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Form 990

Return of Organization Exempt From Income Tax

2012

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

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

Open to Public Inspection

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

B Check if applicable	C Name of organization Faculty Practice Foundation INC & Affiliates		D Employer identification number 90-0513372
<input type="checkbox"/> Address change	Name change Doing Business As		
<input type="checkbox"/> Initial return	Number and street (or P O box if mail is not delivered to street address)	Room/suite	E Telephone number (617) 638-8000
<input type="checkbox"/> Terminated	660 HARRISON AVENUE 3RD FLOOR Suite		
<input type="checkbox"/> Amended return	City or town, state or country, and ZIP + 4 BOSTON, MA 02118		G Gross receipts \$ 342,603,224
<input type="checkbox"/> Application pending	F Name and address of principal officer William R Creevy MD 660 HARRISON AVENUE BOSTON, MA 02118		H(a) Is this a group return for affiliates? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

I Tax-exempt status 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527

J Website: ► WWW BMC ORG

K Form of organization Corporation Trust Association Other ► L Year of formation 1994 M State of legal domicile MA

Part I Summary

1 Briefly describe the organization's mission or most significant activities SEE SCHEDULE O	
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 37
4 Number of independent voting members of the governing body (Part VI, line 1b)	4 0
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5 1,226
6 Total number of volunteers (estimate if necessary)	6 36
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a 9,897
b Net unrelated business taxable income from Form 990-T, line 34	7b -7,477

8 Contributions and grants (Part VIII, line 1h)	Prior Year 0	Current Year 0
9 Program service revenue (Part VIII, line 2g)	324,714,689	341,608,300
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	940,999	994,924
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	325,655,688	342,603,224

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	139,684	107,448
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)	252,579,756	247,906,520
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)	79,407,912	94,087,324
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	332,127,352	342,101,292
19 Revenue less expenses Subtract line 18 from line 12	-6,471,664	501,932

20 Total assets (Part X, line 16)	Beginning of Current Year 74,311,871	End of Year 75,975,238
21 Total liabilities (Part X, line 26)	23,898,544	23,314,386
22 Net assets or fund balances Subtract line 21 from line 20	50,413,327	52,660,852

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 WILLIAM R CREEVY MD PRESIDENT/CEO	Date 2014-05-12
	Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ► PricewaterhouseCoopers LLP		Firm's EIN ►		
	Firm's address ► 125 High Street Boston, MA 02110		Phone no (617) 530-5000		

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule C.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule C.

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 are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses \$ 279,230,999 including grants of \$ 107,448) (Revenue \$ 341,608,300
SFC SCHEDULE O

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 ► 279,230,999

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

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

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

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

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

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

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

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

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

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

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

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

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

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part 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 XI

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

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

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, 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

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

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

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)

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

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

20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	Yes	
2		No
3		No
4		No
5		No
6		No
7		No
8		No
9		No
10		No
11a	Yes	
11b		No
11c		No
11d	Yes	
11e	Yes	
11f	Yes	
12a		No
12b	Yes	
13		No
14a		No
14b		No
15		No
16		No
17		No
18		No
19		No
20a		No
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? If "Yes," complete Schedule I, Parts I and II	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? If "Yes," complete Schedule I, Parts I and III	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? If "Yes," complete Schedule J	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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part II	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? If "Yes," complete Schedule L, Part III	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)	28a		No
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	Yes	
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c		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? If "Yes," complete Schedule L, Part IV	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		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? If "Yes," complete Schedule R, Part I	33		No
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	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)? If "Yes," complete Schedule R, Part V, line 2	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36		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? If "Yes," complete Schedule R, Part VI	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	1a	1	
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	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	2a	1,226	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	Yes	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	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?	5a	No	
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	No	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).	7a	No	
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?	7b		
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d		
d If "Yes," indicate the number of Forms 8282 filed during the year	7e	No	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g		
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8		
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?	9a		
9 Sponsoring organizations maintaining donor advised funds.	9b		
a Did the organization make any taxable distributions under section 4966?			
b Did the organization make a distribution to a donor, donor advisor, or related person?			
10 Section 501(c)(7) organizations. Enter	10a		
a Initiation fees and capital contributions included on Part VIII, line 12	10b		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
11 Section 501(c)(12) organizations. Enter	11a		
a Gross income from members or shareholders	11b		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	13a		
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	13b		
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	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	No	
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to 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	1a	37		
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				
b Enter the number of voting members included in line 1a, above, who are independent	1b	0		
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	Yes		
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	No		
b 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	Yes		
a The governing body?	8b	Yes		
b Each committee with authority to act on behalf of the governing body?	9	No		
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				

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	Yes	
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?	10b	Yes	
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	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c 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	Yes	
a The organization's CEO, Executive Director, or top management official	15b	Yes	
b Other officers or key employees of the organization			
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No	
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed MA
- 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
 KATHRYN BEACH 660 HARRISON AVENUE GAMBRO 3 RM 3 BOSTON, MA (617) 638-3565

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.

