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Form 990 Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public By law, the IRS generally cannot redact the information on the form

▶ Information about Form 990 and its instructions is at www.IRS.gov/form990

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 01-01-2013 , 2013, and ending 12-31-2013

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
ROCKFORD HEALTH PHYSICIANS

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
2300 N ROCKTON AVE

City or town, state or province, country, and ZIP or foreign postal code
ROCKFORD, IL 61103

D Employer identification number
36-3907436

E Telephone number
(815) 971-5000

G Gross receipts $ 89,165,137

F Name and address of principal officer
GARY KAATZ
2300 N ROCKTON AVE
ROCKFORD, IL 61103

H(a) Is this a group return for subordinates? ☐ Yes ☑ No

H(b) Are all subordinates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

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

J Website: ▶ WWW RHSNET ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1993

M State of legal domicile IL

Part I Summary

1 Briefly describe the organization's mission or most significant activities
TO IMPROVE AND PROTECT THE HEALTH AND WELFARE OF THE COMMUNITY, WE HAVE 183 PROVIDERS SKILLED AT 30 SPECIALITIES OUR PHYSICIANS ALSO PROVIDE STAFF FOR ROCKFORD MEMORIAL HOSPITAL PATIENTS' NEEDS (I E LEVEL I TRAUMA CENTER, BRAIN & SPINE CENTER, LEVEL III REGIONAL PERINATAL CENTER & 44-BED NEONATAL ICU)

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

Activities & Governance

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	15
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	10
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	**5**	768
6	Total number of volunteers (estimate if necessary)	**6**	10
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

		Prior Year	Current Year
Revenue **8**	Contributions and grants (Part VIII, line 1h)	305,393	27,391
9	Program service revenue (Part VIII, line 2g)	85,448,764	85,832,961
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-207,162	19,312
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,164,321	2,901,135
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	87,711,316	88,780,799
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)	92,249,380	92,978,586
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	44,054,772	46,794,856
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	136,304,152	139,773,442
19	Revenue less expenses Subtract line 18 from line 12	-48,592,836	-50,992,643

		Beginning of Current Year	End of Year
Net Assets or Fund Balances **20**	Total assets (Part X, line 16)	58,352,194	54,596,824
21	Total liabilities (Part X, line 26)	76,401,818	72,355,578
22	Net assets or fund balances Subtract line 21 from line 20	-18,049,624	-17,758,754

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

****** | 2014-10-30
Signature of officer | Date

HENRY M SEYBOLD CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
NICOLE BENCIK				P00756195
Firm's name ▶ CROWE HORWATH LLP			Firm's EIN ▶	
Firm's address ▶ 70 WEST MADISON STREET SUITE 700 CHICAGO, IL 606024903			Phone no (312) 899-7000	

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III . . . . . ☐

1 Briefly describe the organization's mission

THE GOAL OF ROCKFORD HEALTH PHYSICIANS (RHPH) IS TO IMPROVE AND PROTECT THE HEALTH AND WELFARE OF THE COMMUNITY IN ACCORDANCE WITH OUR MISSION "SUPERIOR CARE EVERYDAY FOR ALL OUR PATIENTS " WE WILL FULFILL OUR COMMITMENT THROUGH PERFORMANCE EXCELLENCE, INNOVATION, AND LIFELONG LEARNING

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 $ 99,089,359 including grants of $) (Revenue $ 69,507,062)

ROCKFORD HEALTH PHYSICIANS (RHPH) IS A 183 MULTI-SPECIALTY PHYSICIAN GROUP THAT HAS 9 SATELLITE AMBULATORY OFFICES AS WELL AS 5 CONVENIENT CARE LOCATIONS THAT PROVIDE FOR NON-LIFE THREATENING EMERGENCIES AFTER REGULAR OFFICE HOURS OUR PATIENTS HAVE ACCESS TO BOARD CERTIFIED PRIMARY CARE PHYSICIANS WHO COORDINATE CARE WITH BOARD CERTIFIED SPECIALTY PHYSICIANS IN ADDITION TO AMBULATORY PRACTICES, MANY OF OUR PHYSICIANS PROVIDE INPATIENT SERVICES AT ROCKFORD MEMORIAL HOSPITAL, A LEVEL I TRAUMA CENTER, A PSYCHIATRIC UNIT, ADULT AND PEDIATRIC INTENSIVE CARE UNITS, A DESIGNATED CHILDREN'S MEDICAL CENTER, AND A LEVEL III NEONATAL INTENSIVE CARE UNIT PHYSICIANS ARE AVAILABLE ON CALL 24-7 THERE WERE 423,732 OFFICE VISITS IN 2013

4b (Code) (Expenses $ 12,175,359 including grants of $) (Revenue $ 15,559,626)

ANCILLARY MEDICAL SERVICES WERE PERFORMED TO ALLOW PHYSICIANS TO PROVIDE THE PROPER CARE TO ACHIEVE THE BEST OUTCOME FOR EACH PATIENT THERE WERE 358,339 ANCILLARY PROCEDURES PERFORMED DURING 2013 RHPH PROVIDED 281,519 TESTS AND PROCEDURES IN CLINICAL AREAS SUCH AS LABORATORY AND RADIOLOGY INCLUDING CT SCANS AND MAMMOGRAPHY OTHER SUPPORT SERVICES INCLUDED CARDIAC TESTING, GENETIC SERVICES, PULMONARY FUNCTION TESTING, BONE SCANS, PAIN MANAGEMENT, AND PHYSICAL THERAPY

4c (Code) (Expenses $ 209,659 including grants of $) (Revenue $ 766,273)

