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Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2017

Open to Public Inspection

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

Do not enter social security numbers on this form as it may be made public

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

Department of the Treasury
Internal Revenue Service

A For the 2017 calendar year, or tax year beginning 10-01-2017 , and ending 09-30-2018

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Final return/terminated

☐ Amended return

☐ Application pending

C Name of organization

Lifespan Physician Group Inc

Doing business as

Number and street (or P O box if mail is not delivered to street address)

Room/suite

167 Point Street

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

Providence, RI 02903

F Name and address of principal officer

Steven Lampert MD

167 Point Street

Providence, RI 02903

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 ▶

D Employer identification number

05-0389801

E Telephone number

(401) 444-3500

G Gross receipts \$ 201,970,536

I Tax-exempt status

☒ 501(c)(3) ☐ 501(c) () ◀(insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ [www.lifespan.org](#)

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

L Year of formation 1981

M State of legal domicile RI

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities

The mission of Lifespan Physician Group, Inc (LPG) is to provide accountable patient-centered, high quality, efficient, value-based, and innovative care to serve the health care needs of the communities in Rhode Island and elsewhere (continued in Schedule O)

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

3 Number of voting members of the governing body (Part VI, line 1a)

4 Number of independent voting members of the governing body (Part VI, line 1b)

5 Total number of individuals employed in calendar year 2017 (Part V, line 2a)

6 Total number of volunteers (estimate if necessary)

7a Total unrelated business revenue from Part VIII, column (C), line 12

7b Net unrelated business taxable income from Form 990-T, line 34

15 0 1,084 1 0

Revenue

8 Contributions and grants (Part VIII, line 1h)

9 Program service revenue (Part VIII, line 2g)

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)

12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)

Prior Year

Current Year

0 201,905,024 65,512 0 201,970,536

Expenses

13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)

14 Benefits paid to or for members (Part IX, column (A), line 4)

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)

16a Professional fundraising fees (Part IX, column (A), line 11e)

b Total fundraising expenses (Part IX, column (D), line 25) ▶0

17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)

18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)

19 Revenue less expenses Subtract line 18 from line 12

16,161 0 169,829,933 0 32,124,442 201,970,536 0

Net Assets or Fund Balances

20 Total assets (Part X, line 16)

21 Total liabilities (Part X, line 26)

22 Net assets or fund balances Subtract line 21 from line 20

Beginning of Current Year

End of Year

25,647,532 27,956,305 28,091,932 29,146,705 -2,444,400 -1,190,400

Part II Signature Block

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

Sign Here

Signature of officer

2019-08-15

Date

Mary A Wakefield EVP & CFO

Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name

Tara D'Agostino

Preparer's signature

Tara D'Agostino

Date

Check ☐ if self-employed

PTIN P01245482

Firm's name ▶ KPMG LLP

Firm's EIN ▶ 13-5565207

Firm's address ▶ 2 Financial Center 60 South St

Phone no (617) 988-1000

Boston, MA 02111

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2017)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☒**1** Briefly describe the organization's mission:

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

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

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

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

If "Yes," describe these changes on Schedule O

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

4a	(Code)	(Expenses \$	39,156,936	including grants of \$	(Revenue \$	39,501,773)
See Additional Data						

4b	(Code)	(Expenses \$	26,571,023	including grants of \$	(Revenue \$	18,591,111)
See Additional Data						

4c	(Code)	(Expenses \$	21,408,828	including grants of \$	(Revenue \$	21,408,828)
See Additional Data						

4d	Other program services (Describe in Schedule O)				
	(Expenses \$	89,299,084	including grants of \$	(Revenue \$	122,403,312)

4e	Total program service expenses ▶	176,435,871
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Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 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>	Yes	
22 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>		No
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	Yes	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		No
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		No
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		No
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		No
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		No
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		No
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		No
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		No
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		No
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		No
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		No
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		No
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	Yes	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		No
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		No
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	Yes	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	58
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	1,084
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	Yes
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b	No
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No
b	If "Yes," enter the name of the foreign country See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	0
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	No
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	No
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	No
9a	Did the sponsoring organization make any taxable distributions under section 4966?	9a	No
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b	No
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	No
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13a	No
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

		Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a 15		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b Enter the number of voting members included in line 1a, above, who are independent	1b 0		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	Yes	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6 Did the organization have members or stockholders?	6		No
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		No
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a The governing body?	8a	Yes	
b Each committee with authority to act on behalf of the governing body?	8b	Yes	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

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

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

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed	RI
18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. ☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)	
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20 State the name, address, and telephone number of the person who possesses the organization's books and records Mary A Wakefield 593 Eddy Street Providence, RI 02903 (401) 444-7093	

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

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

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[illegible]

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 ▶ 485

Section B. Independent Contractors

(A)	(B)	(C)
Name and business address	Description of services	Compensation
University Surgical Associates Inc 2 Dudley Street Providence, RI 02905	Physician Services	2,091,465
University Medicine Fdn Inc 110 Elm Street Providence, RI 02903	Physician Services	1,362,171
Quorum Health Resources LLC 1573 Mallory Lane Brentwood, TN 37027	Consulting Services	1,105,864
Nationwide Anesthesia Services Inc 104 Malone St Sandersville, GA 31082	Medical Services	728,891
Medicus Hospitalists LLC 22 Roulston Road Windham, NH 03087	Physician Services	685,221

Form 990 (2017)

Part VIII **Statement of Revenue**

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

**Contributions, Gifts, Grants
and Other Similar Amounts**

1a Federated campaigns . . .	1a	
b Membership dues . . .	1b	
c Fundraising events . . .	1c	
d Related organizations	1d	
e Government grants (contributions)	1e	
f All other contributions, gifts, grants, and similar amounts not included above	1f	
g Noncash contributions included in lines 1a-1f \$ _____		
h Total. Add lines 1a-1f ▶ 0		

Program Service Revenue

	Business Code				
2a Hospital Support Revenue	621110	82,802,064	82,802,064		
b Laboratory Lease Revenue	621500	179,276	179,276		
c Patient Service Revenue	621110	118,923,684	118,923,684		
d _____					
e _____					
f All other program service revenue					
g Total. Add lines 2a-2f ▶		201,905,024			

