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Part III

Statement of Program Service Accomplishments

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

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1

Briefly describe the organization's mission

LPG was organized to provide accountable patient-centered, high quality, efficient, value-based and innovative care to serve the health care needs of the communities in Rhode Island and elsewhere

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes

☒ No

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

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes

☒ No

If "Yes," describe these changes on Schedule O

4

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ 10,609,919 including grants of \$) (Revenue \$ 7,133,531)

OB/GYNOb-Gyn Associates (OGA) joined LPG in August of 2013 and has been caring for women for more than 40 years OGA is committed to bringing together intelligent, talented, and compassionate professionals in order to provide exceptional care for women based on the latest research, technological advances, and holistic approaches With five locations in Rhode Island and Massachusetts, OGA was the first practice in Rhode Island to offer midwifery care and is one of only two practices in Rhode Island that offer deliveries in the Alternative Birthing Center of Women & Infants Hospital

4b

(Code) (Expenses \$ 9,927,485 including grants of \$) (Revenue \$ 9,284,024)

PsychiatryLifespan is fully committed to integrating high quality mental health care with primary medical services LPG physicians in psychiatry offer behavioral medicine services to help individuals improve health through behavior change Inpatient services include assessment and treatment of acutely ill patients requiring a secure, safe environment for treatment of the full range of psychiatric problems, including psychotic, mood, and geriatric disorders, as well as suicidality Care is also available for patients with co-morbid medical conditions, developmental disabilities, significant family disturbances, and for adults suffering from substance abuse (See Schedule O)

4c

(Code) (Expenses \$ 8,830,377 including grants of \$) (Revenue \$ 8,335,626)

Cardiovascular InstituteThe Cardiovascular Institute program (CVI) was created in an effort to meet the demands of the changing health care environment and to enhance the level of cardiovascular care provided to the community CVI includes approximately 50 cardiologists, with support staff, and the creation of three ambulatory care centers and two comprehensive cardiac centers This innovative program brings together the well-known cardiac programs of both Rhode Island Hospital (RIH) and The Miram Hospital (TMH) and places a stronger emphasis on extending these programs into the community, where it is more convenient for patients to receive care The LPG portion of CVI's program expenses consists primarily of CVI's expanded office-based services (See Schedule O)

4d

Other program services (Describe in Schedule O)

(Expenses \$ 19,272,966 including grants of \$) (Revenue \$ 29,866,769)












4e

Total program service expenses

48,640,747

Form 990 (2013)

Part IV Checklist of Required Schedules

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

Part IV

Checklist of Required Schedules (continued)

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

Part V

Statements Regarding Other IRS Filings and Tax Compliance

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

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		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	23	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	Yes
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	246	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		2b	Yes
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?		3a	Yes
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.		3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a	No
b If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a	No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b	No
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		6a	No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b	
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		7a	No
b If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c	No
d If "Yes," indicate the number of Forms 8282 filed during the year.		7d	0
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	No
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h	No
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	No
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?		9a	No
b Did the organization make a distribution to a donor, donor advisor, or related person?		9b	No
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12.		10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		10b	
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders.		11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		12a	No
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		13a	No
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		13b	
c Enter the amount of reserves on hand.		13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?		14a	No
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		14b	

Part VI

Governance, Management, and Disclosure

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

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	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			
1b	Enter the number of voting members included in line 1a, above, who are independent	1	
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	Yes
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	8a	Yes
8b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed▶
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> 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 ▶Mary A Wakefield 593 Eddy Street Providence,RI 02903 (401)444-7093

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

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

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

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Timothy J Babineau MD Pres & Chair	1 00 39 00	X		X				0	1,624,647	297,468
(2) Kwame Dapaah-Afriyie MD Trustee	1 00 0 00	X						0	0	0
(3) Lloyd Feit MD Trustee	1 50 38 50	X						191,734	108,103	41,992
(4) Patricia J Flanagan MD Trustee	1 00 39 00	X						165,013	97,667	38,526
(5) Richard J Goldberg MD Trustee	2 00 0 00	X						0	491,717	34,688
(6) Gabor Keitner MD Trustee	50 0 00	X						202,123	127,458	26,521
(7) Karen Keman MD Trustee	1 00 39 00	X						132,856	79,131	15,922
(8) Robert Klein MD Trustee	2 00 38 00	X						337,786	162,437	35,551
(9) Paul Liu MD Trustee	1 00 39 00	X						113,699	488,071	39,655
(10) Debra Lobato Barrera PhD Trustee	50 39 50	X						87,956	54,401	30,177
(11) John B Murphy MD Sec & Treasurer	26 00 14 00	X		X				0	491,500	95,218
(12) John J Bert MD Trustee	1 00 39 00	X						241,206	0	12,808
(13) Karen A Rosene Montella MD Trustee	1 00 39 00	X						0	472,237	75,519
(14) Mary A Wakefield EVP & CFO	2 00 38 00			X				0	674,066	376,632
(15) Reena A Bhatt MD Physician	40 00 0 00					X		65,831	249,100	34,075
(16) Lee E Edstrom MD Physician	40 00 0 00					X		70,670	249,017	36,567
(17) Gregory K Fritz MD Physician	40 00 0 00					X		177,642	109,081	35,171

