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Form **990****Return of Organization Exempt From Income Tax**

OMB No 1545-0047

2012**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

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.

A For the 2012 calendar year, or tax year beginning 10/01 , 2012, and ending 09/30 , 20 13	
B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	C Name of organization STURDY MEMORIAL ASSOCIATES INC
	Doing Business As
	Number and street (or P O box if mail is not delivered to street address) Room/suite PO Box 2963
	City, town or post office, state, and ZIP code Attleboro, MA 02703-0963
	F Name and address of principal officer Mark Robbin 211 Park Street, PO Box 2963, Attleboro, MA 02703
D Employer identification number 04-2709501	
E Telephone number 508-222-5200	
G Gross receipts \$ 36,196,186	
H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☒ No If "No," attach a list (see instructions)	
I Tax-exempt status. ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no) ☐ 4947(a)(1) or ☐ 527	
J Website: ▶	
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶	
L Year of formation. 1980 M State of legal domicile MA	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: Sturdy Memorial Associates is organized and operated exclusively for the benefit of Sturdy Memorial Hospital and its affiliated charitable organizations.
	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 7
	4 Number of independent voting members of the governing body (Part VI, line 1b) 4 3
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) 5 334
	6 Total number of volunteers (estimate if necessary) 6 17
	7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0
b Net unrelated business taxable income from Form 990-T, line 34 7b 0	
Revenue	8 Contributions and grants (Part VIII, line 1h) 0 0
	9 Program service revenue (Part VIII, line 2g) 33,874,961 35,487,763
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 0 0
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 917,454 708,423
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) 34,792,415 36,196,186
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 0 0
	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) 30,486,980 31,339,568
	16a Professional fundraising fees (Part IX, column (A), line 11e) 0 0
	b Total fundraising expenses (Part IX, column (D), line 25) 0 0
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 6,280,410 6,847,685
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 36,767,390 38,187,253
	19 Revenue less expenses. Subtract line 18 from line 12 -1,974,975 -1,991,067
Net Assets or Fund Balances	20 Total assets (Part X, line 16) 7,206,320 7,306,228
	21 Total liabilities (Part X, line 26) 23,618,886 25,691,317
	22 Net assets or fund balances. Subtract line 21 from line 20 -16,412,566 -18,385,089

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 <i>Joseph FX Casey</i>	Date 6-13-2014			
	Type or print name and title Joseph FX Casey, Chief Financial Officer				
Paid Preparer Use Only	Print/Type preparer's name ROBERT J. BUTLER, JR.	Preparer's signature <i>Robert J. Butler</i>	Date 6.12.14	Check ☐ if self-employed	PTIN P00037953
	Firm's name ▶ GRANT THORNTON LLP		Firm's EIN ▶ 36-6055558		
	Firm's address ▶ 75 STATE STREET BOSTON, MA 02109		Phone no 617-723-7900		
	May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☒ No				

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2012)

SCANNED JUL 08 2014

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

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

Sturdy Memorial Associates is organized and operated exclusively for the benefit of Sturdy Memorial Hospital and its affiliated charitable corporations. The Associates primary purpose is to expand and improve the availability of quality medical care in the Sturdy Memorial Hospital service area.

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

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

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

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

- 4**
- Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$
- 34,828,654
- including grants of \$
- 0
-) (Revenue \$
- 35,487,763
-)

During the past thirty years, Sturdy Memorial Associates has recruited numerous physicians to expand needed primary care and specialty resources in the area. During this time frame, the Sturdy Memorial Hospital service area has not had enough physicians to satisfy the community's needs. Even with all the additional physicians that have been recruited, there is still a need for a number of new physicians to satisfy the expanding population of the twelve communities that are served. Currently, Sturdy Memorial Associates operates fifteen group practices in Attleboro, North Attleboro, Rehoboth-Seekonk, Norton, Foxboro and Plainville serving 248,000 patient visits in the past year.