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

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

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 **713**

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	Yes
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	Yes
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

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
ANESTHESIA ASSOC OF MA , 690 CANTON STREET WESTWOOD MA 02090	MGMT SERVICES	9,098,112
PER SE TECHNOLOGIES , 10 MOLLISON WAY LEWISTON ME 04240	BILLING SERVICES	3,191,855
Springfield Service Corporation , 8151 W 183rd Street Suite B TINLEY PARK IL 60487	BILLING SERVICES	1,388,222
HART ASSOCIATES INC , 3 ALLIED DRIVE DEDHAM MA 02026	BILLING SERVICES	1,426,260
OPTIMUS INSIGHT , 12625 TECHNOLOGY DRIVE EDEN PRAIRIE MN 55344	BILLING SVCS	601,714

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 14

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				
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		0			
Program Service Revenue	2a PATIENT REVENUE	Business Code				
		900099	143,736,020	143,736,020		
	b INSTITUTIONAL SUPPORT	541380	64,951,650	64,951,650		
	c FREE CARE REIMBURSEMENT	900099	8,254,068	8,254,068		
	d RESEARCH SUPPORT	900099	697,081	697,081		
	e OTHER HEALTH REVENUE	900099	60,086,297	60,076,400	9,897	
	f All other program service revenue		63,883,184	63,883,184		
	g Total. Add lines 2a-2f		341,608,300			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		994,924		994,924	
	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						
c Gain or (loss)						
d Net gain or (loss)			0			
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		0			
c Net income or (loss) from fundraising events						
9a Gross income from gaming activities See Part IV, line 19	a					
b Less direct expenses	b		0			
c Net income or (loss) from gaming activities						
10a Gross sales of inventory, less returns and allowances	a					
b Less cost of goods sold	b		0			
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue	Business Code					
11a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		0				
12 Total revenue. See Instructions		342,603,224	341,598,403	9,897	994,924	

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	107,448	107,448		
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	20,457,808	17,487,331	2,970,477	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	653,800	653,800		
7 Other salaries and wages	176,484,887	144,242,552	32,242,335	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	17,439	13,951	3,488	
9 Other employee benefits	50,114,175	40,819,927	9,294,248	
10 Payroll taxes	178,411	146,961	31,450	
11 Fees for services (non-employees)				
a Management	699,750		699,750	
b Legal	30,441		30,441	
c Accounting	0			
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	274,699		274,699	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	18,055,946	15,770,796	2,285,150	
12 Advertising and promotion	308,417	265,222	43,195	
13 Office expenses	2,755,120	2,231,969	523,151	
14 Information technology	314,803	260,405	54,398	
15 Royalties	0			
16 Occupancy	1,769,050	1,409,000	360,050	
17 Travel	971,137	799,810	171,327	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	2,258,160	1,844,041	414,119	
20 Interest	5,520	5,436	84	
21 Payments to affiliates	41,388,004	29,858,022	11,529,982	
22 Depreciation, depletion, and amortization	1,218,800	922,151	296,649	
23 Insurance	4,768,693	3,993,234	775,459	
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 BAD DEBT EXPENSE	13,584,452	13,584,452		
b RESEARCH EXPENSE	1,868,696	1,413,410	455,286	
c DUES, MEMBERSHIPS & LIC MDS	1,118,730	959,317	159,413	
d MEDICAL AND SURGICAL SUPPLIES	871,699	871,699		
e All other expenses	1,825,207	1,570,065	255,142	
25 Total functional expenses. Add lines 1 through 24e	342,101,292	279,230,999	62,870,293	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 SheetCheck if Schedule O contains a response to any question in this Part X

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	20,927,890	1
	2 Savings and temporary cash investments	0	2
	3 Pledges and grants receivable, net	0	3
	4 Accounts receivable, net	13,649,756	4
	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
	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
	7 Notes and loans receivable, net	0	7
	8 Inventories for sale or use	0	8
	9 Prepaid expenses and deferred charges	0	9
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	13,226,900
	b Less accumulated depreciation	10b	8,220,365
		5,178,011	10c
	11 Investments—publicly traded securities	23,656,108	11
Liabilities	12 Investments—other securities See Part IV, line 11	0	12
	13 Investments—program-related See Part IV, line 11	0	13
	14 Intangible assets	0	14
	15 Other assets See Part IV, line 11	10,900,106	15
	16 Total assets. Add lines 1 through 15 (must equal line 34)	74,311,871	16
		74,311,871	75,975,238
	17 Accounts payable and accrued expenses	8,721,426	17
	18 Grants payable	0	18
	19 Deferred revenue	0	19
	20 Tax-exempt bond liabilities	0	20
Net Assets or Fund Balances	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21
	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
	23 Secured mortgages and notes payable to unrelated third parties	0	23
	24 Unsecured notes and loans payable to unrelated third parties	0	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	15,177,118	25
	26 Total liabilities. Add lines 17 through 25	23,898,544	26
	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	50,413,327	27
	28 Temporarily restricted net assets	0	28
	29 Permanently restricted net assets	0	29
Organizations that do not follow SFAS 117 (ASC 958), 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	50,413,327	33
	34 Total liabilities and net assets/fund balances	74,311,871	34
		74,311,871	75,975,238

