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Form **990**  
 Department of the Treasury  
 Internal Revenue Service

# Return of Organization Exempt From Income Tax

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

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 ▶ Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

OMB No 1545-0047  
2014  
**Open to Public Inspection**

**A For the 2014 calendar year, or tax year beginning 01-01-2014, and ending 12-31-2014**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization Roper St Francis Physicians Network <hr/> Doing business as Roper St Francis Physician Partners <hr/> Number and street (or P O box if mail is not delivered to street address) Room/suite 125 Doughty Street No 760 <hr/> City or town, state or province, country, and ZIP or foreign postal code Charleston, SC 29403 <hr/> <b>F</b> Name and address of principal officer David L Dunlap 125 Doughty Street No 760 Charleston, SC 29403	<b>D</b> Employer identification number 26-2946628 <hr/> <b>E</b> Telephone number (843) 724-2958 <hr/> <b>G</b> Gross receipts \$ 140,293,681
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**H(a)** Is this a group return for subordinates?  Yes  No  
**H(b)** Are all subordinates included?  Yes  No  
 If "No," attach a list (see instructions)  
**H(c)** Group exemption number ▶

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

**J** Website: ▶ www.rsfn.com

**K** Form of organization  Corporation  Trust  Association  Other ▶ **L** Year of formation 2008 **M** State of legal domicile SC

**Part I Summary**

<b>1</b>	Briefly describe the organization's mission or most significant activities Nonprofit physician practice operations in conjunction with CareAlliance Health Services		
<b>2</b>	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
<b>3</b>	Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	13
<b>4</b>	Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	7
<b>5</b>	Total number of individuals employed in calendar year 2014 (Part V, line 2a)	<b>5</b>	1,103
<b>6</b>	Total number of volunteers (estimate if necessary)	<b>6</b>	8
<b>7a</b>	Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	0
<b>7b</b>	Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	0
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	Prior Year	1,000
	<b>9</b> Program service revenue (Part VIII, line 2g)	Current Year	4,905
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	130,670,500	138,405,671
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-240	-27,439
	<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	4,069,589	1,883,105
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	134,740,849	140,266,242
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	154,162	107,962
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	126,766,932	139,195,530
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 0	0	0
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	53,214,089	56,255,270
	<b>18</b> Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	180,135,183	195,558,762
<b>19</b> Revenue less expenses Subtract line 18 from line 12	-45,394,334	-55,292,520	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	Beginning of Current Year	37,165,324
	<b>21</b> Total liabilities (Part X, line 26)	End of Year	35,812,499
	<b>22</b> Net assets or fund balances Subtract line 21 from line 20	212,186,699	10,386,530
		-175,021,375	25,425,969

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	***** Signature of officer	2015-11-13 Date			
	BRET D JOHNSON SVP & CFO Type or print name and title				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name Amy Bibby	Preparer's signature Amy Bibby	Date	Check <input type="checkbox"/> if self-employed	PTIN P00445891
	Firm's name ▶ DIXON HUGHES GOODMAN LLP			Firm's EIN ▶ 56-0747981	
	Firm's address ▶ 500 Ridgefield Court Asheville, NC 28806			Phone no (828) 254-2254	

**Part III Statement of Program Service Accomplishments**

Check if Schedule O contains a response or note to any line in this Part III  Yes  No

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

Healing all people with compassion, faith, and excellence

**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 \$ 169,034,710 including grants of \$ 107,962 ) (Revenue \$ 138,405,671 )

Roper St Francis Physician Partners is a comprehensive network of more than 220 physicians who cover a range of primary care and 20 subspecialties Physician Partners has practices in six counties and provides the community convenient, comprehensive and compassionate healthcare Roper St Francis Physician Partners contributed \$11,057,000 in community benefit in 2014 This benefit includes charity care, unreimbursed Medicaid, and in numerous sponsorships and community outreach programs The network also gave back 13,300 volunteer staff hours that included health fairs, health education and lectures, and career days that benefited 7,400 individuals in the community

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

Please see Schedule O for a detailed description of Program Service Accomplishments Pleaes visit our website for a detailed community benefit report at [http://www.ropersaintfrancis.com/about\\_us/mission\\_and\\_community\\_activities/annualreport.aspx](http://www.ropersaintfrancis.com/about_us/mission_and_community_activities/annualreport.aspx)

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

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

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

**4e Total program service expenses** 169,034,710

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> <input checked="" type="checkbox"/>	Yes	
<b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?		No
<b>3</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		No
<b>4 Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		No
<b>5</b> 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? <i>If "Yes," complete Schedule C, Part III</i>		No
<b>6</b> 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? <i>If "Yes," complete Schedule D, Part I</i> <input checked="" type="checkbox"/>		No
<b>7</b> Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> <input checked="" type="checkbox"/>		No
<b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> <input checked="" type="checkbox"/>		No
<b>9</b> 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? <i>If "Yes," complete Schedule D, Part IV</i> <input checked="" type="checkbox"/>		No
<b>10</b> Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> <input checked="" type="checkbox"/>		No
<b>11</b> 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		
<b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> <input checked="" type="checkbox"/>	Yes	
<b>b</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? <i>If "Yes," complete Schedule D, Part VII</i> <input checked="" type="checkbox"/>		No
<b>c</b> 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? <i>If "Yes," complete Schedule D, Part VIII</i> <input checked="" type="checkbox"/>		No
<b>d</b> 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? <i>If "Yes," complete Schedule D, Part IX</i> <input checked="" type="checkbox"/>	Yes	
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>	Yes	
<b>f</b> 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)? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>	Yes	
<b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> <input checked="" type="checkbox"/>		No
<b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> <input checked="" type="checkbox"/>	Yes	
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States?		No
<b>b</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? <i>If "Yes," complete Schedule F, Parts I and IV</i>		No
<b>15</b> 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? <i>If "Yes," complete Schedule F, Parts II and IV</i>		No
<b>16</b> 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? <i>If "Yes," complete Schedule F, Parts III and IV</i>		No
<b>17</b> 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? <i>If "Yes," complete Schedule G, Part I</i> (see instructions)		No
<b>18</b> Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		No
<b>19</b> Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		No
<b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
<b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

**Part IV Checklist of Required Schedules** (continued)

<b>21</b>	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .	<b>21</b>		No
<b>22</b>	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> . . . . .	<b>22</b>		No
<b>23</b>	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> . . . . .	<b>23</b>	Yes	
<b>24a</b>	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> . . . . .	<b>24a</b>		No
<b>b</b>	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .	<b>24b</b>		
<b>c</b>	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .	<b>24c</b>		
<b>d</b>	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .	<b>24d</b>		
<b>25a</b>	<b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> 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> . . . . .	<b>25a</b>		No
<b>b</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> . . . . .	<b>25b</b>		No
<b>26</b>	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 "Yes," complete Schedule L, Part II</i> . . . . .	<b>26</b>		No
<b>27</b>	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> . . . . .	<b>27</b>		No
<b>28</b>	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)			
<b>a</b>	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	<b>28a</b>		No
<b>b</b>	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	<b>28b</b>	Yes	
<b>c</b>	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> . . . . .	<b>28c</b>		No
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . . .	<b>29</b>		No
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .	<b>30</b>		No
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .	<b>31</b>		No
<b>32</b>	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> . . . . .	<b>32</b>		No
<b>33</b>	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> . . . . .	<b>33</b>		No
<b>34</b>	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> . . . . .	<b>34</b>	Yes	
<b>35a</b>	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	<b>35a</b>		No
<b>b</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> . . . . .	<b>35b</b>		
<b>36</b>	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	<b>36</b>		No
<b>37</b>	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> . . . . .	<b>37</b>		No
<b>38</b>	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	<b>38</b>	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

Table with columns for question number, question text, and Yes/No response boxes. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited transactions, and charitable contributions.

