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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 2012 Open to Public Inspection
	▶ The organization may have to use a copy of this return to satisfy state reporting requirements	

A For the 2012 calendar year, or tax year beginning 07-01-2012 , 2012, and ending 06-30-2013

B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	C Name of organization MCV ASSOCIATED PHYSICIANS		D Employer identification number 54-1581185	
	Doing Business As MCV PHYSICIANS			
	Number and street (or P O box if mail is not delivered to street address) PO BOX 980620 Suite	Room/suite	E Telephone number (804) 827-8400	
	City or town, state or country, and ZIP + 4 RICHMOND, VA 232980510			
			G Gross receipts \$ 357,223,450	
F Name and address of principal officer AMY S SEBRING 830 East Main St Suite 1900 Richmond, VA 23219		H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list (see instructions) H(c) Group exemption number ▶		
I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () ◀ (Insert no) ☐ 4947(a)(1) or ☐ 527				
J Website: ▶ WWW.VCUHEALTH.ORG				
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶		L Year of formation 1991	M State of legal domicile VA	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities THE ORGANIZATION FUNCTIONS AS THE GROUP PRACTICE PLAN FOR THOSE PROFESSIONALS WHO HAVE FACULTY APPOINTMENTS IN VCU SCHOOL OF MEDICINE, SUPPORTING MEDICAL TEACHING AND THE NEEDS OF THE INDIGENT POPULATION			
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets			
	3	Number of voting members of the governing body (Part VI, line 1a)	3 11	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4 3	
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5 1,512	
6	Total number of volunteers (estimate if necessary)	6 0		
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a 0		
7b	Net unrelated business taxable income from Form 990-T, line 34	7b		
Revenue			Prior Year	Current Year
	8	Contributions and grants (Part VIII, line 1h)	3,448,578	3,715,799
	9	Program service revenue (Part VIII, line 2g)	241,476,533	263,601,068
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,029,308	4,649,683
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	630,077	9,790,651
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	247,584,496	281,757,201
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	2,296,892	1,776,341
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	219,976,069	239,706,597
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b	Total fundraising expenses (Part IX, column (D), line 25) ☐ 0		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	19,834,936	23,282,781
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	242,107,897	264,765,719
	19	Revenue less expenses Subtract line 18 from line 12	5,476,599	16,991,482
	Net Assets or Fund Balances			Beginning of Current Year
20		Total assets (Part X, line 16)	148,222,961	174,116,231
21		Total liabilities (Part X, line 26)	42,094,129	45,014,590
22		Net assets or fund balances Subtract line 21 from line 20	106,128,832	129,101,641

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			2014-04-21 Date	
	AMY S SEBRING EXECUTIVE DIRECTOR & TREASURER Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date
	Firm's name  KPMG LLP			Check ☐ if self-employed	PTIN
	Firm's address  1676 International Drive McLean, VA 22102			Phone no (703) 286-8000	

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

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

THE ORGANIZATION FUNCTIONS AS THE GROUP PRACTICE PLAN FOR THOSE PHYSICIANS AND HEALTHCARE PROFESSIONALS WHO HAVE FACULTY APPOINTMENTS IN VCU SCHOOL OF MEDICINE SUPPORTING MEDICAL TEACHING AND THE NEEDS OF THE INDIGENT POPULATION

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

If "Yes," describe these changes on Schedule O

4a (Code) (Expenses \$ 261,966,515 including grants of \$ 1,776,341) (Revenue \$ 263,601,068)