Part XI Reconciliation of Net AssetsCheck 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	342,603,224
2	Total expenses (must equal Part IX, column (A), line 25)	2	342,101,292
3	Revenue less expenses Subtract line 2 from line 1	3	501,932
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	50,413,327
5	Net unrealized gains (losses) on investments	5	1,215,446
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	530,147
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	52,660,852

Part XII Financial Statements and ReportingCheck 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? 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 <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> 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 <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> 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? 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	3a	No
	3b	

Additional Data

Software ID:
Software Version:
EIN: 90-0513372
Name: Faculty Practice Foundation
 INC & Affiliates

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

(A) Name and Title	(B) Average hours per week (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	
		Or director	Individual trustee	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former		
Jonathan S Olshaker MD President/TREA/CLERK-ER	50 0	X			X				550,022	61,300
Susannah G Rowe MD Director-EYE	50 0	X							261,126	54,114
Manju L Subramanian MD Director-EYE	50 0	X							300,016	30,769
Daniel G Remick MD President/TREASURER-PATH	50 0 4 0	X			X				566,881	55,098
Michael J O'Brien MD Director-PATH	50 0	X							305,260	0 34,094
Alexander M Norbush MD President-RADIO	50 0 4 0	X			X				638,386	53,545
Ewa Kuligowska MD clerk - Radio/DIR	50 0	X			X				122,622	15,559
Richard K Babayan MD Pres/TREA/CLERK-UROLOGY	50 0	X			X				605,076	54,556
Carlos S Kase MD President-NEURO/REHAB	50 0 4 0	X			X				376,503	51,206
Paul M Hendessi MD Dir /Pres - OBGYN	50 0 4 0	X			X				272,670	45,758
Thomas A Einhorn MD Pres/TREA/CLERK-ORTHO	50 0 4 0	X			X				722,252	51,472
Gregory A Antoine MD SEE SCHEDULE O	50 0	X			X				494,799	49,409
Domenic A Ciraulo MD Pres/TREA/CLERK-PSYCH	50 0 4 0	X			X				475,561	51,517
Benedict D Daly MD SEE SCHEDULE O	50 0	X			X				518,729	56,105
Keith P Lewis MD Pres/TREA/CLERK-ANES	50 0	X			X				417,113	33,899
Kenneth M Grundfast MD President-OTO	50 0 4 0	X			X				507,172	51,764
Barry S Zuckerman MD President-CHF (UNTIL 7/1/12)	50 0	X			X				1,103,844	0 51,097
David DiFiore Treasurer/Director-CHF	50 0	X			X				0	171,720 14,925
David L Coleman MD President-EMF	50 0 5 0	X			X				642,386	35,703
STEPHEN CHRISTIANSEN MD PRES/TREA/CLERK-EYE	50 0 4 0	X			X				479,261	60,461
DAVID NUNES MD DIRECTOR-EMF	50 0	X							274,944	42,079
EMELIA BENJAMIN MD DIRECTOR-EMF	50 0	X							245,629	0 63,166
STEPHANIE LEE MD DIRECTOR-EMF	50 0	X							192,381	31,651
JULIE MOTTL-SANTIAGO CNM DIRECTOR-OBGYN	50 0	X							130,400	38,774
JULIO MAZUL MD DIRECTOR-OBGYN (until 11/1/12)	50 0	X							181,107	8,706

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

(A) Name and Title	(B) Average hours per week (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
		Or director	Individual trustee	Institutional Trustee	Officer	Key employee			
RHODA M ALANI MD PRESIDENT-DERM	50 0 4 0	X		X			423,682		33,875
JERROLD ELLNER MD DIRECTOR-EMF	50 0	X					369,059		56,048
MARIA TROJANOWSKA PHD DIRECTOR-EMF	50 0	X					201,345		35,336
JOHN DURFEE MD Director-OBGYN	50 0	X					251,185		51,063
CHARLES WILLIAMS MD PRES/TREA/CLERK (until 8/9/12)	50 0 4 0	X		X			268,564	0	34,186
ELIZABETH GITTINGER MD DIRECTOR-OBGYN	50 0	X					212,903	0	23,547
GERARD DOHERTY MD Pres/Treas/Clerk-CTS/PA/Gen/SA	50 0 5 0	X		X			910,821		35,828
JAMES HOLSAPPLE MD Pres/Treas/Clerk - Neurosurg	50 0	X		X			620,104		51,472
JANE LIEBSCHUTZ MD DIRECTOR-EMF	50 0	X					197,027		55,766
JAROSLAW TKACZ MD TREASURER-RADIO	50 0	X		X			349,888		41,199
RONALD IVERSON MD DIRECTOR-OBGYN	50 0	X					232,410		66,812
WUQAS MUNIR MD DIRECTOR-EYE	50 0	X					348,632		45,421
ROBERT J VINCI MD CLERK - CHF	50 0	X		X			348,721		61,056
BRIAN JACK MD Pres/Tres/CLK-Fam (8/10/12)	50 0 4 0	X		X			269,782	0	51,007
SACHEEN NATHAN MD Director - OBGYN (as of 11/12)	50 0	X					201,300	0	34,714
CHRISTOPHER ANDRY PHD clrk/dir - Path(AS OF 10/9/12)	50 0	X		X			185,966		46,354
AVIVA LEE-PARRITZ MD DIRECTOR-OBGYN	50 0 0 0	X					283,600	0	36,464
William A Macone Treasurer-DERM (until 7/7/12)	50 0			X			172,362		18,470
Glenn Barest MD Director-RADIO	50 0			X			366,761		53,250
Kevin Maguire Clerk-NEURO/TREA-REHAB	50 0			X			0	147,001	45,708
Kathryn Knight Treasurer-OBGYN	50 0			X			0	105,244	26,278
DIANE HOLMES SEE SCHEDULE O	50 0			X			0	182,663	25,408
GREGORY GRILLONE MD CLERK-OTO	50 0			X			319,011		58,166
JOHN WOOD CLERK-OBGYN (until 6/1/13)	50 0			X			0	55,899	8,404
DAVID BECK ESQ SEE SCHEDULE O	5 0 55 5			X			0	333,801	48,133