THE CLINICAL RESEARCH DEPARTMENT PARTICIPATES IN STUDIES TO PROVIDE ADDITIONAL BENEFITS TO OUR PATIENTS, I E TRACKING BREAST CANCER SURVIVORS, A PHARMACEUTICAL STUDY TO EVALUATE A DRUG THAT TREATS OSTEO/RHEUMATOID ARTHRITIS, AND ANOTHER THAT STUDIES GOUT RHPH PARTICIPATES IN A MEDICARE PHYSICIAN QUALITY REPORT INCENTIVE PROGRAM TO MEASURE DATA FOR QUALITY EVALUATION RHPH IS COMMITTED TO PROVIDING SERVICES FOR MATERNAL AND CHILD CARE THROUGH ILLINOIS HEALTH CONNECT, A MEANS-TESTED PROGRAM THAT HELPS KIDS AND FAMILIES GET HEALTH CARE AND STAY HEALTHY BY CHOOSING A MEDICAL HOME RHPH PARTNERS WITH NEIGHBORING SCHOOLS TO PROVIDE FREE PHYSICALS AND COMMUNITY ORGANIZATIONS TO PROVIDE FREE SCREENINGS STAFF AND PHYSICIANS PARTICIPATED IN VARIOUS HEALTH FAIRS AND HOSTED EDUCATIONAL FORUMS IN THE COMMUNITIES TO BRING RESIDENTS AN AWARENESS OF HEALTH/WELLNESS RELATED TOPICS - SUCH AS HEART DISEASE AND PREVENTION, HEALTHY EATING, CHILDREN'S HEALTH CONCERNS, AND AGING ISSUES RHPH ALSO PARTNERS WITH A LOCAL CHURCH IN THE BRIDGE CLINIC TO SERVE UNINSURED AND/OR HOMELESS PEOPLE

4d Other program services (Describe in Schedule O)

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

4e **Total program service expenses ▶** 111,474,377

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**		No
22	Did the organization report more than $5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a*	**24a**	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		No
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? *If so, complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	**34**	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	**35a**		No
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**		No
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V . . . . . ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	1a	97		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	768		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b		Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year? . . .	3a			No
b	If "Yes," has it filed a Form 990-T for this year? *If "No" to line 3b, 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			No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .	5a			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .	6a			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
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			No
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			No
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			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	7f			No
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			No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .	14b			

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

Check if Schedule O contains a response or note to any line 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**	15		
	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**	10		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	**2**			No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .	**3**			No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	**4**			No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .	**5**			No
6	Did the organization have members or stockholders?	**6**		Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	**7a**		Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	**7b**		Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?	**8a**		Yes	
b	Each committee with authority to act on behalf of the governing body?	**8b**		Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	**9**			No

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

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

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ IL

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

☐ Own website ☐ Another's website ☑ Upon request ☐ Other (explain in Schedule O)

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

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

▶ DAVID VOLA CONTROLLER 2400 N ROCKTON AVE
ROCKFORD,IL 61103 (815)971-5000

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

Check if Schedule O contains a response or note to any line in this Part VII . . . . . ☐

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

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) CONNIE M VITALI VICE-CHAIR	10 2 75	X		X				0	0	0
(2) DUANE R BACH TREASURER	10 1 10	X		X				0	0	0
(3) ELEANOR F DOAR CHAIR	10 4 80	X		X				0	0	0
(4) GARY E KAATZ PRESIDENT & CEO	1 00 59 00	X		X				0	1,022,487	54,975
(5) CURTIS D WORDEN DIRECTOR	10 2 30	X						0	4,568	0
(6) DENNIS T UEHARA DIRECTOR	30 00 25 50	X						517,998	0	42,292
(7) JACK J BECHERER DIRECTOR	25 1 25	X						0	0	0
(8) JAMES W BRECKENRIDGE DIRECTOR (Partial Year)	39 00 3 00	X						259,859	0	24,631
(9) JEFF R SMITH MD Medical Director	40 00 3 00	X						481,744	0	21,910
(10) JOHN W CHADWICK DIRECTOR	30 31	X						0	0	0
(11) JOSE L GONZALEZ DIRECTOR	52 20 1 70	X						379,146	0	28,049
(12) PAMELA S FOX DIRECTOR	10 11	X						0	0	0
(13) PAUL A GREEN DIRECTOR	10 2 00	X						0	0	0
(14) STACIE TALBERT DIRECTOR	1 00 2 00	X						0	0	0
(15) THOMAS D BUDD DIRECTOR	50 80	X						0	0	0
(16) DR KEVIN RUGGLES Chief Phy Exec	40 00 0			X				622,759	0	48,017
(17) HENRY M SEYBOLD CFO	1 00 44 25			X				0	495,528	28,346

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			
(18) JULIE PETERSON SECRETARY	2 00 39 25			X				0	77,351	9,182
(19) ARTHUR RETTIG PHYSICIAN	40 00 0					X		826,033	0	60,379
(20) BHARATI ROY PHYSICIAN	40 00 0					X		814,890	0	24,539
(21) GREG NOWAK PHYSICIAN	40 00 0					X		726,494	0	22,560
(22) PHILLIP AD HIGGINS DIRECTOR	40 00 1 00					X		495,639	0	48,086
(23) SCOTT WEINTRAUB PHYSICIAN	40 00 0					X		621,608	0	27,015
(24) JOHN T DORSEY DIRECTOR	60 61 20						X	0	343,105	23,565

1b	**Sub-Total** . . . . . ▶			
c	**Total from continuation sheets to Part VII, Section A** . . . . ▶			
d	**Total (add lines 1b and 1c)** . . . . . ▶	5,746,169	1,943,040	463,548