MCV ASSOCIATED PHYSICIANS D/B/A MCV PHYSICIANS (MCVP) IS ORGANIZED AND OPERATED EXCLUSIVELY FOR THE BENEFIT OF VIRGINIA COMMONWEALTH UNIVERSITY (VCU), A TAX-EXEMPT ORGANIZATION UNDER INTERNAL REVENUE CODE (IRC) SECTION 115 AS DESCRIBED IN IRC SECTION 170(C)(1) ON JULY 1, 2000, MCVP BECAME PART OF THE VCU HEALTH SYSTEM ALONG WITH THE MCV HOSPITAL AUTHORITY MCVP WAS FORMED AND OPERATES AS AN INTERNAL REVENUE CODE 509(A)(3) SUPPORTING ORGANIZATION OF THE MEDICAL COLLEGE OF VIRGINIA (MCV)/VIRGINIA COMMONWEALTH UNIVERSITY (VCU), A STATE MEDICAL SCHOOL AND UNIVERSITY MCVP ALSO SERVES THE ONLY BURN CENTER AND FULL RANGE CANCER CENTER IN THE AREA IN SUPPORT OF THE MEDICAL SCHOOL, MCVP PROVIDES ESSENTIAL SERVICES TO AND WORKS CLOSELY WITH THE VCU HEALTH SYSTEM - MCV HOSPITAL, A DIVISION OF MCV/VCU AND AFFILIATED AMBULATORY CARE CENTERS THE VCU HEALTH SYSTEM - MCV HOSPITAL OPERATES ONE OF THE FEW REMAINING HOSPITAL FACILITIES IN THE HIGHLY INDIGENT INNER-CITY AREA OF RICHMOND, VA AS WELL AS SURROUNDING COMMUNITY LOCATIONS IT SERVES AS ONE OF THE BUSIEST LEVEL I TRAUMA CENTERS ON THE EAST COAST MORE THAN 50% OF THE PATIENTS SERVED ARE FROM THE CITY OF RICHMOND AND REPRESENT A HIGHLY INDIGENT POPULATION IN GENERAL, AN INDIGENT PATIENT RESULTS IN A MUCH MORE EXPENSIVE PATIENT TO TREAT FOR SEVERAL REASONS 1) THE PATIENT HAS NOT REQUESTED OR RECEIVED PREVENTIVE MEDICINE, AND 2) THE PATIENT IS GENERALLY SICKER BECAUSE THE PREVENTIVE MEDICINE WAS NOT AFFORDABLE IN FACT, THE MAJORITY OF PATIENTS USE THE VCU HEALTH SYSTEM EMERGENCY CENTER AS THEIR FIRST STOP FOR PRIMARY CARE DURING THE FISCAL YEAR ENDING 6/30/2013, THE ASSOCIATION PROVIDED UNSUBSIDIZED AND UN-REIMBURSED COSTS IN THE AMOUNT OF \$1,173,690 THE ASSOCIATION ALSO HAS RESPONSIBILITY FOR THE ADMINISTRATION AND MANAGEMENT OF ALL AMBULATORY CARE FACILITIES EACH AMBULATORY CENTER IS CONSOLIDATED UNDER 1 PHYSICIAN AND 1 NON-PHYSICIAN TEAM

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

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

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

4e	Total program service expenses	261,966,515
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Part IV

Checklist of Required Schedules

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

Part IV

Checklist of Required Schedules (continued)

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

Part V

Statements Regarding Other IRS Filings and Tax Compliance

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

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

Part VI

Governance, Management, and Disclosure

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	11	
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	3	
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?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	8a	Yes
8b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. ☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization KEITH PURCELL 701 E FRANKLIN STREET SUITE 1301 RICHMOND, VA (804) 628-9090