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

(A) Name and Title	(B) Average hours per week (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			
BRIAN ROUX TREASURER-OTO (until 8/24/12)	50 0			X			0	80,836	8,203
Julie O'Malley Treasurer - OTO	50 0			X			0	101,280	8,620
Carol Masters Clerk - OBGYN (AS OF 3/2013)	50 0			X			0	0	0
LYNN FAIRBANK Treasurer-OTO (until 4/30/13)	50 0			X			0	150,827	14,706
TONY TANNOURY MD PROFESSOR/PHYSICIAN-ORTHO	50 0				X		894,184		49,502
JEFFREY SPIEGEL MD PROFESSOR/PHYSICIAN-OTO	50 0				X		935,094		47,744
WILLIAM CREEVY MD Pres-FPF/PROF/PHY-ORTHO	22 0 32 0				X		938,381		58,252
KARL KARLSON MD Professor/Physician - C&T	50 0				X		723,300		20,023
ANDREW STEIN PHYSICIAN - Orthopedics	50 0				X		703,993	0	53,168
Steve R Williams MD Frmr Pres/director Rehab	50 0					X	170,462		13,561
Larry Culpepper MD Frmr Pres - Family	50 0					X	224,971		31,217
James M Becker MD Frmr Pres - GSA & SA	50 0					X	232,976		13,558
William R Cranley MD Frmr Treasurer Radio	50 0					X	106,179		16,083
Linda J Heffner md phd FMR PRES OB (UNTIL 5/1/12)	50 0					X	149,362		21,503
Lewis Braverman MD FMR CLERK/DIRECTOR-EMF	50 0					X	203,014		1,221
Stephanie Lovell ESQ Frmr Assistant Clerk						X	0	342,267	0
BARBARA GILCHREST MD FMR PRESIDENT/DIRECTOR-DERM	50 0					X	120,801		23,463

2012

Open to Public
Inspection**SCHEDULE A**
(Form 990 or 990EZ)**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.

Department of the Treasury
Internal Revenue Service
Faculty Practice Foundation
INC & Affiliates

Employer identification number

90-0513372

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

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

1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III - Functionally integrated d Type III - 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?
 (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) BOSTON MEDICAL CENTER	043314093	03	Yes		Yes		Yes		0
(B) TRUSTEES OF BOSTON UNIVERSITY	042103547	02	Yes		Yes		Yes		0
Total									

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 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)**Supplemental Financial Statements****2012****Open to Public
Inspection**

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

Department of the Treasury
Internal Revenue ServiceName of the organization
Faculty Practice Foundation
INC & AffiliatesEmployer identification number
90-0513372**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	
a Total number of conservation easements	Held at the End of the Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____	2d

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

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

	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	(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

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

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

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

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

	(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	0	2,393,560	1,007,287	1,386,273
d Equipment	0	9,242,650	6,244,339	2,998,311
e Other	0	1,590,690	968,739	621,951
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				5,006,535

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		

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
schedule d, part x - fin 48	THE FOUNDATION HAS BEEN DETERMINED TO BE A TAX-EXEMPT ORGANIZATION UNDER	SECTION 501(C)(3) AND 170(C)(2) OF THE INTERNAL REVENUE CODE AS EVIDENCED BY A DETERMINATION LETTER DATED MAY 29, 1997 AS PART OF A GROUP FILING WITH THE PLANS AND FACULTY ACCORDINGLY, NO PROVISION FOR INCOME TAXES HAS BEEN MADE IN THE ACCOMPANYING FINANCIAL STATEMENTS

**Schedule I
(Form 990)**

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

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

► Attach to Form 990

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
**Faculty Practice Foundation
INC & Affiliates**

Employer identification number

Part I General Information on Grants and Assistance

Employer identification number

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.

