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Form 990

OMB No 1545-0047

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)

2011

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

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

A For the 2011 calendar year, or tax year beginning 10/01, 2011, and ending 9/30, 2012

B Check if applicable <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Lifespan Physician Group, Inc. 167 Point Street Providence, RI 02903		D Employer Identification Number 05-0389801
	F Name and address of principal officer Timothy J. Babineau, MD Same As C Above		E Telephone number 401-444-3500
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		G Gross receipts \$ 5,056,227.	
J Website: ▶ www.lifespan.org		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'No,' attach a list (see instructions)	
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of Formation 1981 M State of legal domicile RI	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities. Lifespan Physician Group was established for the benefit of and to support the teaching, research, and patient care missions of Rhode Island Hospital, The Miriam Hospital, other Lifespan affiliated hospitals, and The Warren Alpert Medical School of Brown University.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	3
	4	Number of independent voting members of the governing body (Part VI, line 1b)	1
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	19
	6	Total number of volunteers (estimate if necessary)	7
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0.
	7b	Net unrelated business taxable income from Form 990-T, line 34	0.
Revenue	8	Contributions and grants (Part VIII, line 1h)	
	9	Program service revenue (Part VIII, line 2g)	1,982,024.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	67,641.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	245,785.
	12	Total revenue — add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,049,665.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-4)	62,500.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	
Expenses	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,446,607.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	
	16b	Total fundraising expenses (Part IX, column (A), line 25)	
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	557,880.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	2,066,987.
	19	Revenue less expenses Subtract line 18 from line 12	-17,322.
	20	Total assets (Part X, line 16)	2,623,313.
Net Assets or Fund Balances	21	Total liabilities (Part X, line 26)	117,511.
	22	Net assets or fund balances Subtract line 21 from line 20	2,505,802.

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	Date			
	Mary A. Wakefield	8/14/13			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	X Donald F. Arden	X Donald F. Arden	8/9/13		P00237591
	Firm's name	KPMG, LLP			
	Firm's address	2 Financial Center, 60 South St Boston, MA 02111			
				Firm's EIN	13-5565207
				Phone no	617-988-1000

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

☒ Yes ☐ No

BAA For Paperwork Reduction Act Notice, see the separate instructions.

TEEA0113L 08/18/11

Form 990 (2011)

SCANNED SEP 16 2013

P 11

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.

LPG was established for the benefit of and to support the teaching, research, and patient care missions of Rhode Island Hospital, The Miriam Hospital, other Lifespan hospitals, and The Warren Alpert Medical School of Brown University.

- 2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? See Schedule O

☒ 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? See Schedule O

☒ 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:
- 2120
-) (Expenses \$
- 3,023,596.
- including grants of \$
- 2,356,129
-) (Revenue \$
- 773,790.
-)

Teaching and Administration: The organization provided qualified physicians to teach courses at The Warren Alpert Medical School of Brown University, mentor fellows, and manage certain service departments in Rhode Island Hospital (RIH) and The Miriam Hospital (TMH). Some of the departments the organization manages are the catheterization laboratory, the intensive care unit, and nuclear medicine department. This service program ceased under LPG on August 31, 2012 and has been assumed by RIH and TMH.

- 4b (Code:
- 2120
-) (Expenses \$
- 1,323,836.
- including grants of \$
-
-) (Revenue \$
- 1,207,100.
-)

The Cardiovascular Institute program (CVI) was created in an effort to meet the demands of the changing health care environment and to enhance the level of cardiovascular care provided to the community. CVI includes approximately 30 cardiologists, with support staff, and the creation of three new ambulatory care centers and two comprehensive cardiac centers. This innovative program brings together the well-known cardiac programs of both Rhode Island Hospital and The Miriam Hospital and places a stronger emphasis on extending these programs into the community, where it is more convenient for patients to receive care.

- 4c (Code:
- 2120
-) (Expenses \$
- 687,673.
- including grants of \$
-
-) (Revenue \$
- 1,103,176.
-)

MSO services to clinical cardiology groups: The organization provided billing, information technology, finance, and administration services to two clinical cardiology groups, Rhode Island Cardiology Center, LLC, and Miriam Cardiology, Inc. This service program ceased under LPG on August 31, 2012 and has been assumed by Lifespan Corporation.

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

(Expenses \$ 166,666. including grants of \$) (Revenue \$)

- 4e Total program service expenses
- 5,201,771.

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
20 a 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 governments and organizations in the United States on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II</i>	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, and 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 current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
28b 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 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 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	