Part VII

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

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- 1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) David P Chelmow Board member & Dept Chair	48 5 15 3	X						366,600	101,661	54,607
(2) JAMES J POTYRAJ EXECUTIVE DIR AND TREASURER	60 0 0 0	X		X				379,770	0	54,802
(3) JEROME F STRAUSS Board Member & Dean of SOM	31 4 25 7	X						402,792	291,450	120,336
(4) Ananda K Pandurangi Board member & Div Chair	43 0 14 3	X						205,744	59,946	46,605
(5) JOHN D WARD Board Member & President	46 6 3 0	X		X				451,541	142,481	98,797
(6) HARINDER S DHINDSA Bd member & Assoc Professor	60 2 1 9	X						235,383	52,221	45,509
(7) DAMIAN L COVINGTON BOARD MEMBER	1 0 0 0	X						0	0	0
(8) ANTON J KUZEL Board Member & Dept Chair	26 8 26 8	X						161,441	156,931	41,932
(9) ANN S FULCHER Board Member & Dept Chair	63 3 2 6	X						617,297	101,661	75,472
(10) LAURIE J LYCKHOLM Board Member & Professor	36 7 30 0	X						134,805	92,283	50,076
(11) BRUCE K RUBIN Board Member & Dept Chair	55 0 20 4	X						329,025	106,744	90,951
(12) MICHAEL E KECK BOARD MEMBER	1 0 0 0	X						0	0	0
(13) JOSEPH M TEEFEY BOARD MEMBER	1 0 0 0	X						0	0	0
(14) Mary Ann Peberdy Bd member & Assoc Professor	66 7 8 8	X						143,926	118,450	37,565
(15) KEITH W PURCELL CONTROLLER	40 0 0 0			X				123,136	0	30,661
(16) JAMES P NEIFELD DEPT CHAIR	35 6 21 8				X			288,267	339,850	142,190
(17) John F Butterworth Dept Chair	52 6 12 3				X			463,910	126,890	59,900

Part VII

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	519
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Section B. Independent Contractors

Section B. Independent Contractors

Form **990** (2012)

Part VIII

Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	3,715,799			
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		3,715,799			
Program Service Revenue	2a	NET PATIENT SERVICE REVENUE	Business Code 812900	186,503,950	186,503,950		
	b	CONTRACT REVENUE FROM MCVH	900099	61,490,977	61,490,977		
	c	OTHER CONTRACT REVENUE	900099	14,639,992	14,639,992		
	d	MEDICAL CONSULTATION INCOME	900099	966,149	966,149		
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		263,601,068			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	2,774,844			2,774,844
4		Income from investment of tax-exempt bond proceeds . . .	0				
5		Royalties	0				
6a		Gross rents	(i) Real	(ii) Personal			
		b	Less rental expenses				
		c	Rental income or (loss)	0	0		
		d	Net rental income or (loss)		0		
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
		b	Less cost or other basis and sales expenses	77,341,088			
		c	Gain or (loss)	75,466,249			
		d	Net gain or (loss)	1,874,839			1,874,839
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b		Less direct expenses	b				
c		Net income or (loss) from fundraising events . . .		0			
9a		Gross income from gaming activities See Part IV, line 19	a				
b		Less direct expenses	b				
c		Net income or (loss) from gaming activities . . .		0			
10a		Gross sales of inventory, less returns and allowances	a				
b		Less cost of goods sold	b				
c		Net income or (loss) from sales of inventory . . .		0			
Miscellaneous Revenue		Business Code					
11a	MEANINGFUL USE PAYMENTS	900099	9,146,998			9,146,998	
b	SERVICES	900099	613,778			613,778	
c	SALES	900099	12,324			12,324	
d	All other revenue		17,551			17,551	
e	Total. Add lines 11a-11d		9,790,651				
12	Total revenue. See Instructions		281,757,201	263,601,068		14,440,334	

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response 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.	1,776,341	1,776,341		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4	Benefits paid to or for members.	0			
5	Compensation of current officers, directors, trustees, and key employees.	7,040,059	7,040,059		
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7	Other salaries and wages.	187,608,377	187,608,377		
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	15,678,371	15,678,371		
9	Other employee benefits.	21,799,821	21,799,821		
10	Payroll taxes.	7,579,969	7,579,969		
11	Fees for services (non-employees):				
a	Management.	403,505	403,505		
b	Legal.	1,607,569	1,072,120	535,449	
c	Accounting.	154,844		154,844	
d	Lobbying.	0			
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees.	570,390		570,390	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	1,538,521		1,538,521	
12	Advertising and promotion.	92,953	92,953		
13	Office expenses.	0			
14	Information technology.	0			
15	Royalties.	0			
16	Occupancy.	3,253,975	3,253,975		
17	Travel.	1,479,425	1,479,425		
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	800,034	800,034		
20	Interest.	0			
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	647,087	647,087		
23	Insurance.	4,672,730	4,672,730		
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	SUPPLIES	2,958,636	2,958,636		0
b	RECRUITMENT	2,258,488	2,258,488		
c	DUES & SUBSCRIPTIONS	1,414,518	1,414,518		
d	REPAIRS & MAINTENANCE	511,488	511,488		
e	All other expenses	918,618	918,618		
25	Total functional expenses. Add lines 1 through 24e.	264,765,719	261,966,515	2,799,204	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