Other Revenue

3 Investment income (including dividends, interest, and other similar amounts) ▶		65,512			65,512
4 Income from investment of tax-exempt bond proceeds ▶		0			
5 Royalties ▶		0			
6a Gross rents	(i) Real	(ii) Personal			
b Less rental expenses					
c Rental income or (loss)					
d Net rental income or (loss) ▶			0		
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b Less cost or other basis and sales expenses					
c Gain or (loss)					
d Net gain or (loss) ▶			0		
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a					
b Less direct expenses b					
c Net income or (loss) from fundraising events ▶			0		
9a Gross income from gaming activities See Part IV, line 19 a					
b Less direct expenses b					
c Net income or (loss) from gaming activities ▶			0		
10a Gross sales of inventory, less returns and allowances a					
b Less cost of goods sold b					
c Net income or (loss) from sales of inventory ▶			0		
Miscellaneous Revenue	Business Code				
11a _____					
b _____					
c _____					
d All other revenue					
e Total. Add lines 11a-11d ▶			0		
12 Total revenue. See Instructions ▶		201,970,536	201,905,024		65,512

Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response or note to any line in this Part IX ☐**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.	16,161	16,161		
2 Grants and other assistance to domestic individuals. See Part IV, line 22.	0			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.	0			
4 Benefits paid to or for members.	0			
5 Compensation of current officers, directors, trustees, and key employees.	10,518,988	8,392,342	2,126,646	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7 Other salaries and wages.	132,872,347	120,610,330	12,262,017	
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions).	5,727,094	5,181,804	545,290	
9 Other employee benefits.	12,976,163	10,304,663	2,671,500	
10 Payroll taxes.	7,735,341	6,961,807	773,534	
11 Fees for services (non-employees):				
a Management.	0			
b Legal.	0			
c Accounting.	0			
d Lobbying.	0			
e Professional fundraising services. See Part IV, line 17.	0			
f Investment management fees.	0			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	1,448,215	1,040,865	407,350	
12 Advertising and promotion.	36,279	15,832	20,447	
13 Office expenses.	149,203	145,344	3,859	
14 Information technology.	289,198	215,475	73,723	
15 Royalties.	0			
16 Occupancy.	6,518,766	5,970,469	548,297	
17 Travel.	62,506	55,559	6,947	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19 Conferences, conventions, and meetings.	13,020	11,931	1,089	
20 Interest.	0			
21 Payments to affiliates.	0			
22 Depreciation, depletion, and amortization.	770,085	764,210	5,875	
23 Insurance.	7,362,832	6,894,303	468,529	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a Purchased Services.	5,460,623		5,460,623	
b Provision for Bad Debts.	3,933,265	3,921,940	11,325	
c Drugs & IV Solutions.	1,996,717	1,996,717		
d Professional Allowance.	1,927,174	1,924,724	2,450	
e All other expenses.	2,156,559	2,011,395	145,164	
25 Total functional expenses. Add lines 1 through 24e.	201,970,536	176,435,871	25,534,665	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720).				

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

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing			1	0
	2	Savings and temporary cash investments		147,939	2	55,622
	3	Pledges and grants receivable, net			3	0
	4	Accounts receivable, net		3,822,668	4	6,821,039
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L			6	0
	7	Notes and loans receivable, net			7	0
	8	Inventories for sale or use			8	0
	9	Prepaid expenses and deferred charges		98,117	9	55,952
	10a	Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D	10a	5,544,641		
	b	Less: accumulated depreciation	10b	2,080,143		
				3,246,402	10c	3,464,498
	11	Investments—publicly traded securities			11	0
	12	Investments—other securities. See Part IV, line 11			12	0
	13	Investments—program-related. See Part IV, line 11			13	0
	14	Intangible assets		1,040,058	14	895,273
15	Other assets. See Part IV, line 11		17,292,348	15	16,663,921	
16	Total assets. Add lines 1 through 15 (must equal line 34)		25,647,532	16	27,956,305	
Liabilities	17	Accounts payable and accrued expenses		16,051,881	17	17,650,339
	18	Grants payable			18	
	19	Deferred revenue			19	3,000
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		12,040,051	25	11,493,366
	26	Total liabilities. Add lines 17 through 25		28,091,932	26	29,146,705
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		-2,444,400	27	-1,190,400
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
33	Total net assets or fund balances		-2,444,400	33	-1,190,400	
34	Total liabilities and net assets/fund balances		25,647,532	34	27,956,305	

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	201,970,536
2	Total expenses (must equal Part IX, column (A), line 25)	2	201,970,536
3	Revenue less expenses Subtract line 2 from line 1	3	0
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-2,444,400
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	1,254,000
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-1,190,400

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☒

	Yes	No
1 Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		No
b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis	Yes	
c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
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: 17005038
Software Version: 2017v2.2
EIN: 05-0389801
Name: Lifespan Physician Group Inc

Form 990 (2017)

Form 990, Part III, Line 4a:

LPG Anesthesiology The providers of LPG's anesthesiology practice provide anesthesia care for adults, children, and adolescents undergoing surgery at Lifespan hospitals and outpatient centers. The physicians and specialty-trained nurses of this group make up the largest anesthesia group in Rhode Island and bring their expertise from many of the nation's top training programs. Services include preoperative assessments and consultations, state-of-the-art equipment for general, regional, and intravenous sedation techniques, subspecialty expertise in ambulatory, cardiac, neurosurgical, thoracic, vascular, and regional anesthesia, as well as postoperative acute and chronic pain management

Form 990, Part III, Line 4b:

LPG Newport LPG Newport's physician practices include specialties such as family practice, pulmonology, dermatology, neurology, physiatry, behavioral health, rheumatology, endocrinology, hematology/oncology, child and adolescent psychiatry, neurosurgery, orthopedics, and OB/Gyn services

Form 990, Part III, Line 4c:

LPG Pediatrics LPG's Pediatric practice group is comprised of a group of pediatricians and specialists who provide routine health check-ups, treat illnesses, lead immunization clinics, and staff Rhode Island Hospital's (RIH) pediatric division-Hasbro Children's Hospital. Operating expenses for this practice group directly charged to LPG during the fiscal year ended September 30, 2018 amounted to \$21,408,828, representing primarily payroll and fringe benefit expenses funded by RIH.