BAA

Form 990 (2011)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1 a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1 a 4	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1 b 0	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1 c	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2 a 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.	2 a 19	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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).	2 b	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3 a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3 a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If 'Yes,' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O.	3 b	<input type="checkbox"/>	<input type="checkbox"/>
4 a 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)?	4 a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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.	4 b	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5 a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5 a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5 b	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?	5 c	<input type="checkbox"/>	<input type="checkbox"/>
6 a 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?	6 a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6 b	<input type="checkbox"/>	<input type="checkbox"/>
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?	7 a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7 b	<input type="checkbox"/>	<input type="checkbox"/>
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7 c	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d If 'Yes,' indicate the number of Forms 8282 filed during the year.	7 d	<input type="checkbox"/>	<input type="checkbox"/>
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7 e	<input type="checkbox"/>	<input checked="" type="checkbox"/>
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7 f	<input type="checkbox"/>	<input checked="" type="checkbox"/>
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7 g	<input type="checkbox"/>	<input type="checkbox"/>
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7 h	<input type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9 a	<input type="checkbox"/>	<input type="checkbox"/>
b Did the organization make a distribution to a donor, donor advisor, or related person?	9 b	<input type="checkbox"/>	<input type="checkbox"/>
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12.	10 a	<input type="checkbox"/>	<input type="checkbox"/>
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10 b	<input type="checkbox"/>	<input type="checkbox"/>
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders.	11 a	<input type="checkbox"/>	<input type="checkbox"/>
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11 b	<input type="checkbox"/>	<input type="checkbox"/>
12 a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12 a	<input type="checkbox"/>	<input type="checkbox"/>
b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year.	12 b	<input type="checkbox"/>	<input type="checkbox"/>
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.	13 a	<input type="checkbox"/>	<input type="checkbox"/>
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.	13 b	<input type="checkbox"/>	<input type="checkbox"/>
c Enter the amount of reserves on hand.	13 c	<input type="checkbox"/>	<input type="checkbox"/>
14 a Did the organization receive any payments for indoor tanning services during the tax year?	14 a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O.	14 b	<input type="checkbox"/>	<input type="checkbox"/>

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.		
1b Enter the number of voting members included in line 1a, above, who are independent		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee? See Schedule O	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? See Sch O	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
7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other 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 or 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 See Schedule O		
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 is 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 of 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 taken 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 ▶ None

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization.

▶ Mary A. Wakefield 167 Point Street Providence RI 02903 401-444-7093

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****1 a** 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			
See Schedule O										
(1) Timothy J. Babineau, MD President-LPG	0	X		X				0.	833,462.	145,667.
(2) Michael Gilson, MD Trustee	2	X						0.	0.	0.
(3) Kenneth Korr, MD Trustee	1	X						0.	0.	0.
(4) George McKendall, MD Trustee	0	X						0.	0.	0.
(5) John B. Murphy, MD Secr. & Treas.	2	X		X				0.	361,980.	70,957.
(6) Louis Rice, MD Trustee	1	X						0.	0.	0.
(7) Barry Sharaf Trustee	1	X						0.	0.	0.
(8) Peter Tilkemeier, MD President-UCF	1	X		X				0.	0.	0.
(9) George A. Vecchione Trustee	5	X						0.	7,847,928.	28,548.
(10) Edward Wing, MD Trustee	0	X						0.	0.	0.
(11) Mary A. Wakefield EVP & CFO	0			X				0.	677,833.	101,701.
(12) Gideon Koren, MD Physician	40					X		269,968.	0.	51,181.
(13) Alfred E. Buxton Former President-UCF	40						X	144,410.	0.	25,875.
(14) _____										

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch 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) _____										
(16) _____										
(17) _____										
(18) _____										
(19) _____										
(20) _____										
(21) _____										
(22) _____										
(23) _____										
(24) _____										
(25) _____										
1 b Sub-total								414,378.	9,721,203.	423,929.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								414,378.	9,721,203.	423,929.

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 **2**

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
Miriam Cardiology, Inc. 60 Amarat Street East Providence, RI 02915	Admin. & Teaching	224,798.
Rhode Island Cardiology Center, LLC. 60 Amarat St. E Prov., RI 02915	Admin. & Teaching	221,364.
Ge Healthcare lits, Usa Corp. 40 Idx Drive S. Burlington, VT 05403	Server Support	119,093.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **3**

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns	1 a				
	b Membership dues	1 b				
	c Fundraising events	1 c				
	d Related organizations	1 d				
	e Government grants (contributions)	1 e				
	f All other contributions, gifts, grants, and similar amounts not included above	1 f				
	g Noncash contributions included in lns 1a-1f \$					
	h Total. Add lines 1a-1f					
PROGRAM SERVICE REVENUE		Business Code				
	2 a Service Fees		3,084,066.	3,084,066.		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		3,084,066.			
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)		18,835.			18,835.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
		(i) Real (ii) Personal				
	6 a Gross rents					
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)					
		(i) Securities (ii) Other				
	7 a Gross amount from sales of assets other than inventory	1,649,972. 57,569.				
	b Less: cost or other basis and sales expenses	1,703,700. 52,199.				
	c Gain or (loss)	-53,728. 5,370.				
	d Net gain or (loss)		-48,358.			-48,358.
	8 a Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18	a				
	b Less: direct expenses	b				
	c Net income or (loss) from fundraising events					
	9 a Gross income from gaming activities See Part IV, line 19	a				
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities					
	10 a Gross sales of inventory, less returns and allowances	a				
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory						
	Miscellaneous Revenue Business Code					
11 a Other Revenue	900099	245,785.			245,785.	
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		245,785.				
12 Total revenue. See instructions		3,300,328.	3,084,066.	0.	216,262.	