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 ▶ 182

			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**		No
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**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATHENA HEALTH INC PO BOX 415615 BOSTON MA 02241	BILLING SERVICES	4,307,229
ROCKFORD HEALTH SYSTEM 2400 N ROCKTON AVE ROCKFORD IL 61103	ADMINISTRATIVE SERVICES	1,976,260
LOCUM TENNENSCOM PO BOX 405547 ATLANTA GA 303845547	HEALTHCARE SERVICES	882,667
WEATHERBY LOCUMS PO BOX 972633 DALLAS TX 753972633	HEALTHCARE SERVICES	835,280
BRATISLAV VELIMIROVIC MD 1031 W NEWPORT AVE 3 CHICAGO IL 60657	HEALTHCARE SERVICES	760,104

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 ▶ 20

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII . . . . . ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations . . .	1d	27,391			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f $					
	h	**Total.** Add lines 1a-1f . . . . . ▶		27,391			
Program Service Revenue			Business Code				
	2a	PHYSICIAN MEDICAL SERVICES	621110	42,857,982	42,857,982		
	b	MEDICARE/MEDICAID	900099	32,614,656	32,614,656		
	c	ANCILLARY MEDICAL SERVICES	621400	9,594,050	9,594,050		
	d	HEALTH CONNECT, PQRI AND MCH	621400	730,098	730,098		
	e	CLINICAL RESEARCH	900099	36,175	36,175		
	f	All other program service revenue		0	0	0	0
	g	**Total.** Add lines 2a–2f . . . . . ▶		85,832,961			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) . . . . . ▶		28,258			28,258
	4	Income from investment of tax-exempt bond proceeds . . ▶		0			
	5	Royalties . . . . . ▶		0			
			(i) Real / (ii) Personal				
	6a	Gross rents	514,095				
	b	Less rental expenses	303,859				
	c	Rental income or (loss)	210,236 / 0				
	d	Net rental income or (loss) . . . . . ▶		210,236			210,236
			(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory	71,533				
	b	Less cost or other basis and sales expenses	80,479				
	c	Gain or (loss)	0 / -8,946				
	d	Net gain or (loss) . . . . . ▶		-8,946			-8,946
	8a	Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 . . a					
	b	Less direct expenses . . . b					
	c	Net income or (loss) from fundraising events . . ▶		0			
	9a	Gross income from gaming activities See Part IV, line 19 . . . a					
	b	Less direct expenses . . . b					
	c	Net income or (loss) from gaming activities . . ▶		0			
	10a	Gross sales of inventory, less returns and allowances . a					
	b	Less cost of goods sold . . b					
	c	Net income or (loss) from sales of inventory . . ▶		0			
		Miscellaneous Revenue	Business Code				
	11a	MEANINGFUL USE INCENTIVES	900099	2,297,830			2,297,830
	b	PARTNERSHIP INCOME	900099	27,621			27,621
	c			0			
	d	All other revenue		365,448	0	0	365,448
	e	**Total.** Add lines 11a–11d . . . . . ▶		2,690,899			
	12	**Total revenue.** See Instructions . . . . . ▶		88,780,799	85,832,961	0	2,920,447

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 or note to any line in this Part IX . . . . . ☑

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	0			
2 Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	1,922,752	1,251,976	670,776	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	74,864,527	69,781,683	5,082,844	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	3,537,998	3,286,901	251,097	
9 Other employee benefits	8,943,515	7,645,873	1,297,642	
10 Payroll taxes	3,709,794	3,254,253	455,541	
11 Fees for services (non-employees)				
a Management	0			
b Legal	183,181		183,181	
c Accounting	114,502		114,502	
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	0			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	16,919,176	9,118,729	7,800,447	0
12 Advertising and promotion	704,096		704,096	
13 Office expenses	1,503,701	452,701	1,051,000	
14 Information technology	1,676,256	1,012,689	663,567	
15 Royalties . .	0			
16 Occupancy	3,480,836	841,587	2,639,249	
17 Travel	60,041	30,963	29,078	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	122,953	49,179	73,774	
20 Interest	890,094		890,094	
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	5,917,000	2,729,183	3,187,817	
23 Insurance	2,507,272		2,507,272	
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 DRUGS AND MEDICAL SUPPLIES	5,671,400	5,669,787	1,613	
b BAD DEBT EXPENSE	5,657,580	5,657,580		
c PHYSICIAN BUSINESS EXPENSE	441,122	438,847	2,275	
d BANKING FEES	285,685		285,685	
e All other expenses	659,961	252,446	407,515	0
25 **Total functional expenses.** Add lines 1 through 24e	139,773,442	111,474,377	28,299,065	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)	0			

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X . . . . . ☐

				(A) Beginning of year		(B) End of year
Assets	1	Cash–non-interest-bearing		1,415,296	1	112,033
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		8,014,729	4	8,621,713
	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			7	
	8	Inventories for sale or use		727,257	8	746,085
	9	Prepaid expenses and deferred charges		555,825	9	492,064
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 90,655,468			
	b	Less accumulated depreciation	10b 53,384,721	41,416,384	10c	37,270,747
	11	Investments—publicly traded securities			11	
	12	Investments—other securities See Part IV, line 11		0	12	0
	13	Investments—program-related See Part IV, line 11		300,911	13	288,845
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		5,921,792	15	7,065,337
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		58,352,194	16	54,596,824
Liabilities	17	Accounts payable and accrued expenses		44,125,157	17	39,479,976
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities		28,017,231	20	28,017,231
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		4,259,430	25	4,858,371
	26	**Total liabilities.** Add lines 17 through 25		76,401,818	26	72,355,578
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		-18,049,624	27	-17,758,754
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
		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		-18,049,624	33	-17,758,754
	34	Total liabilities and net assets/fund balances		58,352,194	34	54,596,824