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			
Timothy J Babineau MD Chair	1 00 39 00	X		X				0	2,217,856	527,817
Christina A Bandera MD Trustee- 11/17	40 00 0 00	X						424,435	0	42,473
Bradley J Collins MD Trustee	40 00 0 00	X						307,042	0	38,223
Kwame Dapaah-Afryie MD Trustee- 11/17	0 25 0 00	X						0	0	0
Kristopher R Davignon MD Trustee- 11/17	40 00 0 00	X						610,995	0	42,699
Phyllis A Dennery MD Trustee	40 00 0 00	X						606,665	0	46,217
Curtis E Doberstein MD Trustee	40 00 0 00	X						0	1,249,913	40,136
Larry A Evans MD Trustee- 11/17	40 00 0 00	X						429,832	0	43,793
Lloyd Feit MD Trustee- 11/17	40 00 0 00	X						349,563	0	22,255
Richard G Gillerman MD Trustee- 11/17	20 00 20 00	X						0	527,614	24,338

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			
Richard J Goldberg MD Trustee- 11/17	0 50 39 50	X						0	633,042	37,011
Steven Lampert MD President	40 00	X		X				684,539	0	6,284
Daniel J Levine MD Trustee	0 00 40 00	X						422,214	99,970	48,039
Paul Y Liu MD Trustee	0 00 40 00	X						703,965	0	40,525
Debra Lobato-Barrera PhD Trustee	1 00 39 00	X						164,644	0	32,968
Suzanne E McLaughlin MD Trustee	40 00 0 00	X						176,462	0	31,797
Michael E Miglioni MD Trustee	40 00 0 00	X						390,495	0	39,708
Margaret A Miller MD Trustee	20 00 20 00	X						371,228	0	41,857
John B Murphy MD Secretary	25 00 15 00	X		X				0	807,439	24,980
Gildasio Oliveira Jr MD Trustee	40 00 0 00	X						824,492	0	40,334

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			
Chanika Phornphutkul MD Trustee	40 00 0 00	X						205,794	0	35,920
Athena Poppas MD Trustee	40 00 0 00	X						412,645	151,061	36,565
Henry T Sachs III MD Trustee- 11/17	1 00 39 00	X						0	395,365	72,679
Meera V Simoes MD Trustee- 11/17	40 00 0 00	X						301,793	0	39,365
Adrian D Velasquez MD Trustee- 11/17	40 00 0 00	X						315,055	0	25,665
Marilyn J Weigner MD Trustee- 11/17	1 00 39 00	X						400,836	100,146	43,882
Mary A Wakefield Treasurer	2 00 38 00			X				0	1,022,911	282,563
Patricia H Richards VP of Operations	40 00 0 00				X			0	378,302	29,795
Anthony L Gallo MD Physician	40 00 0 00					X		653,660	0	41,353
Ziya L Gokaslan MD Physician	40 00 0 00					X		1,481,742	0	40,525

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			
Rolf H Langeland MD Physician	40 00 0 00					X		568,770	0	40,085
Rachel A Sullivan MD Physician	40 00 0 00					X		595,886	0	40,027
Steven A Toms MD Physician	40 00 0 00					X		898,879	0	40,525

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 .	OMB No 1545-0047
		2017 Open to Public Inspection
Department of the Treasury Internal Revenue Service Name of the organization Lifespan Physician Group Inc		Employer identification number 05-0389801

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

The organization is not a private foundation because it is (For lines 1 through 12, 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 (Form 990 or 990-EZ))
- 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 agricultural research organization described in **170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture See instructions Enter the name, city, and state of the college or university
- 10

☒

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)
- 11

☐

An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 12

☐

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 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g
- 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- 10 above (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		
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv), 170(b)(1)(A)(vi), and 170(b)(1)(A)(ix)

(Complete only if you checked the box on line 5, 7, 8, or 9 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) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1	Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant.")						
2	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3	The value of services or facilities furnished by a governmental unit to the organization without charge						
4	Total. Add lines 1 through 3						
5	The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6	Public support. Subtract line 5 from line 4						

Section B. Total Support

	Calendar year (or fiscal year beginning in) ►	(a)2013	(b)2014	(c)2015	(d)2016	(e)2017	(f)Total
7	Amounts from line 4						
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9	Net income from unrelated business activities, whether or not the business is regularly carried on						
10	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11	Total support. Add lines 7 through 10						
12	Gross receipts from related activities, etc. (see instructions)					12	

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

14	Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f))	14	
15	Public support percentage for 2016 Schedule A, Part II, line 14	15	

16a 33 1/3% support test—2017. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ☐**b 33 1/3% support test—2016.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ☐**17a 10%-facts-and-circumstances test—2017.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ☐**b 10%-facts-and-circumstances test—2016.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ☐**18 Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ☐

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

(Complete only if you checked the box on line 10 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) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						0
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	54,619,950	86,826,839	172,616,971	189,742,614	201,905,024	705,711,398
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	54,619,950	86,826,839	172,616,971	189,742,614	201,905,024	705,711,398
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						705,711,398

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
9 Amounts from line 6	54,619,950	86,826,839	172,616,971	189,742,614	201,905,024	705,711,398
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	839	14,056	6,034	32,226	65,512	118,667
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	839	14,056	6,034	32,226	65,512	118,667
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						0
13 Total support. (Add lines 9, 10c, 11, and 12.)	54,620,789	86,840,895	172,623,005	189,774,840	201,970,536	705,830,065
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2017 (line 8, column (f) divided by line 13, column (f))	15	99.980 %
16 Public support percentage from 2016 Schedule A, Part III, line 15	16	99.990 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2017 (line 10c, column (f) divided by line 13, column (f))	17	0.020 %
18 Investment income percentage from 2016 Schedule A, Part III, line 17	18	0.010 %
19a 33 1/3% support tests—2017. 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—2016. 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 12 of Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>	1	
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>	2	
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>	3a	
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)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>	3b	
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>	3c	
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>	4a	
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>	4b	
c 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)? <i>If "Yes," explain in Part VI 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.</i>	4c	
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, 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).</i>	5a	
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?	5b	
c Substitutions only. Was the substitution the result of an event beyond the organization's control?	5c	
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>	6	
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>	7	
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>	8	
9a 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))? <i>If "Yes," provide detail in Part VI.</i>	9a	
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>	9b	
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>	9c	
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>	10a	
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>	10b	

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a 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 A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI</i>		
	11a	
	11b	
	11c	

Section B. Type I Supporting Organizations

	Yes	No
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? <i>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.</i>		
	1	
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? <i>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.</i>		
	2	

Section C. Type II Supporting Organizations

	Yes	No
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)? <i>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).</i>		
	1	

Section D. All Type III Supporting Organizations

	Yes	No
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, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
	1	
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? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
	2	
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? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		
	3	

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? <i>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.</i>		
	2a	
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? <i>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.</i>		
	2b	
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? <i>Provide details in Part VI.</i>		
	3a	
b Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		
	3b	