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

☐

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			0	1	0
	2	Savings and temporary cash investments			32,385,758	2	26,487,484
	3	Pledges and grants receivable, net			0	3	0
	4	Accounts receivable, net			19,013,550	4	18,763,168
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			0	5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L			0	6	0
	7	Notes and loans receivable, net			0	7	0
	8	Inventories for sale or use			0	8	0
	9	Prepaid expenses and deferred charges			351,208	9	327,375
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	6,252,239	1,992,087	10c	1,841,493
	b	Less accumulated depreciation	10b	4,410,746			
	11	Investments—publicly traded securities			89,347,935	11	105,902,359
	12	Investments—other securities See Part IV, line 11			0	12	0
	13	Investments—program-related See Part IV, line 11			0	13	0
	14	Intangible assets			0	14	0
	15	Other assets See Part IV, line 11			5,132,423	15	20,794,352
16	Total assets. Add lines 1 through 15 (must equal line 34)			148,222,961	16	174,116,231	
Liabilities	17	Accounts payable and accrued expenses			22,407,792	17	24,682,402
	18	Grants payable			0	18	0
	19	Deferred revenue			0	19	0
	20	Tax-exempt bond liabilities			0	20	0
	21	Escrow or custodial account liability Complete Part IV of Schedule D			0	21	0
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			0	22	0
	23	Secured mortgages and notes payable to unrelated third parties			0	23	0
	24	Unsecured notes and loans payable to unrelated third parties			0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D			19,686,337	25	20,332,188
	26	Total liabilities. Add lines 17 through 25			42,094,129	26	45,014,590
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			106,128,832	27	129,101,641
	28	Temporarily restricted net assets			0	28	0
	29	Permanently restricted net assets			0	29	0
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			106,128,832	33	129,101,641
	34	Total liabilities and net assets/fund balances			148,222,961	34	174,116,231

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	281,757,201
2	Total expenses (must equal Part IX, column (A), line 25)	2	264,765,719
3	Revenue less expenses Subtract line 2 from line 1	3	16,991,482
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	106,128,832
5	Net unrealized gains (losses) on investments	5	5,981,327
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	129,101,641

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

SCHEDULE A
(Form 990 or 990EZ)

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

2012

Open to Public
Inspection

Name of the organization MCV ASSOCIATED PHYSICIANS	Employer identification number 54-1581185
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) VCU SCHOOL OF MEDICINE	546001758	02	Yes						1,776,341
Total									1,776,341

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage			
14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14		
15 Public support percentage for 2011 Schedule A, Part II, line 14	15		
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			▶
b 33 1/3% support test—2011. 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—2012. 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—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization			▶
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions			▶

Part IIIPart III

Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage		
15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2012. 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—2011. 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).

Facts And Circumstances Test

Explanation

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization MCV ASSOCIATED PHYSICIANS	Employer identification number 54-1581185
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Part I

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

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

Part II

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

1

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

☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area

☐ Protection of natural habitat ☐ Preservation of a certified historic structure

☐ Preservation of open space

2

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

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

3

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

4

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

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

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

7

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

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

▶\$ _____

(ii) Assets included in Form 990, Part X

▶\$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶\$ _____

b

Assets included in Form 990, Part X

▶\$ _____

Part III

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

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

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

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

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

☐

Part V

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

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a	Beginning of year balance				
b	Contributions				
c	Net investment earnings, gains, and losses				
d	Grants or scholarships				
e	Other expenditures for facilities and programs				
f	Administrative expenses				
g	End of year balance				

