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2013

Open to Public
Inspection

Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

A For the 2013 calendar year, or tax year beginning 08-01-2013, 2013, and ending 07-31-2014

B Check if applicable	C Name of organization PHOEBE PUTNEY HEALTH SYSTEM INC	D Employer identification number 58-2001014
<input type="checkbox"/> Address change	Doing Business As	
<input type="checkbox"/> Name change		
<input type="checkbox"/> Initial return	Number and street (or P O box if mail is not delivered to street address)	Room/suite
<input type="checkbox"/> Terminated	P O BOX 3770	
<input type="checkbox"/> Amended return	City or town, state or province, country, and ZIP or foreign postal code ALBANY, GA 317063770	
<input type="checkbox"/> Application pending		G Gross receipts \$ 127,939,355
	F Name and address of principal officer JOEL WERNICK CEO P O BOX 3770 ALBANY, GA 317063770	H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)
		H(c) Group exemption number ►
I Tax-exempt status	<input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	
J Website:	WWW.PHOEBEPUTNEY.COM	
K Form of organization	<input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►	L Year of formation 1990 M State of legal domicile GA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
TO DEVELOP AND OPERATE A FINANCIALLY VIABLE FAMILY OF RELATED HEALTH CARE ORGANIZATIONS WHICH COLLECTIVELY SEEK TO ENHANCE THE QUALITY OF LIFE OF SOUTHWEST GEORGians

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

3 Number of voting members of the governing body (Part VI, line 1a)	3	12
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	7
5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	86
6 Total number of volunteers (estimate if necessary)	6	
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	

8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
9 Program service revenue (Part VIII, line 2g)	22,248,196	19,492,820
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	23,486,389	25,835,694
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,073,202	8,171,453
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	47,807,787	53,499,967

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	129,550	0
14 Benefits paid to or for members (Part IX, column (A), line 4)		0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	11,142,642	12,161,891
16a Professional fundraising fees (Part IX, column (A), line 11e)		0
b Total fundraising expenses (Part IX, column (D), line 25) ► ⁰		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	13,312,584	33,231,700
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	24,584,776	45,393,591
19 Revenue less expenses Subtract line 18 from line 12	23,223,011	8,106,376

20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
21 Total liabilities (Part X, line 26)	436,258,472	460,913,787
22 Net assets or fund balances Subtract line 21 from line 20	8,246,838	5,590,090
	428,011,634	455,323,697

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	*****	2015-05-15
	Signature of officer	Date
	KERRY LOUDERMILK CFO	
	Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name JEFFREY S WRIGHT	Preparer's signature	Date 2015-05-19	Check <input checked="" type="checkbox"/> if self-employed	PTIN P00226270
	Firm's name ► DRAFFIN & TUCKER LLP	Firm's EIN ► 58-0914992			
	Firm's address ► PO BOX 71309 ALBANY, GA 317081309	Phone no (229) 883-7878			

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

TO DEVELOP AND OPERATE A FINANCIALLY Viable FAMILY OF RELATED HEALTH CARE ORGANIZATIONS WHICH COLLECTIVELY SEEK TO ENHANCE THE QUALITY OF LIFE OF SOUTHWEST GEORGians

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

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

Yes No

3 Did the organization cease conducting, or make significant changes in how it conducts, any programs or 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 \$ 25,138,992 including grants of \$) (Revenue \$ 25,263,602

GUIDE THE TAX-EXEMPT ACTIVITIES OF RELATED ORGANIZATIONS, COORDINATE CAPITAL BUDGET AND BORROWINGS, OVERSEE INSURANCE RISK MANAGEMENT, COORDINATE CHARITY CARE, PERSONNEL POLICIES, AND COMMUNITY SERVICE PROGRAMS

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

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

4d Other program services (Describe in Schedule O)

(Expenses \$**1,000,000**) including grants of \$**1,000,000**) (Revenue \$**1,000,000**)

4e Total program service expenses ► 25,138,992

Part IV Checklist of Required Schedules

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

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

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

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

9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI

b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII

c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX

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

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X

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

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional

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

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

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

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

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

	Yes	No
1	Yes	
2		No
3		No
4	Yes	
5		No
6		No
7		No
8		No
9		No
10		No
11a	Yes	
11b		No
11c		No
11d	Yes	
11e		No
11f	Yes	
12a		No
12b	Yes	
13		No
14a		No
14b		No
15		No
16		No
17		No
18		No
19		No
20a		No
20b		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants 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		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		No
26	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)	28a		No
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	29		No
30	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30		No
31	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31		No
32	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32		No
33	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33	Yes	
34	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	34	Yes	
35a	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	35a	Yes	
b	Did the organization have a controlled entity within the meaning of section 512(b)(13)? 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	Yes	
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 ComplianceCheck 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	52	
1b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	86	
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	Yes	
b If "Yes," enter the name of the foreign country CJ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No	
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	No	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).	7a	No	
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b		
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d		
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.	9a		
a Did the organization make any taxable distributions under section 4966?	9b		
10 Section 501(c)(7) organizations. Enter	10a		
a Initiation fees and capital contributions included on Part VIII, line 12	10b		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
11 Section 501(c)(12) organizations. Enter	11a		
a Gross income from members or shareholders	11b		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	13a		
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13b		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	No	
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

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

Check if Schedule O contains a response 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	12		
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	7		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes		
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No		
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No		
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No		
6 Did the organization have members or stockholders?	6	No		
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No		
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No		
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a	Yes		
a The governing body?	8b	Yes		
b Each committee with authority to act on behalf of the governing body?	9	No		
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O				

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

		Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	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?	15a	Yes	
a The organization's CEO, Executive Director, or top management official	15b	Yes	
b Other officers or key employees of the organization			
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No	
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed GA
- 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
 KERRY LOUDERMILK CFO PO BOX 3770 ALBANY, GA 31706-3770 (229) 312-4068

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck 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	Office	Key Employee	Highest Compensated	Former			
(1) LAMAR H MOREE MD BOARD MEMBER	1 00 50 00	X						0	873,554	24,816
(2) JOEL WERNICK CEO/PRES/BRD	25 00 30 00	X	X					796,528	0	1,003,659
(3) STEVEN WOLINSKY DO BOARD MEMBER	1 00 50 00	X						0	653,461	25,676
(4) LEMUEL V GRIFFIN CHAIRMAN	1 00	X	X					0	0	0
(5) WILHELMINA HALL BOARD MEMBER	1 00	X						0	0	0
(6) ANTHONY PARKER PHD BOARD MEMBER	1 00	X						0	0	0
(7) WILL SIMS VICE CHAIRMAN	1 00 1 00	X	X					0	0	0
(8) JAMES WOODS MD BOARD MEMBER	1 00	X						0	0	0
(9) JOHN T PHILLIPS III BOARD MEMBER	1 00	X						0	0	0
(10) BRUCE MELTON BOARD MEMBER	1 00 1 00	X						0	0	0
(11) BRAD LAFEVERS BOARD MEMBER	1 00 1 00	X						0	0	0
(12) MARK LANE BOARD MEMBER	1 00 1 00	X						0	0	0
(13) JOE AUSTIN SVP/COO	25 00 28 00		X					476,321	0	115,289
(14) KERRY LOUDERMILK SVP/CFO	25 00 30 00		X					468,743	0	141,437
(15) RICHARD BOWE MD SVP PHYS SVC	10 00 40 00			X				196,009	874,817	27,563
(16) THOMAS CHAMBLESS SVP GEN COUN	25 00 25 00			X				425,885	0	5,175
(17) DOUG PATTEN SVP/CMO	25 00 26 00			X				377,270	0	115,079