Part VII

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Colin J Harrington MD Physician	40 00 0 00					X		186,321	100,934	39,128
(19) Linda S Snelling MD Physician	40 00 0 00					X		224,145	133,424	41,770
(20) Michael F Gilson Trustee	0 00 40 00						X	0	401,900	37,224
(21) Kenneth S Korr Trustee	0 00 40 00						X	0	459,154	36,170
(22) George R McKendall Trustee	0 00 40 00						X	0	487,682	37,238
(23) Barry L Sharaf Trustee	0 00 40 00						X	0	468,351	33,535
(24) Peter L Tilkemeier Trustee	0 00 40 00						X	0	450,279	34,510
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								2,196,982	7,980,357	1,486,065

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▶155

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year		
(A) Name and business address	(B) Description of services	(C) Compensation
Lifespan Physicians PSO Inc 167 Point Street Providence RI 02903	Billing Services	238,070
Navix Diagnostix Inc PO Box 347203 Pittsburgh PA 15251	Diagnostic Services	172,625
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 ▶2		

Part VIII

Statement of Revenue

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

			(A)	(B)	(C)	(D)
			Total revenue	Related or exempt function revenue	Unrelated business revenue	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		0		
Program Service Revenue	2a	Other Program Service Rev	Business Code			
			900099	25,461,403	25,461,403	
	b	Patient Service Revenue	900099	29,158,547	29,158,547	
	c					
	d					
	e					
	f	All other program service revenue				
	g	Total. Add lines 2a-2f		54,619,950		
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		839		839
	4	Income from investment of tax-exempt bond proceeds		0		
	5	Royalties		0		
	6a	Gross rents	(i) Real	(ii) Personal		
			98,390			
	b	Less rental expenses				
	c	Rental income or (loss)	98,390			
	d	Net rental income or (loss)			98,390	98,390
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other		
				209,802		
	b	Less cost or other basis and sales expenses		176,111		
	c	Gain or (loss)		33,691		
	d	Net gain or (loss)			33,691	
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a			
	b	Less direct expenses	b			
	c	Net income or (loss) from fundraising events		0		
	9a	Gross income from gaming activities See Part IV, line 19	a			
	b	Less direct expenses	b			
	c	Net income or (loss) from gaming activities		0		
	10a	Gross sales of inventory, less returns and allowances	a			
b	Less cost of goods sold	b				
c	Net income or (loss) from sales of inventory		0			
	Miscellaneous Revenue	Business Code				
11a						
b						
c						
d	All other revenue					
e	Total. Add lines 11a-11d		0			
12	Total revenue. See Instructions		54,752,870	54,619,950	33,691	99,229

Part IX

Statement of Functional Expenses

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

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	0			
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4	Benefits paid to or for members.	0			
5	Compensation of current officers, directors, trustees, and key employees.	2,933,862	2,640,476	293,386	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7	Other salaries and wages.	33,341,148	30,346,000	2,995,148	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	1,372,972	1,245,965	127,007	
9	Other employee benefits.	4,893,630	4,415,382	478,248	
10	Payroll taxes.	2,053,282	1,847,954	205,328	
11	Fees for services (non-employees):				
a	Management.	0			
b	Legal.	0			
c	Accounting.	0			
d	Lobbying.	0			
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees.	0			
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	0			
12	Advertising and promotion.	16,577	16,577		
13	Office expenses.	70,562	67,240	3,322	
14	Information technology.	0			
15	Royalties.	0			
16	Occupancy.	2,286,778	2,268,771	18,007	
17	Travel.	113,424	112,961	463	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	59,286	58,391	895	
20	Interest.	0			
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	141,207	132,723	8,484	
23	Insurance.	1,562,993		1,562,993	
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	Provision for bad debts.	2,022,921	2,022,921		
b	Purchased Services.	1,957,368	1,729,679	227,689	
c	Medical/Surgical Supplies.	831,715	831,715		
d	Plant Supplies & Repairs.	285,700	95,379	190,321	
e	All other expenses.	815,590	808,613	6,977	
25	Total functional expenses. Add lines 1 through 24e.	54,759,015	48,640,747	6,118,268	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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