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

- 1** ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI) **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)
1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3	4		
5 Depreciation and depletion	5		
6 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)	6		
7 Other expenses (see instructions)	7		
8 Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8		
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)	1		
a Average monthly value of securities	1a		
b Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d Total (add lines 1a, 1b, and 1c)	1d		
e Discount claimed for blockage or other factors (explain in detail in Part VI)			
2 Acquisition indebtedness applicable to non-exempt use assets	2		
3 Subtract line 2 from line 1d	3		
4 Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions)	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by .035	6		
7 Recoveries of prior-year distributions	7		
8 Minimum Asset Amount (add line 7 to line 6)	8		
Section C - Distributable Amount			Current Year
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2 Enter 85% of line 1	2		
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4 Enter greater of line 2 or line 3	4		
5 Income tax imposed in prior year	5		
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6		
7 ☐ Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)			

Part V

Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9 Distributable amount for 2017 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2017	(iii) Distributable Amount for 2017
1 Distributable amount for 2017 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2017 (reasonable cause required-- explain in Part VI) See instructions			
3 Excess distributions carryover, if any, to 2017			
a			
b From 2013.			
c From 2014.			
d From 2015.			
e From 2016.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2017 distributable amount			
i Carryover from 2012 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2017 from Section D, line 7 \$			
a Applied to underdistributions of prior years			
b Applied to 2017 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2017, if any Subtract lines 3g and 4a from line 2 If the amount is greater than zero, explain in Part VI See instructions			
6 Remaining underdistributions for 2017 Subtract lines 3h and 4b from line 1 If the amount is greater than zero, explain in Part VI See instructions			
7 Excess distributions carryover to 2018. Add lines 3j and 4c			
8 Breakdown of line 7			
a Excess from 2013.			
b Excess from 2014.			
c Excess from 2015.			
d Excess from 2016.			
e Excess from 2017.			

Additional Data

Software ID: 17005038
Software Version: 2017v2.2
EIN: 05-0389801
Name: Lifespan Physician Group Inc

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)

Facts And Circumstances Test

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," on 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.

OMB No 1545-0047

2017

Open to Public Inspection

Name of the organization
Lifespan Physician Group Inc

Employer identification number
05-0389801

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

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

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?

☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

☐ Yes ☐ No

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

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

☐ Preservation of land for public use (e g , recreation or education)

☐ Preservation of an historically important land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

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

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

4 Number of states where property subject to conservation easement is located ►

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

☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ►

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ► \$

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

☐ Yes ☐ No

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

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

(i) Revenue included on Form 990, Part VIII, line 1

► \$

(ii) Assets included in Form 990, Part X

► \$

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

a Revenue included on Form 990, Part VIII, line 1

► \$

b Assets included in Form 990, Part X

► \$

Part III

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

3

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

a

☐

Public exhibition

b

☐

Scholarly research

c

☐

Preservation for future generations

d

☐

Loan or exchange programs

e

☐

Other

4

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

5

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

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements.

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

1a

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

☐ Yes

☐ No

b

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21, 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" on Form 990, Part IV, line 10.

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

2

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

a

Board designated or quasi-endowment

b

Permanent endowment

c

Temporarily restricted endowment

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

3a

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

(i) unrelated organizations

(ii) related organizations

b

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

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

4

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

Part VI

Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		606,719	89,325	517,394
c Leasehold improvements		513,034	106,322	406,712
d Equipment		3,588,017	1,651,815	1,936,202
e Other		836,871	232,681	604,190
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				3,464,498

Part VII

Investments—Other Securities. Complete if the organization answered "Yes" on Form 990, Part IV, line 11b.
See Form 990, Part X, line 12.

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

Part VIII

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

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

Part IX

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

(a) Description	(b) Book value
(1) Due from Affiliates	16,473,006
(2) Other Receivables	36,421
(3) Third-party Payor Settlements	154,494
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	16,663,921

Part X

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
Accrued Pension Liability	1,808,600
Due to Lifespan Health Alliance	38,074
Est Malpractice Self-Insurance Costs	7,613,788
Health Care Benefit Self-insurance	2,032,904
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	11,493,366

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

☒

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

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

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

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

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

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Return Reference	Explanation
See Additional Data Table	

Part XIII **Supplemental Information** *(continued)*

Return Reference	Explanation

Additional Data

Software ID: 17005038
Software Version: 2017v2.2
EIN: 05-0389801
Name: Lifespan Physician Group Inc

Supplemental Information

Return Reference	Explanation
Part X FIN48 Footnote	Lifespan Physician Group, Inc (LPG) is a not-for-profit corporation as described in Section 501(c)(3) of the Internal Revenue Code (the Code) and is exempt from Federal income taxes pursuant to Section 501(a) of the Code. LPG recognizes the effect of income tax positions only if those positions are more likely than not to be sustained. Recognized income tax positions are measured at the largest amount of benefit that is greater than fifty percent likely to be realized upon settlement. Changes in measurement are reflected in the period in which the change in judgment occurs. LPG did not recognize the effect of any income tax positions in either 2018 or 2017.

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
Lifespan Physician Group Inc

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.
▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2017

Open to Public Inspection

Name of the organization
Lifespan Physician Group Inc

Employer identification number
05-0389801

Part I

General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000 Part II can be duplicated if additional space is needed

(a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) The Miriam Hospital Fdtn 167 Point Street Providence, RI 02903	05-0377502	501(c)(3)	10,000	0			Philanthropy

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 1

3 Enter total number of other organizations listed in the line 1 table 0

Part III **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22

Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					

Part IV **Supplemental Information.** Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

Return Reference	Explanation
Grantmaker's Description of How Grants are Used	The organizations that are granted assistance are non-profit organizations (typically 501(c)(3)) whose missions are similar to that of Lifespan Physician Group, Inc , including promoting and advancing medical research, education and training in medicine, promoting medical-related sciences, and providing clinical practice

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" on 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.