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	Instructional Trustee	Office	Key employee	Highest compensated employee per person	Former			
(18) ROBERT LAGESSE	50.00				X			282,206	0	41,502
SVP PHYSICIA	1.00									
(19) DAVID BARANSKI	0.00				X			267,002	0	123,038
SVP HUMAN RE	50.00									
(20) TIM TROTTIER	20.00					X		301,369	0	25,611
SVP REG OPER	30.00									
(21) DAWN BENSON	50.00					X		270,236	0	5,100
VP ASST GEN										
(22) THOMAS SULLIVAN	0.00					X		221,543	0	87,616
VP/STRATEGIC	50.00									
(23) WARREN MANLEY	50.00					X		211,266	0	10,446
CEO - DORMIN										
(24) AUDREY PIKE	50.00					X		188,004	0	22,288
CCO										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								4,482,382	2,401,832	1,774,295

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 **►31**

		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
BAKER & MCKENZIE LLP 815 CONNECTICUT AVE NW WASHINGTON DC 200064078	LEGAL	3,631,722
BALCH & BINGHAM LLP 30 IVAN ALLEN JR BLVD NW SUITE 700 ATLANTA GA 303083036	LEGAL	3,150,000
PARKER HUDSON RAINER DOBBS 1500 MARQUIS TWO TOWER ATLANTA GA 303031233	LEGAL	1,338,303
XG HEALTH SOLUTIONS 6750 ALEXANDER BELL DR SUITE 200 COLUMBIA MD 210462199	CONSULTING	724,035
DENTON US LLP DEPT 7247-6670 PHILADELPHIA PA 191706670	LEGAL	447,089

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 **►12**

Part VIII Statement of RevenueCheck 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				
	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					
Program Service Revenue	2a ADMINISTRATIVE SVCS REIMB		Business Code			
			621990	19,492,820	19,492,820	
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		19,492,820			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		9,746,619		9,746,619	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6a Gross rents		(I) Real	(II) Personal		
			2,804,757			
	b Less rental expenses		404,086			
	c Rental income or (loss)		2,400,671			
	d Net rental income or (loss)			2,400,671		2,400,671
10a Gross sales of inventory, less returns and allowances	7a Gross amount from sales of assets other than inventory		(I) Securities	(II) Other		
			90,124,377			
	b Less cost or other basis and sales expenses		74,035,302			
	c Gain or (loss)		16,089,075			
	d Net gain or (loss)			16,089,075		16,089,075
	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						
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						
10a Gross sales of inventory, less returns and allowances						
b Less cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code				
11a LEGAL FEE REIMBURSEMENT		621990	5,461,999	5,461,999		
b MISCELLANEOUS		621990	308,783	308,783		
c						
d All other revenue						
e Total. Add lines 11a-11d		5,770,782				
12 Total revenue. See Instructions		53,499,967	25,263,602		28,236,365	

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				
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	4,835,143		4,835,143	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	6,030,836	1,715,730	4,315,106	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	119,157	19,398	99,759	
9 Other employee benefits	698,260	166,831	531,429	
10 Payroll taxes	478,495	77,895	400,600	
11 Fees for services (non-employees)				
a Management				
b Legal	2,462,548		2,462,548	
c Accounting	63,000		63,000	
d Lobbying	191,817	191,817		
e Professional fundraising services See Part IV, line 17				
f Investment management fees	1,407,704		1,407,704	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	3,165,772	13,211	3,152,561	
12 Advertising and promotion	17,156	476	16,680	
13 Office expenses	43,505	345	43,160	
14 Information technology				
15 Royalties				
16 Occupancy	268,305	64,374	203,931	
17 Travel	285,483	9,130	276,353	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	10,000		10,000	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,779,575	192,372	1,587,203	
23 Insurance	477,610		477,610	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a BAD DEBTS - SEE SCH O	22,683,706	22,683,706		
b DUES AND SUBSCRIPTIONS	214,390		214,390	
c REPAIRS AND MAINTENANCE	139,063	3,707	135,356	
d MISCELLANEOUS	11,490		11,490	
e All other expenses	10,576		10,576	
25 Total functional expenses. Add lines 1 through 24e	45,393,591	25,138,992	20,254,599	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year	(B) End of year		
Assets					
1	Cash—non-interest-bearing	6,449,447	1	3,412,611	
2	Savings and temporary cash investments		2		
3	Pledges and grants receivable, net		3		
4	Accounts receivable, net		4		
5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5		
6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6		
7	Notes and loans receivable, net	88,708	7	43,333	
8	Inventories for sale or use		8		
9	Prepaid expenses and deferred charges		9	61,194	
10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 72,158,792			
b	Less accumulated depreciation	10b 21,878,276	44,079,548	10c	50,280,516
11	Investments—publicly traded securities	286,015,438	11	324,553,447	
12	Investments—other securities See Part IV, line 11	53,671	12	53,671	
13	Investments—program-related See Part IV, line 11		13		
14	Intangible assets	4,330,000	14	4,330,000	
15	Other assets See Part IV, line 11	95,241,660	15	78,179,015	
16	Total assets. Add lines 1 through 15 (must equal line 34)	436,258,472	16	460,913,787	
Liabilities					
17	Accounts payable and accrued expenses	8,246,838	17	5,590,090	
18	Grants payable		18		
19	Deferred revenue		19		
20	Tax-exempt bond liabilities		20		
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		22		
23	Secured mortgages and notes payable to unrelated third parties		23		
24	Unsecured notes and loans payable to unrelated third parties		24		
25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25		
26	Total liabilities. Add lines 17 through 25	8,246,838	26	5,590,090	
Net Assets or Fund Balances					
27	Unrestricted net assets	428,011,634	27	455,323,697	
28	Temporarily restricted net assets		28		
29	Permanently restricted net assets		29		
30	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
31	Capital stock or trust principal, or current funds		30		
32	Paid-in or capital surplus, or land, building or equipment fund		31		
33	Retained earnings, endowment, accumulated income, or other funds		32		
34	Total net assets or fund balances	428,011,634	33	455,323,697	
	Total liabilities and net assets/fund balances	436,258,472	34	460,913,787	

Part XI Reconciliation of Net AssetsCheck 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	53,499,967
2	Total expenses (must equal Part IX, column (A), line 25)	2	45,393,591
3	Revenue less expenses Subtract line 2 from line 1	3	8,106,376
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	428,011,634
5	Net unrealized gains (losses) on investments	5	19,205,687
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	455,323,697

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

SCHEDULE A
(Form 990 or 990EZ)**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.