(a) Name and address of organization or government **(b) EIN** **(c) IRC Code 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) Orthopaedic Research Education Foundation 6300 N River Rd 700 ROSEMONT, IL 60018	36-6009467	501(c)(3)	11,000	GENERAL SUPPORT
(2) Massachusetts Association of Mental Health Inc 130 Bowdoin Street BOSTON, MA 02108	04-2104711	501(c)(3)	11,000	GENERAL SUPPORT
(3) International Mental Health Organization PO BOX 680 Rutherford, CA 94573	68-0359707	501(c)(3)	10,000	GENERAL SUPPORT
(4) Boston Medical Center 88 East Newton Street BOSTON MA 02118	04-3314093	501(c)(3)	50,500	GENERAL SUPPORT

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
SCHEDULE I, PART I, LINE 2		THE FACULTY PRACTICE FOUNDATION INC AND AFFILIATES DO NOT DISTRIBUTE RESEARCH OR EDUCATIONAL GRANTS TO OTHER ORGANIZATIONS THE FUNDS NOTED IN PART II REFLECT DONATIONS MADE BY THE FACULTY PRACTICE FOUNDATION, INC AND AFFILIATES TO QUALIFIED 501(C)(3) ORGANIZATIONS ALL DONATIONS ARE SUBJECT TO REVIEW AND APPROVAL BY THE INDIVIDUAL PRACTICE ADMINISTRATION

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

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.

2012**Open to Public Inspection**Name of the organization
Faculty Practice Foundation
INC & Affiliates**Employer identification number**

90-0513372

Part I Questions Regarding Compensation

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

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

b If any of the boxes 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

<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract
<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

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

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

4a Yes

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

4b Yes

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

4c 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

a The organization?

5a No

b Any related organization?

5b 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

a The organization?

6a No

b Any related organization?

6b 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

7 Yes

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 No

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

9

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

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

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

(A) Name 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
ALL INDIVIDUALS WERE COMPENSATED FOR THEIR ROLES AS PHYSICIANS AND/OR	DEPARTMENT CHAIRS, NOT FOR THEIR ROLES AS DIRECTORS, OFFICERS, OR FORMER	officers SCHEDULE J, PART I, LINE 4A AS OF DECEMBER 12, 2011, UNDER THE TERMS OF STEPHANIE LOVELL'S EMPLOYMENT CONTRACT, SHE WILL RECEIVE TWELVE MONTHS OF SALARY CONTINUATION WITH PARTIAL PAY OFFSET FOR MONTH SEVEN TO MONTH TWELVE THE AMOUNT PAID IN 2012 WAS \$260,481 AS A RESULT OF A CHANGE IN ROLES AND RESPONSIBILITIES AND IN RECOGNITION OF 36 YEARS OF SERVICE, BARRY ZUCKERMAN RECEIVED A PAYMENT OF \$786,295 IN CALENDAR YEAR 2012 WHICH IS REPORTED ON SCHEDULE J, COLUMN B(III) AS OTHER REPORTABLE COMPENSATION SCHEDULE J, PART I, LINE 4B BOSTON MEDICAL CENTER PROVIDED A NON-QUALIFIED DEFINED BENEFIT PLAN TO CERTAIN EXECUTIVES IN 2012, THIS PLAN WAS TERMINATED BY THE ORGANIZATION AND AMOUNTS DUE UNDER THE PLAN WERE FULLY PAID TO PARTICIPANTS THE AMOUNTS PAID TO THE FOLLOWING EXECUTIVES ARE REFLECTED IN SCHEDULE J, PART II, COLUMN B(III) Lovell - \$81,786 SCHEDULE J, PART I, LINE 7 THE FACULTY PRACTICE FOUNDATION, INC AND AFFILIATES DO NOT DISTRIBUTE COMPENSATION CONTINGENT ON REVENUE OR NET EARNINGS OF THE ORGANIZATION AS A WHOLE, NOR THE INDIVIDUAL PRACTICES HOWEVER, BASED ON THE INDIVIDUAL PHYSICIAN ACTIVITY INCOME STATEMENT, A PHYSICIAN MAY BE PAID COMPENSATION, WHICH IS REPORTED AS "OTHER NON-FIXED PAYMENTS" ON SCHEDULE J, PART I, COLUMN B(III)

Software ID:
Software Version:
EIN: 90-0513372
Name: Faculty Practice Foundation
 INC & Affiliates

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				
Jonathan S Olshaker MD	(i) 438,758 (ii)			111,264	33,240	28,060	611,322
Steve R Williams MD	(i) 157,843 (ii)			12,619	10,662	2,899	184,023
William A Macone	(i) 63,302 (ii)			109,060	7,501	10,969	190,832
Susannah G Rowe MD	(i) 231,766 (ii)			29,360	28,240	25,874	315,240
Manju L Subramanian MD	(i) 240,036 (ii)			59,980	23,240	7,529	330,785
Larry Culpepper MD	(i) 90,722 (ii)			134,249	11,973	19,244	256,188
James M Becker MD	(i) 74,498 (ii)			158,478	8,979	4,579	246,534
Daniel G Remick MD	(i) 440,107 (ii)			126,774	33,240	21,858	621,979
Michael J O'Brien MD	(i) 303,668 (ii) 0	0	0	1,592	33,240	854 0	339,354 0
Alexander M Norbash MD	(i) 438,478 (ii)			199,908	28,240	25,305	691,931
William R Cranley MD	(i) 104,882 (ii)			1,297	13,239	2,844	122,262
Glenn Barest MD	(i) 241,513 (ii)			125,248	28,240	25,010	420,011
Richard K Babayan MD	(i) 465,901 (ii)			139,175	33,240	21,316	659,632
Carlos S Kase MD	(i) 358,920 (ii)	0	0	17,583	33,240	17,966	427,709
Kevin Maguire	(i) 0 (ii) 136,336	0 2,884	0 7,781	0 10,296	0 35,412	0 9,551	0 170,865
Linda J Heffner md phd	(i) 135,502 (ii)			13,860	11,952	9,551	192,709
Paul M Hendessi MD	(i) 264,552 (ii)			8,118	23,240	22,518	318,428
Thomas A Einhorn MD	(i) 444,000 (ii)			278,252	33,240	18,232	773,724
Gregory A Antoine MD	(i) 440,931 (ii)			53,868	33,240	16,169	544,208
Domenic A Ciraulo MD	(i) 413,201 (ii)			62,360	33,240	18,277	527,078