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

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

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

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

- 4e**
- Total program service expenses
- ▶**
- 34,828,654

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	☒	☐
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 X	☒	☐
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?	☐	☐

Part IV Checklist of Required Schedules (continued)

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

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

Yes No

1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	45			
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		✓		
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	334			
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		✓		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a			✓	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b				
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			✓	
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			✓	
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			✓	
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			✓	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b				
7	Organizations that may receive deductible contributions under section 170(c).					
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a			✓	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b				
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			✓	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			✓	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			✓	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g				
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h				
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			✓	
9	Sponsoring organizations maintaining donor advised funds.					
a	Did the organization make any taxable distributions under section 4966?	9a				
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b				
10	Section 501(c)(7) organizations. Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	Section 501(c)(12) organizations. Enter					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b				
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a				
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13	Section 501(c)(29) qualified nonprofit health insurance issuers.					
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13a				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			✓	
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b				

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

Section A. Governing Body and Management

		Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a 7		
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 3		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		☒
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		☒
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		☒
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		☒
6 Did the organization have members or stockholders?	6	☒	
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	☒	
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	☒	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following.			
a The governing body?	8a	☒	
b Each committee with authority to act on behalf of the governing body?	8b	☒	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.	9		☒

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 ☒	
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 ☒	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a ☒	
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 ☒	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b ☒	
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 ☒	
13 Did the organization have a written whistleblower policy?	13 ☒	
14 Did the organization have a written document retention and destruction policy?	14	☒
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a ☒	
b Other officers or key employees of the organization	15b ☒	
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	☒
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 Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☒ Another's website ☒ Upon request ☐ 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: ► **Fiscal Svcs Dept Sturdy Memorial Hospital, (508)236-8150**

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Mark Robbin MD President	6.00 3.00			✓				0	0	0
Steven Bensson MD Board Member	40.00 0	✓						339,185	0	53,103
Bruce Auerbach MD Board Member	2.00 45.00	✓						0	693,392	73,476
Timothy O'Neill Board Member	2.00 8.00	✓						0	0	0
Michael Poissant Board Member	1.00 3.00	✓						0	0	0
Richard Smith MD Board Member	1.00 0	✓						0	0	0
Linda Shyavitz Clerk	9.0 38.4	✓		✓				0	866,934	71,122
Joseph F X Casey Treasurer	6 43			✓				0	485,705	61,101
Pamela Miale Director of Operations	41 4.00				✓			0	178,785	60,587
Ralph Philosophe MD Physician	40.00 0					✓		674,508	0	50,890
Raymond D Petit MD Physician	40.00 0					✓		615,209	0	60,057
James Snead MD Physician	40.00 0					✓		636,520	0	38,131
Saul Magitsky MD Physician	40.00 0					✓		532,916	0	43,820
Joseph DiCola MD Physician	40.00 0					✓		426,435	0	63,113

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-total ▶								3,224,773	2,224,816	575,400
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶								3,224,773	2,224,816	575,400
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 ▶ 58										
								Yes No		
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual								3		☒
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual								4	☒	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person								5		☒
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	
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 ▶ 0										