2013**Open to Public
Inspection**Department of the
Treasury
Internal Revenue Service**Name of the organization**

PHOEBE PUTNEY HEALTH SYSTEM INC

Employer identification number

58-2001014

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

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

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
See Additional Data Table									
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
PART I, LINE 11H	PHOEBE DORMINY MEDICAL CENTER, INC 45-2041878 3 X X 0 SOUTH GEORGIA SHARED SERVICES, INC 46-2746977 3 X X 0
SUPPLEMENTAL INFORMATION	PART I, LINE 1H, COLUMN (IV) THE FILING ORGANIZATION'S GOVERNING DOCUMENTS STATES THAT PHOEBE PUTNEY HEALTH SYSTEM INC 'S (PPHS) TAX-EXEMPT PURPOSE IS TO SUPPORT, PROMOTE, ADVANCE AND STRENGTHEN PHOEBE PUTNEY MEMORIAL HOSPITAL, INC AND OTHER NONPROFIT HEALTH CARE PROVIDERS ORGANIZED FOR CHARITABLE AND CIVIC PURPOSES. PPHS MAY CREATE SUBSIDIARY CORPORATIONS WHEREIN PPHS IS THE SOLE MEMBER OF THE SUBSIDIARY CORPORATION. PART I, LINE 1H, COLUMN (VII) PPHS IS A NOT-FOR-PROFIT HEALTH CARE ORGANIZATION THAT WAS FORMED TO SERVE AS THE PARENT ORGANIZATION OF THE ENTITIES LISTED ON PART I, LINE 11H AND AS SUCH, ITS PRIMARY PURPOSE IS TO PLAN, COORDINATE, AND DIRECT THE GROUP AND TO PROVIDE CENTRALIZED ADMINISTRATIVE AND MANAGEMENT SERVICES TO THE EXEMPT ENTITIES IN THE GROUP

Additional Data

Software ID:
Software Version:

EIN: 58-2001014

Name: PHOEBE PUTNEY HEALTH SYSTEM INC

Form 990, Sch A, Part I, Line 11h - 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)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
(A) PHOEBE PUTNEY MEMORIAL HOSPITAL INC	581928247	3	Yes		Yes		Yes		0
(A) PHOEBE FOUNDATION INC	581847104	11A		No	Yes		Yes		0
(B) PHOEBE SUMTER MEDICAL CENTER INC	263975185	3		No	Yes		Yes		0
(C) PHOEBE WORTH MEDICAL CENTER INC	383647394	3		No	Yes		Yes		0
(D) PHOEBE PHYSICIAN GROUP INC	263792403	9		No	Yes		Yes		0
(E) PHOEBE DORMINY MEDICAL CENTER INC	452041878	3		No	Yes		Yes		0
(F) SOUTH GEORGIA SHARED SERVICES INC	462746977	3		No	Yes		Yes		0

SCHEDULE C
(Form 990 or 990-EZ)**Political Campaign and Lobbying Activities****2013****Open to Public
Inspection****For Organizations Exempt From Income Tax Under section 501(c) and section 527**

- Complete if the organization is described below. ► Attach to Form 990 or Form 990-EZ.
- See separate instructions. ► Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

If the organization answered "Yes" to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes" to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes" to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization PHOEBE PUTNEY HEALTH SYSTEM INC	Employer identification number 58-2001014
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political expenditures ► \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ► \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ► \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ► \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ► \$ _____
- 3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ► \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)			
c Total lobbying expenditures (add lines 1a and 1b)			
d Other exempt purpose expenditures			
e Total exempt purpose expenditures (add lines 1c and 1d)			
f Lobbying nontaxable amount Enter the amount from the following table in both columns			
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000	\$1,000,000		
g Grassroots nontaxable amount (enter 25% of line 1f)			
h Subtract line 1g from line 1a If zero or less, enter -0-			
i Subtract line 1f from line 1c If zero or less, enter -0-			
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes	<input type="checkbox"/> No

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)	
	Yes	No	Amount	
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of				
a Volunteers?		No		
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No		
c Media advertisements?		No		
d Mailings to members, legislators, or the public?		No		
e Publications, or published or broadcast statements?		No		
f Grants to other organizations for lobbying purposes?		No		
g Direct contact with legislators, their staffs, government officials, or a legislative body?		No		
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No		
i Other activities?	Yes		191,817	
j Total Add lines 1c through 1i			191,817	
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No		
b If "Yes," enter the amount of any tax incurred under section 4912				
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912				
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?				

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).	2	
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information

Return Reference	Explanation
SCHEDULE C, PART II-B, LINE 1	LOBBYING ACTIVITIES WERE RELATED TO LEGISLATION IMPACTING HEALTHCARE PROGRAMS TO SERVE THE RESIDENTS OF SOUTHWEST GEORGIA. THE ORGANIZATION RETAINED PROFESSIONAL CONSULTANTS WITH EXPERTISE IN ACCESS TO HEALTHCARE SERVICES TO MONITOR AND EXPRESS SUPPORT FOR OR OPPOSITION TO LEGISLATION DIRECTLY IMPACTING THE ORGANIZATION'S ABILITY TO INCREASE ACCESS TO HEALTHCARE SERVICES TO THE CITIZENS OF SOUTHWEST GEORGIA, INCLUDING THOSE WITHOUT THE ABILITY TO PAY THE AMOUNT DEVOTED TO CONSULTANTS FEES RELATED TO LEGISLATIVE MATTERS IN FY2014 WAS 158,038. THE ORGANIZATION PAYS MEMBERSHIP DUES TO STATE ORGANIZATIONS. A PORTION OF THOSE DUES IS ALLOCATED TO LOBBYING ACTIVITIES IN WHICH THOSE ORGANIZATIONS PARTICIPATE. THE AMOUNT DEVOTED TO LOBBYING EXPENDITURES IN FY2014 WAS 33,779.

Part IV Supplemental Information (continued)

Schedule D (Form 990) 2013

SCHEDULE D
(Form 990)**Supplemental Financial Statements**

OMB No 1545-0047

2013

► 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.

Open to Public InspectionDepartment of the Treasury
Internal Revenue Service**Name of the organization**
PHOEBE PUTNEY HEALTH SYSTEM INC**Employer identification number**

58-2001014

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

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

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	Held at the End of the Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
	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 <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other
c <input type="checkbox"/> Preservation for future generations	

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

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

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

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

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

a Board designated or quasi-endowment

b Permanent endowment

c Temporarily restricted endowment

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

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

(i) unrelated organizations

(ii) related organizations

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

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

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

Part VI Land, Buildings, and Equipment. 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		16,830,636			16,830,636
b Buildings		48,115,198	20,864,455		27,250,743
c Leasehold improvements					
d Equipment		1,286,259	1,013,821		272,438
e Other		5,926,699			5,926,699
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					50,280,516

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.)		

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.

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) DUE FROM RELATED PARTIES	71,197,550
(2) DUE FROM SUMTER AUTHORITY	5,621,195
(3) DUE FROM SWGA REG MEDICAL CENTER	875,171
(4) OTHER RECEIVABLES	485,099