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

	Yes	No								
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <table border="0"> <tr> <td>☐ First-class or charter travel</td> <td>☒ Housing allowance or residence for personal use</td> </tr> <tr> <td>☐ Travel for companions</td> <td>☐ Payments for business use of personal residence</td> </tr> <tr> <td>☒ Tax indemnification and gross-up payments</td> <td>☐ Health or social club dues or initiation fees</td> </tr> <tr> <td>☐ Discretionary spending account</td> <td>☐ Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	☐ First-class or charter travel	☒ Housing allowance or residence for personal use	☐ Travel for companions	☐ Payments for business use of personal residence	☒ Tax indemnification and gross-up payments	☐ Health or social club dues or initiation fees	☐ Discretionary spending account	☐ Personal services (e.g., maid, chauffeur, chef)		
☐ First-class or charter travel	☒ Housing allowance or residence for personal use									
☐ Travel for companions	☐ Payments for business use of personal residence									
☒ Tax indemnification and gross-up payments	☐ Health or social club dues or initiation fees									
☐ Discretionary spending account	☐ Personal services (e.g., maid, chauffeur, chef)									
b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b Yes									
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2 Yes									
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. <table border="0"> <tr> <td>☒ Compensation committee</td> <td>☒ Written employment contract</td> </tr> <tr> <td>☒ Independent compensation consultant</td> <td>☒ Compensation survey or study</td> </tr> <tr> <td>☐ Form 990 of other organizations</td> <td>☒ Approval by the board or compensation committee</td> </tr> </table>	☒ Compensation committee	☒ Written employment contract	☒ Independent compensation consultant	☒ Compensation survey or study	☐ Form 990 of other organizations	☒ Approval by the board or compensation committee				
☒ Compensation committee	☒ Written employment contract									
☒ Independent compensation consultant	☒ Compensation survey or study									
☐ Form 990 of other organizations	☒ Approval by the board or compensation committee									
4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:										
a Receive a severance payment or change-of-control payment?	4a	No								
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b Yes									
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No								
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.										
Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.										
5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:										
a The organization?	5a	No								
b Any related organization?	5b	No								
If "Yes," on line 5a or 5b, describe in Part III.										
6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:										
a The organization?	6a	No								
b Any related organization?	6b	No								
If "Yes," on line 6a or 6b, describe in Part III.										
7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III.	7 Yes									
8 Were any amounts reported on 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.	8	No								
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	No								

For each individual whose compensation must be reported on 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.

See Additional Data Table

[illegible]

Part III Supplemental Information

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

Return Reference	Explanation
Part I, Line 1a Relevant information in regards to selections on 1a	Tax Indemnification and Grossed Up Payments The Lifespan Executive Long Term Disability program provides financial protection to designated Lifespan physicians and executives in the event that they become disabled. Premiums are paid to the insurance carrier by the insureds on an after-tax basis to allow for income replacement at a reasonable cost. The income associated with the premiums is grossed up to cover the total cost of the benefit as provided in the Lifespan Executive Benefit Plan and is included in Medicare wages, more specifically on Schedule J, Part II, Column B (iii). LPG also purchased professional liability prior acts coverage for certain newly-hired physicians in calendar year 2017. Premiums were paid to insurance carriers by the insureds on an after-tax basis. The income associated with the premiums is grossed-up to cover the total cost of the benefit as provided in the physicians' employment contracts and is included in Medicare wages, more specifically on Schedule J, Part II, Column B (iii). Housing Allowances or Residences for Personal Use A temporary housing allowance may be provided on a case-by-case basis as part of the recruitment of key executives. The allowance is documented in the individual employment contract or employment offer. In calendar year 2017 LPG provided this benefit to two executives and the taxable amounts paid for the temporary housing resulting from relocation are included in Medicare wages, more specifically on Schedule J, Part II, Column B (iii).
Part I, Line 7 Non-Fixed payments not listed above	Certain physicians and executives participate in incentive compensation plans arranged through individual contractual agreements which stipulate non-fixed payments based on meeting criteria based on various quality and productivity markers.

Additional Data

Software ID: 17005038
Software Version: 2017v2.2
EIN: 05-0389801
Name: Lifespan Physician Group Inc

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

(A) Name 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 on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1Adrian D Velasquez MD Trustee- 11/17	(i)	283,299	31,300	456	14,030	11,635	340,720	
	(ii)							
1Anthony L Gallo MD Physician	(i)	274,432	378,655	573	14,779	26,574	695,013	
	(ii)							
2Athena Poppas MD Trustee	(i)	335,844	73,479	3,322	10,545	14,755	437,945	
	(ii)	149,584		1,477	4,695	6,570	162,326	
3Bradley J Collins MD Trustee	(i)	276,390	30,198	454	13,342	24,881	345,265	
	(ii)							
4Chanika Phornphutkul MD Trustee	(i)	193,601	8,525	3,668	9,924	25,996	241,714	
	(ii)							
5Christina A Bandera MD Trustee- 11/17	(i)	385,222	36,100	3,113	15,240	27,233	466,908	
	(ii)							
6Curtis E Doberstein MD Trustee	(i)							
	(ii)	1,120,911	125,000	4,002	15,240	24,896	1,290,049	
7Daniel J Levine MD Trustee	(i)	258,369	158,665	5,180	11,060	23,803	457,077	
	(ii)	97,668		2,302	4,180	8,996	113,146	
8Debra Lobato-Barrera PhD Trustee	(i)	160,668		3,976	10,015	22,953	197,612	
	(ii)							
9Gildasio Oliveira Jr MD Trustee	(i)	586,878	222,576	15,038	13,970	26,364	864,826	
	(ii)							
10Henry T Sachs III MD Trustee- 11/17	(i)							
	(ii)	288,680	66,336	40,349	50,225	22,454	468,044	29,546
11John B Murphy MD Secretary	(i)							
	(ii)	531,893	160,000	115,546	6,750	18,230	832,419	
12Kristopher R Davignon MD Trustee- 11/17	(i)	454,161	155,788	1,046	15,240	27,459	653,694	
	(ii)							
13Larry A Evans MD Trustee- 11/17	(i)	421,544	4,186	4,102	15,240	28,553	473,625	
	(ii)							
14Lloyd Feit MD Trustee- 11/17	(i)	334,429	10,981	4,153	15,240	7,015	371,818	
	(ii)							
15Margaret A Miller MD Trustee	(i)	318,381	48,750	4,097	15,240	26,617	413,085	
	(ii)							
16Marilyn J Weigner MD Trustee- 11/17	(i)	261,366	136,984	2,486	11,050	20,768	432,654	
	(ii)	99,069		1,077	4,190	7,874	112,210	
17Mary A Wakefield Treasurer	(i)							
	(ii)	684,712	209,000	129,199	264,493	18,070	1,305,474	97,769
18Meera V Simoes MD Trustee- 11/17	(i)	252,131	49,160	502	12,744	26,621	341,158	
	(ii)							
19Michael E Miglioni MD Trustee	(i)	375,046	11,785	3,664	15,240	24,468	430,203	
	(ii)							

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -	DLN: 93493227007279
SCHEDULE O (Form 990 or 990-EZ) Department of the Treasury Internal Revenue Service Name of the organization Lifespan Physician Group Inc	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 .		OMB No 1545-0047
			2017 Open to Public Inspection
		Employer identification number 05-0389801	