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	2,356,129.	2,356,129.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	265,000.	172,250.	92,750.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	1,527,522.	1,316,264.	211,258.	0.
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	74,059.	55,544.	18,515.	
9 Other employee benefits	378,869.	351,971.	26,898.	
10 Payroll taxes	72,028.	48,259.	23,769.	
11 Fees for services (non-employees)				
a Management				
b Legal	754.		754.	
c Accounting	13,000.		13,000.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	12,349.		12,349.	
g Other	15,270.		15,270.	
12 Advertising and promotion				
13 Office expenses	12,996.	2,119.	10,877.	
14 Information technology	71,255.	59,378.	11,877.	
15 Royalties				
16 Occupancy	163,160.	34,313.	128,847.	
17 Travel	3,073.	3,073.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	123.	123.		
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	71,816.	32,317.	39,499.	
23 Insurance	12,981.		12,981.	
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 Contracted Services	446,163.	446,163.		
b Billing Expense	121,012.	121,012.		
c Bad Debt Expense	85,608.	85,608.		
d Miscellaneous Expense	56,889.	56,156.	733.	
e All other expenses	89,111.	61,092.	28,019.	
25 Total functional expenses. Add lines 1 through 24e	5,849,167.	5,201,771.	647,396.	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 <input type="checkbox"/> 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	38,986.	1	48,425.
	2 Savings and temporary cash investments	988,130.	2	129,005.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	26,596.	4	1,092,484.
	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		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	30,701.	9	
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 34,960.		
	b Less: accumulated depreciation	10b 28,127.	10c	6,833.
	11 Investments – publicly traded securities	1,468,649.	11	
	12 Investments – other securities See Part IV, line 11		12	
	13 Investments – program-related See Part IV, line 11		13	
	14 Intangible assets	302.	14	
	15 Other assets See Part IV, line 11		15	52,355.
16 Total assets. Add lines 1 through 15 (must equal line 34)	2,623,313.	16	1,329,102.	
LIABILITIES	17 Accounts payable and accrued expenses	68,388.	17	42,123.
	18 Grants payable		18	
	19 Deferred revenue	49,123.	19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	1,101,538.
	26 Total liabilities. Add lines 17 through 25	117,511.	26	1,143,661.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.			
	27 Unrestricted net assets	2,505,802.	27	185,441.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	2,505,802.	33	185,441.
	34 Total liabilities and net assets/fund balances	2,623,313.	34	1,329,102.

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Form 990 (2011)

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	3,300,328.
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,849,167.
3	Revenue less expenses Subtract line 2 from line 1	3	-2,548,839.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,505,802.
5	Other changes in net assets or fund balances (explain in Schedule O) See Schedule O	5	228,478.
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	185,441.

Part XII Financial Statements and Reporting

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

☐

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b Were the organization's financial statements audited by an independent accountant?	X	
c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	X	
d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

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Form 990 (2011)

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

Lifespan Physician Group, Inc.

Employer identification number

05-0389801

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 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?

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

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

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

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

Schedule A (Form 990 or 990-EZ) 2011

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'.)						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets. (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%

16a **33-1/3% support test – 2011.** If the organization did not check the box on line 13, and the 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 ▶ ☐

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Schedule A (Form 990 or 990-EZ) 2011

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 yr 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	2,025,401.	2,417,725.	2,110,723.	1,982,024.	3,084,066.	11,619,939.
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	2,025,401.	2,417,725.	2,110,723.	1,982,024.	3,084,066.	11,619,939.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	0.	0.	0.	0.	0.	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.	0.	0.	0.	150,267.	150,267.
c Add lines 7a and 7b	0.	0.	0.	0.	150,267.	150,267.
8 Public support (Subtract line 7c from line 6)						11,469,672.

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	2,025,401.	2,417,725.	2,110,723.	1,982,024.	3,084,066.	11,619,939.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	365,441.	65,279.	44,972.	38,236.	18,835.	532,763.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0.
c Add lines 10a and 10b	365,441.	65,279.	44,972.	38,236.	18,835.	532,763.
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.) See Part IV					245,785.	245,785.
13 Total support. (Add lines 9, 10c, 11, and 12.)	2,390,842.	2,483,004.	2,155,695.	2,020,260.	3,348,686.	12,398,487.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	92.51 %
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	4.30 %
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).

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2011

Schedule A, Part IV - Supplemental Information

Page 5

Client LPG

Lifespan Physician Group, Inc.

05-0389801

8/07/13

05.05PM

Part III, Line 12 - Other Income

Nature and Source	2011	2010	2009	2008	2007
Other Revenue	245,785.				
Total	<u>\$ 245,785.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**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, lines 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

Employer identification number

Lifespan Physician Group, Inc.

05-0389801

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)

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

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part 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

	Amount
1c	
1d	
1e	
1f	

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

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	1,822,221.	1,878,615.	2,646,095.	0.	
b Contributions					
c Net investment earnings, gains, and losses		6,092.	107,334.		
d Grants or scholarships	1,822,221.	62,486.	874,814.		
e Other expenditures for facilities and programs				0.	
f Administrative expenses					
g End of year balance	0.	1,822,221.	1,878,615.	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

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		34,960.	28,127.	6,833.
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ☐ 6,833.

BAA

Schedule D (Form 990) 2011

Part VII Investments – Other Securities. See Form 990, Part X, line 12. N/A

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

Part VIII Investments – Program Related. See Form 990, Part X, line 13. N/A

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

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

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

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Intercompany Liabilities	1,101,538.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25.) ▶	1,101,538.

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)

See Part XIV

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

N/A

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

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return N/A

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

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return N/A

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

Part XIV Supplemental Information

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

Part X - FIN 48 Footnote

Lifespan Physician Group, Inc. (LPG), as a not-for-profit corporation, is recognized under Section 501(c)(3) of the Internal Revenue Code and is exempt from Federal income taxes. LPG recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount of benefit that is greater than fifty percent likely to be realized upon settlement. Changes in measurement are reflected in the period in which the change in judgment occurs. LPG did not recognize the

Part XIV Supplemental Information *(continued)***Part X - FIN 48 Footnote (continued)**

effect of any income tax positions during the fiscal year ended September 30, 2012.