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

					(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing			6,145	1	0
	2	Savings and temporary cash investments			211,556	2	36,998
	3	Pledges and grants receivable, net				3	0
	4	Accounts receivable, net			3,091,585	4	4,475,624
	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	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L				6	0
	7	Notes and loans receivable, net				7	0
	8	Inventories for sale or use				8	0
	9	Prepaid expenses and deferred charges			27,951	9	15,388
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	1,202,961	1,049,157	10c	1,034,577
	b	Less accumulated depreciation	10b	168,384			
	11	Investments—publicly traded securities				11	0
	12	Investments—other securities See Part IV, line 11				12	0
	13	Investments—program-related See Part IV, line 11				13	0
	14	Intangible assets				14	0
	15	Other assets See Part IV, line 11				15	11,428
16	Total assets. Add lines 1 through 15 (must equal line 34)			4,386,394	16	5,574,015	
Liabilities	17	Accounts payable and accrued expenses			2,287,517	17	3,062,672
	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			2,092,732	25	2,511,343
	26	Total liabilities. Add lines 17 through 25			4,380,249	26	5,574,015
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			6,145	27	
	28	Temporarily restricted net assets				28	
	29	Permanently restricted net assets				29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			6,145	33	0
	34	Total liabilities and net assets/fund balances			4,386,394	34	5,574,015

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	54,752,870
2	Total expenses (must equal Part IX, column (A), line 25)	2	54,759,015
3	Revenue less expenses Subtract line 2 from line 1	3	-6,145
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,145
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	0

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 <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		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	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	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?		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		

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.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Lifespan Physician Group Inc

Employer identification number
05-0389801

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 33¹/₃% 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 33¹/₃% 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?

11g(i)

☐

☐

(ii)

A family member of a person described in (i) above?

11g(ii)

☐

☐

(iii)

A 35% controlled entity of a person described in (i) or (ii) above?

11g(iii)

☐

☐

h

☐

Provide the following information about the supported organization(s)

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

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

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2013

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 IIISupport 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.")						0
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	2,110,723	1,982,024	3,084,066	26,539,153	54,619,950	88,335,916
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	2,110,723	1,982,024	3,084,066	26,539,153	54,619,950	88,335,916
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
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			150,267			150,267
c Add lines 7a and 7b			150,267			150,267
8 Public support (Subtract line 7c from line 6)						88,185,649

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	2,110,723	1,982,024	3,084,066	26,539,153	54,619,950	88,335,916
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	44,972	38,236	18,835	2,470	839	105,352
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	44,972	38,236	18,835	2,470	839	105,352
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on					33,691	33,691
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)			245,785			245,785
13 Total support. (Add lines 9, 10c, 11, and 12)	2,155,695	2,020,260	3,348,686	26,541,623	54,654,480	88,720,744
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	99 400 %	
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	98 450 %	

Section D. Computation of Investment Income Percentage			
17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	0 120 %	
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	0 460 %	
19a 33 1/3% support tests—2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶			
b 33 1/3% support tests—2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶			
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶			

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Return Reference	Explanation	
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SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b**
▶ **Attach to Form 990.** ▶ **See separate instructions.** ▶ **Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization Lifespan Physician Group Inc	Employer identification number 05-0389801
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Part I

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

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

Part II

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

1

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

☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2

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

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

3

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

4

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

5

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

☐ Yes ☐ No

6

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

7

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

8

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

☐ Yes ☐ No

9

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

Part III

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

1a

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

b

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

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

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2

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

a

Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b

Assets included in Form 990, Part X

▶ \$ _____

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Cat No 52283D

Schedule D (Form 990) 2013

Part III

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

- 3

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

☐ Public exhibition

d

☐ Loan or exchange programs

b

☐ Scholarly research

e

☐ Other

c

☐ Preservation for future generations
- 4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5

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

☐ Yes

☐ No

Part IV

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

- 1a

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

☐ Yes

☐ No
- b

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

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	
- 2a

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

☐ Yes

☐ No
- b

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

☐

Part V

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

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

2

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

a

Board designated or quasi-endowment

b

Permanent endowment

c

Temporarily restricted endowment

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

3a

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

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

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

3b

Yes

No

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				
b Buildings				
c Leasehold improvements		450,020	21,001	429,019
d Equipment		729,948	145,595	584,353
e Other		22,993	1,788	21,205
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,034,577

Schedule D (Form 990) 2013

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
Part X FIN48 Footnote	Lifespan Physician Group, Inc. (LPG), as a not-for-profit corporation, is recognized under Section 501 (c)(3) of the Internal Revenue Code and is exempt from Federal income taxes. LPG recognizes the effect of income tax positions only if those positions are more likely than not to be sustained. Recognized income tax positions are measured at the largest amount of benefit that is greater than fifty percent likely to be realized upon settlement. Changes in measurement are reflected in the period in which the change in judgment occurs. LPG did not recognize the effect of any income tax positions during the fiscal year ended September 30, 2014.