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 . . . . . [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (13), 1b (7), 2 (No), 3 (Yes), 4 (No), 5 (No), 6 (Yes), 7a (Yes), 7b (Yes), 8a (Yes), 8b (Yes), 9 (No).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a (No), 10b, 11a (Yes), 12a (Yes), 12b (Yes), 12c (Yes), 13 (Yes), 14 (Yes), 15a (Yes), 15b (Yes), 16a (No), 16b.

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed SC
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. [X] Own website [X] Another's website [X] Upon request [ ] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20 State the name, address, and telephone number of the person who possesses the organization's books and records. The Finance Department

**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			

**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			

<b>1b</b>	<b>Sub-Total</b>			
<b>c</b>	<b>Total from continuation sheets to Part VII, Section A</b>			
<b>d</b>	<b>Total (add lines 1b and 1c)</b>	7,683,191	6,691,705	1,941,598

**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 **252**

	Yes	No
<b>3</b> Did the organization list any <b>former</b> 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	
<b>4</b> 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	
<b>5</b> 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 Yes	

**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
Cogdell Spencer LP PO Box 742736 Atlanta, GA 30374	Property Management	1,714,145
Cogdell Spencer Advisors LLC 125 Doughty St Suite 620 Charleston, SC 29403	Property Management	1,594,854
Patient Engagement Centers of America I 334 East Bay St 245 Charleston, SC 29401	Patient Relationship Mgmt Solution	1,076,760
Huron Consulting Services LLC 3005 Momentum Place Chicago, IL 606895330	Consulting	683,401
West Ashley Medical Ctr of Charleston LL 126 Seven Farms Dr 110 Mt Pleasant, SC 29492	Property Management	564,707

**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 **5**

**Part VIII Statement of Revenue**

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514		
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b>	Federated campaigns . . . . . <b>1a</b>						
	<b>b</b>	Membership dues . . . . . <b>1b</b>						
	<b>c</b>	Fundraising events . . . . . <b>1c</b>						
	<b>d</b>	Related organizations . . . . . <b>1d</b>	4,905					
	<b>e</b>	Government grants (contributions) <b>1e</b>						
	<b>f</b>	All other contributions, gifts, grants, and similar amounts not included above <b>1f</b>						
	<b>g</b>	Noncash contributions included in lines 1a-1f \$						
	<b>h</b>	<b>Total.</b> Add lines 1a-1f . . . . .	4,905					
<b>Program Service Revenue</b>	<b>2a</b>	Net patient service						
		Business Code						
		621400	136,924,388	136,924,388				
	<b>b</b>	EHR meaningful use						
		600000	1,481,283	1,481,283				
	<b>c</b>							
	<b>d</b>							
<b>e</b>								
<b>f</b>	All other program service revenue							
<b>g</b>	<b>Total.</b> Add lines 2a-2f . . . . .	138,405,671						
<b>Other Revenue</b>	<b>3</b>	Investment income (including dividends, interest, and other similar amounts) . . . . .						
	<b>4</b>	Income from investment of tax-exempt bond proceeds . . . . .						
	<b>5</b>	Royalties . . . . .						
	<b>6a</b>	Gross rents	(i) Real					
			(ii) Personal					
			<b>b</b>	Less rental expenses				
			<b>c</b>	Rental income or (loss)				
	<b>d</b>	Net rental income or (loss) . . . . .						
	<b>7a</b>	Gross amount from sales of assets other than inventory	(i) Securities					
			(ii) Other					
			<b>b</b>	Less cost or other basis and sales expenses	27,439			
			<b>c</b>	Gain or (loss)	-27,439			
	<b>d</b>	Net gain or (loss) . . . . .	-27,439			-27,439		
	<b>8a</b>	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .						
	<b>a</b>							
<b>b</b>	Less direct expenses . . . . . <b>b</b>							
<b>c</b>	Net income or (loss) from fundraising events . . . . .							
<b>9a</b>	Gross income from gaming activities See Part IV, line 19 . . . . .							
<b>a</b>								
<b>b</b>	Less direct expenses . . . . . <b>b</b>							
<b>c</b>	Net income or (loss) from gaming activities . . . . .							
<b>10a</b>	Gross sales of inventory, less returns and allowances . . . . .							
<b>a</b>								
<b>b</b>	Less cost of goods sold . . . . . <b>b</b>							
<b>c</b>	Net income or (loss) from sales of inventory . . . . .							
	Miscellaneous Revenue	Business Code						
<b>11a</b>	Other income	900099	1,883,105		1,883,105			
<b>b</b>								
<b>c</b>								
<b>d</b>	All other revenue . . . . .							
<b>e</b>	<b>Total.</b> Add lines 11a-11d . . . . .		1,883,105					
<b>12</b>	<b>Total revenue.</b> See Instructions . . . . .		140,266,242	138,405,671	0	1,855,666		

