



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form

990Department 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**

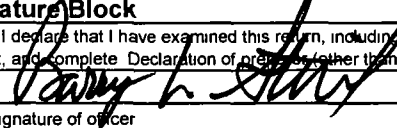
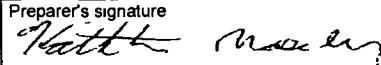
A For the 2011 calendar year, or tax year beginning 7/1/2011 , and ending 6/30/2012	
B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	C Name of organization WARREN CLINIC, INC Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 6600 S YALE AVE 400 City or town, state or country, and ZIP + 4 TULSA OK 74136-3319
D Employer identification number 73-1310891	
E Telephone number (918) 502-8126	
G Gross receipts \$ 138,150,898	
F Name and address of principal officer BARRY L STEICHEN 6600 S YALE AVE, TULSA, OK 74136-3319	
H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list (see instructions)	
I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no) ☐ 4947(a)(1) or ☐ 527	
J Website: ▶ HTTP://WWW.WARRENCLINIC.COM	
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶	
L Year of formation 1987 M State of legal domicile OK	

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities <u>TO EXTEND THE PRESENCE AND HEALING MINISTRY OF CHRIST IN ALL WE DO</u>			
	2	Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets			
	3	Number of voting members of the governing body (Part VI, line 1a)	3	3	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	1	
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	1,491	
	6	Total number of volunteers (estimate if necessary)	6	0	
	Revenue	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
7b		Net unrelated business taxable income from Form 990-T, line 34	7b	0	
8		Contributions and grants (Part VIII, line 1h)	8	18,638	
9		Program service revenue (Part VIII, line 2g)	9	135,969,769	
10		Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10	465,212	
11		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	11	1,568,622	
12		Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12	138,022,241	
Expenses		13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	13	0
		14	Benefits paid to or for members (Part IX, column (A), line 4)	14	0
		15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	15	123,618,582
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	16a	0	
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶	b	0	
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	17	35,748,458	
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	18	159,367,040	
Net Assets or Fund Balances	19	Revenue less expenses Subtract line 18 from line 12	19	-21,344,799	
	20	Total assets (Part X, line 16)	20	38,981,987	
	21	Total liabilities (Part X, line 26)	21	23,859,089	
	22	Net assets or fund balances Subtract line 21 from line 20	22	15,122,898	

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  BARRY L STEICHEN, TREASURER Type or print name and title	Date 5/13/13	
Paid Preparer Use Only	Print/Type preparer's name Kathleen Moseley	Preparer's signature 	Date 05/08/2013
	Firm's name ▶ ERNST & YOUNG US LLP	Firm's EIN ▶ 34-6565596	Check ☐ if self-employed
	Firm's address ▶ 41 SOUTH HIGH STREET, SUITE 1100, COLUMBUS, OHIO 43215	Phone no (614) 224-5678	PTIN P00116760

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

☐ Yes ☒ NoFor Paperwork Reduction Act Notice, see the separate instructions.
(HTA)

Form 990 (2011)

SCANNED JUN 18 2013

Part III**Statement of Program Service Accomplishments**Check if Schedule O contains a response to any question in this Part III ☐

- 1**
- Briefly describe the organization's mission:

TO EXTEND THE PRESENCE AND HEALING MINISTRY OF CHRIST IN ALL WE DO

- 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 \$ 137,693,743 including grants of \$ 0) (Revenue \$ 137,448,316)

WARREN CLINIC, INC. PROVIDES QUALITY MEDICAL HEALTHCARE REGARDLESS OF RACE, CREED, SEX, NATIONAL ORIGIN, HANDICAP, AGE OR ABILITY TO PAY. IT HAS A STRONG COMMITMENT TO HELP MEET THE NEEDS OF THE COMMUNITIES IT SERVES. RECOGNIZING THIS COMMITMENT, WARREN CLINIC PROVIDES SERVICES TO BOTH MEDICARE AND MEDICAID PATIENTS AND ACCEPTS REDUCED FEES IN SUPPORT OF THESE PROGRAMS. THE UNREIMBURSED VALUE OF PROVIDING CARE TO THESE PATIENTS WAS \$39,164,984 IN FISCAL YEAR 2012. CHARITY CARE IS ALSO PROVIDED THROUGH REDUCED PRICE AND FREE SERVICES. EACH EMPLOYEE PHYSICIAN IS REQUIRED BY CONTRACT TO PROVIDE CARE TO INDIGENT PATIENTS IN THE NORMAL COURSE OF THEIR DUTIES. THE VALUE OF CHARITY CARE PROVIDED WAS \$1,448,265 IN FISCAL YEAR 2012. WARREN CLINIC, INC. PROVIDES PHYSICIAN SERVICES TO COMMUNITIES WHICH ARE DESIGNATED PHYSICIAN SHORTAGE AREAS. TRAINING FOR MEDICAL STUDENTS IS ALSO PROVIDED BY WARREN CLINIC PHYSICIANS.