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI . . . . . ☑

1	Total revenue (must equal Part VIII, column (A), line 12)	1	88,780,799
2	Total expenses (must equal Part IX, column (A), line 25)	2	139,773,442
3	Revenue less expenses Subtract line 2 from line 1	3	-50,992,643
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-18,049,624
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	51,283,513
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-17,758,754

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII . . . . . ☐

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
	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?	2b	Yes	
	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?	2c	Yes	
	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?	3a		No
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	3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**
▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
ROCKFORD HEALTH PHYSICIANS

Employer identification number
36-3907436

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? **11g(i)**		
(ii) A family member of a person described in (i) above? **11g(ii)**		
(iii) A 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		

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

(i) Name of supported organization	**(ii)** EIN	**(iii)** Type of organization (described on lines 1- 9 above or IRC section **(see instructions))**	**(iv)** Is the organization in 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**	
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support** (Add lines 7 through 10)						

12 Gross receipts from related activities, etc (see instructions) **12**

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) **14**

15 Public support percentage for 2012 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2013.** 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—2012.** 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—2013.** 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—2012.** 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	
16	Public support percentage from 2012 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	
18	Investment income percentage from **2012** Schedule A, Part III, line 17	18	

19a **33 1/3% support tests—2013.** 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—2012.** 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.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test		
Return Reference	Explanation	

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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. ▶ Information about Schedule D (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
ROCKFORD HEALTH PHYSICIANS

Employer identification number
36-3907436

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

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

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

		Held at the End of the Year
a	Total number of conservation easements	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
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other

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

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

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

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

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

		Amount
c	Beginning balance	1c
d	Additions during the year	1d
e	Distributions during the year	1e
f	Ending balance	1f

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

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

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

		(a) Current year	(b) Prior year	(b) (c) Two years back	(d) Three years back	(e) Four years back
1a	Beginning of year balance	1,559,618	1,376,820	1,318,056	872,520	372,396
b	Contributions	148,494	69,541	95,814	320,215	369,919
c	Net investment earnings, gains, and losses	305,391	213,330	10,219	177,228	134,193
d	Grants or scholarships					
e	Other expenditures for facilities and programs	75,210	94,236	39,270	44,769	
f	Administrative expenses	4,366	5,837	7,999	7,138	3,988
g	End of year balance	1,933,927	1,559,618	1,376,820	1,318,056	872,520

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

- a Board designated or quasi-endowment ▶ 20 200 %
- b Permanent endowment ▶ 36 700 %
- c Temporarily restricted endowment ▶ 43 100 %

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

		Yes	No
(i) unrelated organizations	3a(i)		No
(ii) related organizations	3a(ii)	Yes	
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	Yes	

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

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. 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	1,389,430	5,783,618		7,173,048
b Buildings		59,414,245	36,403,566	23,010,679
c Leasehold improvements		2,479,402	1,003,314	1,476,088
d Equipment		16,188,399	12,787,229	3,401,170
e Other		5,400,374	3,190,612	2,209,762
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				37,270,747

Part VII **Investments—Other Securities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII **Investments—Program Related.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) must equal Form 990, Part X, col (B) line 13)* ▶		

Part IX **Other Assets.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) BOND ISSUANCE COSTS	297,304
(2) CAA - FAS124 VALUATION	11,487
(3) DEFERRED COMP VALUATION	4,530,683
(4) CAPITAL ACCUMULATION ACCOUNT	112,508
(5) DUE FROM RHS	2,517
(6) OTHER RECIEVABLES	2,110,839
Total. *(Column (b) must equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	7,065,337

Part X **Other Liabilities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
Federal income taxes	0
CAA-FAS 124 VALUATION	11,487
DEFERRED COMPENSATION VALUATION	4,535,347
ASSET RECOVERY OBLIGATION	150,000
CAPITAL ACCUMULATION LIABILITY	112,508
DUE TO RELATED ORGANIZATIONS	49,028
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	4,858,371

2. Liability for uncertain tax positions 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 Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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

Part XIII Supplemental Information

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

Return Reference	Explanation
Schedule D, Part V, Line 4, Intended uses of endowment funds	FUNDS WERE USED TO PROVIDE A LECTURE SERIES, FOR CONTINUING EDUCATION FOR EMPLOYEES WANTING TO IMPROVE THEIR CREDENTIALS OR TO FOCUS ON A NEW SKILL OR SOME TECHNOLOGY NOT CURRENTLY AVAILABLE IN THE ROCKFORD COMMUNITY THERE WERE ALSO MISCELLANEOUS PROJECTS DESIGNATED BY THE FOUNDATION BOARD IN ACCORDANCE WITH THE SPECIFIC ENDOWMENT ALL FUNDS WERE EXPENDED PER THE SPECIFIC DIRECTION OF EACH ENDOWMENT
SCHEDULE D, PART X, LINE 2, FIN48 (ASC 740) DISCLOSURE	THERE IS NO FIN 48 LIABILITY AND AS SUCH, THE ORGANIZATION'S CONSOLIDATED FINANCIAL STATEMENTS DO NOT INCLUDE A FIN 48 DISCLOSURE

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 23.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**
▶ **Information about Schedule J (Form 990) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
ROCKFORD HEALTH PHYSICIANS

Employer identification number
36-3907436

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax idemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
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?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**		No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**	Yes	
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