**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
<b>1</b>	Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 . . . . .	107,962	107,962		
<b>2</b>	Grants and other assistance to domestic individuals. See Part IV, line 22 . . . . .				
<b>3</b>	Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 . . . . .				
<b>4</b>	Benefits paid to or for members . . . . .				
<b>5</b>	Compensation of current officers, directors, trustees, and key employees . . . . .	2,262,499	1,933,387	329,112	
<b>6</b>	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	51,598	29,657	21,941	
<b>7</b>	Other salaries and wages . . . . .	121,303,940	101,425,682	19,878,258	
<b>8</b>	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .	3,097,945	2,590,280	507,665	
<b>9</b>	Other employee benefits . . . . .	6,767,203	5,658,251	1,108,952	
<b>10</b>	Payroll taxes . . . . .	5,712,345	4,776,254	936,091	
<b>11</b>	Fees for services (non-employees)				
<b>a</b>	Management . . . . .	1,365,972	1,061,132	304,840	
<b>b</b>	Legal . . . . .	120,554		120,554	
<b>c</b>	Accounting . . . . .				
<b>d</b>	Lobbying . . . . .				
<b>e</b>	Professional fundraising services. See Part IV, line 17				
<b>f</b>	Investment management fees . . . . .				
<b>g</b>	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O) . . . . .	5,390,330	4,753,961	636,369	
<b>12</b>	Advertising and promotion . . . . .	526,245	419,163	107,082	
<b>13</b>	Office expenses . . . . .	4,698,453	3,594,090	1,104,363	
<b>14</b>	Information technology . . . . .	463,596		463,596	
<b>15</b>	Royalties . . . . .				
<b>16</b>	Occupancy . . . . .	12,565,094	12,381,026	184,068	
<b>17</b>	Travel . . . . .	162,510		162,510	
<b>18</b>	Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .				
<b>19</b>	Conferences, conventions, and meetings . . . . .	281,175		281,175	
<b>20</b>	Interest . . . . .	5,897	5,897		
<b>21</b>	Payments to affiliates . . . . .				
<b>22</b>	Depreciation, depletion, and amortization . . . . .	3,020,261	3,020,261		
<b>23</b>	Insurance . . . . .	2,924,065	2,814,318	109,747	
<b>24</b>	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.)				
<b>a</b>	Medical supplies	18,084,171	18,084,171		
<b>b</b>	Bad debt expense	5,231,059	5,231,059		
<b>c</b>	Other expenses	1,415,888	1,148,159	267,729	
<b>d</b>					
<b>e</b>	All other expenses				
<b>25</b>	<b>Total functional expenses.</b> Add lines 1 through 24e	195,558,762	169,034,710	26,524,052	0
<b>26</b>	<b>Joint costs.</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	15,280	<b>1</b>	14,707
	<b>2</b> Savings and temporary cash investments . . . . .		<b>2</b>	
	<b>3</b> Pledges and grants receivable, net . . . . .		<b>3</b>	
	<b>4</b> Accounts receivable, net . . . . .	13,613,089	<b>4</b>	14,107,104
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .		<b>5</b>	
	<b>6</b> 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 . . . . .		<b>6</b>	
	<b>7</b> Notes and loans receivable, net . . . . .		<b>7</b>	
	<b>8</b> Inventories for sale or use . . . . .	870,693	<b>8</b>	1,108,920
	<b>9</b> Prepaid expenses and deferred charges . . . . .	734,289	<b>9</b>	774,155
	<b>10a</b> Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D . . . . .	<b>10a</b> 25,608,770		
	<b>b</b> Less accumulated depreciation . . . . .	<b>10b</b> 12,916,900	13,853,635	<b>10c</b> 12,691,870
	<b>11</b> Investments—publicly traded securities . . . . .		<b>11</b>	
	<b>12</b> Investments—other securities See Part IV, line 11 . . . . .		<b>12</b>	
	<b>13</b> Investments—program-related See Part IV, line 11 . . . . .		<b>13</b>	
	<b>14</b> Intangible assets . . . . .	4,928,457	<b>14</b>	4,928,457
	<b>15</b> Other assets See Part IV, line 11 . . . . .	3,149,881	<b>15</b>	2,187,286
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	37,165,324	<b>16</b>	35,812,499	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	4,602,369	<b>17</b>	6,801,548
	<b>18</b> Grants payable . . . . .		<b>18</b>	
	<b>19</b> Deferred revenue . . . . .		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities . . . . .		<b>20</b>	10,854
	<b>21</b> Escrow or custodial account liability Complete Part IV of Schedule D . . . . .		<b>21</b>	
	<b>22</b> 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 . . . . .		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .	46,715	<b>24</b>	181,397
	<b>25</b> 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 . . . . .	207,537,615	<b>25</b>	3,392,731
	<b>26 Total liabilities.</b> Add lines 17 through 25 . . . . .	212,186,699	<b>26</b>	10,386,530
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets . . . . .	-175,021,375	<b>27</b>	25,425,969
	<b>28</b> Temporarily restricted net assets . . . . .		<b>28</b>	
	<b>29</b> Permanently restricted net assets . . . . .		<b>29</b>	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds . . . . .		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building or equipment fund . . . . .		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .		<b>32</b>	
<b>33</b> Total net assets or fund balances . . . . .	-175,021,375	<b>33</b>	25,425,969	
<b>34</b> Total liabilities and net assets/fund balances . . . . .	37,165,324	<b>34</b>	35,812,499	

**Part XI Reconciliation of Net Assets**

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

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12) . . . . .	<b>1</b>	140,266,242
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25) . . . . .	<b>2</b>	195,558,762
<b>3</b>	Revenue less expenses Subtract line 2 from line 1 . . . . .	<b>3</b>	-55,292,520
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .	<b>4</b>	-175,021,375
<b>5</b>	Net unrealized gains (losses) on investments . . . . .	<b>5</b>	
<b>6</b>	Donated services and use of facilities . . . . .	<b>6</b>	
<b>7</b>	Investment expenses . . . . .	<b>7</b>	
<b>8</b>	Prior period adjustments . . . . .	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O) . . . . .	<b>9</b>	255,739,863
<b>10</b>	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	25,425,969

**Part XII Financial Statements and Reporting**

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

		Yes	No
<b>1</b>	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		
<b>2a</b>	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
<b>2b</b>	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
<b>2c</b>	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	
<b>3a</b>	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
<b>3b</b>	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 26-2946628  
**Name:** Roper St Francis Physicians Network

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) John M Jordan ..... Chair (See Sch O)	0 50 ..... 2 50	X						0	324,425	29,636
(1) Stanley Wilson MD ..... Vice Chair (See Sch O)	0 50 ..... 49 50	X						572,182	0	49,623
(2) Sister Anne Lutz ..... Board Member	0 50 ..... 2 50	X						0	0	0
(3) Richard Statuto ..... Board Member	0 50 ..... 2 50	X						0	0	0
(4) Joseph G Piemont ..... Board Member	0 50 ..... 2 50	X						0	0	0
(5) Katherine Duffy PhD ..... Board Member	0 50 ..... 2 50	X						0	0	0
(6) Roberta Pinckney ..... Board Member	0 50 ..... 2 50	X						0	0	0
(7) Shannon Honney MD ..... Board Member (See Sch O)	0 50 ..... 49 50	X						220,816	0	19,405
(8) Julius R Ivester MD ..... Board Member	0 50 ..... 2 50	X						0	0	0
(9) Alison E Dillon MD ..... Board Member (See Sch O)	0 50 ..... 2 50	X						0	57,455	0
(10) Angress Walker ..... Board Member	0 50 ..... 2 50	X						0	0	0
(11) Mary Thornley ..... Board Member	0 50 ..... 2 50	X						0	0	0
(12) Wills C Geils MD ..... Board Member (See Sch O)	0 50 ..... 2 50	X						0	32,267	0
(13) Brian Cuddy MD ..... Chair RSFPP Board	48 50 ..... 1 50			X				944,399	38,000	58,684
(14) Demetrios Papadopoulos MD ..... Vice Chair of Board	50 00 ..... 0 00			X				195,990	0	18,713
(15) David Dunlap ..... President & CEO of CAHS	1 00 ..... 49 00			X				0	1,167,999	250,028
(16) Bret Johnson ..... CFO & SVP / Treasurer	1 00 ..... 49 00			X				0	669,558	202,137
(17) Douglas Bowling ..... CSO & VP	1 00 ..... 49 00			X				0	507,941	149,153
(18) Gregory Edwards ..... VP & General Council	1 00 ..... 49 00			X				0	501,631	128,056
(19) Mollie Alexander ..... CFO RSFPP	50 00 ..... 0 00			X				145,295	0	7,768
(20) Matthew Severance ..... SVP of Operations	1 00 ..... 49 00				X			0	736,801	194,372
(21) H Douglas Harrison ..... VP Human Resources (through March)	1 00 ..... 49 00				X			0	244,199	58,829
(22) Melanie Stith ..... VP Human Resources (from April)	1 00 ..... 49 00				X			0	201,787	51,673
(23) Michael Taylor ..... CIO & VP (through April)	1 00 ..... 49 00				X			0	526,676	60,774
(24) Melinda Cardell ..... CIO & VP (from April)	1 00 ..... 49 00				X			0	215,340	23,245