- 4b**
- (Code _____) (Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

- 4c**
- (Code _____) (Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

- 4d**
- Other program services (Describe in Schedule O)

(Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

- 4e**
- Total program service expenses ▶ 137,693,743

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	X	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

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

Part V**Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response to any question in this Part V. ☒

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a 115		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a 1,491		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year.	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12.	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders.	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b		
c Enter the amount of reserves on hand.	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response 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. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	3	
1b Enter the number of voting members included in line 1a, above, who are independent	1	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	X	
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?	X	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

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

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

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ☒ ERIC E SCHICK (918) 502-8118
 6600 S YALE AVE, STE 400, TULSA, OK 74136-3319

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

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

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

(A) Name and Title	(B) Average hours per week (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			
(1) JAKE HENRY, JR. PRESIDENT/CHIEF EXECUTIVE OFFICER, DIRECTOR	1.00	X		X				0	1,331,821	113,578
(2) BARRY L. STEICHEN TREASURER/CHIEF FINANCIAL OFFICER, DIRECTOR	1.00	X		X				0	673,939	175,060
(3) WILLIAM R. LISSAU DIRECTOR	1.00	X						0	0	0
(4) WILLIAM K. WARREN, JR. TRUSTEE	1.00	X						0	0	0
(5) HENRY ZARROW TRUSTEE	1.00	X						0	0	0
(6) TOM NEFF VICE PRESIDENT	1.00			X				0	369,769	110,064
(7) JEFFREY C. SACRA SECRETARY	1.00			X				0	225,197	65,733
(8) ROBERT ELI SMITH ASSISTANT SECRETARY	1.00			X				0	147,615	15,710
(9) RENEE MATTHEWS ASSISTANT SECRETARY	1.00			X				0	70,465	17,465
(10) ERIC SCHICK ASSISTANT TREASURER	1.00			X				0	238,867	59,412
(11) JAMES KALTENBACHER SENIOR VICE PRESIDENT	40.00				X			391,828	0	104,005
(12) STANLEY SCHWARTZ MEDICAL DIRECTOR	40.00				X			310,134	0	41,527
(13) CHRISTOPHER GIFFORD PHYSICIAN	40.00					X		1,141,692	0	46,220
(14) RYAN GURSKY PHYSICIAN	40.00					X		1,062,527	47,250	45,979

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

(A) Name and title	(B) Average hours 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			
(15) CHAD CRAWLEY PHYSICIAN	40 00					X		1,033,934	0	45,130
(16) ROBERT OKADA PHYSICIAN	40 00					X		909,121	52,020	45,763
(17) PATRICK GANNON PHYSICIAN	40 00					X		902,531	0	45,130
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										

1b Sub-total	5,751,767	3,156,943	930,776
c Total from continuation sheets to Part VII, Section A	0	0	0
d Total (add lines 1b and 1c)	5,751,767	3,156,943	930,776

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 **307**

- 3** Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
WEATHERBY LOCUMS INC PO BOX 972633, DALLAS, TX 75397-2633	PEDIATRIC SURGERY COVERAGE	567,656
NEXTGEN HEALTHCARE INFO 795 HORSHAM RD, HORSHAM, PA 19044	MAINTENANCE	434,748
ROBERT L ARCHER MANAGEME 802 S JACKSON, STE 200, TULSA, OK 74127	ADULT CV SURGERY CALL COVE	360,000
WORKSPACE SOLUTIONS PO BOX 960120, OKLAHOMA CITY, OK 73196-0120	RELOCATION SERVICES	329,073
BVK DIRECT INC PO BOX 78189, MILWAUKEE, WI 58278-0189	MARKETING	231,957

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 **12**

Part VIII Statement of Revenue				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a	0				
	b	Membership dues	1b	0				
	c	Fundraising events	1c	0				
	d	Related organizations	1d	0				
	e	Government grants (contributions)	1e	0				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	18,638				
	g	Noncash contributions included in lines 1a-1f		\$ 0				
	h	Total. Add lines 1a-1f		18,638				
Program Service Revenue	Business Code							
	2a	PHYSICIAN SERVICES	621300	135,665,590	135,665,590			
	b	RENTAL INCOME FROM AFFILIATES	532000	304,179	304,179			
	c			0				
	d			0				
	e			0				
	f	All other program service revenue		0				
	g	Total. Add lines 2a-2f		135,969,769				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		466,740			466,740	
	4	Income from investment of tax-exempt bond proceeds		0				
	5	Royalties		0				
	6a	Gross rents	(i) Real	90,075				
		b	Less rental expenses					
		c	Rental income or (loss)	90,075	0			
	d	Net rental income or (loss)		90,075			90,075	
	7a	Gross amount from sales of assets other than inventory	(i) Securities	0	127,129			
		b	Less cost or other basis and sales expenses	0	128,657			
		c	Gain or (loss)	0	-1,528			
	d	Net gain or (loss)		-1,528			-1,528	
	8a	Gross income from fundraising events (not including \$ 0 of contributions reported on line 1c) See Part IV, line 18	a	0				
		b	Less direct expenses	b	0			
		c	Net income or (loss) from fundraising events		0			
	9a	Gross income from gaming activities See Part IV, line 19	a	0				
		b	Less direct expenses	b	0			
		c	Net income or (loss) from gaming activities		0			
	10a	Gross sales of inventory, less returns and allowances	a	0				
		b	Less cost of goods sold	b	0			
		c	Net income or (loss) from sales of inventory		0			
Miscellaneous Revenue		Business Code						
11a	AFFILIATE REVENUE - BUSINESS OFFICE	900099	950,540	950,540				
b	AFFILIATE REVENUE - MANAGEMENT FEES	900099	456,752	456,752				
c	AFFILIATE REVENUE - ADMIN FEES	900099	37,483	37,483				
d	All other revenue		33,772	33,772				
e	Total. Add lines 11a-11d		1,478,547					
12	Total revenue. See instructions		138,022,241	137,448,316	0	555,287		