■ 1.1.1 (2010-01-01) - 17 - 2005-2010-171 (D) 1 - 171

7.2.4.7.2.3.1.7

Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.) 78,1

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 included 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, PAGE 3, PART X	<p>PHOEBE PUTNEY HEALTH SYSTEM, INC , PHOEBE PUTNEY MEMORIAL HOSPITAL, INC , PHOEBE WORTH MEDICAL CENTER, INC , PHOEBE SUMTER MEDICAL CENTER, INC , PHOEBE PHYSICIAN GROUP, INC , AND PHOEBE FOUNDATION, INC ARE NOT-FOR- PROFIT CORPORATIONS THAT HAVE BEEN RECOGNIZED AS TAX-EXEMPT PURSUANT TO SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE PHOEBE PUTNEY INDEMNITY, LLC IS NOT SUBJECT TO FEDERAL INCOME TAXES DUE TO ITS ORGANIZATION AS A SINGLE MEMBER LLC PHOEBE PUTNEY HEALTH VENTURES, INC IS A FOR-PROFIT ENTITY WITH RESPECT TO ITS FOR-PROFIT ENTITY AS WELL AS ANY UNRELATED BUSINESS INCOME GENERATED THROUGH THE TAX EXEMPT ENTITIES, THE CORPORATION ACCOUNTS FOR INCOME TAXES USING THE ASSET AND LIABILITY METHOD UNDER THIS METHOD, DEFERRED INCOME TAX ASSETS AND LIABILITIES ARE RECOGNIZED FOR FUTURE INCOME TAX CONSEQUENCES ATTRIBUTABLE TO DIFFERENCES BETWEEN THE FINANCIAL STATEMENT CARRYING AMOUNTS OF EXISTING ASSETS AND LIABILITIES AND THEIR RESPECTIVE INCOME TAX BASES, AND OPERATING LOSS AND INCOME TAX CREDIT CARRYFORWARDS DEFERRED INCOME TAX ASSETS OR LIABILITIES ARE MEASURED USING ENACTED RATES EXPECTED TO APPLY TO TAXABLE INCOME IN THE YEARS IN WHICH THOSE TEMPORARY DIFFERENCES ARE EXPECTED TO BE RECOVERED OR SETTLED THE EFFECT ON DEFERRED INCOME TAX ASSETS AND LIABILITIES OF A CHANGE IN RATES IS RECOGNIZED IN INCOME IN THE PERIOD IN WHICH THE ENACTMENT DATE OCCURS THE CORPORATION IS REQUIRED TO ESTABLISH A VALUATION ALLOWANCE FOR ANY PORTION OF THE DEFERRED TAX ASSETS THAT MANAGEMENT BELIEVES WILL NOT BE REALIZED THE ACCOUNTING POLICIES PRESCRIBE WHEN TO RECOGNIZE AND HOW TO MEASURE THE FINANCIAL STATEMENT EFFECTS OF INCOME TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN ON ITS INCOME TAX RETURNS THESE RULES REQUIRE MANAGEMENT TO EVALUATE THE LIKELIHOOD THAT, UPON EXAMINATION BY THE RELEVANT TAXING JURISDICTIONS, THOSE INCOME TAX POSITIONS WOULD BE SUSTAINED BASED ON THAT EVALUATION, THE CORPORATION ONLY RECOGNIZES THE MAXIMUM BENEFIT OF EACH INCOME TAX POSITION THAT IS MORE THAN 50% LIKELY OF BEING SUSTAINED TO THE EXTENT THAT ALL OR A PORTION OF THE BENEFITS OF AN INCOME TAX POSITION ARE NOT RECOGNIZED, A LIABILITY WOULD BE RECOGNIZED FOR THE UNRECOGNIZED BENEFITS, ALONG WITH ANY INTEREST AND PENALTIES THAT WOULD RESULT FROM DISALLOWANCE OF THE POSITION SHOULD ANY SUCH PENALTIES AND INTEREST BE INCURRED, THEY WOULD BE RECOGNIZED AS OPERATING EXPENSES BASED ON THE RESULTS OF MANAGEMENT'S EVALUATION, NO LIABILITY IS RECOGNIZED IN THE ACCOMPANYING BALANCE SHEET FOR UNRECOGNIZED INCOME TAX POSITIONS FURTHER, NO INTEREST OR PENALTIES HAVE BEEN ACCRUED OR CHARGED TO EXPENSE AS OF JULY 31, 2014 AND 2013 OR FOR THE YEARS THEN ENDED THE CORPORATION'S TAX RETURNS ARE SUBJECT TO POSSIBLE EXAMINATION BY THE TAXING AUTHORITIES FOR FEDERAL INCOME TAX PURPOSES, THE TAX RETURNS ESSENTIALLY REMAIN OPEN FOR POSSIBLE EXAMINATION FOR A PERIOD OF THREE YEARS AFTER THE RESPECTIVE FILING DEADLINES OF THOSE RETURNS</p>

Part XIII **Supplemental Information (continued)**

Return Reference	Explanation

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

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

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

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

► Attach to Form 990. ► See separate instructions.

► Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.**2013****Open to Public Inspection**Name of the organization
PHOEBE PUTNEY HEALTH SYSTEM INC

Employer identification number

58-2001014

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

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

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

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

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization**a** Receive a severance payment or change-of-control payment?**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?**c** Participate in, or receive payment from, an equity-based compensation arrangement?

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

Only 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?**b** Any related organization?

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

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

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

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b	Yes	
2	Yes	
4a	Yes	
4b	Yes	
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
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, PAGE 1, PART I, LINE 1A	COUNTRY CLUB DUES ARE PART OF JOEL WERNICK'S COMPENSATION PACKAGE THESE DUES ARE INCLUDED IN HIS TAXABLE INCOME AND REPORTED ON HIS W-2
SCHEDULE J, PAGE 1, PART I, LINE 4	JOEL WERNICK 0 930,735 0 JOE AUSTIN 0 79,900 0 KERRY LOUDERMILK 0 76,500 0 DOUG PATTEN 0 45,600 0 ROBERT LAGESSE 0 32,760 0 DAVID BARANSKI 0 53,130 0 TIM TROTTIER 66,426 0 0 THOMAS SULLIVAN 0 15,190 0 WARREN MANLEY 107,003 0 0
SCHEDULE J, PART III	PART I, LINE 4 - DEFERRED COMPENSATION PLAN 457(B) THE DEFERRED COMPENSATION PLAN IS AN ADDITIONAL RETIREMENT PLAN OFFERED THROUGH PHOEBE PUTNEY THE 457(B) PLAN IS A NON-QUALIFIED RETIREMENT PLAN THAT ALLOWS ONE TO DEFER ADDITIONAL DOLLARS TOWARDS RETIREMENT HIGHLIGHTS INCLUDE NOT LIMITED BY THE AMOUNTS DEFERRED INTO THE PHOEBE 403(B) PLAN IS SUBJECT TO ANNUAL DEFERRAL LIMITS SET BY THE IRS PER IRS REGULATIONS, EACH PARTICIPANT IS A GENERAL UNSECURED CREDITOR OF THE PLAN SPONSOR, CREATING A RISK OF FORFEITURE SENIOR VICE PRESIDENTS AND ABOVE AND PHYSICIANS MAKING OVER 115,000 ARE ELIGIBLE TO PARTICIPATE IN THE 457(B) PLAN SCHEDULE J, PART II, COLUMN B(II) CERTAIN EXECUTIVE OFFICERS AND PHYSICIANS ARE ELIGIBLE FOR BONUS/INCENTIVE PAYMENTS THESE PAYMENTS ARE RELIANT ON VARIOUS ORGANIZATIONAL AND PERSONAL GOALS ESTABLISHED BY A FORMAL PROCESS TO RECOGNIZE PERFORMANCE, AND TO OPERATE IN KEEPING WITH THE ORGANIZATION'S OBLIGATIONS AS A TAX-EXEMPT CHARITABLE ORGANIZATION SCHEDULE J, PART II, COLUMN C A SUBSTANTIAL PORTION OF THE AMOUNT REPORTED IN COLUMN C OF SCHEDULE J, PART II (RETIREMENT AND OTHER DEFERRED COMPENSATION) FOR EMPLOYEES IDENTIFIED IN PART I, LINE 4 IS A SUPPLEMENTAL EXECUTIVE RETIREMENT PROGRAM THE PURPOSE OF THE PLAN IS TO PROVIDE A RETIREMENT BENEFIT FOR AFFECTED EXECUTIVES CONSISTENT WITH THE BENEFIT AVAILABLE TO EMPLOYEES NOT IMPACTED BY IRS COMPENSATION LIMITS ON DEFINED BENEFIT PLANS THE AMOUNTS REPORTED AS SUPPLEMENTAL EXECUTIVE RETIREMENT COMPENSATION FOR AFFECTED EMPLOYEES REPRESENTS CREDITED, BUT NOT VESTED, RETIREMENT BENEFITS AND IS AVAILABLE IN FUTURE PERIODS TO THE EMPLOYEE SUBJECT TO CONTINUING EMPLOYMENT THE HEALTH SYSTEM MAINTAINS OWNERSHIP OF THE FUNDS ALLOCATED TO THE PARTICIPANT PRIOR TO NORMAL RETIREMENT AGE, THE HEALTH SYSTEM RETAINS AT LEAST THREE YEARS OF DEPOSITS WHICH ARE SUBJECT TO CONTINUING EMPLOYMENT FOR THE PARTICIPANT TO RECEIVE THE FUNDS THIS PLAN IS A DEFINED CONTRIBUTION ACCOUNT BASED AND PARTICIPANT DIRECTED INVESTMENT PROGRAM THAT IS EMPLOYER FUNDED