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(26) Gregory Robinson Dir Phy Srvs Development	50 00 0 00				X			183,818	0	26,697
(1) Stephanie Tucker Director of Property Mgmt	1 00 49 00				X			0	197,469	36,727
(2) Laura Celia Director of WIC Services	1 00 49 00				X			0	174,544	20,348
(3) Scott Broome Director of Oncology Services	1 00 49 00				X			0	175,600	44,010
(4) George Khoury MD Physician	48 00 2 00					X		1,240,965	23,000	62,894
(5) John Steichen MD Physician	47 00 3 00					X		1,136,780	34,250	60,910
(6) Stephen Rawe MD Physician	48 00 2 00					X		1,096,110	30,000	48,765
(7) John McCrosson MD Physician	48 00 2 00					X		1,035,137	6,005	79,793
(8) Morgan Stuart MD Physician	49 00 1 00					X		911,699	35,000	60,108
(9) Allen Carroll SVP of Operations (Former Key EE)	1 00 49 00						X	0	575,491	157,960
(10) Francis Wyckoff Jr Director of Pharmacy (Former Key EE)	1 00 49 00						X	0	216,267	41,290

**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.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**2014**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

**Name of the organization**

Roper St Francis Physicians Network

**Employer identification number**

26-2946628

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

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

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E )
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II )
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II )
- 8  A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II )
- 9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III )
- 10  An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g
  - a  **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**
  - b  **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**
  - c  **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**
  - d  **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**
  - e  Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
  - f Enter the number of supported organizations . . . . . \_\_\_\_\_
  - g 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 listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
<b>Total</b>						

**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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add lines 1 through 3						
<b>5</b> 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)						
<b>6 Public support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
<b>7</b> Amounts from line 4						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						
<b>10</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI )						
<b>11 Total support.</b> Add lines 7 through 10						
<b>12</b> Gross receipts from related activities, etc (see instructions)					<b>12</b>	
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> . . . . . <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	
<b>15</b> Public support percentage for 2013 Schedule A, Part II, line 14	<b>15</b>	
<b>16a 33 1/3% support test—2014.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>b 33 1/3% support test—2013.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>17a 10%-facts-and-circumstances test—2014.</b> 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 <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>b 10%-facts-and-circumstances test—2013.</b> 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 <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
<b>2</b> 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						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</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						
<b>c</b> Add lines 7a and 7b						
<b>8 Public support</b> (Subtract line 7c from line 6)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
<b>9</b> Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> ▶						

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f))	<b>15</b>	
<b>16</b> Public support percentage from 2013 Schedule A, Part III, line 15	<b>16</b>	

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for <b>2014</b> (line 10c, column (f) divided by line 13, column (f))	<b>17</b>	
<b>18</b> Investment income percentage from <b>2013</b> Schedule A, Part III, line 17	<b>18</b>	

- 19a 33 1/3% support tests—2014.** 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—2013.** 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 Supporting Organizations**

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
<b>1</b> Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in <b>Part VI</b> how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
<b>2</b> Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in <b>Part VI</b> how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
<b>3a</b> Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
<b>b</b> Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in <b>Part VI</b> when and how the organization made the determination.		
<b>c</b> Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in <b>Part VI</b> what controls the organization put in place to ensure such use.		
<b>4a</b> Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.		
<b>b</b> Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in <b>Part VI</b> how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
<b>c</b> Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in <b>Part VI</b> what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
<b>5a</b> Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in <b>Part VI</b> , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).		
<b>b Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
<b>c Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
<b>6</b> Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations, (b) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in <b>Part VI</b> .		
<b>7</b> Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990).		
<b>8</b> Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part II of Schedule L (Form 990).		
<b>9a</b> Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in <b>Part VI</b> .		
<b>b</b> Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in <b>Part VI</b> .		
<b>c</b> Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in <b>Part VI</b> .		
<b>10a</b> Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer b below.		
<b>b</b> Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings).		
<b>11</b> Has the organization accepted a gift or contribution from any of the following persons?		
<b>a</b> A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
<b>b</b> A family member of a person described in (a) above?		
<b>c</b> A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in <b>Part VI</b> .		

**Part IV Supporting Organizations** (continued)**Section B. Type I Supporting Organizations**

- 1** Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? *If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.*
- 2** Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? *If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.*

	Yes	No
<b>1</b>		
<b>2</b>		

**Section C. Type II Supporting Organizations**

- 1** Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? *If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).*

	Yes	No
<b>1</b>		

**Section D. All Type III Supporting Organizations**

- 1** Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?
- 2** Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? *If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).*
- 3** By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? *If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.*

	Yes	No
<b>1</b>		
<b>2</b>		
<b>3</b>		

**Section E. Type III Functionally-Integrated Supporting Organizations**

- 1** Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (**see instructions**)
- a**  The organization satisfied the Activities Test. Complete **line 2** below.
- b**  The organization is the parent of each of its supported organizations. Complete **line 3** below.
- c**  The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).

**2** Activities Test **Answer (a) and (b) below.**

- a** Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? *If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.*
- b** Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? *If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.*

**3** Parent of Supported Organizations **Answer (a) and (b) below.**

- a** Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? *Provide details in Part VI.*
- b** Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? *If "Yes," describe in Part VI the role played by the organization in this regard.*

	Yes	No
<b>2a</b>		
<b>2b</b>		
<b>3a</b>		
<b>3b</b>		

**Part V – Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov 20, 1970. **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

**Section A - Adjusted Net Income**

	(A) Prior Year	(B) Current Year (optional)
<b>1</b> Net short-term capital gain	<b>1</b>	
<b>2</b> Recoveries of prior-year distributions	<b>2</b>	
<b>3</b> Other gross income (see instructions)	<b>3</b>	
<b>4</b> Add lines 1 through 3	<b>4</b>	
<b>5</b> Depreciation and depletion	<b>5</b>	
<b>6</b> Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	<b>6</b>	
<b>7</b> Other expenses (see instructions)	<b>7</b>	
<b>8</b> <b>Adjusted Net Income</b> (subtract lines 5, 6 and 7 from line 4)	<b>8</b>	

**Section B - Minimum Asset Amount**

	(A) Prior Year	(B) Current Year (optional)
<b>1</b> Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)	<b>1</b>	
<b>a</b> Average monthly value of securities	<b>1a</b>	
<b>b</b> Average monthly cash balances	<b>1b</b>	
<b>c</b> Fair market value of other non-exempt-use assets	<b>1c</b>	
<b>d</b> <b>Total</b> (add lines 1a, 1b, and 1c)	<b>1d</b>	
<b>e</b> <b>Discount</b> claimed for blockage or other factors (explain in detail in Part VI) _____		
<b>2</b> Acquisition indebtedness applicable to non-exempt use assets	<b>2</b>	
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	
<b>4</b> Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	
<b>5</b> Net value of non-exempt-use assets (subtract line 4 from line 3)	<b>5</b>	
<b>6</b> Multiply line 5 by .035	<b>6</b>	
<b>7</b> Recoveries of prior-year distributions	<b>7</b>	
<b>8</b> <b>Minimum Asset Amount</b> (add line 7 to line 6)	<b>8</b>	