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				
Benedict D Daly MD	(i) 386,300 (ii)			132,429	33,240	22,865	574,834
Keith P Lewis MD	(i) 394,415 (ii)			22,698	33,240	659	451,012
Kenneth M Grundfast MD	(i) 462,377 (ii)			44,795	33,240	18,524	558,936
Barry S Zuckerman MD	(i) 294,559 (ii) 0	0	809,285 0	33,240 0	17,857 0	1,154,941 0	
David DiFiore	(i) 0 (ii) 164,927	0	4,291 2,502	0 11,850	0 3,075	0 186,645	0
Lewis Braverman MD	(i) 179,574 (ii)		23,440	1,221			204,235
David L Coleman MD	(i) 449,279 (ii)		193,107	33,240	2,463		678,089
Stephanie Lovell ESQ	(i) 0 (ii) 0	0	0 342,267	0 0	0 0	0 0	342,267
STEPHEN CHRISTIANSEN MD	(i) 439,597 (ii)		39,664	33,240	27,221		539,722
DIANE HOLMES	(i) 0 (ii) 167,844	0	0 14,819	0 5,309	0 20,099	0 208,071	0
DAVID NUNES MD	(i) 270,120 (ii)		4,824	33,240	8,839		317,023
EMELIA BENJAMIN MD	(i) 236,597 (ii) 0	0	9,032 0	33,240 0	29,926 0		308,795 0
STEPHANIE LEE MD	(i) 188,072 (ii)		4,309	25,738	5,913		224,032
BARBARA GILCHREST MD	(i) 120,345 (ii)		456	15,460	8,003		144,264
JULIE MOTTL-SANTIAGO CNM	(i) 124,745 (ii)		5,655	14,237	24,537		169,174
JULIO MAZUL MD	(i) 179,944 (ii)		1,163	8,706			189,813
GREGORY GRILLONE MD	(i) 238,717 (ii)		80,294	33,240	24,926		377,177
RHODA M ALANI MD	(i) 423,000 (ii)		682	28,240	5,635		457,557
JERROLD ELLNER MD	(i) 239,000 (ii)		130,059	33,240	22,808		425,107
MARIA TROJANOWSKA PHD	(i) 200,133 (ii)		1,212	26,660	8,676		236,681

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
JOHN DURFEE MD	(i) 221,523 (ii) 0		29,662	26,162	24,901	302,248	
CHARLES WILLIAMS MD	(i) 268,308 (ii) 0	0 0	256 0	23,240 0	10,946 0	302,750 0	
DAVID BECK ESQ	(i) 0 (ii) 270,690	0 55,000	0 8,111	0 29,166	0 18,967	0 381,934	
ELIZABETH GITTINGER MD	(i) 212,726 (ii) 0	0 0	177 0	19,547 0	4,000 0	236,450 0	
GERARD DOHERTY MD	(i) 472,217 (ii) 0		438,604		35,828	946,649	
JAMES HOLSAPPLE MD	(i) 444,000 (ii) 0		176,104	33,240	18,232	671,576	
JANE LIEBSCHUTZ MD	(i) 181,109 (ii) 0		15,918	25,840	29,926	252,793	
JAROSLAW TKACZ MD	(i) 242,143 (ii) 0		107,745	23,240	17,959	391,087	
RONALD IVERSON MD	(i) 230,970 (ii) 0		1,440	26,820	39,992	299,222	
WUQAAS MUNIR MD	(i) 242,553 (ii) 0		106,079	23,240	22,181	394,053	
ROBERT J VINCI MD	(i) 329,787 (ii) 0		18,934	33,240	27,816	409,777	
SHALENDER BHASIN MD	(i) 264,272 (ii) 0		4,233	33,240	519	302,264	
TONY TANNOURY MD	(i) 242,482 (ii) 0		651,702	24,490	25,012	943,686	
JEFFREY SPIEGEL MD	(i) 233,633 (ii) 0		701,461	22,740	25,004	982,838	
WILLIAM CREEVY MD	(i) 241,513 (ii) 0		696,868	33,240	25,012	996,633	
BRIAN JACK MD	(i) 264,943 (ii) 0	0 0	4,839 0	33,240 0	17,767 0	320,789 0	
SACHEEN NATHAN MD	(i) 201,132 (ii) 0	0 0	168 0	18,747 0	15,967 0	236,014 0	
CHRISTOPHER ANDRY PHD	(i) 179,591 (ii) 0		6,375	24,255	22,099	232,320	
KARL KARLSON MD	(i) 239,161 (ii) 0		484,139	20,023		743,323	
AVIVA LEE-PARRITZ MD	(i) 247,221 (ii) 0	0 0	36,379 0	33,240 0	3,224 0	320,064 0	