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

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

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

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

Part III Supplemental Information

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

Return Reference	Explanation
Schedule J, Part I, Line 3, Arrangement used to establish the top management official's compensation	THE ROCKFORD HEALTH SYSTEM BOARD OF DIRECTORS HAS A COMPENSATION COMMITTEE THAT REVIEWS EXECUTIVE COMPENSATION FOR THE SYSTEM, INCLUDING ROCKFORD HEALTH PHYSICIANS THEY ALSO AUTHORIZE AN INDEPENDENT FIRM TO PROVIDE DATA FOR ANALYSIS OF THE INDUSTRY AND THE MARKET TO OUR COMPENSATION DEPARTMENT THE DEPARTMENT AND COMMITTEE REVIEWS THE RESULTS AND MAKE A RECOMMENDATION TO THE BOARD WHO THEN ACTS UPON THIS INFORMATION TO SET COMPENSATION FOR EXECUTIVES
Schedule J, Part I, Line 7, Non-fixed payments	MANAGEMENT AND EMPLOYEES ARE PERIODICALLY FINANCIALLY REWARDED FOR EXCEEDING COMPANY AND DEPARTMENT PERFORMANCE GOALS THE AMOUNTS ARE DISCRETIONARY AND ARE NOT RELATED TO NET EARNINGS OF THE ORGANIZATION

Additional Data

Software ID: 13000248
Software Version: 2013v3.1
EIN: 36-3907436
Name: ROCKFORD HEALTH PHYSICIANS

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
GARY E KAATZ PRESIDENT & CEO	(I) (II)	0 686,128	0 226,760	0 109,600	0 48,223	0 6,752	0 1,077,462	0 0
JOHN T DORSEY DIRECTOR	(I) (II)	0 342,331	0 0	0 774	0 19,195	0 4,370	0 366,671	0 0
JAMES W BRECKENRIDGE DIRECTOR (PARTIAL YEAR)	(I) (II)	227,262 0	0 0	32,597 0	20,000 0	4,631 0	284,491 0	0 0
JOSE L GONZALEZ DIRECTOR	(I) (II)	377,598 0	0 0	1,548 0	20,000 0	8,049 0	407,195 0	0 0
JEFF R SMITH MD MEDICAL DIRECTOR	(I) (II)	468,970 0	12,000 0	774 0	20,000 0	1,910 0	503,653 0	0 0
DENNIS T UEHARA DIRECTOR	(I) (II)	515,352 0	0 0	2,646 0	37,500 0	4,792 0	560,290 0	0 0
DR KEVIN RUGGLES CHIEF PHY EXEC	(I) (II)	454,356 0	87,459 0	80,944 0	43,348 0	4,669 0	670,776 0	0 0
HENRY M SEYBOLD CFO	(I) (II)	0 378,047	0 76,079	0 41,402	0 22,952	0 5,394	0 523,875	0 0
PHILLIP AD HIGGINS DIRECTOR	(I) (II)	494,865 0	0 0	774 0	37,500 0	10,586 0	543,725 0	0 0
GREG NOWAK PHYSICIAN	(I) (II)	725,720 0	0 0	774 0	20,000 0	2,560 0	749,054 0	0 0
ARTHUR RETTIG PHYSICIAN	(I) (II)	620,130 0	0 0	205,903 0	52,823 0	7,556 0	886,412 0	0 0
BHARATI ROY PHYSICIAN	(I) (II)	814,116 0	0 0	774 0	20,000 0	4,539 0	839,429 0	0 0
SCOTT WEINTRAUB PHYSICIAN	(I) (II)	620,978 0	0 0	630 0	20,000 0	7,015 0	648,623 0	0 0

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
ROCKFORD HEALTH PHYSICIANS

Employer identification number
36-3907436

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	ILLINOIS FINANCE AUTHORITY	86-1091967	45200FSG5	12-11-2008	28,017,231	REFUND 1994 SERIES BONDS		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	0			
2	Amount of bonds legally defeased	0			
3	Total proceeds of issue	28,017,231			
4	Gross proceeds in reserve funds	0			
5	Capitalized interest from proceeds	0			
6	Proceeds in refunding escrows	0			
7	Issuance costs from proceeds	437,056			
8	Credit enhancement from proceeds	14,976			
9	Working capital expenditures from proceeds	0			
10	Capital expenditures from proceeds	0			
11	Other spent proceeds	27,565,199			
12	Other unspent proceeds	0			
13	Year of substantial completion	2008			

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X							
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?								
2	Are there any lease arrangements that may result in private business use of bond-financed property?								

Part III Private Business Use *(Continued)*

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use of bond-financed property?								
b	If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c	Are there any research agreements that may result in private business use of bond-financed property?								
d	If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶		0 %						
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶		0 %						
6	Total of lines 4 and 5		0 %						
7	Does the bond issue meet the private security or payment test?								
8a	Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?								
b	If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?								
9	Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?								

Part IV Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the issuer filed Form 8038-T?		X						
2	If "No" to line 1, did the following apply?								
a	Rebate not due yet?		X						
b	Exception to rebate?								
c	No rebate due?	X							
	If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3	Is the bond issue a variable rate issue?	X							
4a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	X							
b	Name of provider	JP MORGAN CHASE							
c	Term of hedge		10 3						
d	Was the hedge superintegrated?		X						
e	Was the hedge terminated?		X						

Part IV Arbitrage *(Continued)*

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
5a	Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b	Name of provider								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6	Were any gross proceeds invested beyond an available temporary period?		X						
7	Has the organization established written procedures to monitor the requirements of section 148?	X							