**Section C - Distributable Amount**

		Current Year
<b>1</b> Adjusted net income for prior year (from Section A, line 8, Column A)	<b>1</b>	
<b>2</b> Enter 85% of line 1	<b>2</b>	
<b>3</b> Minimum asset amount for prior year (from Section B, line 8, Column A)	<b>3</b>	
<b>4</b> Enter greater of line 2 or line 3	<b>4</b>	
<b>5</b> Income tax imposed in prior year	<b>5</b>	
<b>6</b> <b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	<b>6</b>	
<b>7</b> <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)		

<b>Section D - Distributions</b>	<b>Current Year</b>
<b>1</b> Amounts paid to supported organizations to accomplish exempt purposes	
<b>2</b> Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
<b>3</b> Administrative expenses paid to accomplish exempt purposes of supported organizations	
<b>4</b> Amounts paid to acquire exempt-use assets	
<b>5</b> Qualified set-aside amounts (prior IRS approval required)	
<b>6</b> Other distributions (describe in Part VI) See instructions	
<b>7 Total annual distributions.</b> Add lines 1 through 6	
<b>8</b> Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
<b>9</b> Distributable amount for 2014 from Section C, line 6	
<b>10</b> Line 8 amount divided by Line 9 amount	

<b>Section E - Distribution Allocations (see instructions)</b>	<b>(i) Excess Distributions</b>	<b>(ii) Underdistributions Pre-2014</b>	<b>(iii) Distributable Amount for 2014</b>
<b>1</b> Distributable amount for 2014 from Section C, line 6			
<b>2</b> Underdistributions, if any, for years prior to 2014 (reasonable cause required--see instructions)			
<b>3</b> Excess distributions carryover, if any, to 2014			
<b>a</b> From 2009. . . . . _____			
<b>b</b> From 2010. . . . . _____			
<b>c</b> From 2011. . . . . _____			
<b>d</b> From 2012. . . . . _____			
<b>e</b> From 2013. . . . . _____			
<b>f Total</b> of lines 3a through e			
<b>g</b> Applied to underdistributions of prior years			
<b>h</b> Applied to 2014 distributable amount			
<b>i</b> Carryover from 2009 not applied (see instructions)			
<b>j</b> Remainder Subtract lines 3g, 3h, and 3i from 3f			
<b>4</b> Distributions for 2014 from Section D, line 7 \$ _____			
<b>a</b> Applied to underdistributions of prior years			
<b>b</b> Applied to 2014 distributable amount			
<b>c</b> Remainder Subtract lines 4a and 4b from 4			
<b>5</b> Remaining underdistributions for years prior to 2014, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions)			
<b>6</b> Remaining underdistributions for 2014 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions)			
<b>7 Excess distributions carryover to 2015.</b> Add lines 3j and 4c			
<b>8</b> Breakdown of line 7			
<b>a</b> From 2010. . . . . _____			
<b>b</b> From 2011. . . . . _____			
<b>c</b> From 2012. . . . . _____			
<b>d</b> From 2013. . . . . _____			
<b>e</b> From 2014. . . . . _____			

**Part VI Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions).

<b>Facts And Circumstances Test</b>

Return Reference	Explanation

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2014

Open to Public Inspection

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

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

Department of the Treasury Internal Revenue Service

Name of the organization Roper St Francis Physicians Network

Employer identification number 26-2946628

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate value of contributions, grants, and end of year, and questions about donor informed and grantee informed.

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

Form with multiple sections: Purpose(s) of conservation easements, conservation contribution details, monitoring policy, staff hours, expenses, and reporting requirements.

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.

Form with multiple sections: Reporting requirements for art and historical treasures, including revenue and asset inclusion details.

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

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

- a**  Public exhibition
- b**  Scholarly research
- c**  Preservation for future generations
- d**  Loan or exchange programs
- e**  Other

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

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

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

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

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

	Amount
<b>1c</b> Beginning balance	
<b>1d</b> Additions during the year	
<b>1e</b> Distributions during the year	
<b>1f</b> Ending balance	

**2a** Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  Yes  No

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

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

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

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

**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
<b>1a</b> Land . . . . .		417,000		417,000
<b>b</b> Buildings . . . . .		729,062	176,398	552,664
<b>c</b> Leasehold improvements . . . . .		9,894,411	4,278,731	5,615,680
<b>d</b> Equipment . . . . .		14,349,350	8,461,771	5,887,579
<b>e</b> Other . . . . .		218,947		218,947
<b>Total.</b> Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . . .				12,691,870



**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.

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

**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.

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

**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, Line 2	Roper St Francis Physicians Network is a not-for-profit organization as described in Section 501(c) (3) of the Internal Revenue Code and is generally exempt from federal and state income taxes Accordingly, no provision for income taxes is made in the consolidated financial statements Although [the consolidated group] is generally exempt from federal and state income taxes, it evaluates whether there are any uncertain tax positions that fail to meet the more-likely-than-not threshold for recognition in the consolidated financial statements Uncertain tax positions may include the characterization of income, such as a characterization of income as passive, a decision to exclude reporting taxable income in a tax return, or a decision to classify a transaction, entity, or other position in a tax return as tax exempt The tax return benefit from an uncertain tax position is recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits The organization has no unrecognized tax positions as of December 31, 2014 and 2013, and does not expect that unrecognized tax benefits will materially increase within the next 12 months Tax years 2011 through 2013 are subject to examination by the federal and state taxing authorities, respectively There are no income tax examinations currently in process Interest and penalties related to uncertain tax positions, if any, would be recognized in the consolidated financial statements as income tax expense



**Schedule J**  
**(Form 990)**

**Compensation Information**

OMB No 1545-0047

**2014**

**Open to Public Inspection**

**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.**

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

Department of the Treasury  
Internal Revenue Service

Name of the organization  
Roper St Francis Physicians Network

Employer identification number

26-2946628

**Part I Questions Regarding Compensation**

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- |  |  |
|--|--|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

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

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

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

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

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

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

**Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.**

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

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

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

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

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

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

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

	Yes	No
<b>1b</b>		
<b>2</b>	Yes	
<b>4a</b>		No
<b>4b</b>	Yes	
<b>4c</b>		No
<b>5a</b>		No
<b>5b</b>		No
<b>6a</b>	Yes	
<b>6b</b>	Yes	
<b>7</b>	Yes	
<b>8</b>		No
<b>9</b>		