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part III, Line 4d Other Program Services Description	OTHER PROGRAM SERVICES 4 LPG employs many physicians and physician groups from Lifespans affiliated hospitals Included among these various groups are the physicians working with n the organization's OB/Gyn Associates group (OGA), the Cardiovascular Institute (CVI), neu rosurgeons, pediatricians and plastic surgeons from Rhode Island Hospital (RIH), and Hospi talists from The Miriam Hospital (TMH) OTHER PROGRAM SERVICES 5 The LPG Department of Ne urosurgery at RIH offers patient-focused, state-of-the-art clinical care in highly-equippe d and modern facilities Each of LPG's skilled surgeons has specific neurosurgical subspec ialty expertise, including surgery for brain tumors and epilepsy, cerebrovascular surgery, skull-base surgery, radiosurgery, complex spine surgery, and pediatric neurosurgery In a ddition to providing care to patients and families from all over New England and the natio n, as well as from outside the United States, LPG surgeons are faculty members at The Warr en Alpert Medical School of Brown University, where they conduct research as well as teach and mentor the next generation of neurosurgeons Operating expenses and revenue for Neuro surgery during the fiscal year ended September 30, 2018 were \$12,331,896 and \$6,489,555, r espectively Ob-Gyn Associates (OGA) has been caring for women for more than 40 years OGA is committed to bringing together intelligent, talented, and compassionate professionals i n order to provide exceptional care for women based on the latest research, technological advances, and holistic approaches With six locations in Rhode Island and Massachusetts, O GA was the first practice in Rhode Island to offer midwifery care and is one of only two p ractices in Rhode Island that offer deliveries in the Alternative Birthing Center of Women & Infants Hospital OGA is also the only group in Rhode Island that has practice-wide pro tocols for high-risk obstetrics OGA has the advantage of many highly trained and experien ced providers with easy access to medical specialists at LPG's Women's Medicine Collaborat ive (WMC) OGA and WMC work in partnership with one another, consulting on difficult cases and assisting each other in numerous surgeries Operating expenses and revenue for OGA du ring the fiscal year ended September 30, 2018 were \$13,508,818 and \$10,055,951, respective ly Operating expenses and revenue for WMC during the fiscal year ended September 30, 2018 were \$4,110,099 and \$2,221,756, respectively The CVI was created in an effort to meet the demands of the changing health care environment and to enhance the level of cardiovascula r care provided to the community CVI includes approximately 55 cardiologists along with s upport staff at three ambulatory care centers and two comprehensive cardiac centers This innovative program brought together the well-known cardiac programs of both RIH and TMH in 2012 and places a stronger emphasis on extending these programs into the community, where it is more convenient for pat

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part III, Line 4d Other Program Services Description	ients to receive care LPG's portion of CVI's program expenses consists primarily of CVI's expanded office-based services CVI specialists work as a team across all disciplines, co mbining their expertise to provide an individualized treatment plan for each patient, whet her the need is consultative, diagnostic, interventional, surgical, or rehabilitative Ope rating expenses and revenue for this practice group during the fiscal year ended September 30, 2018 were \$13,597,061 and \$12,208,581, respectively OTHER PROGRAM SERVICES 6 LPG Pe diatrics LPG's Pediatric practice group is comprised of a group of pediatricians and speci alists who provide routine health check-ups, treat illnesses, lead immunization clinics, a nd staff Rhode Island Hospital's (RIH) pediatric division-Hasbro Children's Hospital Oper ating expenses for this practice group directly charged to LPG during the fiscal year ende d September 30, 2018 amounted to \$21,408,828, representing primarily payroll and fringe be nefit expenses funded by RIH OTHER PROGRAM SERVICES 7 Operating expenses and revenue for the TMH Hospitalists during the fiscal year ended September 30, 2018 were \$10,151,863 and \$6,611,156, respectively OTHER PROGRAM SERVICES 8 Operating expenses and revenue for th e RIH Plastic Surgery Group during the fiscal year ended September 30, 2018 were \$7,729,60 5 and \$5,708,891, respectively The remaining LPG revenue represents amounts funded by Life span's affiliated hospitals in order to bring LPG to a break-even point in its statement o f operations

990 Schedule O, Supplemental Information

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

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Line 2 Description of Business or Family Relationship of Officers, Directors, Et	Timothy J Babineau, M D , Chair, and Mary A Wakefield, EVP/CFO, are board members of VNA Technicare, Inc (VNA), a related for-profit corporation Ms Wakefield is also an officer of VNA

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Line 4 Description of Significant Changes to Organizational Documents	The bylaws of LPG have been amended so that the composition of the Board of Trustees shall be comprised of individuals nominated and selected from the LPG membership, having at least one year of employment with the organization, and being in good standing. Twelve of the Trustees shall be physician members in good standing. Seven of the Trustees shall have the respective designations or affiliations set forth below - two physicians designated by Lifespan, who shall serve at the pleasure of Lifespan, each with vote, - the President of LPG, ex-officio with vote, - the Chief Financial Officer of Lifespan, or his/her designee, ex-officio without vote, and - Community Trustees, up to three individuals, external to LPG and Lifespan, with substantive business and leadership experience, preferably in the local healthcare industry, without vote. A Trustee term is three years long. The term begins at each Annual Meeting of LPG, during which certain Trustees vacate their seats, while new Trustees are presented and seated. Term - Initial Slate An Initial Slate of twelve Trustees will be selected and nominated for approval by the Governance and Nominating Committee (G&NC) through the selection process outlined below. An Initial Slate Trustee will be randomly chosen to have an initial term of either one, two, or three years. As the Initial Slate of Trustees serves out their terms after one, two, and three years, the G&NC will nominate and select candidates for a slate of four additional Trustees. Each Initial Slate Trustee may be appointed to serve two additional consecutive terms of three years each. Term After Year 3 After the twelve Initial Slate Trustees have served at least their initial term, the G&NC will annually nominate and select a slate of four additional Trustees. Each Trustee then appointed will serve a three-year term. Term Limits A Trustee may only be appointed to serve a maximum of three consecutive terms. Upon the completion of three terms, the Trustee shall wait one year before once again being qualified for a reappointment to the Board. All Trustees shall hold office until the expiration of their respective terms or until their respective successors are duly elected and qualified, or until they sooner die, resign, are removed, or become disqualified. An appointed Trustee shall cease to be a Trustee if he/she does not have an active Medical Staff appointment and clinical privileges at any Lifespan hospital. Upon the occurrence of a mid-term vacancy, a new Trustee shall be appointed to finish serving that term. Afterwards that trustee may, in their own right, be appointed to serve up to three consecutive terms. Lifespan Designees The Lifespan Designees shall serve until their successors are elected or appointed, as the case may be. The Lifespan Designees shall serve at the pleasure of Lifespan, or until such person sooner dies, resigns, is removed, or becomes disqualified. Lifespan shall consult with the Board of Trustees prior to any removal, c

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Line 4 Description of Significant Changes to Organizational Documents	change and/or reappointment of any Lifespan Designee, provided, however, that in no event shall the authority of Lifespan to appoint the Lifespan Designees be limited by or subject to approval of the Board of Trustees of LPG Ex-Officio Trustees. A person serving as a Trustee in an ex-officio capacity shall serve as long as such person holds the position that qualifies such person to serve as a Trustee. Such person shall cease to be an ex-officio Trustee upon ceasing to hold the position that qualifies the person to be a Trustee, and any successor to such position, whether acting, interim, or permanent, shall immediately succeed such person as Trustee Community Trustee. A person serving as a Community Trustee shall serve terms equal in length to an LPG Trustee, with the same maximum number of consecutive terms.