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.	0			
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4	Benefits paid to or for members.	0			
5	Compensation of current officers, directors, trustees, and key employees.	856,202		856,202	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	215,509	215,509		
7	Other salaries and wages.	105,918,245	95,416,528	10,501,717	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	6,868,253	6,579,963	288,290	
9	Other employee benefits.	4,758,864	3,671,343	1,087,521	
10	Payroll taxes.	5,001,509	4,549,645	451,864	
11	Fees for services (non-employees):				
a	Management.	0			
b	Legal.	85,227	915	84,312	
c	Accounting.	61,317		61,317	
d	Lobbying.	4,745	4,745		
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees.	0			
g	Other.	3,492,524	2,377,483	1,115,041	
12	Advertising and promotion.	631,534	501,924	129,610	
13	Office expenses.	2,520,835	2,122,618	398,217	
14	Information technology.	1,360,565	1,656,555	-295,990	
15	Royalties.	0			
16	Occupancy.	7,363,050	6,285,989	1,077,061	
17	Travel.	211,578	156,672	54,906	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	286,104	217,160	68,944	
20	Interest.	19	19		
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	2,165,057	1,273,000	892,057	0
23	Insurance.	2,571,032	2,117,547	453,485	
24	Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	MEDICAL SUPPLIES	6,854,113	6,855,018	-905	
b	ADMINISTRATIVE EXPENSE	3,939,602	225,028	3,714,574	
c	BAD DEBT EXPENSE	2,722,100	2,732,497	-10,397	
d	EMPLOYEE EXPENSE	847,569	148,360	699,209	
e	All other expenses	631,487	585,225	46,262	
25	Total functional expenses. Add lines 1 through 24e.	159,367,040	137,693,743	21,673,297	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	498,815	1	565,549
	2 Savings and temporary cash investments	3,477,196	2	4,112,989
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	7,303,487	4	9,535,553
	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)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net	568,051	7	728,855
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	1,487,757	9	1,691,965
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	10a 34,582,280		
	b Less accumulated depreciation	10b 14,332,981	10c	20,249,299
	11 Investments—publicly traded securities	0	11	0
	12 Investments—other securities. See Part IV, line 11	0	12	0
	13 Investments—program-related. See Part IV, line 11	1,533,894	13	1,516,791
	14 Intangible assets	668,455	14	0
	15 Other assets. See Part IV, line 11	374,554	15	580,986
16 Total assets. Add lines 1 through 15 (must equal line 34)	29,958,840	16	38,981,987	
Liabilities	17 Accounts payable and accrued expenses	18,766,181	17	23,229,866
	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	0
	24 Unsecured notes and loans payable to unrelated third parties	71,817	24	108,660
	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	350,623	25	520,563
	26 Total liabilities. Add lines 17 through 25	19,188,621	26	23,859,089
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	10,770,219	27	15,122,898
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	10,770,219	33	15,122,898
	34 Total liabilities and net assets/fund balances	29,958,840	34	38,981,987

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	138,022,241
2	Total expenses (must equal Part IX, column (A), line 25)	2	159,367,040
3	Revenue less expenses Subtract line 2 from line 1	3	-21,344,799
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	10,770,219
5	Other changes in net assets or fund balances (explain in Schedule O)	5	25,697,480
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	15,122,900

Part XII Financial Statements and Reporting

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

☐

- 1** Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
- b** Were the organization's financial statements audited by an independent accountant?
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O
- 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
☐ Separate basis ☐ Consolidated basis ☒ Both consolidated and separate basis
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a	X	
2b		X
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ.

▶ See separate instructions.

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

WARREN CLINIC, INC

Employer identification number

73-1310891

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

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

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

	Yes	No
11g(i)		
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	
(A)									0
(B)									0
(C)									0
(D)									0
(E)									0
Total									0

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 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.")						0
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	0	0	0	0	0	0
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						0

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	0	0	0	0	0	0
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0
11 Total support. Add lines 7 through 10						0
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	0.00%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	0.00%
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 a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐		
17a 10%-facts-and-circumstances test—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 Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.