Additional Data

Software ID:
Software Version:
EIN: 58-2001014
Name: PHOEBE PUTNEY HEALTH SYSTEM INC

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				
LAMAR H MOREE MD BOARD MEMBER	(i) 517,565 (ii)	352,425	3,564	5,100	19,716	898,370	
JOEL WERNICK CEO/PRES/BRD MEMBER	(i) 789,660 (ii)		6,868	987,888	15,771	1,800,187	
STEVEN WOLINSKY DO BOARD MEMBER	(i) 520,531 (ii)	131,688	1,242	5,100	20,576	679,137	
JOE AUSTIN SVP/COO	(i) 464,774 (ii)		11,547	96,697	18,592	591,610	
KERRY LOUDERMILK SVP/CFO	(i) 415,992 (ii)	42,500	10,251	122,531	18,906	610,180	
RICHARD BOWE MD SVP PHYS SVC/PPG PHY	(i) 196,009 (ii) 517,650	355,925	1,242	5,100	22,463	196,009 902,380	
THOMAS CHAMBLESS SVP GEN COUNSEL	(i) 417,430 (ii)		8,455	5,100	75	431,060	
DOUG PATTEN SVP/CMO	(i) 368,814 (ii)		8,456	90,500	24,579	492,349	
ROBERT LAGESSE SVP PHYSICIAN SVCS	(i) 269,578 (ii)		12,628	38,080	3,422	323,708	
DAVID BARANSKI SVP HUMAN RESOURCES	(i) 251,688 (ii)		15,314	121,736	1,302	390,040	
TIM TROTTIER SVP REG OPERATIONS	(i) 232,951 (ii)		68,418	5,100	20,511	326,980	
DAWN BENSON VP ASST GEN COUNSEL	(i) 269,630 (ii)		606	5,100		275,336	
THOMAS SULLIVAN VP/STRATEGIC PLAN	(i) 208,218 (ii)		13,325	65,430	22,186	309,159	
WARREN MANLEY CEO - DORMINY	(i) 96,250 (ii)		115,016	2,015	8,431	221,712	
AUDREY PIKE CCO	(i) 187,846 (ii)		158	728	21,560	210,292	

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.

2013**Open to Public
Inspection**

Name of the organization

PHOEBE PUTNEY HEALTH SYSTEM INC

Employer identification number

58-2001014

Return Reference	Explanation	
	FORM 990	<p>SERVICE TO THE COMMUNITY PHOEBE PUTNEY HEALTH SYSTEM (PPHS) IS A NOT-FOR-PROFIT HEALTH CARE ORGANIZATION THAT WAS FORMED TO SERVE AS THE PARENT ORGANIZATION OF A GROUP OF AFFILIATED ENTITIES AND AS SUCH, ITS PRIMARY PURPOSE IS TO PLAN, COORDINATE, AND DIRECT THE GROUP AND TO PROVIDE CENTRALIZED ADMINISTRATIVE AND MANAGEMENT SERVICES TO THE EXEMPT ENTITIES IN THE GROUP. PPHS IS RECOGNIZED AS EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND IS CLASSIFIED AS A PUBLIC CHARITY UNDER SECTION 509(A)(3) OF THE CODE. CURRENTLY, THE AFFILIATED ENTITIES COMPRISING THE GROUP INCLUDE PHOEBE PUTNEY MEMORIAL HOSPITAL, INC (PPMH), PHOEBE FOUNDATION (FOUNDATION), PHOEBE PUTNEY HEALTH VENTURES, INC (HEALTH VENTURES), PHOEBE PHYSICIAN GROUP (PPG), PHOEBE PUTNEY INDEMNITY (PPI), PHOEBE SUMTER MEDICAL CENTER (PSMC), PHOEBE WORTH MEDICAL CENTER (PWMC), PHOEBE DORMINY MEDICAL CENTER (PDMC) AND SOUTH GEORGIA SHARED SERVICES (SGSS). AS A TAX EXEMPT ORGANIZATION, PPHS HAS NO STOCKHOLDERS OR OWNERS. ALL REVENUE AFTER EXPENSES IS REINVESTED IN OUR MISSION TO CARE FOR THE CITIZENS OF THE COMMUNITIES SERVED BY PPHS AND ITS AFFILIATED ENTITIES AND INCLUDES CLINICAL CARE, HEALTH PROGRAMS, STATE-OF-THE-ART TECHNOLOGY AND FACILITIES, RESEARCH AND TEACHING AND TRAINING OF MEDICAL PROFESSIONALS TO MEET CURRENT AND FUTURE NEEDS. PPHS OPERATES AS A CHARITABLE ORGANIZATION CONSISTENT WITH THE REQUIREMENTS OF INTERNAL REVENUE CODE SECTION 501(C)(3) AND THE COMMUNITY BENEFIT STANDARD OF IRS REVENUE RULING 69-545. PPHS TAKES SERIOUSLY ITS RESPONSIBILITY AS THE COMMUNITY'S SAFETY NET HOSPITAL AND HAS A STRONG RECORD OF MEETING AND EXCEEDING THE CHARITABLE CARE AND THE ORGANIZATIONAL AND OPERATIONAL STANDARDS REQUIRED FOR FEDERAL TAX-EXEMPT STATUS. PPHS DEMONSTRATES A CONTINUED AND EXPANDING COMMITMENT TO MEETING OUR MISSION BY PROVIDING COMMUNITY BENEFITS. A COMMUNITY BENEFIT IS A PLANNED, MANAGED, ORGANIZED, AND MEASURED APPROACH TO MEETING IDENTIFIED COMMUNITY HEALTH NEEDS, REQUIRING A PARTNERSHIP BETWEEN THE HEALTHCARE ORGANIZATION AND THE COMMUNITY TO BENEFIT RESIDENTS THROUGH PROGRAMS AND SERVICES THAT IMPROVE HEALTH STATUS AND QUALITY OF LIFE. THROUGH ITS AFFILIATED GROUP OF HOSPITALS, PPHS IMPROVES THE HEALTH AND WELL BEING OF SOUTHWEST GEORGIA THROUGH CLINICAL SERVICES, EDUCATION, RESEARCH AND PARTNERSHIPS THAT BUILD HEALTH CAPACITY IN THE COMMUNITY. EACH HOSPITAL PROVIDES COMMUNITY BENEFITS FOR EVERY CITIZEN IN ITS SERVICE AREA AS WELL AS FOR THE MEDICALLY UNDERSERVED. THE HOSPITALS CONDUCT COMMUNITY NEEDS ASSESSMENTS AND PAY CLOSE ATTENTION TO THE NEEDS OF LOW INCOME AND OTHER VULNERABLE PERSONS AND THE COMMUNITY AT LARGE. THE ENTITIES OFTEN WORK WITH COMMUNITY GROUPS TO IDENTIFY NEEDS, STRENGTHEN EXISTING COMMUNITY PROGRAMS AND PLAN NEWLY NEEDED SERVICES. IN ADDITION TO PROVIDING FREE AND DISCOUNTED SERVICES TO PEOPLE WHO ARE UNINSURED AND UNDERSERVED, PPHS PROVIDES A WIDE-RANGING ARRAY OF COMMUNITY BENEFIT SERVICES DESIGNED TO IMPROVE COMMUNITY AND INDIVIDUAL HEALTH AND TO INCREASE ACCESS TO HEALTH CARE. PPHS' EXCELLENCE IN COMMUNITY BENEFIT PROGRAMS WAS RECOGNIZED BY THE PRESTIGIOUS FOSTER MCGAW PRIZE AWARDED TO THE HOSPITAL IN 2003 FOR ITS BROAD-BASED OUTREACH IN BUILDING COLLABORATIVES THAT MAKE MEASURABLE IMPROVEMENTS IN HEALTH STATUS, EXPAND ACCESS TO CARE AND BUILD COMMUNITY CAPACITY, SO THAT PATIENTS RECEIVE CARE CLOSEST TO THEIR OWN NEIGHBORHOODS. DRAWING ON A DYNAMIC AND FLEXIBLE STRUCTURE, THE COMMUNITY BENEFIT PROGRAMS ARE DESIGNED TO RESPOND TO ASSESSED NEEDS AND ARE FOCUSED ON UPSTREAM PREVENTION. AS SOUTHWEST GEORGIA'S LEADING PROVIDER OF COST-EFFECTIVE, PATIENT-CENTERED HEALTH CARE, PPHS' AFFILIATED HOSPITALS PARTICIPATE IN THE MEDICARE AND MEDICAID PROGRAMS AND ARE AMONG THE LEADING PROVIDERS OF MEDICAID SERVICES IN GEORGIA. THE FOLLOWING TABLE SUMMARIZES THE AMOUNTS OF CHARGES FOREGONE (I.E., CONTRACTUAL ADJUSTMENTS) AND ESTIMATES THE LOSSES INCURRED BY PPHS' AFFILIATED HOSPITALS DUE TO INADEQUATE PAYMENTS BY THESE PROGRAMS AND FOR INDIGENT/CHARITY. THIS TABLE DOES NOT INCLUDE DISCOUNTS OFFERED BY PPHS' AFFILIATED HOSPITALS UNDER MANAGED CARE AND OTHER AGREEMENTS. CHARGES ESTIMATED FOREGONE UNREIMBURSED COST MEDICARE 535,000,000 199,000,000 MEDICAID 208,000,000 77,000,000 INDIGENT/CHARITY 76,000,000 28,000,000 819,000,000 304,000,000. THE FOLLOWING IS A SUMMARY OF THE COMMUNITY BENEFIT ACTIVITIES AND HEALTH IMPROVEMENT SERVICES OFFERED BY THE HOSPITALS AND ILLUSTRATES THE ACTIVITIES AND DONATIONS DURING FISCAL YEAR 2014. COMMUNITY HEALTH IMPROVEMENT SERVICES AND COMMUNITY HEALTH EDUCATION. PPHS' AFFILIATED HOSPITALS PROVIDED HEALTH EDUCATION SERVICES THAT REACHED 30,079 INDIVIDUALS IN 2014 AT A COST OF 730,866. THESE SERVICES INCLUDED THE FOLLOWING FREE CLASSES AND SEMINARS: PREPARED CHILDBIRTH CLASSES, REFRESHER CHILDBIRTH CLASSES, PREGNANCY CLASSES, BREASTFEEDING CLASSES, LACTATION CONSULTING, BABY CARE BASICS CLASSES, INFANT MASSAGE CLASSES, TOURS OF POST PARTUM AND LABOR AND DELIVERY, SPECIAL TOTS CLASSES.</p>