**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 in column(B) 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 4b	The Vice Presidents, CFO, and CEO participate in the 457(f) Plan. The following participants received compensation through a 457(f) Plan: Michael Taylor \$ 124,847 (from a related organization), Matthew Severance 52,227 (from a related organization), Allen Carroll 37,375 (from a related organization), Douglas Bowling 44,607 (from a related organization), Gregory Edwards 31,599 (from a related organization), H Douglas Harrison 14,818 (from a related organization), David Dunlap 83,583 (from a related organization), and Bret Johnson 115,178 (from a related organization).
Part I, Line 6	Goals are developed each year to support the organization's strategic initiatives for people, quality, financial, growth and service. The Ad Hoc Compensation Committee approves the system goals annually and reports to the full Board of Directors. Progress on each metric is reported to the board each month on the corporate scorecard. At year end, the Ad Hoc Compensation Committee approves the final scorecard number and reports results to the full board. Annual incentives for the executives are based on 60% on the corporate scorecard and 40% on individual performance. Executives maintain an individual scorecard on the leader evaluation manager and discuss results monthly with the President/CEO. The President/CEO approves the individual executive scorecard. System Vice Presidents and the system CEO are eligible to participate in a long term incentive plan (LTIP). An LTIP typically takes place over a three year period and does not vest until the end of the third year. To receive payment, executives must still be employed by the system at the end of the plan period. Each LTIP has a financial and clinical objective that is aligned with the organization's strategic goals. Threshold, target, and maximum performance ranges are established for these objectives and are measured based on performance against similar organizations or compared to an internal metric such as an improvement over prior performance. These targets and objectives are approved by the Ad Hoc Compensation Committee. The incentive is earned based on the satisfaction of the threshold, target, or maximum performance ranges. The Ad Hoc Compensation Committee also approves the final LTIP performance score and the amount paid to executives under the plan. Results are reported to the full board annually.
Part I, Line 7	See response to line 6 above.
Part II, Line 1 Compensation from unrelated organizations	Carolinas Healthcare System provides the compensation of David L. Dunlap, CEO, CareAlliance Health Services and Bret D. Johnson, CFO, CareAlliance Health Services. Mr. Dunlap and Mr. Johnson are employees of Carolinas Healthcare System and their compensation is paid by CareAlliance Healthcare Services, a related organization, through a management fee to Carolinas Healthcare System. Additional information: CareAlliance Health Services has board representations from the 3 founding organizations: The Medical Society of SC (6 board members), Bon-Secours Health System, Inc (6 board members), and Carolinas Healthcare System (1 board member). None of the 13 appointed board members receive compensation for their membership. Additionally, 4 of the 6 board members appointed by the Medical Society of South Carolina also serve on the Board of the Medical Society. None receive compensation for their services as a board member. It is the founding members' intent that the members of the Board of Directors are appointed to such positions because they have a willingness to serve the needs of the system as a whole and not the needs of any individual founding member.

# Additional Data

**Software ID:**  
**Software Version:**  
**EIN:** 26-2946628  
**Name:** Roper St Francis Physicians Network

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

(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 in column (B) reported as deferred in prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 John M Jordan, Chair (See Sch O)	(i)	0	0	0	0	0	0	0
	(ii)	284,425	40,000	0	15,576	14,060	354,061	0
1 Stanley Wilson MD, Vice Chair (See Sch O)	(i)	405,402	158,883	7,897	30,526	19,097	621,805	0
	(ii)	0	0	0	0	0	0	0
2 Shannon Honney MD, Board Member (See Sch O)	(i)	157,202	53,027	10,587	6,689	12,716	240,221	0
	(ii)	0	0	0	0	0	0	0
3 Brian Cuddy MD, Chair RSFPP Board	(i)	889,760	42,715	11,924	30,526	28,158	1,003,083	0
	(ii)	38,000	0	0	0	0	38,000	0
4 Demetrios Papadopoulos MD, Vice Chair of Board	(i)	142,615	47,522	5,853	9,442	9,271	214,703	0
	(ii)	0	0	0	0	0	0	0
5 David Dunlap, President & CEO of CAHS	(i)	0	0	0	0	0	0	0
	(ii)	595,161	429,833	143,005	225,455	24,573	1,418,027	178,132
6 Bret Johnson, CFO & SVP / Treasurer	(i)	0	0	0	0	0	0	0
	(ii)	337,964	211,888	119,706	170,590	31,547	871,695	144,292
7 Douglas Bowling, CSO & VP	(i)	0	0	0	0	0	0	0
	(ii)	307,813	151,537	48,591	125,616	23,537	657,094	97,324
8 Gregory Edwards, VP & General Council	(i)	0	0	0	0	0	0	0
	(ii)	305,134	162,091	34,406	101,834	26,222	629,687	78,247
9 Mollie Alexander, CFO RSFPP	(i)	123,796	20,920	579	6,583	1,185	153,063	0
	(ii)	0	0	0	0	0	0	0
10 Matthew Severance, SVP of Operations	(i)	0	0	0	0	0	0	0
	(ii)	423,641	252,539	60,621	164,076	30,296	931,173	145,166
11 H Douglas Harnson, VP Human Resources (through March)	(i)	0	0	0	0	0	0	0
	(ii)	87,470	136,876	19,853	57,961	868	303,028	41,055
12 Melanie Stith, VP Human Resources (from April)	(i)	0	0	0	0	0	0	0
	(ii)	172,488	29,074	225	18,377	33,296	253,460	0
13 Michael Taylor, CIO & VP (through April)	(i)	0	0	0	0	0	0	0
	(ii)	260,028	137,480	129,168	48,676	12,098	587,450	167,687
14 Melinda Cardell, CIO & VP (from April)	(i)	0	0	0	0	0	0	0
	(ii)	186,433	27,170	1,737	8,242	15,003	238,585	0
15 Gregory Robinson, Dir Phy Svcs Development	(i)	154,333	22,358	7,127	4,601	22,096	210,515	0
	(ii)	0	0	0	0	0	0	0
16 Stephanie Tucker, Director of Property Mgmt	(i)	0	0	0	0	0	0	0
	(ii)	166,776	26,761	3,932	27,899	8,828	234,196	0
17 Laura Celia, Director of WIC Services	(i)	0	0	0	0	0	0	0
	(ii)	150,782	23,466	296	7,360	12,988	194,892	0
18 Scott Broome, Director of Oncology Services	(i)	0	0	0	0	0	0	0
	(ii)	145,529	27,048	3,023	14,253	29,757	219,610	0
19 George Khoury MD, Physician	(i)	1,150,983	74,357	15,625	30,526	32,368	1,303,859	0
	(ii)	23,000	0	0	0	0	23,000	0