Part VIII Statement of RevenueCheck 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	0			
	b	Membership dues	1b	0			
	c	Fundraising events	1c	0			
	d	Related organizations	1d	0			
	e	Government grants (contributions)	1e	0			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	0			
	g	Noncash contributions included in lines 1a-1f \$		0			
	h	Total. Add lines 1a-1f		0			
Program Service Revenue	2a	Patient Services	Business Code 621110	35,487,763	35,487,763	0	0
	b						
	c						
	d						
	e						
	f	All other program service revenue		0	0	0	0
	g	Total. Add lines 2a-2f		35,487,763			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		0	0	0	0
	4	Income from investment of tax-exempt bond proceeds		0	0	0	0
	5	Royalties		0	0	0	0
	6a	Gross rents	(i) Real (ii) Personal	0	0		
	b	Less: rental expenses		0	0		
	c	Rental income or (loss)		0	0		
	d	Net rental income or (loss)		0	0	0	0
	7a	Gross amount from sales of assets other than inventory	(i) Securities (ii) Other	0	0		
	b	Less: cost or other basis and sales expenses		0	0		
	c	Gain or (loss)		0	0		
	d	Net gain or (loss)		0	0	0	0
	8a	Gross income from fundraising events (not including \$ 0 of contributions reported on line 1c). See Part IV, line 18	a	0			
	b	Less: direct expenses	b	0			
	c	Net income or (loss) from fundraising events		0		0	0
	9a	Gross income from gaming activities. See Part IV, line 19	a	0			
	b	Less: direct expenses	b	0			
	c	Net income or (loss) from gaming activities		0	0	0	0
	10a	Gross sales of inventory, less returns and allowances	a	0			
	b	Less: cost of goods sold	b	0			
	c	Net income or (loss) from sales of inventory		0	0	0	0
Miscellaneous Revenue				Business Code			
11a	Transfer from Sturdy Memorial Hospi	900099	668,802	668,802	0	0	
b	Hospital patient TV revenue	900099	39,470	39,470	0	0	
c	A/P Discounts for prompt payment of	900099	151	151	0	0	
d	All other revenue		0	0	0	0	
e	Total. Add lines 11a-11d		708,423				
12	Total revenue. See instructions.		36,196,186	36,196,186	0	0	

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	0	0		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0	0		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0	0		
4 Benefits paid to or for members	0	0		
5 Compensation of current officers, directors, trustees, and key employees	391,381	391,381	0	0
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0	0	0	0
7 Other salaries and wages	25,975,034	23,843,602	2,131,432	0
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	849,021	780,387	68,634	0
9 Other employee benefits	2,775,438	2,551,074	224,364	0
10 Payroll taxes	1,348,694	1,239,667	109,027	0
11 Fees for services (non-employees):				
a Management	0	0	0	0
b Legal	0	0	0	0
c Accounting	0	0	0	0
d Lobbying	0	0	0	0
e Professional fundraising services. See Part IV, line 17	0			0
f Investment management fees	0	0	0	0
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	769,258	662,786	106,472	0
12 Advertising and promotion	23,511	0	23,511	0
13 Office expenses	476,532	326,171	150,361	0
14 Information technology	786,924	550,847	236,077	0
15 Royalties	0	0	0	0
16 Occupancy	1,616,724	1,455,052	161,672	0
17 Travel	3,098	3,098	0	0
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0	0	0	0
19 Conferences, conventions, and meetings	116,154	104,539	11,615	0
20 Interest	0	0	0	0
21 Payments to affiliates	0	0	0	0
22 Depreciation, depletion, and amortization	523,597	392,698	130,899	0
23 Insurance	859,051	854,516	4,535	0
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 Licenses, taxes, dues and fees	160,218	160,218	0	0
b Bank fees	46,050	46,050	0	0
c Medical Expenses	1,466,568	1,466,568	0	0
d				
e All other expenses	0	0	0	0
25 Total functional expenses. Add lines 1 through 24e	38,187,253	34,828,654	3,358,599	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	0	1	0
	2 Savings and temporary cash investments	811,121	2	610,415
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	2,031,489	4	2,239,338
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	129,998	8	298,219
	9 Prepaid expenses and deferred charges	1,361,917	9	1,085,791
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 6,227,828		
	b Less: accumulated depreciation	10b 4,439,292	1,368,743	10c 1,788,536
	11 Investments—publicly traded securities	0	11	0
	12 Investments—other securities. See Part IV, line 11	0	12	0
	13 Investments—program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	1,503,052	15	1,283,929
16 Total assets. Add lines 1 through 15 (must equal line 34)	7,206,320	16	7,306,228	
Liabilities	17 Accounts payable and accrued expenses	3,175,507	17	3,685,605
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	20,443,379	25	22,005,712
	26 Total liabilities. Add lines 17 through 25	23,618,886	26	25,691,317
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	-16,472,239	27	-18,463,306
	28 Temporarily restricted net assets	59,673	28	78,217
	29 Permanently restricted net assets	0	29	0
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	-16,412,566	33	-18,385,089	
34 Total liabilities and net assets/fund balances	7,206,320	34	7,306,228	