If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 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.")						0
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						0
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	0	0	0	0	0	0
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
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						0
c Add lines 7a and 7b	0	0	0	0	0	0
8 Public support. (Subtract line 7c from line 6.)						0

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	0	0	0	0	0	0
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	0	0	0	0	0	0
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0
13 Total support. (Add lines 9, 10c, 11, and 12.)	0	0	0	0	0	0
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	0.00%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	0.00%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	0.00%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	0.00%

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

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527
▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

OMB No 1545-0047

2011

**Open to Public
Inspection**

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

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

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

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

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

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

Name of organization

WARREN CLINIC, INC

Employer identification number

73-1310891

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

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

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

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

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

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

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

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

(HTA)

Schedule C (Form 990 or 990-EZ) 2011

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check ☐ if the filing organization checked box A and "limited control" provisions apply.

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

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

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying nontaxable amount				0	0
b Lobbying ceiling amount (150% of line 2a, column(e))					0
c Total lobbying expenditures				0	0
d Grassroots nontaxable amount				0	0
e Grassroots ceiling amount (150% of line 2d, column (e))					0
f Grassroots lobbying expenditures				0	0

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

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

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		X	
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?	X		4,745
j Total Add lines 1c through 1i			4,745
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	0
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	0

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A, and Part II-B, line 1. Also, complete this part for any additional information.

PART II-B LINE 1i

WARREN CLINIC, INC. THROUGH THE MEMBERSHIP DUES PAID ON BEHALF OF PHYSICIANS TO THE AMERICAN

MEDICAL ASSOCIATION AND OKLAHOMA STATE MEDICAL ASSOCIATION, PARTICIPATE IN LOBBYING AND GRASS

ROOTS POLITICAL ACTIVITY. IT IS LESS THAN A SUBSTANTIAL PART OF THE TOTAL CLINIC EXPENDITURES IN A

TAXABLE YEAR. THE LOBBYING AND GRASS ROOTS POLITICAL ACTIVITY IS RELATED TO LEGISLATURE AFFECTING

THE CLINIC, IN PARTICULAR THE PROMOTION OF HEALTH

Part IV Supplemental Information *(continued)*

Area for supplemental information with horizontal dashed lines.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

- ▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

WARREN CLINIC, INC

Employer identification number

73-1310891

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

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

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply)
- | | |
|--|--|
| ☐ Preservation of land for public use (e.g., recreation or education) | ☐ Preservation of an historically important land area |
| ☐ Protection of natural habitat | ☐ Preservation of a certified historic structure |
| ☐ Preservation of open space | |
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year
- | | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2d |
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶
- 4 Number of states where property subject to conservation easement is located ▶
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No
- 9 In Part 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 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items
- | | |
|--|------------|
| (i) Revenues included in Form 990, Part VIII, line 1 | ▶ \$ |
| (ii) Assets included in Form 990, Part X | ▶ \$ |
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items
- | | |
|--|------------|
| a Revenues included in Form 990, Part VIII, line 1 | ▶ \$ |
| b Assets included in Form 990, Part X | ▶ \$ |

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

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

a ☐ Public exhibition

d ☐ Loan or exchange programs

b ☐ Scholarly research

e ☐ Other

c ☐ Preservation for future generations

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if 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

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

	Amount
1c	
1d	
1e	
1f	0

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 Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	0	0	0	0	

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

a Board designated or quasi-endowment%

b Permanent endowment%

c Temporarily restricted endowment%

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

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

(i) unrelated organizations

(ii) related organizations

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

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

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	0	0		0
b Buildings	0	12,606,147	4,334,589	8,271,558
c Leasehold improvements	0	1,572,509	773,733	798,776
d Equipment	0	13,471,102	8,904,087	4,567,015
e Other	0	6,932,522	320,572	6,611,950
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				20,249,299

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives	0	
(2) Closely-held equity interests	0	
(3) Other	0	
(A)	0	
(B)	0	
(C)	0	
(D)	0	
(E)	0	
(F)	0	
(G)	0	
(H)	0	
(I)	0	
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)	0	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)	0	
(3)	0	
(4)	0	
(5)	0	
(6)	0	
(7)	0	
(8)	0	
(9)	0	
(10)	0	
Total. (Column (b) must equal Form 990, Part X, col (B) line 13)	0	

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	0
(5)	0
(6)	0
(7)	0
(8)	0
(9)	0
(10)	0
Total. (Column (b) must equal Form 990, Part X, col (B) line 15)	

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	0
(2) OPERATING LEASE LIABILITY	251,699
(3) PROFESSIONAL LIABILITY RESERVE	179,488
(4) TAIL COVERAGE LIABILITY	89,376
(5)	0
(6)	0
(7)	0
(8)	0
(9)	0
(10)	0
(11)	0
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	520,563

2. FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	0
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	0
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	0
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 through 8	9	0
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	0

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	0
3	Subtract line 2e from line 1	3	0
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	0

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	0
3	Subtract line 2e from line 1	3	0
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	0

Part XIV Supplemental Information

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

WARREN CLINIC, INC IS A SUBSIDIARY IN THE CONSOLIDATED FINANCIAL STATEMENTS OF SAINT FRANCIS

HEALTH SYSTEM. SAINT FRANCIS HEALTH SYSTEM ADOPTED FIN 48 IN 2007. NO DISCLOSURES WERE

REQUIRED UNDER GAAP AS SAINT FRANCIS HEALTH SYSTEM DOES NOT HAVE ANY MATERIAL TAX

CONTINGENCIES THAT REQUIRED DISCLOSURE IN THE FOOTNOTES.