990 Schedule O, Supplemental Information

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

990 Schedule O, Supplemental Information

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

990 Schedule O, Supplemental Information

Return Reference	Explanation
Other Changes In Net Assets Or Fund Balances - Other Increases	Change in funded status of pension plan = \$1254000

990 Schedule O, Supplemental Information

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

990 Schedule O, Supplemental Information

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

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, Lines 15 a&b	The following applies to Lifespan and all of its affiliates, including LPG EXECUTIVE COMPE NSATIONLifespan's executive compensation philosophy balances appropriate stewardship of re sources and the need to be competitive in recruiting and retaining talented individuals It incorporates market-competitive and performance-related principles, and covers the President and CEO of Lifespan as well as other officers, senior management, and key employees Lifespan's executive compensation program complies both with law and with contemporary eth ical norms, and is administered consistent with the organization's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code (IRC) and the avoidance of transactions su bject to intermediate sanctions under Section 4958 of the IRC Executive compensation is a lso administered consistent with Lifespan's Corporate Compliance Policy on Excess Benefit Transactions The Compensation Committee of the Lifespan Corporation Board of Directors (th e Committee), comprised of disinterested Lifespan Board members, is responsible for dilige nt oversight of executive compensation to ensure compliance with IRC requirements Its dut ies include * * Approving eligibility for participation in the executive compensation progra m * Approving changes in compensation for existing executive participants * Approving guid elines, such as salary ranges and contract terms, on appropriate levels of compensation fo r other key employees * Approving new, and modifying or terminating existing, executive com pensation plans including, but not limited to, annual incentive and executive benefit plan s * Approving performance objectives associated with Lifespan's annual incentive plan, incl uding measuring points, and using audited actual performance relative to these objectives as a precondition to approving the payment of any awards under the plan * Authorizing perio dic performance benchmark studies to be conducted for purposes of assessing Lifespan's per formance within the healthcare industry and the degree to which total remuneration levels at Lifespan are generally commensurate with Lifespan performance relative to healthcare in dustry performance * Conducting an annual performance review of Lifespan's Chief Executive Officer The Chair of the Committee conducts and documents this review, based on his/her o bservations and interpretation of feedback from members of the Board of Directors * Select ing and engaging qualified, independent, third-party compensation valuation consultants th at the Committee charges with rendering opinions with respect to the reasonableness and co mparability of compensation as well as the comparative organizations against which compens ation is assessed, in accordance with relevant sections of the IRC and Lifespan's executiv e compensation philosophy Lifespan's Chief Executive Officer works closely with the Commit tee to make recommendations on the above topics and keep the Committee informed about cont emplated compensation changes

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, Lines 15 a&b	for executives and other key employees, as well as candidates for these roles. The CEO also provides periodic updates to the Committee regarding Lifespan's performance relative to compensation-related performance objectives. The Committee's deliberations and actions are documented in minutes prepared for each meeting. PROCESS FOR DETERMINING COMPENSATION Valuation of Total Cash and Total Remuneration No less frequently than annually, the Committee receives and reviews a total cash compensation valuation of all existing executive compensation program participants prepared by its independent compensation consultant. Annually, the Committee also receives and reviews a total remuneration valuation of all existing executive compensation participants. Base Salary Actions The CEO recommends any salary adjustments for participants in the executive compensation program, using the results of the valuation study and his/her assessment of individual performance or other pertinent information, for the Committee's consideration. New Participants in Executive Compensation Program With respect to compensation offers for individuals expected to participate in the executive compensation program, certain members of the Lifespan CEO's Council work with the Committee's independent compensation consultant or rely on information previously provided by the consultant to establish a range of reasonable cash compensation within which recruitment is expected to conclude with acceptance of a reasonable compensation offer.

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part XII, Line 2	While LPG did not produce an audited financial statement as of and for the fiscal year ended September 30, 2018, it was included in Lifespan Corporation's (Lifespan) audited consolidated financial statements, in which one column is used for LPG individually There are no regulatory or creditor stipulations which require the preparation of a separate audited financial statement for LPG The Lifespan Audit and Compliance Committee assumes responsibility for oversight of the audit of Lifespan Corporation's consolidated financial statements and the selection of Lifespan Corporation's independent accountant

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
Lifespan Physician Group Inc

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2017

Open to Public Inspection

Employer identification number

05-0389801

Part I

Identification of Disregarded Entities

Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

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

Part II

Identification of Related Tax-Exempt Organizations

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

See Additional Data Table

(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

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) Lifespan Health Alliance LLC 167 Point Street Providence, RI 02903 81-2732225	Account Care Org	RI	N/A					No			No	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512(b) (13) controlled entity?	
								Yes	No
(1) Lifespan MSO Inc 167 Point Street Providence, RI 02903 05-0508717	Mgmt Svcs	RI	Lifespan Corp	C Corp					No
(2) Lifespan Risk Services Inc 167 Point Street Providence, RI 02903 05-0459767	Risk Mgmt	RI	Lifespan Corp	C Corp					No
(3) VNA Technicare Inc 200 Corliss Street Providence, RI 02904 05-0472710	DME Sales	RI	LDS Inc	C Corp					No

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

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

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

a Receipt of (i) interest, (ii)annuities, (iii) royalties, or(iv) rent from a controlled entity

1a

No

b Gift, grant, or capital contribution to related organization(s)

1b

Yes

c Gift, grant, or capital contribution from related organization(s)

1c

No

d Loans or loan guarantees to or for related organization(s)

1d

No

e Loans or loan guarantees by related organization(s)

1e

No

f Dividends from related organization(s)

1f

No

g Sale of assets to related organization(s)

1g

No

h Purchase of assets from related organization(s)

1h

No

i Exchange of assets with related organization(s)

1i

No

j Lease of facilities, equipment, or other assets to related organization(s)