Return Reference	Explanation	
	FORM 990	<p>MATERNITY COORDINATOR VISITS COMPREHENSIVE HEALTH FAIRS SAFE SITTER CLASSES GOLDEN KEY HEALTH SEMINARS SUPPORT GROUPS THE HOSPITALS ARE INVOLVED IN MANY ACTIVITIES AIMED AT EDUCATING THE COMMUNITY ABOUT HEALTH-RELATED TOPICS EXAMPLES OF THESE ACTIVITIES INCLUDE A QUARTERLY HEALTH INFORMATION NEWSLETTER DISTRIBUTED TO 22,000 SENIOR CITIZENS AT A COST OF 35,238 AND FREQUENT ONGOING HEALTH SEMINARS HELD AT PHOEBE NORTHWEST FREE OF CHARGE AND ATTRACTING AUDIENCES RANGING FROM 30 TO 150 PERSONS THE TEEN MAZE ORGANIZED BY NETWORK OF TRUST ATTRACTS THOUSANDS OF MIDDLE-SCHOOL CHILDREN THROUGHOUT THE REGION THAT SIMULATES REAL LIFE CHOICES AND THEIR CONSEQUENCES MEN AND WOMEN'S HEALTH CONFERENCES MEN'S HEALTH CONFERENCES PSMC HELD THE 5TH ANNUAL MEN'S HEALTH CONFERENCE ON SEPTEMBER 15, 2013 THAT PROVIDED HEALTH SCREENINGS FOR PSA, CHOLESTEROL, BLOOD PRESSURE, HEARING AND VISION, HEALTH INFORMATION, SPEAKERS, AND FELLOWSHIP TO MORE THAN 400 ATTENDEES THE HEALTH CONFERENCE PROGRAMS PROVIDE OUTREACH, HEALTH SCREENINGS, EDUCATIONAL PROGRAMS, AND HEALTH CONFERENCES AND EVENTS THESE PROGRAMS TARGET MEN AT RISK OF POOR HEALTH STATUS THE PROGRAMS TARGET UNINSURED AND UNDERINSURED MEN WITHOUT A PRIMARY CARE PHYSICIAN OR KNOWLEDGE OF RECOMMENDED PREVENTIVE HEALTH CARE SERVICES THE PPMH'S MEN'S CONFERENCE CENTERED ON HYPERTENSION WHILE THE WOMEN'S FOCUS WAS BREAST HEALTH SUPPORTED BY OVER 70 VOLUNTEERS, THESE CONFERENCES PROVIDED BLOOD PRESSURE, GLUCOSE, AND CHOLESTEROL AND BMI SCREENINGS FOR EACH PARTICIPANT AND WAS MADE POSSIBLE BY A BROAD COALITION OF PROVIDERS SUCH AS THE FAITH-BASED INITIATIVE, HEART AND CANCER SOCIETY, CANCER COALITION OF SOUTH GEORGIA, AND PUBLIC HEALTH AMONG OTHERS WOMEN'S HEALTH CONFERENCES PSMC HELD THE 5TH ANNUAL WOMEN'S HEALTH CONFERENCE ON MAY 17, 2014 THAT PROVIDED SCREENINGS FOR GLUCOSE AND CHOLESTEROL, BLOOD PRESSURE, BMI, ZUMBA, SPEAKERS AND FELLOWSHIP FOR MORE THAN 300 ATTENDEES THIS YEAR'S THEME WAS "STROKE IS NO JOKE", WHICH STRESSED THE SERIOUSNESS OF THE FACT THAT MORE THAN 795,000 PEOPLE HAVE STROKES EACH YEAR, AND STROKE IS THE 4TH LEADING CAUSE OF DEATH IN GEORGIA THE HEALTH CONFERENCE PROGRAMS PROVIDE OUTREACH, HEALTH SCREENINGS, EDUCATIONAL PROGRAMS, AND HEALTH CONFERENCES AND EVENTS THESE PROGRAMS TARGET WOMEN AT RISK OF POOR HEALTH STATUS THE PROGRAMS TARGET UNINSURED OR UNDERINSURED WOMEN WITHOUT A PRIMARY CARE PHYSICIAN OR KNOWLEDGE OF RECOMMENDED PREVENTIVE HEALTH CARE SERVICES PPMH MEN'S AND WOMEN'S CONFERENCES ATTRACTED APPROXIMATELY 700 PARTICIPANTS KID'S CONFERENCES PSMC HELD THE 2ND ANNUAL KIDS CONFERENCE ON AUGUST 9, 2013 AND PROVIDED SCREENINGS FOR GLUCOSE AND CHOLESTEROL, BLOOD PRESSURE, BMI FOR MORE THAN 250 CHILDREN THE THEME WAS ONCE AGAIN "GET FIT, GET ACTIVE, GET HEALTHY", AND THERE WERE FREE HEALTH SCREENINGS, VENDORS FROM ACROSS SOUTH GEORGIA AND A NUMBER OF AGENCIES THAT WERE GEARED TOWARDS CHILDREN AND THEIR OVERALL HEALTH SCHOOL SUPPLIES AND OTHER ITEMS WERE GIVEN AWAY AND THE CHILDREN HAD AN OPPORTUNITY TO PARTAKE IN A NUMBER OF GAMES AND ACTIVITIES, INCLUDING BASKETBALL, ZUMBA AND FOOTBALL DRILLS WITH THE AMERICUS SUMTER VARSITY FOOTBALL TEAM THE SUMTER COUNTY SHERIFF DEPARTMENT & FIRE DEPARTMENT, AS WELL AS THE SUMTER COUNTY HEALTH DEPARTMENT & DFACS, WERE ALSO ON HAND TO PROVIDE SERVICES TO BOTH THE CHILDREN AND THEIR PARENTS GOLDEN KEY THIS IS A MEMBERSHIP ORGANIZATION FOR PEOPLE AGE 55 AND OLDER WITH 22,000 MEMBERS, GOLDEN KEY OFFERS PROGRAMS THAT ENCOURAGE HEALTHY LIFESTYLES, INCLUDING THE PRIVILEGE OF WALKING AT PPMH'S PHYSICAL MEDICINE COMPLEX TO ITS MEMBERS, IT PROVIDED A BI-MONTHLY NEWSLETTER (KEY NOTES) IN 2014, THE UNREIMBURSED COST WAS 61,931 NETWORK OF TRUST THIS IS A NATIONALLY RECOGNIZED PROGRAM AIMED AT TEEN MOTHERS TO PREVENT REPEAT PREGNANCIES, PROVIDE PARENTING SKILLS, AND COMPLETE HIGH SCHOOL THIS PROGRAM ALSO INCLUDES A TEEN FATHER PROGRAM ALONG WITH OTHER TEENAGED CHILDREN PROGRAMS NETWORK OF TRUST ENROLLED 134 TEEN PARENTS DURING</p>