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X							

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

Return Reference	Explanation
SCHEDULE K, PART I, COLUMN (E), ISSUE PRICE NOT IDENTICAL TO FORM 8038	THE TOTAL ISSUANCE OF THE 2008 BONDS ISSUED FROM ILLINOIS FINANCE AUTHORITY WERE ISSUED TO RHPH AND A RELATED ORGANIZATION, ROCKFORD MEMORIAL HOSPITAL (RMH) RHPH HAS REPORTED ITS SHARE OF THE ISSUANCE ON FORM 990, PART X, LINE 20, AND ACCORDINGLY HAS REPORTED CONSISTENTLY FOR PURPOSES OF SCHEDULE K THE TOTAL ISSUE PRICE PER THE FORM 8038 IS $60,800,000, AND RMH REPORTS THE DIFFERENCE ON ITS FORM 990
Sch K, Part IV, Line 2c, ISSUER NAME ILLINOIS FINANCE AUTHORITY No Rebate Due	THE CALCULATION FOR COMPUTING NO REBATE DUE WAS PERFORMED ON 6/4/13, CALCULATED AS OF 3/1/10

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
ROCKFORD HEALTH PHYSICIANS

Employer identification number

36-3907436

Return Reference	Explanation
Form 990, Part VI, Sec A, Line 1a, Delegate broad authority to a committee	THE VOTING MEMBERS OF THE EXECUTIVE COMMITTEE SHALL BE THE FOLLOWING INDIVIDUALS, EACH OF WHOM SHALL HAVE A VOTE RHS CEO, CHAIRMAN, VICE-CHAIRMAN, IMMEDIATE PAST CHAIRMAN, TREASURER AND TWO ADDITIONAL DIRECTORS AT LEAST ONE MEMBER OF THE EXECUTIVE COMMITTEE SHALL BE A PHYSICIAN THE EXECUTIVE COMMITTEE SHALL BE COMPRISED OF AT LEAST 51% COMMUNITY MEMBERS THE EXECUTIVE COMMITTEE SHALL REVIEW REPORTS FROM THE RHS CEO REGARDING THE PERFORMANCE OF EXECUTIVES OF THE CORPORATION AND AFFILIATED CORPORATIONS, MONITOR THE PERFORMANCE OF THE RHS CEO OF THE CORPORATION AGAINST ANNUAL OBJECTIVES, AND DETERMINE THE COMPENSATION LEVEL OF THE RHS CEO IN ADDITION, WHEN THE BOARD OF DIRECTORS IS NOT IN SESSION, THE EXECUTIVE COMMITTEE SHALL HAVE ALL THE POWERS, DUTIES, RESPONSIBILITIES AND AUTHORITY OF THE BOARD, EXCEPT AS PROHIBITED BY LAW

Return Reference	Explanation
Form 990, Part VI, Sec A, Line 6, Classes of members or stockholders	ROCKFORD HEALTH SYSTEM (RHS) IS THE SOLE CORPORATE MEMBER OF ROCKFORD HEALTH PHYSICIANS (RHPH) THE SOLE MEMBER SHALL HAVE POWERS AND VOTING RIGHTS TO DO THE FOLLOWING (A) APPOINT ALL THE DIRECTORS OF RHPH (B) NOMINATE TO RHPH'S BOARD OF DIRECTORS ALL CANDIDATES FOR SELECTION AS THE RHPH PRESIDENT (C) APPROVE EXPRESSLY ALL AMENDMENTS TO RHPH'S ARTICLES OF INCORPORATION AND BY-LAWS (D) APPROVE ANNUAL BUDGETS, AND STRATEGIC, LONG-RANGE AND HEALTH MANPOWER DEVELOPMENT PLANS OF RHPH (E) APPROVE ALL CONTRACTS (INCLUDING CONTRACTS OF INDEBTEDNESS) EFFECTIVE FOR LONGER THAN EIGHTEEN MONTHS (F) APPROVE ALL PLANS OF MERGER OR CONSOLIDATION (G) APPROVE THE SALE, LEASE, EXCHANGE, MORTGAGE, PLEDGE OR OTHER DISPOSITION OF ALL OR SUBSTANTIALLY ALL, THE PROPERTY AND ASSETS OF RHPH (H) APPROVE A VOLUNTARY DISSOLUTION OF THE RHPH (I) APPROVE MATERIAL AMENDMENTS TO RHPH'S STANDARD FORM OF PHYSICIAN EMPLOYMENT AGREEMENT (J) APPROVE MATERIAL AMENDMENTS TO THE STANDARD COMPENSATION SYSTEM USED BY RHPH TO ESTABLISH INDIVIDUAL PHYSICIAN COMPENSATION (K) REQUIRE RHPH TO TAKE ANY ACTION (INCLUDING AMENDING THE ARTICLES OF INCORPORATION OR BY-LAWS), OR TO MODIFY OR RESCIND AN ACTION ALREADY TAKEN, IF RHS DETERMINES THAT FAILURE TO TAKE THE ACTION, OR TO MODIFY OR RESCIND AN ACTION ALREADY TAKEN, MAY RESULT IN THE MEMBER'S OR RHPH'S FAILURE TO OBTAIN OR MAINTAIN ITS EXEMPTION AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE.