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				
LYNN FAIRBANK	(i) 0 (ii) 130,791	0 0	0 20,036	0 4,126	0 10,580	0 165,533	0
ANDREW STEIN	(i) 241,597 (ii) 0	0 0	462,396 0	28,240 0	24,928 0	757,161 0	

Schedule L

Transactions with Interested Persons

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

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

OMB No 1545-0047

2012

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
Faculty Practice Foundation
INC & Affiliates

Employer identification number

90-0513372

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) Relationship between disqualified person and organization	(c) Description of transaction		(d) Corrected?	
			Yes	No		

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958. _____ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

Part III Grants or Assistance Benefitting 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 of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) DANIELLE CIRAULO	CHILD OF OFFICER	68,780	EMPLOYEE AT BUPA		No
(2) ANN MARIE CIRAULO	SPOUSE OF OFFICER	78,700	EMPLOYEE AT BUPA		No

Part V Supplemental Information

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

Identifier	Return Reference	Explanation
		Schedule L (Form 990 or 990-EZ) 2012

(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

**Open to Public
Inspection**

tion number

Identifier

Explanation

PLANS ("THE P

PART III, LINES 1 AND 4

ESTABLISHED AS NOT-FOR-PROFIT CORPORATIONS OPERATING EXCLUSIVELY FOR THE BENEFIT OF BOSTON MEDICAL CENTER AND BOSTON UNIVERSITY SCHOOL OF MEDICINE. THE PLANS' PURPOSE IS TO PROVIDE, COORDINATE AND FACILITATE THE DELIVERY OF PATIENT CARE SERVICES AND TO PROMOTE THE DEVELOPMENT OF AN INTEGRATED SYSTEM OF DELIVERY TO MORE EFFICIENTLY AND EFFECTIVELY MEET THE HEALTH CARE NEEDS OF THE COMMUNITIES SERVED BY THE INSTITUTIONS. THE PLANS PROVIDE AMBULATORY SERVICES RANGING FROM PRIMARY ADULT AND PEDIATRIC CARE TO ADVANCED SPECIALTY CARE. AFFILIATED PHYSICIANS ALSO STAFF THE LARGEST 24 HOUR LEVEL 1 TRAUMA CENTER IN NEW ENGLAND. GOVERNANCE, MANAGEMENT, AND DISCLOSURE FORM 990, PART VI, SECTION A, LINES 1B AND 2 ALL OFFICERS AND DIRECTORS ARE EMPLOYEES OF EITHER THE INDIVIDUAL PRACTICE PLAN, BOSTON UNIVERSITY OR BOSTON MEDICAL CENTER, RELATED ORGANIZATIONS CERTAIN OFFICERS AND DIRECTORS OF THE PRACTICE PLANS ALSO SERVE AS OFFICERS AND DIRECTORS OF BOSTON MEDICAL CENTER GOVERNANCE, MANAGEMENT, AND DISCLOSURE FORM 990, PART VI, SECTION A, LINE 6 WITH THE EXCEPTION OF THOSE LISTED BELOW, THE SOLE MEMBER OF THE ORGANIZATION IS FACULTY PRACTICE FOUNDATION, INC. BU SURGICAL ASSOCIATES IS THE SOLE MEMBER OF THE FOLLOWING - BOSTON UNIVERSITY CARDIAC AND THORACIC SURGICAL FOUNDATION, INC - BOSTON UNIVERSITY GENERAL SURGICAL ASSOCIATES, INC - BOSTON UNIVERSITY NEUROSURGICAL ASSOCIATES, INC - BOSTON UNIVERSITY ORTHOPAEDIC SURGICAL ASSOCIATES, INC - BOSTON UNIVERSITY PLASTIC SURGERY ASSOCIATES, INC - BOSTON UNIVERSITY MEDICAL CENTER UROLOGISTS, INC - BUMC OTOLARYNGOLOGIC FOUNDATION, INC. GOVERNANCE, MANAGEMENT, AND DISCLOSURE FORM 990, PART VI, SECTION A, LINE 7B CERTAIN ACTIONS MUST BE APPROVED BY THE ORGANIZATION'S SOLE CORPORATE MEMBER, AS SET FORTH IN THE BYLAWS, INCLUDING ADOPTION OF THE BUDGET, ANY MERGER, CONSOLIDATION, LIQUIDATION OR DISSOLUTION, ANY CAPITAL TRANSACTION, AND INCURRENCE OF DEBT. GOVERNANCE, MANAGEMENT, AND DISCLOSURE FORM 990, PART VI, SECTION B, LINE 11B PRIOR TO THE FILING OF THE FORM 990 WITH THE IRS, THE FORM 990 WAS PREPARED BY OUR OUTSIDE TAX CONSULTANTS AND REVIEWED BY INTERNAL MANAGEMENT. THE AUDIT AND COMPLIANCE COMMITTEE OF THE BOSTON MEDICAL CENTER BOARD OF TRUSTEES THEN REVIEWED THE RETURN. EACH MEMBER OF THE PLANS' BOARD WAS PROVIDED A COPY OF THE FINAL FORM 990 PRIOR TO FILING. governance, management, and disclosure for m 990, part vi, section b, line 12 conflict of interest questionnaires for the fiscal year ending june 30, 2013 were distributed on MARCH 17, 2014 by the compliance and legal services department. THE OFFICE OF GENERAL COUNSEL queries TRUSTEES, officers and directors on at least an annual basis regarding relationships that may create potential conflicts of interest. The OFFICE OF GENERAL COUNSEL reviews all disclosures and determines whether there are actual or potential conflicts of interest. The General Counsel