<b>Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees</b>								
<b>(A)</b> Name and Title		<b>(B)</b> Breakdown of W-2 and/or 1099-MISC compensation			<b>(C)</b> Retirement and other deferred compensation	<b>(D)</b> Nontaxable benefits	<b>(E)</b> Total of columns (B)(i)-(D)	<b>(F)</b> Compensation in column (B) reported as deferred in prior Form 990
		<b>(i)</b> Base Compensation	<b>(ii)</b> Bonus & incentive compensation	<b>(iii)</b> Other reportable compensation				
<b>21</b> John Steichen MD, Physician	(i)	1,115,082	3,680	18,018	30,526	30,384	1,197,690	0
	(ii)	34,250	0	0	0	0	34,250	0
<b>1</b> Stephen Rawe MD, Physician	(i)	1,083,125	800	12,185	30,526	18,239	1,144,875	0
	(ii)	30,000	0	0	0	0	30,000	0
<b>2</b> John McCrosson MD, Physician	(i)	868,518	151,787	14,832	50,026	29,767	1,114,930	0
	(ii)	6,005	0	0	0	0	6,005	0
<b>3</b> Morgan Stuart MD, Physician	(i)	718,938	184,967	7,794	30,526	29,582	971,807	0
	(ii)	35,000	0	0	0	0	35,000	0
<b>4</b> Allen Carroll, SVP of Operations (Former Key EE)	(i)	0	0	0	0	0	0	0
	(ii)	335,625	201,518	38,348	137,116	20,844	733,451	113,773
<b>5</b> Francis Wyckoff Jr, Director of Pharmacy (Former Key EE)	(i)	0	0	0	0	0	0	0
	(ii)	178,451	34,207	3,609	29,077	12,213	257,557	0

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2014

Open to Public Inspection

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

Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Department of the Treasury Internal Revenue Service

Name of the organization Roper St Francis Physicians Network

Employer identification number 26-2946628

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

Table with 4 columns: (a) Name of disqualified person, (b) Relationship between disqualified person and organization, (c) Description of transaction, (d) Corrected? (Yes/No)

- 2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958.
3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization.

Part II Loans to and/or From Interested Persons.

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

Table with 9 columns: (a) Name of interested person, (b) Relationship with organization, (c) Purpose of loan, (d) Loan to or from the organization (To/From), (e) Original principal amount, (f) Balance due, (g) In default? (Yes/No), (h) Approved by board or committee? (Yes/No), (i) Written agreement? (Yes/No)

Total \$

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

Table with 5 columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of assistance, (d) Type of assistance, (e) Purpose of assistance

**Part IV Business Transactions Involving Interested Persons.**

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) Nancy Wilson	Board Member Stanley Wilson has a family relationship with Nancy Wilson	21,941	Compensation paid as employee		No
(2) Francis Hancock	Board Member John Jordan has a family relationship with Francis Hancock	29,657	Compensation paid as employee		No

**Part V Supplemental Information**

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

Return Reference	Explanation
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**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

**Complete to provide information for responses to specific questions on Form 990 or 990-EZ 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](http://www.irs.gov/form990).**

**2014**

**Open to Public Inspection**

Name of the organization  
Roper St Francis Physicians Network

**Employer identification number**

26-2946628

Return Reference	Explanation
Form 990, Part VI, Section A, line 3	Carolinas Healthcare System (CHS), an unrelated organization, provides the compensation of Mr David L Dunlap, CEO, CareAlliance Health Services and Mr Bret D Johnson, CFO, CareAlliance Health Services Mr Dunlap and Mr Johnson are employees of CHS and their compensation is paid by CareAlliance Health Services, a related organization, through a management fee to CHS

Return Reference	Explanation
Form 990, Part VI, Section A, line 6	<p>The sole member of the corporation is CareAlliance Health Services, a South Carolina nonprofit, nonstock Corporation, d/b/a Roper St Francis Healthcare CareAlliance Health Services is in turn governed by a Board of Directors appointed by the "founding members" Please see the response to Line 7a below The bylaws of the organization specify certain qualifications of the thirteen member Board of Directors At least nine directors must have their primary residence in a community served by the system Five directors must be physicians actively engaged in the full time practice of medicine Five of the directors are appointed to the Board of Directors by virtue of positions held within MSSC, BSHSI and CHS (ex-officio directors) Each of the five ex-officio directors serves as a director of the organization for so long as such person holds his or her respective elected or appointed office in his or her respective founding member organization Directors serve three-year terms and are limited to three consecutive terms After an absence of at least one year, directors are again eligible for appointment to the Board of Directors for two consecutive complete terms</p>

<b>Return Reference</b>	<b>Explanation</b>
Form 990, Part VI, Section A, line 7a	The organization is governed by a thirteen member Board of Directors appointed by the founding members. Subject to certain nominating and governance committee approvals, six directors are appointed by the Medical Society of South Carolina (MSSC), Bon Secours Health Systems, Inc (BSHSI) and one director is appointed by Carolinas Healthcare Systems (CHS). It is the founding members' intent that the members of the organization's Board of Directors are appointed to such positions because they have a willingness to serve the needs of the system as a whole and not the needs of any individual founding member.

Return Reference	Explanation
Form 990, Part VI, Section A, line 7b	<p>The following actions shall require the unanimous affirmative approval of all of the founding members (a) to amend the Articles of Incorporation or by-laws, including without limitation, any change in the corporation's purposes, provided, however, that, subject to the procedures and voting requirements with respect to the admission of non-founding members, Schedule 3.1 may be amended with the approval of two (2) of the founding members to reflect the admission of a non-founding member, (b) to dissolve or liquidate the corporation and to determine the distribution of assets upon dissolution, (c) to merge or consolidate the corporation or to sell, convey, transfer, lease, or otherwise dispose of all or substantially all of its assets, (d) to appoint the President and Chief Executive Officer of the corporation in a manner other than that established within the by-laws, (e) to alter or amend the corporation's ethical performance standards (defined below), or (f) to enter into any material agreement whereby a third party will (i) become an equity owner in any joint venture with the corporation or any system participant and will not be legally obligated to support the corporation's ethical performance standards, or (ii) manage a substantial part of the facilities, assets, or operations of the system and will not be legally obligated to comply with and support the corporation's ethical performance standards</p>

Return Reference	Explanation
Form 990, Part VI, Section B, line 11	The 2014 Form 990 was prepared by an independent accounting firm with assistance and oversight by management. Reviews were then conducted by senior management before drafts were sent to each member of the organization's governing body. A transmittal letter accompanied the drafts and provided highlights of the Form 990 to the organization's Board of Directors. After the governing body approved the Form 990 draft, a final version was filed with the Internal Revenue Service.

Return Reference	Explanation
Form 990, Part VI, Section B, line 12c	The directors shall complete and return to the secretary an annual statement that each (a) has received a copy of the conflict of interest policy, (b) has read and understands the policy, (c) agrees to comply with this policy, (d) understands that the policy applies to all committees, and (e) understands that the organization is a charitable organization and must continuously engage primarily in activities which accomplish one or more of its tax-exempt purposes