Part XIV Supplemental Information (continued)[illegible]

SCHEDULE I
(Form 990)

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

OMB No 1545-0047

2011

Department of the Treasury
Internal Revenue Service

Complete if the organization answered 'Yes' to Form 990, Part IV, lines 21 or 22.
▶ Attach to Form 990.

**Open to Public
Inspection**

Name of the organization

Employer identification number

Lifespan Physician Group, Inc.

05-0389801

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. See Part IV

☒ **Yes** ☐ **No**

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000.

Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) Rhode Island Hospital Fdn. 167 Point Street Providence, RI 02903	05-0468736	501 (c) (3)	1,840,625.	0.			Philanthropic
(2) The Miriam Hospital Fdn. 167 Point Street Providence, RI 02903	05-0377502	501 (c) (3)	515,504.	0.			Philanthropic
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							
(8) -----							

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

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

2
0

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

TEEA3901L 06/01/11

Schedule I (Form 990) (2011)

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					
Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.					

Part I, Line 2 - Procedures for Monitoring Use of Grants Funds in U.S.

The organizations that are granted assistance are non-profit organizations (typically

501(c)(3)) whose missions are similar to that of Lifespan Physician Group, Inc.,

including promoting and advancing medical research, education and training in

medicine, promoting medical related sciences, and providing clinical practice.

SCHEDULE J
(Form 990)Department of the Treasury
Internal Revenue Service**Compensation Information****For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

- **Complete if the organization answered 'Yes' to Form 990, Part IV, line 23.**
► **Attach to Form 990.** ► **See separate instructions.**

OMB No 1545-0047

2011**Open to Public Inspection**

Name of the organization

Lifespan Physician Group, Inc.

Employer identification number

05-0389801

Part I Questions Regarding Compensation

- 1 a** 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. **Part III**

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

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

1b

X

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

2

X

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

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

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

a Receive a severance payment or change-of-control payment?

4a

X

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

4b

X

c Participate in, or receive payment from, an equity-based compensation arrangement?

4c

X

If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III **Part III**

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

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

a The organization?

5a

X

b Any related organization?

5b

X

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

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

a The organization?

6a

X

b Any related organization?

6b

X

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

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

7

X

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

8

X

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

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

Schedule J (Form 990) 2011

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 columns (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 and incentive compensation	(iii) Other reportable compensation				
Timothy J. Babineau, MD	(i) 0. (ii) 670,179.	0. 113,906.	0. 49,377.	0. 123,194.	0. 22,473.	0. 979,129.	0. 21,386.
John B. Murphy, MD	(i) 0. (ii) 305,350.	0. 0.	0. 56,630.	0. 51,212.	0. 19,745.	0. 432,937.	0. 32,493.
George A. Vecchione	(i) 0. (ii) 928,502.	0. 390,234.	0. 6,529,192.	0. 7,350.	0. 21,198.	0. 7,876,476.	0. 3,456,806.
Mary A. Wakefield	(i) 0. (ii) 499,573.	0. 84,291.	0. 93,969.	0. 85,853.	0. 15,848.	0. 779,534.	0. 67,780.
Gideon Koren, MD	(i) 266,197. (ii) 0.	0. 0.	3,771. 0.	32,499. 0.	18,682. 0.	321,149. 0.	0. 0.
Alfred E. Buxton	(i) 142,273. (ii) 0.	0. 0.	2,137. 0.	19,345. 0.	6,530. 0.	170,285. 0.	0. 0.
7	(i) 0. (ii) 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.
8	(i) 0. (ii) 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.
9	(i) 0. (ii) 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.
10	(i) 0. (ii) 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.
11	(i) 0. (ii) 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.
12	(i) 0. (ii) 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.
13	(i) 0. (ii) 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.
14	(i) 0. (ii) 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.
15	(i) 0. (ii) 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.
16	(i) 0. (ii) 0.	0. 0.	0. 0.	0. 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, for Part II. Also complete this part for any additional information.

Part I, Line 1a - Relevant Information Regarding Compensation Benefits**Tax Indemnification and Gross-up Payments:**

The Lifespan Executive Long Term Disability program provides financial protection to designated Lifespan executives in the event that they become disabled. Premiums are paid to the insurance carrier by the insureds on an after tax basis to allow for income replacement at a reasonable cost. The income associated with the premiums is grossed-up to cover the total cost of the benefit as provided in the Lifespan Executive Benefit Plan and is included in Medicare wages, more specifically on Schedule J, Part II, Column B (iii).

Social Club Dues:

The job responsibilities of certain executives include development of relationships with business leaders and donors. Those relationships are facilitated by the ability to meet in private sessions during which focused business discussions take place. The Hope and University Clubs, which require individual memberships, are places in Providence where businessmen and women, civic, community and social leaders can gather in a business-like atmosphere. The cost of membership is considered by Lifespan to be reasonable and necessary and thus a qualified business expense not taxable to the employee. IRS regulations regarding documentation requirements are

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, for Part II. Also complete this part for any additional information.

Part I, Line 1a - Relevant Information Regarding Compensation Benefits (continued)

followed for any payments made for meetings held at the respective club, including the business purpose and nature of the business benefit derived; the nature of the business discussion or activity; and the identity and business relationship of attendees.

Part I, Line 4 - Received Severance, Supplemental NQ Retirement, Equity-Based Compensation

Line 4b:

Lifespan offers a non-qualified supplemental employee retirement plan to certain executives. The following individuals were credited with the non-vested amounts indicated during calendar year 2011 and such amounts are included in deferred compensation on Schedule J, Part II, Column C:

Timothy J. Babineau - \$115,844.