[illegible]

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Lifespan Physician Group Inc

Employer identification number
05-0389801

Part I

Questions Regarding Compensation

	Yes	No
<div><div>1a</div><div>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</div><div><div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input checked="" type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div></div>		
<div><div>b</div><div>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</div></div>	1bYes	
<div><div>2</div><div>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?</div></div>	2Yes	
<div><div>3</div><div>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</div><div><div><div><input type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div></div><div><div><input type="checkbox"/> Written employment contract</div><div><input type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Approval by the board or compensation committee</div></div></div></div>		
<div><div>4</div><div>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</div></div>		
<div><div>a</div><div>Receive a severance payment or change-of-control payment?</div></div>	4a	No
<div><div>b</div><div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div></div>	4bYes	
<div><div>c</div><div>Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</div>	4c	No
<div><div></div><div>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</div></div>		
<div><div>5</div><div>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</div></div>		
<div><div>a</div><div>The organization?</div></div>	5a	No
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 5a or 5b, describe in Part III</div>	5b	No
<div><div>6</div><div>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</div></div>		
<div><div>a</div><div>The organization?</div></div>	6a	No
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 6a or 6b, describe in Part III</div>	6b	No
<div><div>7</div><div>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</div></div>	7	No
<div><div>8</div><div>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</div></div>	8	No
<div><div>9</div><div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</div></div>	9	No

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
Part I, Line 1a Relevant information in regards to selections on 1a	Tax Indemnification and Gross-up Payments Lifespan Physician Group purchased professional liability prior acts coverage for certain newly-hired physicians in calendar year 2013. Premiums were paid to insurance carriers by the insureds on an after tax basis. The income associated with the premiums is grossed-up to cover the total cost of the benefit as provided in their employment contracts and is included in Medicare wages, more specifically on Schedule J, Part II, Column B (iii).

Additional Data

Software ID: 13000170
Software Version: 2013v4.0

EIN: 05-0389801
Name: Lifespan Physician Group 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				
Barry L Sharaf Trustee	(i)							
	(ii)	382,026	69,770	16,555	14,715	18,820	501,886	
Colin J Harrington MD Physician	(i)	185,132		1,189	9,128	16,957	212,406	
	(ii)	100,191		743	4,564	8,479	113,977	
Debra Lobato Barrera PhD Trustee	(i)	85,978		1,978	5,767	14,351	108,074	
	(ii)	53,351		1,050	2,884	7,175	64,460	
Gabor Keitner MD Trustee	(i)	196,384		5,739	9,810	7,871	219,804	
	(ii)	124,058		3,400	4,905	3,935	136,298	
George R McKendall Trustee	(i)							
	(ii)	353,813	118,259	15,610	14,715	22,523	524,920	
Gregory K Fritz MD Physician	(i)	172,563		5,079	9,810	13,637	201,089	
	(ii)	106,092		2,989	4,905	6,819	120,805	
John B Murphy MD Sec & Treasurer	(i)							
	(ii)	419,874		71,626	75,045	20,173	586,718	40,787
John J Bert MD Trustee	(i)	87,613		153,593	4,710	8,098	254,014	
	(ii)							
Karen A Rosene Montella MD Trustee	(i)							
	(ii)	449,648		22,589	74,947	572	547,756	
Karen Kerman MD Trustee	(i)	124,141	6,244	2,471	7,219	3,395	143,470	
	(ii)	77,587		1,544	3,610	1,698	84,439	
Kenneth S Korr Trustee	(i)							
	(ii)	310,890	135,151	13,113	14,715	21,455	495,324	
Lee E Edstrom MD Physician	(i)	65,257		5,413	3,642	5,500	79,812	
	(ii)	214,863	18,110	16,044	10,925	16,500	276,442	
Linda S Snelling MD Physician	(i)	208,914	10,680	4,551	9,810	18,037	251,992	
	(ii)	130,374		3,050	4,905	9,018	147,347	
Lloyd Feit MD Trustee	(i)	181,838	8,592	1,304	9,810	18,185	219,729	
	(ii)	106,079		2,024	4,905	9,092	122,100	
Mary A Wakefield EVP & CFO	(i)							
	(ii)	570,570		103,496	359,872	16,760	1,050,698	76,672
Michael F Gilson Trustee	(i)							
	(ii)	313,814	79,683	8,403	14,715	22,509	439,124	
Patricia J Flanagan MD Trustee	(i)	155,633	7,308	2,072	9,145	16,539	190,697	
	(ii)	96,746		921	4,573	8,269	110,509	
Paul Liu MD Trustee	(i)	113,044		655	3,679	6,235	123,613	
	(ii)	431,558	55,000	1,513	11,036	18,705	517,812	
Peter L Tilkemeier Trustee	(i)							
	(ii)	312,526	130,406	7,347	14,715	19,795	484,789	
Reena A Bhatt MD Physician	(i)	65,700		131	3,636	4,883	74,350	
	(ii)	245,411	3,200	489	10,907	14,649	274,656	

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				
Richard J Goldberg MD Trustee	(i)							
	(ii)	403,209		88,508	15,300	19,388	526,405	
Robert Klein MD Trustee	(i)	252,545	74,025	11,216	9,810	13,891	361,487	
	(ii)	157,816		4,621	4,905	6,945	174,287	
Timothy J Babineau MD Pres & Chair	(i)							
	(ii)	942,401	237,500	444,746	271,520	25,948	1,922,115	118,412

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ****Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.****▶ Attach to Form 990 or 990-EZ.****▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.**

OMB No 1545-0047

2013**Open to Public
Inspection**Name of the organization
Lifespan Physician Group Inc**Employer identification number**