2

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

a

Board designated or quasi-endowment

b

Permanent endowment

c

Temporarily restricted endowment

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

3a

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

(i) unrelated organizations

(ii) related organizations

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

b

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

4

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

Part VI

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	0	45,500		45,500
b Buildings	0	370,608	179,170	191,438
c Leasehold improvements	0	1,541,253	855,792	685,461
d Equipment	0	4,254,270	3,369,642	884,628
e Other	0	40,608	6,142	34,466
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,841,493

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

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

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

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

Part XIII 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, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
FIN 48 (ASC 740) Footnote	Schedule D, Part X, Line 2	BEGINNING WITH ADOPTION OF FASB INTERPRETATION NO 48, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES (FIN 48), AS OF JULY 1, 2007, MCVAP 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 THAT IS GREATER THAN 50% LIKELY OF BEING REALIZED. CHANGES IN RECOGNITION OR MEASUREMENT ARE REFLECTED IN THE PERIOD IN WHICH CHANGE IN JUDGEMENT OCCURS. PRIOR TO THE ADOPTION OF FIN 48, MCVAP RECOGNIZED THE EFFECT OF INCOME TAX POSITIONS ONLY IF SUCH POSITIONS WERE PROBABLE OF BEING SUSTAINED. AT JUNE 30, 2013 AND 2012, MCVAP HAS NO INCOME TAX POSITIONS THAT ARE NOT CONSIDERED GREATER THAN 50% LIKELY OF BEING REALIZED.

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

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

MCV ASSOCIATED PHYSICIANS

Employer identification number

54-1581185

Part I General Information on Grants and Assistance

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

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

[illegible]

- | | | | |
|----------|---|---|----------|
| 2 | Enter total number of section 501(c)(3) and government organizations listed in the line 1 table | ▶ | <u>1</u> |
| 3 | Enter total number of other organizations listed in the line 1 table | ▶ | |

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

Part IV

Supplemental Information.

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

Identifier	Return Reference	Explanation
Monitoring the Use of Grant Funds	Schedule I, Part I, Line 2	MCVAP IS REQUIRED TO MAKE A CLINICAL EARNINGS CONTRIBUTION TO THE VIRGINIA COMMONWEALTH UNIVERSITY SCHOOL OF MEDICINE (VCU SOM) IN SUPPORT OF ITS ACADEMIC AND EDUCATIONAL GOALS THIS CONTRIBUTION IS BASED ON A PERCENTAGE OF NET PATIENT SERVICE REVENUE, AS DEFINED THE CLINICAL EARNINGS CONTRIBUTION MAY BE USED FOR ACADEMIC, RESEARCH, CLINICAL OR OPERATIONAL COSTS AT THE DISCRETION OF THE DEAN OF THE VCU SOM THE DEAN HAS DIRECTED THAT ALL CLINICAL EARNINGS CONTRIBUTIONS REMAIN A DESIGNATED UNRESTRICTED FUND BALANCE OF MCVAP UNTIL SUCH TIME AS THE AMOUNTS ARE NEEDED FOR THE REQUIRED PURPOSE MCVAP MAKES OTHER CONTRIBUTIONS FROM TIME TO TIME TO SUPPORT THE MISSIONS OF ORGANIZATIONS AFFILIATED WITH VCU HEALTH SYSTEM AUTHORITY

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, question 23. ▶ Attach to Form 990. ▶ See separate instructions.	OMB No 1545-0047
		2012
		Open to Public Inspection

Name of the organization MCV ASSOCIATED PHYSICIANS	Employer identification number 54-1581185
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Part I	Questions Regarding Compensation		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax idemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ Personal services (e g , maid, chauffeur, chef)		
1b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain			
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?			
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III			
	☐ Compensation committee	☐ Written employment contract		
	☐ Independent compensation consultant	☐ Compensation survey or study		
	☐ Form 990 of other organizations	☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
4a	Receive a severance payment or change-of-control payment?			No
4b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?			No
4c	Participate in, or receive payment from, an equity-based compensation arrangement?			No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
5a	The organization?			No
5b	Any related organization?			No
	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			
6a	The organization?			No
6b	Any related organization?			No
	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			No
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			No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?			