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	36,196,186
2	Total expenses (must equal Part IX, column (A), line 25)	2	38,187,253
3	Revenue less expenses. Subtract line 2 from line 1	3	-1,991,067
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-16,412,566
5	Net unrealized gains (losses) on investments	5	0
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	18,544
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-18,385,089

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

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

	Yes	No
2a		✓
2b	✓	
2c	✓	
3a		✓
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

STURDY MEMORIAL ASSOCIATES INC

Employer identification number

04-2709501

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?

	Yes	No
(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).

(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	
STURDY (A) MEMORIAL HOSPITAL INC	04-2768252	3	☒		☒		☒		0
(B)									
(C)									
(D)									
(E)									
Total									0

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

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2012

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 section 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 from 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 section 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).

Lined area for supplemental information.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

STURDY MEMORIAL ASSOCIATES INC

Employer identification number

04-2709501

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

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

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply)
- ☐ Preservation of land for public use (e.g., recreation or education) ☐ Preservation of an historically important land area
- ☐ Protection of natural habitat ☐ Preservation of a certified historic structure
- ☐ Preservation of open space
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
- | | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2d |
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►
- 4 Number of states where property subject to conservation easement is located ►
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No
- 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1 ► \$
- (ii) Assets included in Form 990, Part X ► \$
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items
- a Revenues included in Form 990, Part VIII, line 1 ► \$
- b Assets included in Form 990, Part X ► \$

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

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

a ☐ Public exhibition

d ☐ Loan or exchange programs

b ☐ Scholarly research

e ☐ Other _____

c ☐ Preservation for future generations

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

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

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	0	0	0	0	0
b Contributions	0	0	0	0	0
c Net investment earnings, gains, and losses	0	0	0	0	0
d Grants or scholarships	0	0	0	0	0
e Other expenditures for facilities and programs	0	0	0	0	0
f Administrative expenses	0	0	0	0	0
g End of year balance	0	0	0	0	0

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

a Board designated or quasi-endowment ☐ 0 %

b Permanent endowment ☒ 100 %

c Temporarily restricted endowment ☐ 0 %

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

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

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		☒
3a(ii)	☒	
3b	☒	

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	0	0		0
b Buildings	0	55,118	10,211	44,907
c Leasehold improvements	0	13,182	10,162	3,020
d Equipment	0	3,570,896	2,165,617	1,405,279
e Other	0	2,588,632	2,253,302	335,330
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,788,536

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		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12.) ▶		

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

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

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

(a) Description	(b) Book value
(1) Medical Staff Fund Account	78,217
(2) Insurance Recovery Receivable	1,205,712
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	1,283,929

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	0
(2) Advance from affiliated corporation	20,800,000
(3) Insurance claims - long term	1,205,712
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ►	22,005,712

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII. ☒

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	36,150,136
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	0
b	Donated services and use of facilities	2b	0
c	Recoveries of prior year grants	2c	0
d	Other (Describe in Part XIII)	2d	0
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	36,150,136
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	0
b	Other (Describe in Part XIII)	4b	46,050
c	Add lines 4a and 4b	4c	46,050
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	36,196,186

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

1	Total expenses and losses per audited financial statements	1	38,141,203
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	0
b	Prior year adjustments	2b	0
c	Other losses	2c	0
d	Other (Describe in Part XIII.)	2d	0
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	38,141,203
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	0
b	Other (Describe in Part XIII.)	4b	46,050
c	Add lines 4a and 4b	4c	46,050
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	38,187,253

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.