05-0389801

**Return
Reference****Explanation**Form 990, Part III,
Line 4d Other
Program Services
Description

OTHER PROGRAM SERVICES 4 All Other Programs During fiscal year 2014, LPG employed many physicians from Lifespans affiliated hospitals In addition to the Psychiatry and Ob-Gyn Associates practices noted above, the pediatricians and plastic surgeons from RIH and the Hospitalists from TMH were employed by LPG The pediatricians represent the largest group of LPG physicians, and in fiscal year 2014 reflected \$14,034,457 of LPG total operating expenses, which were primarily payroll and fringe benefit expenses funded by RIH Similarly, the Hospitalists of TMH accounted for \$3,611,775 of LPG's operating expenses and that funding was provided by TMH The remaining revenue represents amounts funded by RIH and TMH in order to bring LPG to a break-even point on its statement of operations and changes in net assets OTHER PROGRAM SERVICES 5 OTHER PROGRAM SERVICES 6

Return Reference	Explanation
Form 990, Part VI, Line 1a Explanation of Delegated Broad Authority to Committee	<p>Included among the LPG Board of Trustees are two Lifespan Designees (Designees), physicians designated by Lifespan Corporation (Lifespan) who shall be licensed to practice medicine in the State of Rhode Island and shall serve at the pleasure of Lifespan. The Designees shall have the right, acting alone by concurrent approval of both Designees, to initiate action on and approve any of the following matters:</p> <p>(a) To approve and/or initiate the enumerated joint powers of the Trustees listed within LPG's bylaws, except to the extent that under Rhode Island law a greater number of Trustees of the Corporation is required to affirmatively approve a joint power action. To the extent that Rhode Island law requires a greater number of Trustees to make a recommendation or resolution on a joint power matter before undertaking such joint power action, then all Trustees shall take such prior vote on such matter in accordance with the bylaws in the manner specified by concurrent approval of the Designees.</p> <p>(b) To initiate a joint power action listed in part (a) above, this ability can only be exercised by the Designees in the event of a Board deadlock on a matter first presented for action at a regular or special meeting of the Board of Trustees of the Corporation.</p> <p>(c) LPG shall cause the Designees' authority to approve and initiate actions to be reserved to LPG in the bylaws (or applicable organizational documents) of any subsidiary of which LPG is the sole or controlling member, partner, trustee, or stockholder, or that LPG otherwise owns or controls.</p>

Return Reference	Explanation
Form 990, Part VI, Line 2 Description of Business or Family Relationship of Officers, Directors, Et	Timothy J. Babineau, MD, President & Chair, and Mary A. Wakefield, Chief Financial Officer, are officers of a related for-profit corporation, VNA Technicare, Inc

Return Reference	Explanation
Form 990, Part VI, Line 11b Form 990 Review Process	<p>The preparation and filing of the Form 990 and supporting schedules is the responsibility of the Chief Financial Officer and Lifespan's Finance Department, with review by Lifespan's tax advisors, KPMG LLP. The Form 990 is prepared by the accounting staff upon completion of Lifespan's annual independent audit and reviewed by the Corporate Services Tax Compliance Manager. Further review is performed by the Director of Finance and the Vice President of Finance - Corporate Services. Once the draft Form 990 is complete and ready to be filed, the members of the Board are notified via email that a copy of the final version of the Form 990 is available upon request. The Tax Compliance Manager answers questions as they arise and provides additional information as needed. KPMG provides the Tax Compliance Manager with any recommended changes which are reviewed, and if agreed upon, are incorporated into the return. The draft Form 990 is then provided to the Chief Financial Officer for final management review. Prior to filing the return with the Internal Revenue Service, a copy of the entire form is provided to the Board of Trustees in advance of its next Board meeting, at which the Chief Financial Officer discusses Form 990's highlights. All questions and concerns of the members of the Board are addressed by the Chief Financial Officer and incorporated into the Form 990 when appropriate. Once the Form 990 is complete and ready to be filed, the members of the Board are notified via email that a copy of the final version of the Form 990 is accessible through the same password protected website portal. The Chief Financial Officer is authorized to file the Form 990.</p>

Return Reference	Explanation
Form 990, Part VI, Line 19 Other Organization Documents Publicly Available	Lifespan currently makes its annual and quarterly consolidated financial statements available to the public via DAC (Digital Assurance Certification LLC), a disclosure dissemination agent for issuers of the tax-exempt bonds which electronically posts and transmits Lifespan's financial information to repositories and investors alike In addition, copies of LPG's Articles of Incorporation, Bylaws, and Conflict of Interest Policy are available upon request from the office of the Lifespan Chief Financial Officer, either in person or by mail

Return Reference	Explanation
Form 990, Part I, Line 1	Lifespan Physician Group (LPG) primarily serves hospitals affiliated with Lifespan Corporation. Additionally, it is LPG's mission to promote and advance medical research, education and training in medicine, medical-related sciences, and clinical practice.