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

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII
Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table								

Part III **Supplemental Information**

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

Identifier	Return Reference	Explanation
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Software ID:

Software Version:

EIN: 54-1581185

Name: MCV ASSOCIATED PHYSICIANS

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
David P Chelmow	(i)	324,300	40,000	2,300	0	23,893	390,493	0
	(ii)	98,700	2,961	0	0	30,714	132,375	0
JAMES J POTYRAJ	(i)	353,872	17,680	8,218	0	54,802	434,572	0
	(ii)	0	0	0	0	0	0	0
JEROME F STRAUSS	(i)	345,882	47,573	9,337	0	30,057	432,849	0
	(ii)	290,108	1,342	0	0	90,279	381,729	0
Ananda K Pandurangi	(i)	180,025	22,773	2,946	0	28,494	234,238	0
	(ii)	58,200	1,746	0	0	18,111	78,057	0
JOHN D WARD	(i)	376,609	65,734	9,198	0	55,750	507,291	0
	(ii)	138,331	4,150	0	0	43,047	185,528	0
HARINDER S DHINDSA	(i)	234,310	0	1,073	0	29,732	265,115	0
	(ii)	50,700	1,521	0	0	15,777	67,998	0
ANTON J KUZEL	(i)	115,519	44,208	1,714	0	20,966	182,407	0
	(ii)	152,472	4,459	0	0	20,966	177,897	0
ANN S FULCHER	(i)	531,300	83,500	2,497	0	44,758	662,055	0
	(ii)	98,700	2,961	0	0	30,714	132,375	0
LAURIE J LYCKHOLM	(i)	132,288	0	2,517	0	22,193	156,998	0
	(ii)	89,498	2,785	0	0	27,883	120,166	0
BRUCE K RUBIN	(i)	301,300	25,000	2,725	0	58,701	387,726	0
	(ii)	103,635	3,109	0	0	32,250	138,994	0
Mary Ann Peberdy	(i)	141,975	0	1,951	0	1,778	145,704	0
	(ii)	115,000	3,450	0	0	35,787	154,237	0
KEITH W PURCELL	(i)	111,994	6,822	4,320	0	30,661	153,797	0
	(ii)	0	0	0	0	0	0	0
William Benson	(i)	436,932	157,284	0	0	26,986	621,202	0
	(ii)	246,730	7,402	0	0	76,780	330,912	0
Harold Young	(i)	410,732	117,869	7,657	0	55,713	591,971	0
	(ii)	267,396	8,022	0	0	83,211	358,629	0
Douglas Arthur	(i)	361,444	164,319	2,079	0	31,792	559,634	0
	(ii)	50,700	1,521	0	0	15,777	67,998	0
Marc P Posner	(i)	420,417	103,952	4,377	0	48,211	576,957	0
	(ii)	69,201	2,038	0	0	21,501	92,740	0
Adrian Cotterell	(i)	334,000	189,089	2,135	0	31,569	556,793	0
	(ii)	44,000	1,320	0	0	13,692	59,012	0
JAMES P NEIFELD	(i)	232,851	44,936	10,480	0	39,755	328,022	0
	(ii)	330,356	9,494	0	0	102,435	442,285	0
John F Butterworth	(i)	416,300	45,000	2,610	0	22,122	486,032	0
	(ii)	98,700	28,190	0	0	37,778	164,668	0
JOHN E NESTLER	(i)	55,271	50,000	4,228	0	10,483	119,982	0
	(ii)	393,229	11,797	0	0	122,369	527,395	0

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ****Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.**
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2012**Open to Public
Inspection**Name of the organization
MCV ASSOCIATED PHYSICIANS**Employer identification number**