John B. Murphy - \$46,312.

Mary A. Wakefield - \$76,053.

In 2011, the following individuals were vested and paid non-qualified supplemental employee retirement plan amounts and such amounts are included in Medicare wages, more specifically on Schedule J, Part II, Column B(iii):

BAA

Schedule J (Form 990) 2011

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, for Part II. Also complete this part for any additional information.

Part I, Line 4 - Received Severance, Supplemental NQ Retirement, Equity-Based Compensation (continued)

Timothy J. Babineau - \$21,591.

John B. Murphy - \$32,806.

George A. Vecchione - \$4,390,810.

Mary A. Wakefield - \$68,432.

A portion of the above payments were reported as deferred compensation in prior years and therefore are reflected on Schedule J, Part II, Column F.

Additionally, Lifespan paid premiums on split-dollar life insurance plans on behalf of certain executives. The imputed economic benefit associated with such plans for calendar year 2011 is included in the reportable compensation disclosed on Form 990.

Part VII, Column D for the following individual:

George A. Vecchione - \$10,493.

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

Lifespan Physician Group, Inc.

Employer identification number

05-0389801

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)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
Total				► \$						

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)		
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(9)		
(10)		

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

Schedule L (Form 990 or 990-EZ) 2011

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) Rhode Island Card. Center,	Officer/Direct	221,364.	Pmt. for Admin. & Teac		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

Supplemental Information

Directors George McKendall and Michael Gilson are also officers and members (owners) of Rhode Island Cardiology Center, LLC.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

Lifespan Physician Group, Inc.

Related Organizations and Unrelated Partnerships

▶ 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.

OMB No 1545-0047

2011

Open to Public Inspection

Employer identification number

05-0389801

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) ----- ----- ----- -----					
(2) ----- ----- ----- -----					
(3) ----- ----- ----- -----					

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) Sec 512(b)(13) controlled entity?	
						Yes	No
(1) <u>Bradley Hospital Foundation</u> <u>167 Point Street</u> <u>Providence, RI 02903</u> <u>05-0500688</u>	Philanthropic Activities	RI	501(c)(3)	7	Lifespan Corporation		X
(2) <u>Emma Pendleton Bradley Hospital</u> <u>1011 Veterans Memorial Parkway</u> <u>East Providence, RI 02915</u> <u>05-0258806</u>	Pediatric Psychiatric Health Care Service	RI	501(c)(3)	3	Lifespan Corporation		X
(3) <u>Hospital Properties, Inc.</u> <u>593 Eddy Street</u> <u>Providence, RI 02903</u> <u>22-2869743</u>	Property Management	RI	501(c)(4)	N/A	Lifespan Corporation		X
(4) <u>Lifespan Corporation</u> <u>167 Point Street</u> <u>Providence, RI 02903</u> <u>22-2861978</u>	Holding Company/ Mgmt Services	RI	501(c)(3)	11	N/A		X

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

TEEA5001L 09/08/11

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) Dispropor- tionate 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) -----												

(2) -----												

(3) -----												

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) Lifespan MSO, Inc. 167 Point Street Providence, RI 02903 05-0508717	Mgmt Services	RI	Lifespan Corp.	C Corp	0.	0.	
(2) Lifespan Risk Services, Inc. 167 Point Street Providence, RI 02903 05-0459767	Risk Mgmt	RI	Lifespan Corp.	C Corp	0.	0.	
(3) VNA Technicare, Inc. 622 George Washington Highway Lincoln, RI 02865 05-0472710	DME Sales	RI	LDS, Inc.	C Corp	0.	0.	

BAA

TEEA5002L 05/24/11

Schedule R (Form 990) 2011

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

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

Part 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, unre- lated, 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) Dispropor- tionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 Form (1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													

(2) -----													

(3) -----													

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(5) -----													

(6) -----													

(7) -----													

(8) -----													

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

[illegible]

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) Sec 512(b)(13) controlled entity?	
						Yes	No
Lifespan Diversified Services 167 Point Street Providence, RI 02903 05-0258935	Holding Company/ Mgmt Services	RI	501(c)(3)	11	Lifespan Corporation		X
Lifespan Foundation 167 Point Street Providence, RI 02903 05-0493219	Philanthropic Activities	RI	501(c)(3)	7	Lifespan Corporation		X
Lifespan of Massachusetts, Inc. c/o Archstone Law, 245 Winter St. Waltham, MA 02451 04-3408517	Holding Company	MA	501(c)(3)	11	Lifespan Corporation		X
Newport Health Care Corporation 11 Friendship Street Newport, RI 02840 22-2535537	Holding Company/ Mgmt Services	RI	501(c)(3)	7	Lifespan Corporation		X
Newport Health Property Management, 11 Friendship Street Newport, RI 02840 22-2335539	Property Management	RI	501(c)(3)	11	Newport Health Care Corporation		X
Newport Hospital 11 Friendship Street Newport, RI 02840 05-0258914	Health Care Services	RI	501(c)(3)	3	Newport Health Care Corporation		X
Newport Hospital Foundation, Inc. 11 Friendship Street Newport, RI 02840 22-2535533	Philanthropic Activities	RI	501(c)(3)	7	Newport Health Care Corporation		X
NHCC Medical Associates, Inc. 11 Friendship Street Newport, RI 02840 05-0472268	Health Care Services	RI	501(c)(3)	11	Newport Health Care Corporation		X
RIH Ventures 593 Eddy Street Providence, RI 02903 05-0448686	Parking Facilities/ Phlebotomy Services	RI	501(c)(3)	11	Lifespan Corporation		X

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

Lifespan Physician Group, Inc.