Return Reference	Explanation
Form 990, Part III, Line 4b	Outpatient mental health services are provided at RIH and TMH by a multidisciplinary group of board-certified psychiatrists, psychologists, clinical nurse specialists, and social workers. With outpatient mental health services in short supply in the region, LPG Psychiatry continues to grow to accommodate requests for service. The locations for these programs include the West River campus and the Fain Building on the TMH campus.

Return Reference	Explanation
Form 990, Part III, Line 4c	CVI specialists work as a team across all disciplines, combining their expertise to provide an individualized treatment plan for each patient, whether the need is consultative, diagnostic, interventional, surgical, or rehabilitative

Return Reference	Explanation
Form 990, Part VI, Section B, Line 12c	<p>Lifespan Corporation has a Conflict of Interest Policy that is applicable to all affiliates, including Lifespan Physician Group, Inc , and administered by Lifespan's Corporate Compliance Department as follows Each designated person subject to Lifespan's conflict of interest policy is required to provide Lifespan with an initial disclosure statement and thereafter an annual statement attesting that (i) the designated person has read and is familiar with this policy, and (ii) the designated person and, to the best of his/her knowledge, family members, have not in the past engaged in, are not presently engaging in, or plan to engage in, any activity which contravenes this policy If, at any time during the course of employment or association, a designated person has reason to believe that an existing or contemplated activity may contravene this policy, the person shall submit a full written description of the activity to the Lifespan Compliance Officer or the Office of the General Counsel to seek a determination as to whether the contemplated activity does or does not contravene this policy This requirement shall be acknowledged as part of the annual performance evaluation process If the activity in question involves either the Chief Executive Officer, the Senior Vice President and General Counsel, or a Trustee, a full written disclosure must be made to, and a determination sought from, the Chairman of the Board of Directors of Lifespan Corporation Annually, the Lifespan Compliance Officer shall review and report to the Lifespan Executive Corporate Compliance Committee and to the Lifespan Audit and Compliance Committee on the administration of this policy Failure on the part of any designated person to comply with this policy, including failure to submit in a timely fashion the conflict of interest disclosure statement, will be grounds for removal from his/her position and/or termination of his/her employment with Lifespan</p>

Return Reference	Explanation
Form 990, Part VI, Section B, Lines 15 a&b	<p>The following applies to Lifespan and all of its affiliates, including Lifespan Physician Group, Inc. EXECUTIVE COMPENSATION Lifespan's executive compensation philosophy balances appropriate stewardship of resources and the need to be competitive in recruiting and retaining talented individuals. It incorporates market-competitive and performance-related principles, and covers the President and CEO of Lifespan as well as other officers, senior management, and key employees. Lifespan's executive compensation program complies with both law and contemporary ethical norms, and is administered consistent with the organization's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code (IRC) and the avoidance of transactions subject to intermediate sanctions under Section 4958 of the IRC. Executive compensation is also administered consistent with Lifespan's Corporate Compliance Policy on Excess Benefit Transactions. The Compensation Committee of the Lifespan Corporation Board of Directors (the Committee), comprised of disinterested Lifespan and affiliate Board members, is responsible for diligent oversight of executive compensation to ensure compliance with IRC requirements. Its duties include:</p> <ul style="list-style-type: none"> * Approving eligibility for participation in the executive compensation program * Approving changes in compensation for existing executive participants * Approving guidelines, such as salary ranges and contract terms, on appropriate levels of compensation for other key employees * Approving new, and modifying or terminating existing, executive compensation plans including, but not limited to, annual incentive and executive benefit plans * Approving performance objectives associated with Lifespan's annual incentive plan, including measuring points, and using audited actual performance relative to these objectives as a precondition to approving the payment of any awards under the plan * Authorizing periodic performance benchmark studies to be conducted for purposes of assessing Lifespan's performance within the healthcare industry and the degree to which total remuneration levels at Lifespan are generally commensurate with Lifespan performance relative to healthcare industry performance * Conducting an annual performance review of Lifespan's Chief Executive Officer. The Chair of the Committee conducts and documents this review, based on his/her observations and interpretation of feedback from members of the Board of Directors * Selecting and engaging qualified, independent, third party compensation valuation consultants that the Committee charges with rendering opinions with respect to the reasonableness and comparability of compensation as well as the comparative organizations against which compensation is assessed, in accordance with relevant sections of the IRC and Lifespan's executive compensation philosophy. The independent consultants are not engaged by management to perform any services for Lifespan without prior approval by the Committee. Lifespan's Chief Executive Officer works closely with the Committee to make recommendations on the above topics and keep the Committee informed about contemplated compensation changes for executives and other key employees, as well as candidates for these roles. The CEO also provides periodic updates to the Committee regarding Lifespan's performance relative to compensation-related performance objectives. The Committee's deliberations and actions are documented in minutes prepared for each meeting. <p>PROCESS FOR DETERMINING COMPENSATION Valuation of Total Cash and Total Remuneration. No less frequently than annually, the Committee receives and reviews a total cash compensation valuation of all existing executive compensation program participants prepared by its independent compensation consultant. Annually, the Committee also receives and reviews a total remuneration valuation of all existing executive compensation participants. Base Salary Actions. The CEO recommends any salary adjustments for participants in the executive compensation program, using the results of the valuation study and his/her assessment of individual performance or other pertinent information, for the Committee's consideration. New Participants in Executive Compensation Program. With respect to compensation offers for individuals expected to participate in the executive compensation program, the office of the President works with the Committee's independent compensation consultant or relies on information previously provided by the consultant to establish a range of reasonable cash compensation within which recruitment is expected to conclude with acceptance of a reasonable compensation offer.</p>