54-1581185

Identifier	Return Reference	Explanation
FORM 990, PART VI, LINES 6 AND 7A		THE SELECTION PROCESS FOR THE GOVERNING BODY OF MCV PHYSICIANS IS AS FOLLOWS THE CHAIRS OF EACH SCHOOL OF MEDICINE CLINICAL DEPARTMENT SHALL RECOMMEND APPOINTMENT OF THE FOUR DEPARTMENTAL CHAIR DIRECTORS TO THE CORPORATE MEMBER THE FULL-TIME FACULTY OF THE SCHOOL OF MEDICINE SHALL RECOMMEND TO THE CORPORATE MEMBER APPOINTMENT OF THE FOUR FACULTY DIRECTORS WHO ARE NOT DEPARTMENTAL CHAIRS THE PRESIDENT AND EXECUTIVE DIRECTOR OF THE CORPORATION SHALL RECOMMEND THREE INDEPENDENT DIRECTORS TO THE BOARD OF DIRECTORS, THE BOARD, AFTER CONSIDERATION OF THE RECOMMENDATIONS FROM THE PRESIDENT AND EXECUTIVE DIRECTOR, SHALL RECOMMEND THREE INDEPENDENT DIRECTORS TO THE CORPORATE MEMBER ALL RECOMMENDATIONS FOR APPOINTED DIRECTORS SHALL BE SUBMITTED TO THE CORPORATE MEMBER BY THE PRESIDENT OF THE CORPORATION, FOLLOWING NOTIFICATION OF THE RECOMMENDATIONS TO THE CEO/VCUHS AND THE DEAN AFTER CONSIDERATION OF THE RECOMMENDATIONS, THE CORPORATE MEMBER SHALL APPOINT DIRECTORS TO THE BOARD, FOR TERMS OF SERVICE CONSISTENT WITH THE PROVISIONS OF THESE BYLAWS

Identifier	Return Reference	Explanation
FORM 990, PART VI, LINE 7B		MCV PHYSICIANS' BOARD OF DIRECTORS DECISIONS ARE SUBJECT TO APPROVAL OF THE CORPORATE MEMBER, VIRGINIA COMMONWEALTH UNIVERSITY HEALTH SYSTEM AUTHORITY

Identifier	Return Reference	Explanation
FORM 990, PART VI, LINE 11		THE FINANCIAL INFORMATION IS PROVIDED TO KPMG BY THE MCV PHYSICIANS CONTROLLER. KPMG PREPARES THE FORM 990 AND RETURNS THE COMPLETED FORM 990 TO MCV PHYSICIANS FOR REVIEW. THE CONTROLLER OF MCV PHYSICIANS REVIEWS THE FORM 990 TO ENSURE IT IS COMPLETE AND ACCURATE. THE CONTROLLER WILL REVIEW THE FORM 990 WITH THE EXECUTIVE DIRECTOR OF MCV PHYSICIANS. UPON COMPLETING THE REVIEW WITH THE EXECUTIVE DIRECTOR, THE GOVERNING BODY OF MCV PHYSICIANS IS PROVIDED WITH A COPY OF FORM 990 BEFORE IT IS FILED WITH THE IRS.

Identifier	Return Reference	Explanation
FORM 990, PART VI, LINE 12C		VCU HEALTH SYSTEM POLICY 2104 01 - TERMS OF EMPLOYMENT CONTAINS THE HEALTH SYSTEM'S POLICY REGARDING CONFLICTS OF INTEREST IN SECTION I ALSO, VCU HEALTH SYSTEM IS REQUIRED TO PARTICIPATE IN THE COMMONWEALTH'S STATEMENT OF ECONOMIC INTEREST PROCESS EACH VCUHS EMPLOYEE AT THE DIRECTOR OR ABOVE LEVEL ARE REQUIRED TO SUBMIT THE STATEMENT OF ECONOMIC INTEREST TO VCUHS AUDIT & COMPLIANCE SERVICES ON AN ANNUAL BASIS VCUHS AUDIT & COMPLIANCE REVIEWS THE FORMS TO DETERMINE WHETHER THERE ARE ANY POTENTIAL CONFLICTS NOTED WHEN DEVIATIONS FROM POLICY HAVE BEEN NOTED AUDIT & COMPLIANCE SERVICES WORKS WITH SENIOR MANAGEMENT TO REMEDIATE THE SITUATION THESE FORMS ARE THEN SUBMITTED TO THE SECRETARY OF THE COMMONWEALTH VCU HEALTH SYSTEM'S PARTICIPATION IN THIS PROCESS IS MANDATED BY THE ENABLING LEGISLATION FOR THE HEALTH SYSTEM