Part XIV Supplemental Information *(continued)*

Area for supplemental information with horizontal dashed lines.

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

WARREN CLINIC, INC

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public
—Inspection—

Employer identification number

73-1310891

Part I Questions Regarding Compensation

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

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

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

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 filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III

- | | |
|---|---|
| ☒ Compensation committee | ☐ Written employment contract |
| ☒ Independent compensation consultant | ☒ Compensation survey or study |
| ☐ Form 990 of other organizations | ☒ Approval by the board or compensation committee |

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 JAKE HENRY, JR	(i)	0	0	0	0	0	0	0
	(ii)	857,420	434,886	39,515	103,771	9,807	1,445,399	0
2 TOM NEFF	(i)	0	0	0	0	0	0	0
	(ii)	274,423	87,225	8,121	98,631	11,433	479,833	0
3 JEFFREY C SACRA	(i)	0	0	0	0	0	0	0
	(ii)	190,620	33,088	1,489	57,337	8,396	290,930	0
4 BARRY L STEICHEN	(i)	0	0	0	0	0	0	0
	(ii)	474,881	193,008	6,050	162,991	12,069	848,999	0
5 ROBERT ELI SMITH	(i)	0	0	0	0	0	0	0
	(ii)	133,761	13,103	751	14,913	797	163,325	0
6 ERIC E SCHICK	(i)	0	0	0	0	0	0	0
	(ii)	198,880	38,083	1,904	48,368	11,044	298,279	0
7 JAMES KALTENBACHER	(i)	294,250	93,687	3,891	91,540	12,465	495,833	0
	(ii)	0	0	0	0	0	0	0
8 STANLEY SCHWARTZ	(i)	264,608	38,535	6,991	32,377	9,150	351,661	0
	(ii)	0	0	0	0	0	0	0
9 CHRISTOPHER GIFFORD	(i)	1,139,488	2,204	0	30,827	15,393	1,187,912	0
	(ii)	0	0	0	0	0	0	0
10 RYAN GURSKY	(i)	1,043,823	2,204	16,500	30,827	15,152	1,108,506	0
	(ii)	47,250	0	0	0	0	47,250	0
11 CHAD CRAWLEY	(i)	1,031,730	2,204	0	30,827	14,303	1,079,064	0
	(ii)	0	0	0	0	0	0	0
12 ROBERT OKADA	(i)	890,417	2,204	16,500	30,827	14,936	954,884	0
	(ii)	52,020	0	0	0	0	52,020	0
13 PATRICK GANNON	(i)	883,827	2,204	16,500	30,827	14,303	947,661	0
	(ii)	0	0	0	0	0	0	0
14	(i)	0	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0	0
15	(i)	0	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0	0
16	(i)	0	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

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

PART I, LINE 4B. A SELECT GROUP OF HIGHLY COMPENSATED EMPLOYEES OF SAINT FRANCIS HEALTH SYSTEM, INC., AND ITS RELATED ENTITIES, SAINT FRANCIS HOSPITAL, INC., LAUREATE PSYCHIATRIC CLINIC AND HOSPITAL, INC., WARREN CLINIC, INC., PATIENT CARE SERVICES OF SAINT FRANCIS, INC., AND SAINT FRANCIS HOSPITAL SOUTH, LLC, ARE ELIGIBLE TO PARTICIPATE IN A NONQUALIFIED DEFERRED COMPENSATION PLAN UNDER SECTION 457(b) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED UNDER THE ECONOMIC GROWTH AND TAX RELIEF RECONCILIATION ACT OF 2001.

NOTE. NONE OF THE INDIVIDUALS LISTED ON SCHEDULE J ARE COMPENSATED AS BOARD MEMBERS OF THE REPORTING ENTITY. THE REPORTED COMPENSATION IS FOR SERVICES AS EMPLOYEES OF THE REPORTING ENTITY OR RELATED ORGANIZATION.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

OMB No 1545-0047

2011

**Open To Public
Inspection**

Name of the organization

WARREN CLINIC, INC

Employer identification number

73-1310891

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

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

(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?	
	To	From			Yes	No	Yes	No	Yes	No
(1)			0	0						
(2)			0	0						
(3)			0	0						
(4)			0	0						
(5)			0	0						
(6)			0	0						
(7)			0	0						
(8)			0	0						
(9)			0	0						
(10)			0	0						
Total				0						

Part III

Grants or Assistance Benefiting Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

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) MARTINA HUM M D	MARRIED TO VICE PRESIDENT	215,509	PHYSICIAN COMPENSATION		X
(2)		0			
(3)		0			
(4)		0			
(5)		0			
(6)		0			
(7)		0			
(8)		0			
(9)		0			
(10)		0			