Return Reference	Explanation
Form 990, Part XII, Line 2	While Lifespan Physician Group, Inc (LPG) did not produce an audited financial statement as of and for the year ended September 30, 2014, it was included in Lifespan Corporation's audited consolidated financial statements, in which one column is used for LPG There are no regulatory or creditor stipulations which require the preparation of a separate audited financial statement for LPG The Lifespan Audit and Compliance Committee assumes responsibility for oversight of the audit of Lifespan Corporation's consolidated financial statements and the selection of Lifespan Corporation's independent accountant

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Lifespan Physician Group Inc

Employer identification number
05-0389801

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

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
See Additional Data Table							

Part III

Identification of Related Organizations Taxable as a Partnership

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

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

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) Lifespan MSO Inc 167 Point Street Providence, RI 02903 05-0508717	Mgmnt Svcs	RI	Lifespan Corp	C Corp					No
(2) Lifespan Risk Services Inc 167 Point Street Providence, RI 02903 05-0459767	Risk Mgmnt	RI	Lifespan Corp	C Corp					No
(3) VNA Technicare Inc 622 George Washington Highway Lincoln, RI 02865 05-0472710	DME Sales	RI	LDS Inc	C Corp					No
(4) Gateway Professional Group Inc 249 Roosevelt Avenue Pawtucket, RI 02860 05-0498391	Psychotherapy	RI	Gateway Healthcare	C Corp					No

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		No
1k	Yes	
1l		No
1m	Yes	
1n		No
1o	Yes	
1p	Yes	
1q	Yes	
1r		No
1s		No

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

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

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

[illegible]

Part VII

Supplemental Information

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

Return Reference	Explanation
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Additional Data

Software ID: 13000170

Software Version: 2013v4.0

EIN: 05-0389801

Name: Lifespan Physician Group 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) Alternative Living Concepts 249 Roosevelt Avenue Pawtucket, RI 02860 05-0442015	Housing for Elderly and Mentally Ill	RI	501(c)(3)	9	Gateway Healthcare Inc		No
(1) Bayberry Courts Inc 249 Roosevelt Avenue Pawtucket, RI 02860 20-4590384	Housing for Elderly and Mentally Ill	RI	501(c)(3)	9	Gateway Healthcare Inc		No
(2) Bradley Hospital Foundation 167 Point Street Providence, RI 02903 05-0500688	Philanthropic Activities	RI	501(c)(3)	7	Lifespan Corporation		No
(3) Capital City Community Centers Inc 249 Roosevelt Avenue Pawtucket, RI 02860 05-0259090	Daycare Services	RI	501(c)(3)	7	Gateway Healthcare Inc		No
(4) Emma Pendleton Bradley Hospital 1011 Veterans Memorial Parkway East Providence, RI 02915 05-0258806	Pediatric Psychiatric Health Care Svcs	RI	501(c)(3)	3	Lifespan Corporation		No
(5) Families Reaching Into Each New Day Inc 249 Roosevelt Avenue Pawtucket, RI 02860 05-0504841	Bereavement Services for Children	RI	501(c)(3)	7	Gateway Healthcare Inc		No
(6) Gateway Foundation 249 Roosevelt Avenue Pawtucket, RI 02860 46-4002163	Philanthropic Activities	RI	501(c)(3)	7	Lifespan Corporation		No
(7) Gateway Healthcare Inc 249 Roosevelt Avenue Pawtucket, RI 02860 05-0309043	Subst Abuse & Psych Health Care Svcs	RI	501(c)(3)	9	Lifespan Corporation		No
(8) Hospital Properties Inc 167 Point Street Providence, RI 02903 22-2869743	Property Management	RI	501(c)(4)	N/A	Lifespan Corporation		No
(9) Human Services Realty Inc 249 Roosevelt Avenue Pawtucket, RI 02860 05-0398161	Housing for Elderly and Mentally Ill	RI	501(c)(2)	N/A	Gateway Healthcare Inc		No
(10) JM Apartments Inc 249 Roosevelt Avenue Pawtucket, RI 02860 05-0435537	Housing for Elderly and Mentally Ill	RI	501(c)(3)	9	Gateway Healthcare Inc		No
(11) Lifespan Corporation 167 Point Street Providence, RI 02903 22-2861978	Holding Company/ Mgmnt Services	RI	501(c)(3)	11	NA		No
(12) Lifespan Diversified Services Inc 167 Point Street Providence, RI 02903 05-0258935	Holding Company/ Mgmnt Services	RI	501(c)(3)	11	Lifespan Corporation		No
(13) Lifespan Foundation 167 Point Street Providence, RI 02903 05-0493219	Philanthropic Activities	RI	501(c)(3)	7	Lifespan Corporation		No
(14) Lifespan of Massachusetts Inc c/o Archstone Law 245 Winter St Waltham, MA 02451 04-3408517	Holding Company	MA	501(c)(3)	11	Lifespan Corporation		No
(15) Lifespan School Solutions Inc 225 Chapman Street Providence, RI 02905 46-4910847	Educational Services	RI	Applied For	N/A	Emma Pendleton Bradley Hospital		No
(16) LJR Corporation 249 Roosevelt Avenue Pawtucket, RI 02860 03-0508346	Housing for Elderly and Mentally Ill	RI	501(c)(3)	9	Gateway Healthcare Inc		No
(17) Mill River Community Housing Corporation 249 Roosevelt Avenue Pawtucket, RI 02860 05-0427152	Housing for Elderly and Mentally Ill	RI	501(c)(3)	9	Gateway Healthcare Inc		No
(18) Newport Health Care Corporation 11 Friendship Street Newport, RI 02840 22-2535537	Holding Company/ Mgmnt Services	RI	501(c)(3)	7	Lifespan Corporation		No
(19) Newport Health Property Management Inc 11 Friendship Street Newport, RI 02840 22-2335539	Property Management	RI	501(c)(3)	11	Newport Health Care Corporation		No