Return Reference	Explanation
Form 990, Part VI, Sec A, Line 7a, Members or stockholders electing members of governing body	SEE NARRATIVE FOR PART VI, LINE 6

Return Reference	Explanation
Form 990, Part VI, Sec A, Line 7b, Decisions requiring approval by members or stockholders	SEE NARRATIVE FOR PART VI, LINE 6

Return Reference	Explanation
Form 990, Part VI, Sec B, Line 11b, Review of form 990 by governing body	THE DATE WAS GATHERED BY THE ACCOUNTING STAFF WITH INPUT FROM RHPH AND RHS EXECUTIVE STAFFS THE DATA WAS REVIEWED AND THE FORM 990 PREPARED BY THE RHPH STAFF ONCE THE FORM 990 WAS MADE AVAILABLE IT WAS REVIEWED BY AN INDEPENDENT ACCOUNTING FIRM A COPY OF THE FORM 990 WAS MADE AVAILABLE TO ALL BOARD MEMBERS ON A SECURE INTERCOMPANY WEBSITE BEFORE FILING WITH THE IRS

Return Reference	Explanation
Form 990, Part VI, Sec B, Line 12c, Conflict of interest policy	BY WRITTEN POLICY, RHS SENDS OUT, ON AN ANNUAL BASIS, THE CORPORATE CONFLICT AND DUALITY OF INTEREST POLICY TO ALL BOARD MEMBERS, CORPORATE OFFICERS AND OTHER KEY INDIVIDUALS (THOSE HAVING RESPONSIBILITY AND AUTHORITY TO MAKE FINAL DECISIONS REGARDING THE ACQUISITION OF PRODUCTS OR SERVICES) EACH RECIPIENT IS REQUIRED TO COMPLETE A FINANCIAL INTEREST DISCLOSURE STATEMENT, WHICH IS SUBMITTED TO THE VICE PRESIDENT, LEGAL SERVICES/GENERAL COUNSEL FOR REVIEW WITH RESPECT TO PHYSICIANS AND MANAGERS WHO ARE KEY INDIVIDUALS, ANY POTENTIAL CONFLICT OF INTEREST IS REVIEWED WITH THE APPROPRIATE EXECUTIVE STAFF MEMBER FOR FOLLOW UP WITH THE DISCLOSING PARTY IN ORDER TO REVIEW THE MATTER IN MORE DETAIL THIS INCLUDES EMPHASIZING THAT THE DISCLOSING PARTY IS NOT PERMITTED TO PARTICIPATE IN ANY NEGOTIATIONS FOR THE PURCHASE OF ANY PRODUCTS OR SERVICES WHERE THE CONFLICT IS DEEMED MATERIAL, OR AUTHORIZE THE SUBSEQUENT PURCHASE OF RELATED GOODS AND SERVICES THE DISCLOSING PARTY IS ALSO REQUIRED TO IDENTIFY EACH AND EVERY INSTANCE OF A POTENTIAL CONFLICT AS THEY MAY ARISE IN THE ORDINARY COURSE OF BUSINESS A SIMILAR PROCESS IS FOLLOWED FOR THE BOARD OF DIRECTORS, EXCEPT THAT ANY POTENTIAL CONFLICT IS REVIEWED BY THE BOARD'S GOVERNANCE COMMITTEE BOARD MEMBERS MAY COMMENT ON TRANSACTIONS WHERE THERE IS A POTENTIAL CONFLICT, BUT CANNOT VOTE ON THE RELATED MATTER AND MAY BE REQUIRED TO LEAVE ANY MEETING WHERE THE POTENTIAL CONFLICT IS REVIEWED BY THE BOARD OR WHERE THE BOARD TAKES ACTION TO EITHER APPROVE OR NOT APPROVE THE PROPOSED TRANSACTION A BOARD MEMBER ALSO HAS A CONTINUING DUTY TO REPORT ANY CONFLICTS AS THEY MAY ARISE IN THE ORDINARY COURSE OF BUSINESS IN THE EVENT THAT A POTENTIAL CONFLICT OF INTEREST IS REPORTED OR DISCOVERED OUTSIDE THE ESTABLISHED PROCESS, APPROPRIATE REVIEW AND ACTION WOULD BE TAKEN THIS PROCESS WAS LAST COMPLETED IN 2014, WHEN THE QUESTIONNAIRES WERE SENT TO ADDRESS ANY 2013 CONFLICTS IDENTIFIED THE RHS CONFLICT OF INTEREST POLICY IS AVAILABLE UPON REQUEST

Return Reference	Explanation
FORM 990, PART VI, LINE 15A, PROCESS USED TO ESTABLISH COMPENSATION FOR TOP MANAGEMENT OFFICIAL	ROCKFORD HEALTH PHYSICIANS' TOP MANAGEMENT OFFICIAL IS THE PRESIDENT & CEO OF ROCKFORD HEALTH SYSTEMS (RHS), THE SOLE CORPORATE MEMBER COMPENSATION FOR EXECUTIVES, INCLUDING THE TOP MANAGEMENT OFFICIAL, IS GOVERNED BY THE RHS BOARD OF DIRECTORS THE RHS BOARD HAS ESTABLISHED A TOTAL COMPENSATION PHILOSOPHY THAT DIRECTS THE COMPENSATION PRACTICES FOR ALL EXECUTIVES FROM ALL RELATED ENTITIES (INCLUDING RHPH) THIS BOARD HAS ESTABLISHED A COMPENSATION COMMITTEE TO ESTABLISH AND REVIEW ALL EXECUTIVE COMPENSATION ANNUALLY BASED ON THE ESTABLISHED PHILOSOPHY AN INDEPENDENT EXTERNAL EXECUTIVE COMPENSATION FIRM PROVIDES CONSULTING ON RHS (INCLUDING RHPH) SALARY RANGES AND COMPENSATION PHILOSOPHY THE APPROPRIATE PEER GROUP FOR COMPENSATION COMPARISON PURPOSES IS OTHER NOT-FOR-PROFIT HEALTHCARE SYSTEMS SIMILAR IN SIZE AND COMPLEXITY RHS GENERALLY CONDUCTS AN ANALYSIS OF TOTAL COMPENSATION EVERY THREE YEARS BUT MAY CHOOSE TO VARY FROM THIS SCHEDULE DETERMINED BY THE COMPENSATION COMMITTEE. THE RHPH BOARD OF DIRECTORS CONCEDES THE AUTHORITY TO SET COMPENSATION TO RHS