Employer identification number

05-0389801

FORM 990, PART VI, SECTION B, LINE 12c

Lifespan Corporation has a Conflict of Interest Policy that is applicable to all
affiliates, including Lifespan Physician Group, Inc., and administered by Lifespan's
Corporate Compliance Department as follows:

Each designated person subject to Lifespan's conflict of interest policy is required
to provide Lifespan with an initial disclosure statement and thereafter an annual
statement attesting that (i) the designated person has read and is familiar with
this policy, and (ii) the designated person and, to the best of his/her knowledge,
family members, have not in the past engaged in, are not presently engaging in, or
plan to engage in, any activity which contravenes this policy.

If, at any time during the course of employment or association, a designated person
has reason to believe that an existing or contemplated activity may contravene this
policy, the person shall submit a full written description of the activity to the
Lifespan Compliance Officer or the Office of the General Counsel to seek a
determination as to whether the contemplated activity does or does not contravene
this policy. (For the bulk of Lifespan management staff awareness of this
requirement shall be acknowledged as part of the annual performance evaluation
process.) If the activity in question involves either the Chief Executive Officer,
the Senior Vice President and General Counsel, or a Trustee, a full written
disclosure must be made to, and a determination sought from, the Chairman of the
Board of Directors of Lifespan Corporation.

Annually, the Lifespan Compliance Officer shall review and report to the Lifespan
Executive Corporate Compliance Committee and to the Lifespan Audit and Compliance

Name of the organization

Employer identification number

Lifespan Physician Group, Inc.

05-0389801

Committee on the administration of this policy.

Failure on the part of any designated person to comply with this policy, including failure to submit in a timely fashion the conflict of interest disclosure statement, will be grounds for removal from his/her position and/or termination of his/her employment with Lifespan.

FORM 990, PART VI, SECTION B, LINES 15 a&b

The following applies to Lifespan and all of its affiliates, including Lifespan Physician Group, Inc.:

EXECUTIVE COMPENSATION

Lifespan's executive compensation philosophy balances appropriate stewardship of resources and the need to be competitive in recruiting and retaining talented individuals. It incorporates market-competitive and performance-related principles, and covers the President and CEO of Lifespan as well as other officers, senior management and key employees. Lifespan's executive compensation program complies with both law and contemporary ethical norms, and is administered consistent with the organization's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code (IRC) and the avoidance of transactions subject to intermediate sanctions under Section 4958 of the IRC. Executive compensation is also administered consistent with Lifespan's Corporate Compliance Policy on Excess Benefit Transactions.

The Compensation Committee of the Lifespan Corporation Board of Directors (the Committee), comprised of disinterested Lifespan and affiliate Board members, is responsible for diligent oversight of executive compensation to ensure compliance with IRC requirements. Its duties include:

Name of the organization

Lifespan Physician Group, Inc.

Employer identification number

05-0389801

* Approving eligibility for participation in the executive compensation program

* Approving changes in compensation for existing executive participants

* Approving guidelines, such as salary ranges and contract terms, on appropriate levels of compensation for other key employees

* Approving new, and modifying or terminating existing, executive compensation plans including, but not limited to, annual and long-term incentive and executive benefit plans

* Approving performance objectives associated with Lifespan's annual and long-term incentive plans, including measuring points, and using audited actual performance relative to these objectives as a precondition to approving the payment of any awards under the plan(s)

* Authorizing periodic performance benchmark studies to be conducted for purposes of assessing Lifespan's performance within the healthcare industry and the degree to which total remuneration levels at Lifespan are generally commensurate with Lifespan performance relative to healthcare industry performance

* Conducting an annual performance review of Lifespan's Chief Executive Officer. The Chair of the Committee conducts and documents this review, based on his/her observations and interpretation of feedback from members of the Board of Directors.

* Selecting and engaging qualified, independent, third party compensation valuation

Name of the organization

Lifespan Physician Group, Inc.

Employer identification number

05-0389801

consultants that the Committee charges with rendering opinions with respect to the reasonableness and comparability of compensation as well as the comparative organizations against which compensation is assessed, in accordance with relevant sections of the IRC and Lifespan's executive compensation philosophy. The independent consultants are not engaged by management to perform any services for Lifespan without prior approval by the Committee.

Lifespan's Chief Executive Officer works closely with the Committee to make recommendations on the above topics and keep the Committee informed about contemplated compensation changes for executives and other key employees, as well as candidates for these roles. The CEO also provides periodic updates to the Committee regarding Lifespan's performance relative to compensation-related performance objectives.

The Committee's deliberations and actions are documented in minutes prepared for each meeting.

PROCESS FOR DETERMINING COMPENSATION

Valuation of Total Cash and Total Remuneration: No less frequently than annually, the Committee receives and reviews a total cash compensation valuation of all existing executive compensation program participants prepared by its independent compensation consultant. Annually, the Committee also receives and reviews a total remuneration valuation of all existing executive compensation participants.

Base Salary Actions: The CEO recommends any salary adjustments for participants in the executive compensation program, using the results of the valuation study and his/her assessment of individual performance or other pertinent information, for the

Name of the organization

Lifespan Physician Group, Inc.

Employer identification number

05-0389801

Committee's consideration.