Return Reference	Explanation
Form 990, Part VI, Section B, line 15	<p>An independent company, Towers Watson, provides research, advice and guidance to the compensation committee and senior leadership to ensure the organization's compensation programs for executives covered by the "Intermediate Sanctions Legislation" (IRC Section 4958) are aligned with its stated philosophy. Base salaries are targeted at the 50th percentile of the established comparator market, Total cash compensation (base salary plus annual incentive payments) are targeted at the 75th percentile of the established comparator market, Total direct compensation (total cash compensation plus long term incentive payments) will not exceed the 90th percentile of the established comparator market, Benefits are targeted at market median, and in aggregate, base salary, total cash compensation, total direct compensation and benefits comprise total compensation for executives. The compensation committee ensures that executive total compensation is reflective of the organization's stated compensation philosophy. The committee, in this process, authorizes and supports an annual three step process utilizing Towers Watson's resources:</p> <ol style="list-style-type: none"> <li>1) Salary levels, annual bonus targets/payments and long term incentive grants are compared rigorously each year with market data based on comparable positions and organizations. A. Comparable organizations are typically not-for-profit healthcare systems with similar operating revenues. Private sector employer data, when available, are also included in the analysis for "transferable skills positions". B. Historically, performance incentive payouts generally track with a normal bonus payout distribution. Incentive goals are primarily based on formally defined quantitative goals approved by the ad hoc Compensation Committee of the RSFH Board of Directors.</li> <li>2) All recommended pay decisions are tested against these data and the organization's stated compensation philosophy.</li> <li>3) A formal opinion letter is prepared by Towers Watson, representing that senior executives are compensated within the reasonableness standards mandated by the IRS. A similar process is performed by Towers Watson for the CEO and CFO positions. This letter provides a "safe harbor" for the organization's "directors" relative to the reasonableness of total executive compensation consistent with IRC Section 4958.</li> </ol>

Return Reference	Explanation
Form 990, Part VI, Section C, line 18	Photocopies of the Form 990 are available upon request at the organization's administrative office. In addition, recent filings of the Form 990 are available online at <a href="http://www.guidestar.org">www.guidestar.org</a>

Return Reference	Explanation
Form 990, Part VI, Section C, line 19	The organization's audited financial statements are published annually and are available to the public at <a href="http://www.dacbond.com">www.dacbond.com</a>

Return Reference	Explanation
Form 990, Part IX, Line 1	The majority of the grants expense shown on Page 10 of the 990 is an allocation from the parent company, CareAlliance Health Services. All grants meeting disclosure requirements have been listed on CareAlliance Health Service's Form 990.

Return Reference	Explanation
Form 990, Part XI, line 9	Pension and benefits expense allocation from CAHS -1,466,594 Financial statement presentation adjustment 257,206,457

<b>Return Reference</b>	<b>Explanation</b>
Form 990, Part XII, Line 2C	The process has not changed from the prior year

<b>Return Reference</b>	<b>Explanation</b>
Form 990, Part XI, Line 9, Changes in net assets	Financial Statement Presentation Adjustment - Accounting Standards Update (ASU) 2013-04 required the reclassification of certain assets and liabilities among related entities. These reclasses net to zero when the entities are consolidated. Related Entities include: Care Alliance Health Services - 57-0831165 Roper Hospital, Inc - 57-0828733 Bon Secours - St Francis Xavier - 57-1067254 Roper St Francis Mt Pleasant Hospital - 57-0360499 Roper St Francis Physicians Network - 26-2946628

Return Reference	Explanation
Form 990, Part VII, Line 1	<p>The following board members were compensated for services performed for the organization (or a related organization) not in the capacity of their positions on the board. No board member is compensated for his services as a board member. John M. Jordan was compensated by the Medical Society of South Carolina for services as Chief Executive Officer. Stanley Wilson was compensated as an employee for physician services provided to the organization. No part of his compensation was paid for his services to the board. Shannon Honney was compensated as an employee for physician services provided to the organization. No part of her compensation was paid for her services to the board. Alison E. Dillon was compensated for medical services rendered to a related organization. Wills C. Geils was compensated for medical services rendered to a related organization.</p>

Return Reference	Explanation
Form 990, Page 11, Part X, Line 20	Tax-exempt bonds are reported on CareAlliance Health Services (the parent organization) Form 990, Schedule K. Tax-exempt bond liabilities are issued to the parent entity and allocated among the subsidiary entities for financial reporting purposes.

**SCHEDULE R  
(Form 990)**

**Related Organizations and Unrelated Partnerships**

OMB No 1545-0047

**2014**

**Open to Public  
Inspection**

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.  
▶ Attach to Form 990.**

▶ **Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
Roper St Francis Physicians Network

**Employer identification number**

26-2946628

**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
<b>(1)</b> CareAlliance Health Services 1483 Tobias Gadson Blvd 101  Charleston, SC 29407 57-0831165	Healthcare	SC	501(c)(3)	Line 3	N/A		No
<b>(2)</b> Roper Hospital Inc 1483 Tobias Gadson Blvd 101  Charleston, SC 29407 57-0828733	Healthcare	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
<b>(3)</b> Bon Secours St Francis Xavier Hospital 1483 Tobias Gadson Blvd 101  Charleston, SC 29407 57-1067254	Healthcare	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
<b>(4)</b> Roper St Francis Mt Pleasant Hospital 1483 Tobias Gadson Blvd 101  Charleston, SC 29407 57-0360499	Healthcare	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
<b>(5)</b> Roper St Francis Hospital - Berkeley 125 Doughty Street 720  Charleston, SC 29403 26-3710229	Healthcare (Future)	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
<b>(6)</b> Roper St Francis Foundation 125 Doughty Street 790  Charleston, SC 29403 57-1068509	Supporting Org	SC	501(c)(3)	Line 11a, I	CareAlliance Health Services		No
<b>(7)</b> The Medical Society Of South Carolina 69-B Barre Street  Charleston, SC 29401 57-0288358	Supporting Org/Founding Member	SC	501(c)(3)	Line 11c, III-FI	N/A		No

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) Lowcountry Surgery Center LLC (dba Roper St Francis Eye Surgery Center)  1483 Tobias Gadson Blvd 101 Charleston, SC 29407 58-1693021	Ambulatory Surgery Center	SC	N/A									

**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) CareAlliance Medical Services Organization  225 Doughty Street Charleston, SC 29403 57-1012837	Inactive	SC	N/A	C					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?

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

**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

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

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

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

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

**Part VII Supplemental Information**

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

**Return Reference****Explanation**

# Additional Data

**Software ID:**  
**Software Version:**  
**EIN:** 26-2946628  
**Name:** Roper St Francis Physicians Network

## 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) CareAlliance Health Services  1483 Tobias Gadson Blvd 101 Charleston, SC 29407 57-0831165	Healthcare	SC	501(c)(3)	Line 3	N/A		No
(1) Roper Hospital Inc  1483 Tobias Gadson Blvd 101 Charleston, SC 29407 57-0828733	Healthcare	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
(2) Bon Secours St Francis Xavier Hospital  1483 Tobias Gadson Blvd 101 Charleston, SC 29407 57-1067254	Healthcare	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
(3) Roper St Francis Mt Pleasant Hospital  1483 Tobias Gadson Blvd 101 Charleston, SC 29407 57-0360499	Healthcare	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
(4) Roper St Francis Hospital - Berkeley  125 Doughty Street 720 Charleston, SC 29403 26-3710229	Healthcare (Future)	SC	501(c)(3)	Line 3	CareAlliance Health Services		No
(5) Roper St Francis Foundation  125 Doughty Street 790 Charleston, SC 29403 57-1068509	Supporting Org	SC	501(c)(3)	Line 11a, I	CareAlliance Health Services		No
(6) The Medical Society Of South Carolina  69-B Barre Street Charleston, SC 29401 57-0288358	Supporting Org/Founding Member	SC	501(c)(3)	Line 11c, III-FI	N/A		No