Schedule D, Part V, Line 4 - Sturdy Memorial Foundation maintains endowment funds (restricted to principal) for the benefit of Sturdy Memorial Hospital and Sturdy Memorial Associates. The investment earnings on the endowment funds are almost entirely unrestricted. As income is earned on the endowment funds (unrestricted as to income), it is transferred to the unrestricted fund (within the Foundation). From time to time, the Board of Directors has authorized transfers from the unrestricted fund in the Foundation to Sturdy Memorial Hospital and Sturdy Memorial Associates. A small portion of the endowment is held in a fund with the income restricted for "free care" for patients. The income on this fund is transferred on a semi-annual basis to Sturdy Memorial Hospital and is used as free care in accordance with the hospital's free care policy.

Schedule D, Part X, Line 1 - Sturdy Memorial Foundation, Inc. has provided funding to the Associates to support its purpose of enhancing the medical community of the Attleboro, Massachusetts area. Such funding has enabled the Associates to establish and operate medical practices and acquire the equipment of medical practices within the area. Currently, the Foundation has approved continued support up to \$23,250,000 for this purpose. The balance as of September 30, 2013 is \$20,800,000.

Part XIII - Supplemental Information (Continued)

Schedule D, Part X, Line 2 - The Associates is recognized as an organization exempt from income tax under section 501 (c) (3) of the Internal Revenue Code. However, certain activities of exempt organizations, to the extent profitable, may be subject to federal and state taxation as unrelated business income. No provision for income taxes has been made in these financial statements. The Associates recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. The Associates has applied this more-likely-than-not threshold to all tax positions for which the statute of limitations remained open and determined there were no material unrecognized tax benefits as of that date. In addition, there have been no material changes in unrecognized benefits since adoption.

Schedule D, Part XI, Line 4b - Bank fees were reclassified to expenses.

Schedule D, Part XII, Line 4b - Bank fees were reclassified to expenses.

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

Compensation Information

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

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

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012

**Open to Public
Inspection**

STURDY MEMORIAL ASSOCIATES INC

Employer identification number

04-2709501

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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					
1	Steven Bensson MD, Board Member	(i)	289,962	9,008	40,214	31,041	22,062	392,287	0
		(ii)	0	0	0	0	0	0	0
2	Bruce Auerbach MD, Board Member	(i)	0	0	0	0	0	0	0
		(ii)	400,326	70,692	222,374	50,636	22,840	766,868	0
3	Linda Shyavitz, Clerk	(i)	0	0	0	0	0	0	0
		(ii)	465,020	330,692	71,221	61,258	9,864	938,055	0
4	Joseph F X Casey, Treasurer	(i)	0	0	0	0	0	0	0
		(ii)	310,747	72,692	102,265	36,206	24,896	546,806	0
5	Pamela Miale, Director of Operations	(i)	0	0	0	0	0	0	0
		(ii)	135,621	30,546	12,618	37,794	22,793	239,372	0
6	Joseph DiCola MD, Physician	(i)	382,687	1,293	42,455	40,320	22,793	489,548	0
		(ii)	0	0	0	0	0	0	0
7	Raymond D Petit MD, Physician	(i)	591,293	546	23,369	36,942	23,115	675,265	0
		(ii)	0	0	0	0	0	0	0
8	Ralph Philosophe MD, Physician	(i)	633,720	546	40,242	28,097	22,793	725,398	0
		(ii)	0	0	0	0	0	0	0
9	James Snead MD, Physician	(i)	532,794	69,186	34,540	15,016	23,115	674,651	0
		(ii)	0	0	0	0	0	0	0
10	Saul Magitsky MD, Physician	(i)	478,138	19,968	34,810	16,974	26,846	576,736	0
		(ii)	0	0	0	0	0	0	0
11		(i)							
11		(ii)							
12		(i)							
12		(ii)							
13		(i)							
13		(ii)							
14		(i)							
14		(ii)							
15		(i)							
15		(ii)							
16		(i)							
16		(ii)							

Part III Supplemental Information

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

Schedule J, Part I, Line 1a - When the Hospital makes payments to retirement plans that are taxable upfront, they are partially grossed up for taxes. During CY2012, such payments were made for Bruce Auerbach, MD and Joseph Casey. Also, the Hospital paid a flat bonus (the same amount to each employee prorated for hours worked) to all Hospital and Associate employees, and announced the net amount (effectively paying the taxes). The Hospital also provides its senior managers with long-term disability insurance. The cost of this insurance is grossed up to effectively pay for the related taxes and is added to the managers' gross earnings. During CY2012, this benefit was provided to Bruce Auerbach, MD, Linda Shyavitz and Joseph Casey.