Identifier	Return Reference	Explanation
FORM 990, PART VI, LINES 15a and 15b		THE COMPENSATION FOR THE SENIOR LEVEL ADMINISTRATORS, SALARY AND ANY BONUS IS SET BY DR SHELDON RETCHIN AS THE CEO OF THE HEALTH SYSTEM THIS IS CONSISTENT WITH THE REQUIREMENTS ESTABLISHED IN THE BYLAWS OF VCUHS DR RETCHIN TRADITIONALLY CONDUCTS A 360 DEGREE EVALUATION OF ALL SENIOR LEVEL ADMINISTRATORS THIS INFORMATION IS THEN USED ALONG WITH A REVIEW OF THEIR PERFORMANCE AND OF THEIR ACHIEVEMENT OF GOALS FOR THE YEAR DR RETCHIN THEN MEETS IN EXECUTIVE SESSION WITH THE VCUHS BOARD OF DIRECTORS TO DISCUSS THE MATTER

Identifier	Return Reference	Explanation
FORM 990, PART VI, LINE 19		THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS FOR MCV PHYSICIANS ARE MADE AVAILABLE TO THE PUBLIC UPON REQUEST

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

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

2012

Open to Public Inspection

Name of the organization
MCV ASSOCIATED PHYSICIANS

Employer identification number
54-1581185

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)					
(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) VCU HEALTH SYSTEM AUTHORITY PO BOX 980648 RICHMOND, VA 23298 54-1848065	ACA MED CTR	VA	170(C)(1)		NA		No
(2) VIRGINIA COMMONWEALTH UNIVERSITY PO BOX 980565 RICHMOND, VA 23298 54-6001758	HIGHER EDUC	VA	170(C)(1)		NA		No
(3) VIRGINIA PREMIER HEALTH PLAN INC 600 EAST BROAD STREET RICHMOND, VA 23219 54-1760974	HEALTH PLAN	VA	501(C)(3)	9	NA		No
(4) CRIPPLED CHILDREN'S HOSPITAL 2924 BROOK ROAD RICHMOND, VA 23220 54-0506309	HOSPITAL	VA	501(C)(3)	3	VCUHS		No

Part III

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

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	(i) Section 512 (b)(13) controlled entity?	
								Yes	No

Part V

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

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

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

Dividends from related organization(s)

g

Sale of assets to related organization(s)

h

Purchase of assets from related organization(s)

i

Exchange of assets with related organization(s)

j

Lease of facilities, equipment, or other assets to related organization(s)

k

Lease of facilities, equipment, or other assets from related organization(s)

l

Performance of services or membership or fundraising solicitations for related organization(s)

m

Performance of services or membership or fundraising solicitations by related organization(s)

n

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o

Sharing of paid employees with related organization(s)

p

Reimbursement paid to related organization(s) for expenses

q

Reimbursement paid by related organization(s) for expenses

r

Other transfer of cash or property to related organization(s)

s

Other transfer of cash or property from related organization(s)

Yes

No

1a

No

1b

Yes

1c

Yes

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

Yes

1l

No

1m

No

1n

No

1o

Yes

1p

Yes

1q

Yes

1r

Yes

1s

No

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

Schedule R (Form 990) 2012

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.

[illegible]

Software ID:
Software Version:
EIN: 54-1581185
Name: MCV ASSOCIATED PHYSICIANS

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation	
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