Part V Supplemental Information

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

PART IX, LINE 6 COMPENSATION TO DISQUALIFIED PERSONS

DR MARTINA HUM, AN EMPLOYED PHYSICIAN OF WARREN CLINIC, INC., IS MARRIED TO THOMAS G. NEFF, SR. VICE
 PRESIDENT OF STRATEGIC PLANNING FOR SAINT FRANCIS HEALTH SYSTEM AND OFFICER OF WARREN CLINIC, INC. HER
 COMPENSATION AND BENEFITS ARE REPORTED ON FORM 990, PART IX

ALL EMPLOYED PHYSICIAN COMPENSATION IS REVIEWED BY AN INDEPENDENT THIRD PARTY

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

WARREN CLINIC, INC

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

**Open to Public
Inspection**

Employer identification number

73-1310891

PART V, LINE 2B

FOLLOWING REVENUE RECOGNITION PROCEDURE 70-6, 1970-1 C B 420, SAINT FRANCIS PAYROLL SERVICES, LLC,

EIN 45-0470422, HAS BEEN AUTHORIZED TO ACT AS A COMMON PAY AGENT UNDER SECTION 3504 OF THE INTERNAL

REVENUE CODE FOR WARREN CLINIC, INC, EFFECTIVE JULY 1, 2002. AS OF THAT DATE, SAINT FRANCIS PAYROLL

SERVICES, LLC, ASSUMED REPORTING OBLIGATIONS FOR FEDERAL INCOME TAX, SOCIAL SECURITY, MEDICARE,

AND BACKUP WITHHOLDING TAX PURPOSES FOR WARREN CLINIC, INC, INCLUDING YEAR END REPORTING.

PART VI, LINE 2

SEVERAL PERSONS IN THIS CATEGORY SERVE ON OTHER BOARDS OR ARE RELATIVES. THE ORGANIZATIONS HAVE

DETERMINED THAT THESE ASSOCIATIONS DO NOT PRESENT A CONFLICT OF INTEREST.

W R LISSAU, A DIRECTOR, HAS BUSINESS RELATIONSHIPS WITH WILLIAM K WARREN JR, A TRUSTEE.

JAKE HENRY JR, AN OFFICER AND DIRECTOR, SERVES ON OTHER BOARDS OUTSIDE OF WARREN CLINIC, INC.

WITH WILLIAM K WARREN JR, A TRUSTEE, HENRY ZARROW, A TRUSTEE AND W R LISSAU, A DIRECTOR.

THE RELATIONSHIPS BETWEEN JAKE HENRY JR, WILLIAM K WARREN JR AND HENRY ZARROW ARE DESIGNATED

AS BUSINESS RELATIONSHIPS.

PART VI, SECTION A, LINE 3

THE ORGANIZATION BY ITS BYLAWS AND RESOLUTION DELEGATED GOVERNANCE OF ITS OPERATIONS TO THE

DIRECTORS OF SAINT FRANCIS HEALTH SYSTEM, INC.

PART VI, LINE 6 AND 7A

THE ORGANIZATION HAS THREE MEMBERS WHO ELECT THE GOVERNING BODY.

Name of the organization

Employer identification number

WARREN CLINIC, INC

73-1310891

PART VI, LINE 7B

THE MEMBERS APPROVE THE SALE OF ALL OR SUBSTANTIALLY ALL ASSETS OR ASSETS VALUED AT \$10,000,000 OR MORE. THE MEMBERS APPROVE AMENDMENT OF THE ORGANIZATIONAL DOCUMENTS AND BYLAWS AND APPROVE MERGERS AND CONSOLIDATIONS.

990, PART VI, LINE 11B

THE FINANCE COMMITTEE, A SUB-COMMITTEE OF THE BOARD OF DIRECTORS OF SAINT FRANCIS HEALTH SYSTEM, INC HAS ACCESS TO THE PASSWORD PROTECTED FORM 990 ONLINE PRIOR TO FILING WITH THE IRS.

PART VI, LINE 12C

THE ORGANIZATION USES THE CONFLICT OF INTEREST, WHISTLEBLOWER, AND RECORD RETENTION POLICIES OF SAINT FRANCIS HEALTH SYSTEM, INC. ON A REGULAR BASIS, OFFICIALS AND KEY EMPLOYEES DISCLOSE CONFLICTS WHICH ARE REVIEWED AND MANAGED BY THE BOARD OF DIRECTORS. THREE DIRECTORS, ONE DIRECTOR/OFFICER AND TWO KEY EMPLOYEES REPORTED POTENTIAL CONFLICTS TO THE GOVERNING BODY THAT WERE ADDRESSED.

PART VI, LINE 13

THE ORGANIZATION USES THE CONFLICT OF INTEREST, WHISTLEBLOWER, AND RECORD RETENTION POLICIES OF SAINT FRANCIS HEALTH SYSTEM, INC. ON A REGULAR BASIS, OFFICIALS AND KEY EMPLOYEES DISCLOSE CONFLICTS WHICH ARE REVIEWED AND MANAGER BY THE BOARD OF DIRECTORS. THREE DIRECTORS, ONE DIRECTOR/OFFICER AND TWO KEY EMPLOYEES REPORTED POTENTIAL CONFLICTS TO THE GOVERNING BODY THAT WERE ADDRESSED.