Return Reference	Explanation
FORM 990, PART V, LINE 4B	CAYMAN ISLANDS, BERMUDA, IRELAND, CANADA, BRITISH VIRGIN ISLANDS

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 2	JOHN T PHILLIPS, III BRUCE MELTON BOARD MEMBER BOARD MEMBER BUSINESS RELATIONSHIP

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 11B	THE INDEPENDENT ACCOUNTING FIRM THAT PREPARES THE FORM 990 (BASED UPON INFORMATION PROVIDED BY THE ORGANIZATION) PROVIDES A COMPLETE COPY OF THE RETURN WITH APPLICABLE SCHEDULES TO BE REVIEWED BY MANAGEMENT. MANAGEMENT PERFORMS A DETAILED REVIEW WHICH CONSISTS OF REVIEWING THE FINANCIAL DATA, THE NARRATIVES DISCLOSED, AND OTHER FACTS PRESENTED ON THE RETURN. UPON REVIEW, THE FORM 990 IS THEN FORWARDED TO THE FINANCE COMMITTEE FOR THEIR REVIEW, TO GAIN THEIR COMMENTS AND APPROVAL. UPON APPROVAL FROM THE FINANCE COMMITTEE, THE FORM 990 AND RELATED SCHEDULES ARE PROVIDED TO ALL BOARD MEMBERS FOR REVIEW AND FEEDBACK. ONCE THE FORM 990 IS REVIEWED BY ALL APPLICABLE PARTIES, A COPY OF THE FINAL VERSION IS PROVIDED TO ALL MEMBERS OF THE GOVERNING BODY PRIOR TO FILING WITH THE INTERNAL REVENUE SERVICE.

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 12C	ON AN ANNUAL BASIS, PHOEBE PUTNEY HEALTH SYSTEM (PPHS) BOARD MEMBERS AS WELL AS ALL OFFICERS COMPLETE A CONFLICT OF INTEREST QUESTIONNAIRE. THIS QUESTIONNAIRE IS ADMINISTERED BY THE PPHS COMPLIANCE DEPARTMENT AND THE DOCUMENT ASKS EACH INDIVIDUAL TO DISCLOSE ANY PERSONAL, BUSINESS, OR OTHER AFFILIATIONS AND MONETARY AMOUNT IF APPLICABLE THAT THEY OR THEIR IMMEDIATE FAMILY MEMBERS HAVE HAD WITHIN THE PAST 12 MONTHS WITH PPHS OR ANY RELATED ENTITIES. ALL RESPONSES ARE THEN EVALUATED BY THE PPHS COMPLIANCE DEPARTMENT.

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 15A	<p>THE ORGANIZATIONS FORMAL PROCESS FOR DETERMINING TOTAL COMPENSATION FOR THE CEO IS INTENDED TO PROVIDE REASONABLE COMPENSATION FOR ACCOMPLISHING THE ORGANIZATIONS MISSION, ACHIEVE ITS STRATEGIC GOALS, TO RECOGNIZE PERFORMANCE, AND TO OPERATE IN KEEPING WITH THE ORGANIZATIONS OBLIGATIONS AS A TAX-EXEMPT CHARITABLE ORGANIZATION. THE EXECUTIVE COMPENSATION COMMITTEE OF THE ORGANIZATIONS BOARD OF DIRECTORS CONDUCTS AN ANNUAL REVIEW OF THE COMPENSATION OF THE CEO. THE COMMITTEE RETAINS A QUALIFIED INDEPENDENT COMPENSATION CONSULTANT TO CONDUCT COMPETITIVE MARKET ANALYSIS OF THE MARKET RANGES OF BASE, INCENTIVE AND TOTAL CASH COMPENSATION. THE INFORMATION THE COMMITTEE MAY CONSIDER CAN INCLUDE BUT IS NOT LIMITED TO THE PERFORMANCE OF AN INDIVIDUAL, THE PERFORMANCE OF THE ORGANIZATION, AN INDIVIDUALS LENGTH OF SERVICE, CREDENTIALS AND EXPERIENCE, THE ELEMENTS OF TOTAL COMPENSATION AND SALARY HISTORY, THE ORGANIZATIONS COMPENSATION TARGETS, AND COMPARABILITY DATA, INCLUDING THE DATA PREPARED BY THE INDEPENDENT CONSULTANT AND REVIEWED WITH THE COMMITTEE. THE COMMITTEE INCORPORATES A FORMAL PERFORMANCE APPRAISAL PROCESS IN THE CEO COMPENSATION REVIEW. IT UTILIZES A MULTI-PERSPECTIVE APPROACH AND PERFORMANCE MEASURES WHICH ARE LINKED TO THE ORGANIZATIONS LONG-TERM STRATEGIC PLAN AND ACHIEVEMENT OF ANNUAL SYSTEM OBJECTIVES. THE CEO IS NOT PRESENT WHEN THE COMMITTEE DISCUSSES AND ESTABLISHES HIS COMPENSATION.</p>