New Participants in Executive Compensation Program: With respect to compensation offers for individuals expected to participate in the executive compensation program, the office of the Senior Vice President of Human Resources works with the Committee's independent compensation consultant or relies on information previously provided by the consultant to establish a range of reasonable cash compensation within which recruitment is expected to conclude with acceptance of a reasonable compensation offer.

FORM 990, PART XII, LINE 2

While Lifespan Physician Group, Inc. (LPG) did not produce an audited financial statement as of and for the year ended September 30, 2012, it was included in Lifespan Corporation's audited consolidated financial statements, in which one column is used for LPG. There are no regulatory or creditor stipulations which require the preparation of a separate audited financial statement for LPG.

The Lifespan Audit and Compliance Committee assumes responsibility for oversight of the audit of Lifespan Corporation's consolidated financial statements and the selection of Lifespan Corporation's independent accountant.

Form 990, Part III, Line 2 - New Services

With the formation of Lifespan Physician Group, Inc., the Cardiovascular Institute (CVI) was created in an effort to meet the demands of the changing health care environment and to enhance the level of cardiovascular care provided to the community. CVI includes approximately 30 cardiologists, with support staff, and the creation of three new ambulatory care centers and two comprehensive cardiac centers.

Name of the organization

Employer identification number

Lifespan Physician Group, Inc.

05-0389801

Form 990, Part III, Line 3 - Ceased Conducting or Significant Changes To Services

During fiscal year 2012, Lifespan Physician Group, Inc. (LPG) was formed and assumed the employer identification number of University Cardiology Foundation, Inc. (UCF).

The assets of UCF were acquired by Rhode Island Hospital (RIH) and The Miriam

Hospital (TMH) to create the Cardiovascular Institute (CVI) program which operates

under LPG for cardiology services performed at certain CVI clinics. As UCF, the

organization had two major service programs which ceased operations under LPG during

the year. The first major service program was the organization's teaching and

administration program. This program allowed UCF to provide qualified physicians to

teach courses at The Warren Alpert Medical School of Brown University, mentor

fellows, and manage certain service departments of RIH and TMH. This program ended

as of September 2012 and has been assumed by RIH and TMH. The second major service

program which no longer operates under LPG consists of management services that UCF

provided to clinical cardiology groups. UCF provided billing, information

technology, finance, and administrative support and services to two clinical

cardiology groups, Rhode Island Cardiology Center, LLC and Miriam Cardiology, Inc.,

This program ended as of September 2012 and has been assumed by Lifespan

Corporation.

Form 990, Part III, Line 4d - Other Program Services Description

Cardiology Research: The organization provided one employee to oversee the

Cardiovascular Research Center (CVRC) at Rhode Island Hospital (RIH). The CVRC was

founded by RIH in 2005 and its mission is to unravel fundamental mechanisms of heart

disease and to discover novel cardiac therapies.

Form 990, Part VI, Line 1a - Explanation of Delegated Broad Authority to Committee

Included among the Lifespan Physician Group, Inc. (LPG) Board of Trustees are two

Lifespan Designees (Designees), physicians designated by Lifespan Corporation

Name of the organization	Employer identification number
Lifespan Physician Group, Inc.	05-0389801

Form 990, Part VI, Line 1a - Explanation of Delegated Broad Authority to Committee (continued)

(Lifespan) who shall be licensed to practice medicine in the State of Rhode Island and shall serve at the pleasure of Lifespan. The Designees shall have the right, acting alone by concurrent approval of both Designees, to initiate action on and approve any of the following matters:

(a) To approve and/or initiate the enumerated joint powers of the Trustees listed within LPG's bylaws, except to the extent that under Rhode Island law a greater number of Trustees of the Corporation is required to affirmatively approve a joint power action. To the extent that Rhode Island law requires a greater number of Trustees to make a recommendation or resolution on a joint power matter before undertaking such joint power action, then all Trustees shall take such prior vote on such matter in accordance with the bylaws in the manner specified by concurrent approval of the Designees.

(b) To initiate a joint power action listed in part (a) above, this ability can only be exercised by the Designees in the event of a Board deadlock. The matter shall first be presented for action at a regular or special meeting of the Board of Trustees of the Corporation. If the matter is not approved at such meeting of the Board of Trustees, then the Designees may initiate the action provided that the Designees first: (i) determine, in their sole discretion, that a Board deadlock exists which necessitates such action; (ii) provide written notice to each of the other Trustees of their determination; (iii) specify in the written notice the reasons for their determination; and (iv) provide the Trustees a ten (10) day grace period within which to reconsider and/or approve the proposed action at a special meeting called for such purpose. If the Trustees do not approve such proposed action within such ten (10) day grace period or do not reach agreement on a compromise

Name of the organization

Lifespan Physician Group, Inc.

Employer identification number

05-0389801

Form 990, Part VI, Line 1a - Explanation of Delegated Broad Authority to Committee (continued)

acceptable to the Designees with respect to such action, then the Designees may, acting on their own by concurrent approval of both Designees, initiate and cause LPG to implement such action.

(c) LPG shall cause the Designee's authority to approve and initiate actions to be reserved to LPG in the bylaws (or applicable organizational documents) of any subsidiary of which LPG is the sole or controlling member, partner, trustee, or stockholder, or that LPG otherwise owns or controls.

Form 990, Part VI, Line 2 - Business or Family Relationship of Officers, Directors, Etc.