Schedule J, Part I, Line 1b - As explained in 1(a) above, there are a few instances where a gross up is used. The Board of Managers approves the Hospital bonus (net of taxes) and the Executive Committee approved the supplemental retirement plan.

Schedule J, Part I, Line 3 - See Schedule O - Line reference: Form 990, Part VI, Section B, Line 15.

Schedule J, Part I, Line 4 - Supplemental retirement contributions were made, through a non-qualified retirement plan, for senior managers in calendar year 2012. Sturdy provided non-qualified retirement to the following key executives: Bruce Auerbach, M.D. - \$179,223 and Joseph Casey - \$61,281 (all such amounts have been reported on Form W-2).

Schedule J, Part I, Line 7 - Bonus payments to Linda Shyavitz (Executive Director), Joseph Casey (Treasurer) and Pamela Miale (Director of Operations) are based on attainment of performance based goals. The compensation for these individuals is paid by Sturdy Memorial Hospital. All three employees perform services for both organizations but all compensation is paid through Sturdy Memorial Hospital. Bonus payments to Bruce Auerbach are based on attainment of performance based goals. All compensation for Dr. Auerbach is for his employed services at Sturdy Memorial Hospital and not as a director for Sturdy Memorial Associates. Drs. Bensson, Snead and Magitsky were paid a bonus based on each of their revenues less expenses for personally performed services (or directly supervised services), subject to attainment of certain other factors (i.e. efficiency, quality), and subject to a compensation cap. All compensation for Dr. Bensson is for his employed services at Sturdy Memorial Associates and not as a Director.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

OMB No 1545-0047

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Name of the organization

STURDY MEMORIAL ASSOCIATES INC

Employer identification number

04-2709501

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
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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

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

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-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.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												
Total						\$						

Part III Grants or Assistance Benefiting Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 27

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

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) Steven Bensson MD	Landlord	192,510	Building Rent		✓
(2) Jean Siddall-Bensson MD	Employee	254,517	Compensation		✓
(3) Bruce Auerbach MD	Board Member	855,500	Insurance		✓
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

Schedule L, Part I, Line 1 - Steven Bensson, M.D., a member of the Board of Directors, leases property to Sturdy Memorial Associates. The rental amounts are reviewed and compared with the rents paid to other comparable, independent locations.

Schedule L, Part I, Line 2 - Jean Siddall-Bensson, M.D. is the spouse of a board member. She is also employed by Sturdy Memorial Associates as a physician. Her compensation is determined based on her productivity, and in comparison to MGMA benchmarks. Her compensation is approved by the Compensation Review Committee of the Board of Directors of Sturdy Memorial Associates, Inc. Her spouse is not a member of the Compensation Review Committee.

Schedule L, Part I, Line 3 - Bruce Auerbach, M.D., a board member, sits on the Board of Coverys. The Associates pay medical malpractice insurance premiums to Coverys. Dr. Auerbach is not involved in the decision making process related to insurance providers.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

STURDY MEMORIAL ASSOCIATES INC

Employer identification number

04-2709501

Form 990, Part V, Line 2a - Sturdy Memorial Hospital is the common paymaster for Sturdy Memorial Associates. Form W-3 is filed under Sturdy Memorial Hospital's employee identification number and included 334 Sturdy Memorial Associate employees.

Form 990, Part V, Line 2b - Sturdy Memorial Hospital is the common paymaster for Sturdy Memorial Associates and files all required federal employment forms.