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 15B	<p>THE ORGANIZATION'S FORMAL PROCESS FOR DETERMINING TOTAL COMPENSATION FOR THE OTHER OFFICERS AND KEY EMPLOYEES IS INTENDED TO PROVIDE REASONABLE COMPENSATION FOR ACCOMPLISHING THE ORGANIZATION'S MISSION, ACHIEVE ITS STRATEGIC GOALS, TO RECOGNIZE PERFORMANCE, AND TO OPERATE IN KEEPING WITH THE ORGANIZATION'S OBLIGATIONS AS A TAX-EXEMPT CHARITABLE ORGANIZATION. THE EXECUTIVE COMPENSATION COMMITTEE OF THE ORGANIZATION'S BOARD OF DIRECTORS CONDUCTS AN ANNUAL REVIEW OF THE COMPENSATION OF THE OTHER OFFICERS AND KEY EMPLOYEES. THE COMMITTEE RETAINS A QUALIFIED INDEPENDENT COMPENSATION CONSULTANT TO CONDUCT COMPETITIVE MARKET ANALYSIS OF THE MARKET RANGES OF BASE, INCENTIVE AND TOTAL CASH COMPENSATION. THE INFORMATION THE COMMITTEE MAY CONSIDER CAN INCLUDE BUT IS NOT LIMITED TO THE PERFORMANCE OF AN INDIVIDUAL, THE PERFORMANCE OF THE ORGANIZATION, AN INDIVIDUAL'S LENGTH OF SERVICE, CREDENTIALS AND EXPERIENCE, THE ELEMENTS OF TOTAL COMPENSATION AND SALARY HISTORY, THE ORGANIZATION'S COMPENSATION TARGETS, AND COMPARABILITY DATA, INCLUDING THE DATA PREPARED BY THE INDEPENDENT CONSULTANT AND REVIEWED WITH THE COMMITTEE. THE COMMITTEE INCORPORATES A FORMAL PERFORMANCE APPRAISAL PROCESS IN THE OTHER OFFICERS AND KEY EMPLOYEES COMPENSATION REVIEW. IT UTILIZES A MULTI-PERSPECTIVE APPROACH AND PERFORMANCE MEASURES WHICH ARE LINKED TO THE ORGANIZATION'S LONG-TERM STRATEGIC PLAN AND ACHIEVEMENT OF ANNUAL SYSTEM OBJECTIVES. THE CEO PROVIDES A PERFORMANCE NARRATIVE AND RECOMMENDED COMPENSATION ADJUSTMENT FOR THE OTHER OFFICERS AND KEY EMPLOYEES OF THE ORGANIZATION. THE COMMITTEE DETERMINES THE REASONABLENESS OF ANY COMPENSATION ADJUSTMENTS FOR OTHER OFFICERS AND KEY EMPLOYEES BASED ON THE PRESENTED EVALUATION AND COMPARATIVE COMPENSATION DATA.</p>

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 19	THE ORGANIZATION MAKES AVAILABLE TO THE PUBLIC ITS CONFLICT OF INTEREST AND AUDITED FINANCIAL STATEMENTS ON THE ORGANIZATION'S WEBSITE, BY PROVIDING COPIES UPON REQUEST, AND BY INSPECTION AT THE ADMINISTRATIVE OFFICES OF THE ORGANIZATION

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- 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.

Empl

58-2001014

Page 10 of 10

Employer identification number

58-2001014

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
(1) PHOEBE PUTNEY INDEMNITY LLC 1327 ASHLEY RIVER ROAD CHARLESTON, SC 294075384 51-0599645	INSURANCE	SC	14,666,691	76,336,023	PPHS

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	No
(1) PHOEBE PUTNEY MEMORIAL HOSPITAL INC PO BOX 3770 ALBANY, GA 317063770 58-1928247	HEALTHCARE	GA	501C3	3	PPHS	Yes	
(2) PHOEBE FOUNDATION INC PO BOX 3770 ALBANY, GA 317063770 58-1847104	FOUNDATION	GA	501C3	11A	PPHS	Yes	
(3) PHOEBE SUMTER MEDICAL CENTER INC 126 HIGHWAY 280 W AMERICUS, GA 317198645 26-3975185	HEALTHCARE	GA	501C3	3	PPHS	Yes	
(4) PHOEBE WORTH MEDICAL CENTER INC PO BOX 545 SYLVESTER, GA 317910545 38-3647394	HEALTHCARE	GA	501C3	3	PPHS	Yes	
(5) PHOEBE PHYSICIAN GROUP INC PO BOX 3770 ALBANY, GA 317063770 26-3792403	HEALTHCARE	GA	501C3	9	PPHS	Yes	
(6) SOUTH GEORGIA SHARED SERVICES INC 417 WEST THIRD AVENUE ALBANY, GA 317011943 46-2746977	COOPERATIV	GA	501C3	3	PPHS	Yes	

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.

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.

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

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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

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

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
See Additional Data Table			

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.

Part VII Supplemental Information

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

Return Reference	Explanation
SCHEDULE R	PHOEBE DORMINY MEDICAL CENTER'S TAX-EXEMPT STATUS WAS REVOKED ON DECEMBER 15, 2013. THE ORGANIZATION IS CURRENTLY IN THE PROCESS OF REINSTATING THEIR TAX-EXEMPT STATUS. SOUTH GEORGIA SHARED SERVICES, INC. HAS APPLIED FOR RECOGNITION OF EXEMPTION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THE APPLICATION IS STILL PENDING.

Additional Data

Software ID:
Software Version:
EIN: 58-2001014
Name: PHOEBE PUTNEY HEALTH SYSTEM INC

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c) (3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
(1) PHOEBE PUTNEY MEMORIAL HOSPITAL INC PO BOX 3770 ALBANY, GA 317063770 58-1928247	HEALTHCARE	GA	501C3	3	PPHS	Yes	
(1) PHOEBE FOUNDATION INC PO BOX 3770 ALBANY, GA 317063770 58-1847104	FOUNDATION	GA	501C3	11A	PPHS	Yes	
(2) PHOEBE SUMTER MEDICAL CENTER INC 126 HIGHWAY 280 W AMERICUS, GA 317198645 26-3975185	HEALTHCARE	GA	501C3	3	PPHS	Yes	
(3) PHOEBE WORTH MEDICAL CENTER INC PO BOX 545 SYLVESTER, GA 317910545 38-3647394	HEALTHCARE	GA	501C3	3	PPHS	Yes	
(4) PHOEBE PHYSICIAN GROUP INC PO BOX 3770 ALBANY, GA 317063770 26-3792403	HEALTHCARE	GA	501C3	9	PPHS	Yes	
(5) SOUTH GEORGIA SHARED SERVICES INC 417 WEST THIRD AVENUE ALBANY, GA 317011943 46-2746977	COOPERATIV	GA	501C3	3	PPHS	Yes	

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
PHOEBE PUTNEY MEMORIAL HOSPITAL INC	J	766,350	GENERAL LEDGER
PHOEBE PHYSICIANS GROUP INC	J	1,302,833	GENERAL LEDGER
ALL ENTITIES	L	17,657,050	GENERAL LEDGER
ALL ENTITIES	O	VALUE UNDETERMINED	
PHOEBE PHYSICIANS GROUP INC	R	54,000,000	GENERAL LEDGER
PHOEBE PUTNEY HEALTH VENTURES	R	351,368	GENERAL LEDGER
PHOEBE PUTNEY MEMORIAL HOSPITAL INC	S	63,000,000	GENERAL LEDGER