253	0	374	28,076	25,418	1,014,121
	(ii)	33,798	0	13	988	895	35,694
Stephen E Rawe MD	(i)	962,336	53,266	5,890	28,221	15,534	1,065,247
	(ii)	28,741	1,591	176	843	464	31,815
John J Mccrosson MD	(i)	923,468	0	2,533	12,489	23,173	961,663
	(ii)	5,574	0	15	75	140	5,804
Robert Lowery	(i)	1,190,374	0	576	28,599	33,423	1,252,972
	(ii)	19,356	0	9	465	543	20,373
Allen Carroll	(i)	0	0	0	0	0	0
	(ii)	318,981	212,427	23,119	116,460	25,412	696,399
Francis Wyckoff Jr	(i)	0	0	0	0	0	0
	(ii)	167,980	29,872	9,848	28,560	11,067	247,327

Software ID:
Software Version:
EIN: 26-2946628
Name: Roper St Francis Physicians Network

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity	(g) Section 512 (b)(13) controlled organization	
CareAlliance Health Services 315 Calhoun Street 107 Charleston, SC 29401 57-0831165	Healthcare	SC	501(c)(3)	Line 3	N/A		No
Roper Hospital Inc 315 Calhoun Street 107 Charleston, SC 29401 57-0828733	Healthcare	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
Bon Secours St Francis Xavier Hospital 315 Calhoun Street 107 Charleston, SC 29401 57-1067254	Healthcare	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
Roper St Francis Mt Pleasant Hospital 315 Calhoun Street 107 Charleston, SC 29401 57-0360499	Healthcare	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
Roper St Francis Hospital - Berkeley 315 Calhoun Street 107 Charleston, SC 29401 26-3710229	Healthcare (Future)	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
Roper St Francis Foundation 125 Doughty Street Suite 790 Charleston, SC 29403 57-1068509	Supporting Org	SC	501(c)(3)	Line 11a, I	CareAlliance Health Services		No
The Medical Society Of South Carolina 69-B Barre Street Charleston, SC 29401 57-0288358	Supporting Org/Founding Member	SC	501(c)(3)	Line 11c, III-FI	N/A		No