Form 990, Part VI, Section A, Line 6 - Sturdy Memorial Foundation Inc., a Massachusetts charitable corporation, acting through its Board of Directors, is the sole member of Sturdy Memorial Associates, Inc.

Form 990, Part VI, Section A, Line 7a - Foundation Members are eligible to attend all meetings of the Corporation and to hold office. New members are elected to membership by the existing members for three year terms. The Member elects and may remove or suspend trustees of Sturdy Memorial Associates.

Form 990, Part VI, Section A, Line 7b - All matters involving real property, including without necessary limitation, sales, leases and purchases, shall first require approval of the Member acting through the Board of Directors of Sturdy Memorial Foundation.

Form 990, Part VI, Section B, Line 11b - The preparation of the Form 990 is the responsibility of the CFO and the Sturdy Fiscal Services department, with review by Sturdy's tax providers, Grant Thornton. The Form 990 is prepared by the finance staff upon completion of Sturdy's annual independent audit and reviewed by the Controller, CFO and Grant Thornton. In addition, compensation and benefit sections are reviewed by the Vice President of Human Resources for Sturdy Memorial Hospital. Prior to filing the Form 990, the complete form and all schedules are provided to every board member and any questions are answered.

Form 990, Part VI, Section B, Line 12c - Sturdy Memorial Associates follows the Conflict of Interest Policy of Sturdy Memorial Hospital, its affiliate. This policy was adopted on May 5, 1995. Under the direction of the Sturdy Memorial Hospital Integrity Officer, all managers and supervisors (including officers and key employees) must complete and sign an annual Conflict of Interest Disclosure Statement. The Statement requires disclosure of any outside interests in any business, outside activity, gifts or entertainment that may have influenced the employee. In addition, the employee must disclose if they have shared any corporate information for their own personal advantage or if they had knowledge of any integrity or ethical issues not previously reported. These signed statements are reviewed by the Integrity Officer and any potential conflicts are resolved. The Integrity Officer discusses disclosed conflicts with the reporter, so that the reporter knows what business activities they cannot participate in (e.g., purchasing decisions, board votes, etc.). Any gifts received, that create a conflict, or are in violation of the Conflict of Interest Policy must be returned or paid for at fair market value. Annually, the Integrity Officer reports, to the Board of Directors, any new conflicts. Article VI of the Associates' by-laws requires Board members to disclose any potential conflict. Board members, officers and key employees must attest in writing each year to any potential conflict. The Conflict of Interest Statements are reviewed by the Executive Director and Chief Financial Officer and any potential conflicts are resolved.

Form 990, Part VI, Section B, Line 14 - Sturdy Memorial Associates does not have a written document and destruction policy but does comply with Massachusetts law with respect to record retention requirements. Where state law does not require retention limits, the Associates uses the "Business Records Retention Schedule" from the Office of the Federal Register and other relevant and reliable sources (such as attorney letters and recommendations from accounting firms). A formal policy has been drafted.

Form 990, Part VI, Section B, Line 15 - The CEO (Executive Director), the CFO and the Director of Operations of Sturdy Memorial Associates are compensated entirely through Sturdy Memorial Hospital which is why there is no compensation in column D. The CEO and senior managers listed above are compensated on a merit system, as part of their compensation review in Sturdy Memorial Hospital. The CEO and senior managers prepare goals at the start of each fiscal year and are evaluated for merit increases based on those goals and

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Cat No 51056K

Schedule O (Form 990 or 990-EZ) (2012)