Timothy J. Babineau, MD is an officer of Lifespan Corporation and Rhode Island Hospital. Mary A. Wakefield is an officer of Lifespan Corporation, Rhode Island Hospital, Lifespan Management Services Organization, Inc., and VNA Technicare, Inc. George A. Vecchione was the President and CEO of Lifespan Corporation until August 2012. Through September 30, 2008, Mr. Vecchione was the interim President and CEO of Rhode Island Hospital. John B. Murphy, Secretary and Treasurer, is employed by Rhode Island Hospital as the Hospital's Senior Vice President of Medical Affairs and Chief Medical Officer.

Form 990, Part VI, Line 4 - Significant Changes to Organizational Documents

On May 7, 2012, the Board of University Cardiology Foundation, Inc., voted to pass certain resolutions that called for it to change from a membership corporation to a memberless corporation governed by a Board of Trustees and to do so by amending its Articles of Incorporation. The Board also voted to affiliate itself with Lifespan Corporation and as an affiliate, make itself subject to certain controls (financial, compliance and operational oversight) through reserve powers within newly crafted corporate bylaws. The changes to these documents resulted in the following:

Name of the organization

Lifespan Physician Group, Inc.

Employer identification number

05-0389801

Form 990, Part VI, Line 4 - Significant Changes to Organizational Documents

1.) The name of University Cardiology Foundation, Inc. was changed to Lifespan Physician Group, Inc.

2.) The entity changed to a memberless corporation to be governed and managed by a Board of Trustees, all of them being physicians. The Trustees and Officers of the Corporation shall have the terms of office, method of selection and roles defined and established by the bylaws of the Corporation.

3.) The Articles of Incorporation may only be amended by a two-thirds majority of the Board of Trustees at a meeting duly announced for that purpose; however, no such amendment shall authorize or permit the corporation to be operated otherwise than exclusively for charitable, scientific and educational purposes.

Form 990, Part VI, Line 11b - Form 990 Review Process

The preparation and filing of the Form 990 and supporting schedules is the responsibility of the Chief Financial Officer and Lifespan's Finance Department, with review by Lifespan's tax advisors, KPMG LLP. The Form 990 is prepared by the accounting staff upon completion of Lifespan's annual independent audit and reviewed by the Corporate Services Tax Compliance Manager. Further review is performed by the Director of Finance and the Vice President of Finance - Corporate Services. Once the draft Form 990 is complete, the Director of Finance forwards it with all supporting worksheets to KPMG, which then reviews the completed form in detail. The Director of Finance answers questions as they arise and provides additional information as needed. KPMG provides the Director of Finance with any recommended changes which are reviewed, and if agreed upon, are incorporated into the return. The draft Form 990 is then provided to the Chief Financial Officer for final management review.

Name of the organization

Lifespan Physician Group, Inc.

Employer identification number

05-0389801

Form 990, Part VI, Line 11b - Form 990 Review Process (continued)

Once the Form 990 is complete and ready to be filed, the members of the Board are notified via email that a copy of the final version of the Form 990 is accessible through a password protected website portal. The Chief Financial Officer is authorized to file the Form 990.

Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available

Lifespan currently makes its annual and quarterly consolidated financial statements available to the public via DAC (Digital Assurance Certification LLC), a disclosure dissemination agent for issuers of the tax-exempt bonds which electronically posts and transmits Lifespan's financial information to repositories and investors alike. In addition, copies of LPG's Articles of Incorporation, Bylaws, and Conflict of Interest Policy are available upon request from the office of the Lifespan Chief Financial Officer, either in person or by mail.

Form 990, Part VII - Compensation Explanation**Timothy J. Babineau, MD**

Timothy J. Babineau, MD, President, became the CEO and President of Lifespan Corporation effective August 2012. He is also the CEO and President of Rhode Island Hospital, The Miriam Hospital, Rhode Island Hospital Foundation and The Miriam Hospital Foundation. As a full-time employee he devotes 40+ hours per week to these organizations. His compensation is paid by Lifespan Corporation.

John B. Murphy, MD

John B. Murphy, MD, Secretary and Treasurer, is the Senior Vice President of Medical Affairs and Chief Medical Officer at Rhode Island Hospital (RIH). As a full-time employee he devotes 40+ hours per week to these organizations. His compensation is paid by RIH.

George A. Vecchione

Name of the organization

Lifespan Physician Group, Inc.

Employer identification number

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Form 990, Part VII - Compensation Explanation (continued)

George A. Vecchione, Trustee, was the President and CEO of Lifespan Corporation until August 2012. The calendar year 2011 compensation reported in this return reflects amounts earned as the President and CEO of Lifespan Corporation.

Mary A. Wakefield

Mary A. Wakefield, Chief Financial Officer, is the Executive Vice President and Chief Financial Officer of Lifespan Corporation and Affiliates and as a full-time employee devotes 40+ hours per week to the combined organization. As part of her responsibilities, she provides financial oversight to all of Lifespan's affiliated organizations disclosed in Schedule R. Her compensation is paid by Lifespan Corporation.

Alfred E. Buxton

Alfred Buxton served as the President of University Cardiology Foundation until May, 2011. After leaving his role as President, Mr. Buxton served as a part-time physician of UCF, covering for absent physicians. The calendar year 2011 compensation reported in this return was paid by UCF and reflects amounts earned as a part-time physician.

2011

Schedule O - Supplemental Information

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Client LPG

Lifespan Physician Group, Inc.

05-0389801

8/02/13

08 16AM

Form 990, Part XI, Line 5

Other Changes in Net Assets or Fund Balances

Net Unrealized Gains or Losses on Investments

	\$	228,478.
Total	\$	<u>228,478.</u>