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
(21) Newport Hospital 11 Friendship Street Newport, RI 02840 05-0258914	Health Care Services	RI	501(c)(3)	3	Lifespan Corporation		No
(1) Newport Hospital Foundation Inc 11 Friendship Street Newport, RI 02840 22-2535533	Philanthropic Activities	RI	501(c)(3)	7	Lifespan Corporation		No
(2) NHCC Medical Associates Inc 11 Friendship Street Newport, RI 02840 05-0472268	Health Care Services	RI	501(c)(3)	11	Lifespan Corporation		No
(3) O bed Apartments Inc 249 Roosevelt Avenue Pawtucket, RI 02860 05-0422771	Housing for Elderly and Mentally Ill	RI	501(c)(3)	9	Gateway Healthcare Inc		No
(4) Pathways Inc 249 Roosevelt Avenue Pawtucket, RI 02860 05-0393004	Housing for Elderly and Mentally Ill	RI	501(c)(3)	9	Gateway Healthcare Inc		No
(5) Rhode Island Hospital 593 Eddy Street Providence, RI 02903 05-0258954	Health Care Services	RI	501(c)(3)	3	Lifespan Corporation		No
(6) Rhode Island Hospital Foundation 167 Point Street Providence, RI 02903 05-0468736	Philanthropic Activities	RI	501(c)(3)	7	Lifespan Corporation		No
(7) RIH Ventures 593 Eddy Street Providence, RI 02903 05-0448686	Parking Facilities/Phlebotomy Services	RI	501(c)(3)	11	Lifespan Corporation		No
(8) Shore Courts Inc 249 Roosevelt Avenue Pawtucket, RI 02860 05-0504003	Housing for Elderly and Mentally Ill	RI	501(c)(3)	9	Gateway Healthcare Inc		No
(9) The Autism Project 1516 Atwood Avenue Johnston, RI 02919 05-0512037	Services for Children With Autism	RI	501(c)(3)	9	Gateway Healthcare Inc		No
(10) The Miriam Hospital 164 Summit Avenue Providence, RI 02906 05-0258905	Health Care Services	RI	501(c)(3)	3	Lifespan Corporation		No
(11) The Miriam Hospital Foundation 167 Point Street Providence, RI 02903 05-0377502	Philanthropic Activities	RI	501(c)(3)	7	Lifespan Corporation		No
(12) TLR Realty 249 Roosevelt Avenue Pawtucket, RI 02860 04-3742771	Housing for Elderly and Mentally Ill	RI	501(c)(3)	9	Gateway Healthcare Inc		No
(13) Wentworth Corporation 249 Roosevelt Avenue Pawtucket, RI 02860 05-0488520	Housing for Elderly and Mentally Ill	RI	501(c)(3)	9	Gateway Healthcare Inc		No
(14) Westerly Courts Inc 249 Roosevelt Avenue Pawtucket, RI 02860 61-1439766	Housing for Elderly and Mentally Ill	RI	501(c)(3)	9	Gateway Healthcare Inc		No
(15) JRR Housing 249 Roosevelt Avenue Pawtucket, RI 02860 26-3121266	Housing for Elderly and Mentally Ill	RI	501(c)(3)	9	Gateway Healthcare Inc		No
(16) RI Sound Enterprises Insurance Co Ltd 65 Front Street Hamilton HM 12 BD	Offshore Insurance Captive	BD	N/A	N/A	Lifespan Corporation		No