advises the board of trustees and officers of the corporation accordingly. GOVERNANCE, MANAGEMENT, AND DISCLOSURE FORM 990, PART VI, SECTION B, LINES 15 A & B THE COMPENSATION COMMITTEE OF THE FACULTY PRACTICE FOUNDATION, A RELATED ORGANIZATION, SERVES AS THE COMPENSATION COMMITTEE OF EACH FACULTY PRACTICE PLAN TO REVIEW AND APPROVE THE COMPENSATION OF THE CHIEF EXECUTIVE OFFICER OF EACH FACULTY PRACTICE PLAN. The Foundation Compensation Committee has two members including the President and CEO of Boston medical center and the Dean of Boston University School of Medicine. This Committee is responsible for approving the compensation for certain physician executives. An annual meeting of the Foundation's Compensation Committee was held for FY2013 to review and approve the FY2013 proposed compensation for the physician executives serving as presidents of the plans as well as the executive who serves as the department chair of Anesthesia. For FY2013 the salary of each of the physician executives under consideration was provided to the Committee. The Committee evaluated and relied upon comparable data in making its decision. The comparable data consisted of compensation survey information from the AAMC for each specialty where available, listing both the fiftieth and seventy-fifth salary percentiles. The proposed compensation as submitted or amended by the Committee was voted upon by the Committee. The Committee's assessment of these considerations is contained in the official minutes. GOVERNANCE, MANAGEMENT, AND DISCLOSURE Form 990, part VI, Section C, line 19 THE PLANS DO NOT MAKE their GOVERNING DOCUMENTS OR CONFLICT OF INTEREST POLICY AVAILABLE TO THE PUBLIC. THE FINANCIAL STATEMENTS ARE MADE AVAILABLE THROUGH THE MASSACHUSETTS ATTORNEY GENERAL'S OFFICE Shared Services Agreement Form 990, part VII, Section A. The plans are affiliated with Boston Medical Center ("BMC") and Boston University School of Medicine ("BUSM"). The Plans each entered into a common paymaster agreement with BMC and the Trustees of Boston University ("BU"). Under the terms of the physician practice agreements, faculty physicians and practitioners ("Faculty Members") are employed by the individual Plans. The Faculty serves the benefit of BMC (by providing clinical services) and BUSM (by serving as faculty members of BUSM). Each Plan, with respect to each Faculty member that the Plan employs, pays BU 27.8% of each Faculty member's salary up to a \$255,000 base, for reimbursement of fringe benefits and related paymaster fees. If a particular Faculty member's salary exceeds the base amount of \$255,000, the Plans further pay BU 8.0% on such excess up to an amount equal to the FICA limit for that particular year, and then 1.8% on any amount in excess of the applicable FICA limit. The Plans also pay for a portion of administrative salaries and fringe benefits for non-physician employees of BMC who provide services to them. The plans do not pay for pension plan contributions for those employees that fall under the above-mentioned paymaster agreement(s). FORM 990, PART VII, LINE 1, LINE 56 DAVID BECK WAS ASSISTANT CLERK AT ALL REPORTING ENTITIES AND A CLERK AT KAT EVANS MEDICAL FOUNDATION. DIANE HOLMES BECAME TREASURER OF Boston University Dermatology, Inc. AS OF 9/27/2012 AND WAS DIRECTOR AT Evans Medical Foundation, Inc. UNTIL 9/27/2012. Gregory A. Antoine, MD WAS PRESIDENT, TREASURER, AND CLERK OF Boston University Plans. UNTIL 07/01/12. Benedict D. Daly, MD WAS PRESIDENT, TREASURER, AND CLERK AT Boston University Cardiac and Thoracic Surgical Foundation Inc. UNTIL 07/01/12. RECONCILIATION OF NET ASSETS FORM 990, PART XI, UNTIL 07/01/12. DONATED SERVICES \$530,147.

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
Faculty Practice Foundation
INC & Affiliates

Employer identification number

90-0513372

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.)

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.)

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.)

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

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.

Software ID:**Software Version:****EIN:** 90-0513372**Name:** Faculty Practice Foundation
INC & Affiliates**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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