PART VI, LINE 14

THE ORGANIZATION USES THE CONFLICT OF INTEREST, WHISTLEBLOWER, AND RECORD RETENTION POLICIES OF SAINT FRANCIS HEALTH SYSTEM, INC. ON A REGULAR BASIS, OFFICIALS AND KEY EMPLOYEES DISCLOSE

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

WARREN CLINIC, INC

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

**Open to Public
Inspection**

Employer identification number

73-1310891

CONFLICTS WHICH ARE REVIEWED AND MANAGER BY THE BOARD OF DIRECTORS. THREE DIRECTORS, ONE
DIRECTOR/OFFICER AND TWO KEY EMPLOYEES REPORTED POTENTIAL CONFLICTS TO THE GOVERNING BODY
THAT WERE ADDRESSED

PART VI, LINE 15B

THE COMPENSATION OF OFFICIALS AND KEY EMPLOYEES IS REVIEWED AND APPROVED ON AN ANNUAL
BASIS BY A COMMITTEE OF THE BOARD OF DIRECTORS WITH ASSISTANCE OF INDEPENDENT COLSULTANTS
AND USE OF COMPARATIVE DATA

PART VI, LINE 19

THESE REQUESTS ARE DETERMINED ON A CASE-BY-CASE BASIS

PART VII, SECTION A, LINE 1A

THE HOURS PER WEEK REPORTED FOR OFFICERS AND DIRECTORS ARE THE HOURS SPENT ON THE FILING
ENTITY ONLY. THE REMAINING PORTION OF THE 40 HOURS PER WEEK OF THE OFFICES AND DIRECTORS
WITH RELATED COMPENSATION IS ALLOCATED AMONG THE ENTITIES REPORTED ON SCHEDULE R.

PART XI, LINE 5

WARREN CLINIC, INC. HAD NET TRANSACTIONS FROM SAINT FRANCIS HEALTH SYSTEM IN THE AMOUNT OF
\$25,697,480 IN FY12 DUE TO YEAR END EQUITY TRANSFERS BETWEEN ENTITIES

Name of the organization

Employer identification number

WARREN CLINIC, INC

73-1310891

Area with horizontal dashed lines for supplemental information.

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ 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

Name of the organization

WARREN CLINIC, INC

Employer identification number

73-1310891

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to 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
(1)			0	0	
(2)			0	0	
(3)			0	0	
(4)			0	0	
(5)			0	0	
(6)			0	0	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) SAINT FRANCIS HEALTH SYSTEM, INC. 73-1501972 6600 S YALE, STE 400, TULSA, OK 74136-3319	HEALTH SERVICES	OK	501(C)(3)	11B TYPE II	N/A		X
(2) SAINT FRANCIS HOSPITAL, INC. 73-0700090 6600 S YALE, STE 400, TULSA, OK 74136-3319	HEALTH SERVICES	OK	501(C)(3)	3	SFHS	X	
(3) SAINT FRANCIS HOSPITAL SOUTH LLC 01-0603214 6600 S YALE, STE 400, TULSA, OK 74136-3319	HEALTH SERVICES	OK	501(C)(3)	3	SFHS	X	
(4) LAUREATE PSYCHIATRIC CLINIC & HOSPITAL INC 73-1308273 6600 S YALE, STE 400, TULSA, OK 74136-3319	HEALTH SERVICES	OK	501(C)(3)	3	SFHS	X	
(5) PATIENT CARE SERVICES OF SAINT FRANCIS INC 73-0803027 6600 S YALE, STE 400, TULSA, OK 74136-3319	HEALTH SERVICES	OK	501(C)(3)	3	SFHS	X	
(6) MCALESTER AMBULATORY SURGERY CENTER LLC 73-1599085 6600 S YALE, STE 400, TULSA, OK 74136-3319	HEALTH SERVICES	OK	501(C)(3)	3	SFH	X	
(7) THE CHILDREN'S HOSPITAL FOUNDATION AT SAINT FRANCIS 20-2843418 6600 S YALE, STE 400, TULSA, OK 74136-3319	HEALTH SERVICES	OK	501(C)(3)	11A TYPE 1	SFHS	X	

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

Schedule R (Form 990) 2011

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to 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)					0	0			0			%
(2)					0	0			0			%
(3)					0	0			0			%
(4)					0	0			0			%
(5)					0	0			0			%
(6)					0	0			0			%
(7)					0	0			0			%