Supplemental Information (Continued)

their accomplishments relative to the goals. The CEO's accomplishments (relative to the established goals) are documented in an annual report which is submitted to the Chairman of the Board of Managers. The Board Chairman is provided with comparative market data obtained through compensation surveys prepared by an independent consultant specializing in such matters. The comparative data is for similar hospitals in Massachusetts and is sent directly from the independent consultant to the Board Chairman. The data includes comprehensive salary and benefits information for CEO's and senior managers (key employees) including comparison of base pay, incentive pay, benefits and total compensation. In addition, the Chairman is provided with performance information for Massachusetts hospitals obtained through the Center for Health Information & Analysis. The Hospital's Vice President of Human Resources provides the Chairman with the CEO's current actual salary and benefits. The Chairman of the Board of Managers provides the above information along with the annual report of the CEO's accomplishments (relative to established goals including the hospital and the Associates) and a history of the CEO's compensation to the Executive Committee which serves as the Compensation Committee for this purpose. The Executive Committee reviews the comparative data for the CEO base salary, bonus (incentive) and total compensation along with the survey data for benefits. Based on the goals achieved and the comparative data provided, the Executive Committee votes to approve the salary, bonus and benefits of the CEO. A summary of the discussion and the decision of the Executive Committee are reflected in the meeting minutes. The Chairman of the Board of Managers communicates the decision regarding compensation changes in a letter to the Vice President of Human Resources to execute the change. The CEO uses comparative market data, obtained from an independent consultant, for the hospital senior managers. The CEO compares the senior managers' current base salary and bonus (incentive pay) to the survey data. The senior managers' performance is evaluated based on the goals established at the start of the year. The CEO determines the base pay amount and bonus for each senior manager based on performance and the compensation survey. Base salary and bonus payments for each senior manager, including survey information, are reviewed with the Executive Committee by the CEO. The Executive Committee votes to accept the recommendations of the CEO for all senior managers except the CFO. The Executive Committee votes to approve the CFO's compensation separately.

Form 990, Part VI, Section C, Line 19 - The Associates makes available copies of its by-laws, conflict of interest policy and financial statements to the public upon request.

Form 990, Part XI, Line 9 - Increase in temporarily restricted net assets of \$18,544.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization

STURDY MEMORIAL ASSOCIATES INC

Employer identification number

04-2709501

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
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) Sturdy Memorial Hospital Inc (04-2768252) 211 Park Street, Attleboro, MA 02703	Acute Hospital	MA	501(c)(3)	3	N/A		✓
(2) Sturdy Memorial Foundation Inc (04-2103631) 211 Park Street, Attleboro, MA 02703	Development	MA	501(c)(3)	11 Type II	N/A		✓
(3) Emory Street Radiology Associates Inc (04-3137282) 211 Park Street, Attleboro, MA 02703	Radiology services	MA	501(c)(3)	11 Type II	N/A		✓
(4)							
(5)							
(6)							
(7)							

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Schedule R (Form 990) 2012

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) SHV Inc (04-2855097) 127 Pearl Street, Attleboro, MA 02703	Sales & rental of medical equip &	MA	N/A	C	0	0	0%		✓
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									

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?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	☒
b Gift, grant, or capital contribution to related organization(s)	1b	☒
c Gift, grant, or capital contribution from related organization(s)	1c	☒
d Loans or loan guarantees to or for related organization(s)	1d	☒
e Loans or loan guarantees by related organization(s)	1e	☒
f Dividends from related organization(s)	1f	☒
g Sale of assets to related organization(s)	1g	☒
h Purchase of assets from related organization(s)	1h	☒
i Exchange of assets with related organization(s)	1i	☒
j Lease of facilities, equipment, or other assets to related organization(s)	1j	☒
k Lease of facilities, equipment, or other assets from related organization(s)	1k	☒
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	☒
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	☒
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	☒
o Sharing of paid employees with related organization(s)	1o	☒
p Reimbursement paid to related organization(s) for expenses	1p	☒
q Reimbursement paid by related organization(s) for expenses	1q	☒
r Other transfer of cash or property to related organization(s)	1r	☒
s Other transfer of cash or property from related organization(s)	1s	☒

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
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

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

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

Part VII Supplemental Information

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

This image shows a full page of a document template designed for handwritten notes or essays. It features approximately 30 evenly spaced, thin horizontal grey lines across the entire width of the page. The lines are uniform in thickness and color, providing a guide for writing without being distracting. There are no margins, headers, footers, or other markings present on the page.