1j

No

k Lease of facilities, equipment, or other assets from related organization(s)

1k

Yes

l Performance of services or membership or fundraising solicitations for related organization(s)

1l

Yes

m Performance of services or membership or fundraising solicitations by related organization(s)

1m

Yes

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

1n

No

o Sharing of paid employees with related organization(s)

1o

Yes

p Reimbursement paid to related organization(s) for expenses

1p

Yes

q Reimbursement paid by related organization(s) for expenses

1q

Yes

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

1r

No

s Other transfer of cash or property from related organization(s)

1s

No

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

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

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

[illegible]

Part VII **Supplemental Information**

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

Additional Data

Software ID: 17005038
Software Version: 2017v2.2
EIN: 05-0389801
Name: Lifespan Physician Group Inc

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c) (3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
249 Roosevelt Avenue Pawtucket, RI 02860 05-0442015	Housing for Elderly and Mentally Ill	RI	501(c)(3)	10	Gateway Healthcare Inc		No
249 Roosevelt Avenue Pawtucket, RI 02860 20-4590384	Housing for Elderly and Mentally Ill	RI	501(c)(3)	10	Gateway Healthcare Inc		No
167 Point Street Providence, RI 02903 05-0500688	Philanthropic Activities	RI	501(c)(3)	7	Lifespan Corporation		No
249 Roosevelt Avenue Pawtucket, RI 02860 05-0259090	Daycare Services	RI	501(c)(3)	7	Gateway Healthcare Inc		No
1011 Veterans Memorial Parkway East Providence, RI 02915 05-0258806	Pediatric Psychiatric Health Care Svcs	RI	501(c)(3)	3	Lifespan Corporation		No
249 Roosevelt Avenue Pawtucket, RI 02860 05-0504841	Bereavement Services for Children	RI	501(c)(3)	7	Gateway Healthcare Inc		No
249 Roosevelt Avenue Pawtucket, RI 02860 46-4002163	Philanthropic Activities	RI	501(c)(3)	7	Lifespan Corporation		No
249 Roosevelt Avenue Pawtucket, RI 02860 05-0309043	Subst Abuse & Psych Health Care Svcs	RI	501(c)(3)	10	Lifespan Corporation		No
167 Point Street Providence, RI 02903 22-2869743	Property Management	RI	501(c)(4)	N/A	Lifespan Corporation		No
249 Roosevelt Avenue Pawtucket, RI 02860 05-0435537	Housing for Elderly and Mentally Ill	RI	501(c)(3)	10	Gateway Healthcare Inc		No
167 Point Street Providence, RI 02903 22-2861978	Holding Company/ Mgmnt Services	RI	501(c)(3)	12(II)	NA		No
167 Point Street Providence, RI 02903 05-0258935	Holding Company/ Mgmnt Services	RI	501(c)(3)	10	Lifespan Corporation		No
167 Point Street Providence, RI 02903 05-0493219	Philanthropic Activities	RI	501(c)(3)	7	Lifespan Corporation		No
c/o Archstone Law 245 Winter St Waltham, MA 02451 04-3408517	Holding Company	MA	501(c)(3)	12(I)	Lifespan Corporation		No
140 Broadway Providence, RI 02903 46-4910847	Educational Services	RI	501(c)(3)	2	Emma Pendleton Bradley Hospital		No
249 Roosevelt Avenue Pawtucket, RI 02860 03-0508346	Housing for Elderly and Mentally Ill	RI	501(c)(3)	10	Gateway Healthcare Inc		No
249 Roosevelt Avenue Pawtucket, RI 02860 05-0427152	Housing for Elderly and Mentally Ill	RI	501(c)(3)	10	Gateway Healthcare Inc		No
11 Friendship Street Newport, RI 02840 22-2535537	Holding Company/ Mgmnt Services	RI	501(c)(3)	7	Lifespan Corporation		No
11 Friendship Street Newport, RI 02840 22-2335539	Property Management	RI	501(c)(3)	12(I)	Newport Health Care Corporation		No
11 Friendship Street Newport, RI 02840 05-0258914	Health Care Services	RI	501(c)(3)	3	Lifespan Corporation		No

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations						
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						YesNo
11 Friendship Street Newport, RI 02840 22-2535533	Philanthropic Activities	RI	501(c)(3)	7	Lifespan Corporation	No
11 Friendship Street Newport, RI 02840 05-0472268	Health Care Services	RI	501(c)(3)	10	Lifespan Corporation	No
249 Roosevelt Avenue Pawtucket, RI 02860 05-0422771	Housing for Elderly and Mentally Ill	RI	501(c)(3)	10	Gateway Healthcare Inc	No
249 Roosevelt Avenue Pawtucket, RI 02860 05-0393004	Housing for Elderly and Mentally Ill	RI	501(c)(3)	10	Gateway Healthcare Inc	No
593 Eddy Street Providence, RI 02903 05-0258954	Health Care Services	RI	501(c)(3)	3	Lifespan Corporation	No
167 Point Street Providence, RI 02903 05-0468736	Philanthropic Activities	RI	501(c)(3)	7	Lifespan Corporation	No
593 Eddy Street Providence, RI 02903 05-0448686	Parking Facilities/Phlebotomy Services	RI	501(c)(3)	10	Lifespan Corporation	No
249 Roosevelt Avenue Pawtucket, RI 02860 05-0504003	Housing for Elderly and Mentally Ill	RI	501(c)(3)	10	Gateway Healthcare Inc	No
1516 Atwood Avenue Johnston, RI 02919 05-0512037	Services for Children With Autism	RI	501(c)(3)	10	Gateway Healthcare Inc	No
164 Summit Avenue Providence, RI 02906 05-0258905	Health Care Services	RI	501(c)(3)	3	Lifespan Corporation	No
167 Point Street Providence, RI 02903 05-0377502	Philanthropic Activities	RI	501(c)(3)	7	Lifespan Corporation	No
249 Roosevelt Avenue Pawtucket, RI 02860 04-3742771	Housing for Elderly and Mentally Ill	RI	501(c)(3)	10	Gateway Healthcare Inc	No
249 Roosevelt Avenue Pawtucket, RI 02860 05-0488520	Housing for Elderly and Mentally Ill	RI	501(c)(3)	10	Gateway Healthcare Inc	No
249 Roosevelt Avenue Pawtucket, RI 02860 61-1439766	Housing for Elderly and Mentally Ill	RI	501(c)(3)	10	Gateway Healthcare Inc	No
65 Front Street Hamilton HM 12 BD	Offshore Insurance Captive	BD	N/A	N/A	Lifespan Corporation	No