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to 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) SAINT FRANCIS PAYROLL SERVICES LLC 45-0470422 6600 S. YALE AVE, STE 400, TULSA, OK 74136-3319	COMMON PAY AGEN	OK	SFHS	C Corp	0	0	%
(2) XAVIER INSURANCE COMPANY INC 03-0333599 76 ST. PAUL, STE 500, BURLINGTON, VT 05401-4477	INSURANCE CO	VT	SFH	C Corp	0	0	%
(3) SAINT FRANCIS HEALTH SYSTEM GENERAL/PROFESSIONAL LIABILITY PO BOX 3038, MILWAUKEE, WI 53201-3038, MILWAUKEE, WI 53201-3038	SELF INSURANCE	OK	SFHS	Trust	0	0	%
(4) SPRINGER CLINIC INC 73-1414359 6600 S. YALE AVE, STE 400, TULSA, OK 74136-3319	HEALTH SERVICES	OK	SFH	S Corp	0	0	%
(5) RELATED HEALTH SERVICES INC 73-1288715 6600 S. YALE AVE, STE 400, TULSA, OK 74136-3319	HEALTH SERVICES	OK	SFH	S Corp	0	0	%
(6)					0	0	%
(7)					0	0	%

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to 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 of this schedule**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II–IV?**a** Receipt of (i) interest (ii) annuities (iii) royalties or (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	X	
1b		X
1c	X	
1d		X
1e		X
1f		X
1g		X
1h	X	
1i	X	
1j	X	
1k	X	
1l	X	
1m		X
1n		X
1o	X	
1p	X	
1q		X
1r		X

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

(a) Name of other organization	(b) Transaction type (a–r)	(c) Amount involved	(d) Method of determining amount involved
(1) SAINT FRANCIS HEALTH SYSTEM INC	c	25,803,507	TRANSACTIONAL REVIEW
(2) LAUREATE PSYCHIATRIC CLINIC AND HOSPITAL INC	k	123,473	TRANSACTIONAL REVIEW
(3) LAUREATE PSYCHIATRIC CLINIC AND HOSPITAL INC	o	2,061,234	TRANSACTIONAL REVIEW
(4) SAINT FRANCIS HOSPITAL INC	a	15,440	TRANSACTIONAL REVIEW
(5) SAINT FRANCIS HOSPITAL INC	k	4,611,912	TRANSACTIONAL REVIEW
(6) SAINT FRANCIS HOSPITAL INC	p	166,130,187	TRANSACTIONAL REVIEW

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)						0	0			0			%
(2)						0	0			0			%
(3)						0	0			0			%
(4)						0	0			0			%
(5)						0	0			0			%
(6)						0	0			0			%
(7)						0	0			0			%
(8)						0	0			0			%
(9)						0	0			0			%
(10)						0	0			0			%
(11)						0	0			0			%
(12)						0	0			0			%
(13)						0	0			0			%
(14)						0	0			0			%
(15)						0	0			0			%
(16)						0	0			0			%

Part VII**Supplemental Information**

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

Part II Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(8) SERVICE COLLECTION ASSOCIATION, INC. 73-0927856 6600 S YALE, STE 400, TULSA, OK 74136-3319	INACTIVE	OK	501(E)		SFH	X	
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							
(19)							
(20)							
(21)							
(22)							
(23)							
(24)							
(25)							

Part V Continuation of Transactions With Related Organizations

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(c) Method of determining amount involved
(7) SAINT FRANCIS HOSPITAL INC	I	144,491	TRANSACTIONAL REVIEW
(8) SAINT FRANCIS HOSPITAL INC	J	-68,998	TRANSACTIONAL REVIEW
(9) SAINT FRANCIS HOSPITAL INC	L	-7,884,356	TRANSACTIONAL REVIEW
(10) SAINT FRANCIS HOSPITAL INC	P	-192,459,315	TRANSACTIONAL REVIEW
(11) SAINT FRANCIS HOSPITAL INC	H	-96,942	TRANSACTIONAL REVIEW
(12) SAINT FRANCIS HOSPITAL SOUTH LLC	K	66,919	TRANSACTIONAL REVIEW
(13) SAINT FRANCIS HOSPITAL SOUTH LLC	O	1,904,832	TRANSACTIONAL REVIEW
(14) SAINT FRANCIS HOSPITAL SOUTH LLC	J	-160,470	TRANSACTIONAL REVIEW
(15) SAINT FRANCIS HOSPITAL SOUTH LLC	L	-82,270	TRANSACTIONAL REVIEW
(16) SAINT FRANCIS HOSPITAL SOUTH LLC	P	-119,133	TRANSACTIONAL REVIEW
(17) SPRINGER CLINIC INC	A	5,400	TRANSACTIONAL REVIEW
(18) SPRINGER CLINIC INC	K	711,165	TRANSACTIONAL REVIEW
(19) SPRINGER CLINIC INC	O	656,869	TRANSACTIONAL REVIEW
(20) MCALESTER AMBULATORY SURGERY CENTER	C	450,000	TRANSACTIONAL REVIEW
(21) SPRINGER CLINIC INC	J	-1,049,970	TRANSACTIONAL REVIEW
(22) SPRINGER CLINIC INC	P	-556,824	TRANSACTIONAL REVIEW
(23) MCALESTER AMBULATORY SURGERY CENTER	K	305,611	TRANSACTIONAL REVIEW
(24) MCALESTER AMBULATORY SURGERY CENTER	O	-269,047	TRANSACTIONAL REVIEW