Return Reference	Explanation
FORM 990, PART VI, LINE 15B, PROCESS TO ESTABLISH COMPENSATION FOR OTHER OFFICERS	COMPENSATION FOR EXECUTIVES, INCLUDING OTHER OFFICERS AND KEY EMPLOYEES, IS GOVERNED BY THE RHS BOARD OF DIRECTORS THE RHS BOARD HAS ESTABLISHED A TOTAL COMPENSATION PHILOSOPHY THAT DIRECTS THE COMPENSATION PRACTICES FOR ALL EXECUTIVES FROM ALL RELATED ENTITIES (INCLUDING RHPH) THIS BOARD HAS ESTABLISHED A COMPENSATION COMMITTEE TO ESTABLISH AND REVIEW ALL EXECUTIVE COMPENSATION ANNUALLY BASED ON THE ESTABLISHED PHILOSOPHY AN INDEPENDENT EXTERNAL EXECUTIVE COMPENSATION FIRM PROVIDES CONSULTING ON RHS (INCLUDING RHPH) SALARY RANGES AND COMPENSATION PHILOSOPHY THE APPROPRIATE PEER GROUP FOR COMPENSATION COMPARISON PURPOSES IS OTHER NOT-FOR-PROFIT HEALTHCARE SYSTEMS SIMILAR IN SIZE AND COMPLEXITY RHS GENERALLY CONDUCTS AN ANALYSIS OF TOTAL COMPENSATION EVERY THREE YEARS BUT MAY CHOOSE TO VARY FROM THIS SCHEDULE DETERMINED BY THE COMPENSATION COMMITTEE THE RHPH BOARD OF DIRECTORS CONCEDES THE AUTHORITY TO SET COMPENSATION TO RHS THIS PROCESS WAS LAST COMPLETED IN 2013

Return Reference	Explanation
Form 990, Part VI, Sec C, Line 19, Required documents available to the public	FINANCIAL STATEMENTS ARE AVAILABLE THROUGH THE ILLINOIS ATTORNEY GENERAL'S OFFICE GOVERNING DOCUMENTS ARE AVAILABLE BY REQUEST FROM BOARD SECRETARY THE CONFLICT OF INTEREST POLICY IS NOT PUBLISHED BUT IS AVAILABLE UPON REQUEST

Return Reference	Explanation
Form 990, Part IX, Line 11g, Other Expenses	RHS MANAGEMENT FEE - TOTAL EXPENSE 1976260, PROGRAM SERVICE EXPENSE , MANAGEMENT AND GENERAL EXPENSES 1976260, FUNDRAISING EXPENSES , OTHER PURCHASED SERVICES - TOTAL EXPENSE 3135135, PROGRAM SERVICE EXPENSE 2501969, MANAGEMENT AND GENERAL EXPENSES 633166, FUNDRAISING EXPENSES , PURCHASED LABOR - TOTAL EXPENSE 6243340, PROGRAM SERVICE EXPENSE 6243340, MANAGEMENT AND GENERAL EXPENSES , FUNDRAISING EXPENSES , BILLING AND COLLECTION FEES - TOTAL EXPENSE 4128014, PROGRAM SERVICE EXPENSE , MANAGEMENT AND GENERAL EXPENSES 4128014, FUNDRAISING EXPENSES , OTHER FEES FOR SERVICES - TOTAL EXPENSE 1436427, PROGRAM SERVICE EXPENSE 373420, MANAGEMENT AND GENERAL EXPENSES 1063007, FUNDRAISING EXPENSES ,

Return Reference	Explanation
Form 990 , Part XI, Line 9, Other changes in net assets or fund balances	CUMULATIVE EFFECTIVE CHANGE - PENSION - 1478567, CUMULATIVE EFFECTIVE CHANGE - POST RETIREMENT - 221357, TRANSFER TO AFFILIATES - 49583589,

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
ROCKFORD HEALTH PHYSICIANS

Employer identification number
36-3907436

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on 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	(g) No
(1) ROCKFORD MEMORIAL HOSPITAL 2400 N ROCKTON AVE ROCKFORD, IL 61103 36-2167847	HEALTHCARE	IL	501(C)(3)	3	ROCKFORD HEALTH SYSTEM	Yes	
(2) ROCKFORD MEMORIAL DEVELOPMENT FOUNDATION 2400 N ROCKTON AVE ROCKFORD, IL 61103 36-3197918	SUPPORT OF HEALTHCARE	IL	501(C)(3)	11 - Type I	ROCKFORD HEALTH SYSTEM	Yes	
(3) VISITING NURSES ASSN OF THE ROCKFORD AREA 4223 E STATE STREET ROCKFORD, IL 61108 36-2167945	HEALTHCARE	IL	501(C)(3)	9	ROCKFORD HEALTH SYSTEM	Yes	
(4) ROCKFORD HEALTH SYSTEM 2400 N ROCKTON AVE ROCKFORD, IL 61103 36-3197915	SUPPORT OF HEALTHCARE	IL	501(C)(3)	11 - Type III - FI	NA		No

Part III **Identification of Related Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on 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) Disproprtionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1) KSB-RMHSC PARTNERSHIP 2400 N ROCKTON AVE ROCKFORD, IL 61103 36-4143516	RENTAL	IL	NA	EXCLUDED	27,621	288,843		No		Yes		27 4 %

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** Complete if the organization answered "Yes" on 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	(i) No
(1) ROCKFORD HEALTH INSURANCE LTD WELLESLEY HOUSE SO 2ND FLOOR PEMBROOKE HM BD	INSURANCE	BD	NA	C CORPORATION					

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

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

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

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

Part VI **Unrelated Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on 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 sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate 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	

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation