

**From:** [Aseltyne, Bill](#)  
**To:** [Foster, Tillman](#)  
**Cc:** [Aseltyne, Bill](#); [Lombardi, Marc](#); [Kraschel, Katherine](#); [Willcox, Jennifer](#)  
**Subject:** Annual Reporting for Medical Foundations: Northeast Medical Group, Inc. and L & M Physicians Association, Inc.  
**Date:** Wednesday, December 21, 2016 4:16:11 PM  
**Attachments:** [2016 12 21 Annual Reporting for NEMG and LMPA Final.pdf](#)

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Good Afternoon,

The attached is the required Annual Report for Medical Foundations on behalf of Northeast Medical Group, Inc. and L&M Physicians Association as requested by your office.

Thank you,

Bill Aseltyne  
Senior Vice President & General Counsel, Chief of Staff to the President & CEO Yale-New Haven Hospital/Yale New Haven Health System  
789 Howard Ave., CB 230  
New Haven, CT 06519  
(203) 688-5152  
[bill.aseltyne@ynhh.org](mailto:bill.aseltyne@ynhh.org)<<mailto:bill.aseltyne@ynhh.org>>

Assistant: Irene Noel (203) 688-3781

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**Medical Foundation: L&M Physician Association, Inc. d/b/a L+M Medical Group  
2016 Annual Report**

**1. Medical Foundation Mission**

To benefit the health status of the community served by the Hospitals through integrating various physicians and other health care professionals

**2. Name and Address of Organizing Member**

Lawrence + Memorial Corporation  
365 Montauk Avenue  
New London, CT 06320

**3. Name and Specialty of each Physician Employed by or Acting as an Agent of the Medical Foundation**

See Attachment A

**4. The Locations where each Such Physician Practices**

See Attachment A

**5. Description of the Services Provided by the Medical Foundation at each Such Location**

See Attachment B

**6. Description of any Significant Change in Services During the Preceding Year**

Expanded walk-in primary care services to Mystic, CT and Waterford, CT locations. Added gastroenterology physicians in Westerly, RI. Expanded endocrinology services to Westerly, RI.

**7. Copy of the Medical Foundation's Governing Documents and Bylaws**

See Attachment C

**8. Name and Employer of each Member of the Board of Directors**

See Attachment D

**9. IRS Form 990**

See Attachment E

## **Attachment A**

Physician Name (Last, First)	Physician Specialty	Primary Location	Secondary Location	Other Locations
Amdur, Henry MD	Ob/gyn	194 Howard Street, New London, CT	45 Wells Street, Suite 104, Westerly, RI	
Andrias, C. Wallace MD	Cardiology	196 Parkway South, Suite 103, Waterford, CT		
Applegate, Brenda L MD	Primary Care	91 Voluntown Road, Stonington, CT		
Bagheri, Roshanak MD	Cardiology	194 Howard Street, New London, CT		
Barczak, Timothy MD	Ob/gyn	194 Howard Street, New London, CT		
Betler, Michael DO	General Surgery	45 Wells Street, Suite 204, Westerly, RI		
Boonvisudhi, Kitima MD	Wound Care	40 Boston Post Road, Waterford, CT		
Bourguignon, Paul MD	General Surgery	45 Wells Street, Suite 204, Westerly, RI	194 Howard Street, New London, CT	
Brill, David MD	Cardiology	196 Parkway South, Suite 103, Waterford, CT		
Brown, Shereene MD	Ob/gyn	194 Howard Street, New London, CT	45 Wells Street, Suite 104, Westerly, RI	
Carpenter, Marshall MD*	Ob/gyn	45 Wells Street, Suite 104, Westerly, RI		
Carter, H. Anthony MD	Primary Care	194 Howard Street, New London, CT		
Christian, Jeffrey MD	General Surgery	45 Wells Street, Suite 204, Westerly, RI		
Ciotola, Robert MD	Primary Care	23 Clara Drive, Mystic, CT		
Coiculescu, Olivia MD	Neurology	194 Howard Street, New London, CT		
Conlin, William MD	Primary Care	45 Wells Street, Suite 104, Westerly, RI	404 Thames Street, Groton, CT	
Darout, Rachelle MD	Primary Care	196 Parkway South, Suite 103, Waterford, CT		
D'Mello, Suresh MD	Primary Care	19 Halls Road, Old Lyme, CT		
Ehrlich, Brian MD	Cardiology	196 Parkway South, Suite 103, Waterford, CT		
Elsamra, Shady MD	Inpatient Psychiatry	365 Montauk Ave, New London, CT		
Gaudio, Jon MD	Cardiology	194 Howard Street, New London, CT		
Gonzalez, Rita MD*	Endocrinology	45 Wells Street, Suite 104, Westerly, RI		
Graves, Jay MD	Primary Care	19 Halls Road, Old Lyme, CT		
Hamburger, Adrian MD	Pain Management	45 Wells Street, Suite 201, Westerly, RI		
Harwood, Michael MD	Dermatology	45 Wells Street, Suite 201, Westerly, RI		
Hyppolite, Jenny MD	Primary Care	404 Thames Street, Groton, CT		
Iovino, Brandi DO	Primary Care	91 Voluntown Road, Stonington, CT		
Iovino, Louis DO	Primary Care	91 Voluntown Road, Stonington, CT		
Kemal, Mustapha MD*	Physiatry/Rehab	365 Montauk Ave, New London, CT		
Khalid, Saima MD	Primary Care	91 Voluntown Road, Stonington, CT		
Khanna, Amit MD	Sleep Medicine	194 Howard Street, New London, CT	224 Gold Star Highway, Groton, CT	
Kober, William MD	Primary Care	91 Voluntown Road, Stonington, CT		
Krasner, Alan MD*	Endocrinology	194 Howard Street, New London, CT		
Lamberton, Robert MD	Endocrinology	91 Voluntown Road, Stonington, CT	194 Howard Street, New London, CT	
Lavigne, Bradford MD	Gastroenterology	45 Wells Street, Suite 103, Westerly, RI		
Licare, Lisa MD	Ob/gyn	45 Wells Street, Suite 104, Westerly, RI	194 Howard Street, New London, CT	
Luk, Brandon MD	Primary Care	45 Wells Street, Suite 104, Westerly, RI		
MacAndrew, Vincent MD	Orthopedic Surgery	45 Wells Street, Suite 204, Westerly, RI		
McAteer, Allison MD	General Surgery	45 Wells Street, Suite 203, Westerly, RI		
Mendelovicz, Naomi MD	Inpatient Psychiatry	365 Montauk Ave, New London, CT	25 Wells Street, Westerly, RI	
Miano, Alexander P MD	Outpatient Behavioral Medicine	91 Voluntown Road, Stonington, CT	194 Howard Street, New London, CT	
Milstein, Peter MD	Cardiology	194 Howard Street, New London, CT		
Mirecki, Francis MD	Cardiology	196 Parkway South, Suite 103, Waterford, CT		
Moalli, Daniel MD	Neurology	365 Montauk Ave, New London, CT		
Moro-de-Casillas, Maria MD	Neurology	194 Howard Street, New London, CT		
Nelligan, Elizabeth MD	Primary Care	19 Halls Road, Old Lyme, CT		
Nordness, Robert MD*	Wound Care	40 Boston Post Road, Waterford, CT		
O'Keefe, Joseph F MD	Physiatry/Rehab	194 Howard Street, New London, CT		
Olson, Timothy MD	Pain Management	45 Wells Street, Suite 201, Westerly, RI	481 Kingstown Road, Wakefield, RI	
Parad, Adrienne MD	Primary Care	23 Clara Drive, Mystic, CT		
Patel, Nimesh DO	Primary Care	404 Thames Street, Groton, CT		
Perry, Robert MD	Primary Care	194 Howard Street, New London, CT		
Peters, Joseph W MD	Physiatry/Rehab	194 Howard Street, New London, CT		
Phelan, Stephen MD	Endocrinology	91 Voluntown Road, Stonington, CT		
Popkin, Valerie MD	Cardiology	196 Parkway South, Suite 103, Waterford, CT		
Quevedo, Stephen MD	Endocrinology	91 Voluntown Road, Stonington, CT	194 Howard Street, New London, CT	
Reisfeld, David F MD	General Surgery	194 Howard Street, New London, CT		
Shute, Marlene MD	Primary Care	194 Howard Street, New London, CT		
Somers, Mark MD	Cardiology	196 Parkway South, Suite 103, Waterford, CT		
Stanat, Christy MD	General Surgery	194 Howard Street, New London, CT		
Talavera-Briggs, Amarilis MD	Outpatient Behavioral Medicine	248 Flanders Road, Niantic, CT	194 Howard Street, New London, CT	404 Thames Street, Groton, CT
Torres, Kevin DO	Primary Care	196 Parkway South, Suite 103, Waterford, CT	194 Howard Street, New London, CT	Mystic & Stonington, CT
Vachhani, Jitesh MD	Primary Care	248 Flanders Road, Niantic, CT		
Valenkar, Pradnya MD	Cardiology	196 Parkway South, Suite 103, Waterford, CT		
Walcott, Charles DO	Primary Care	248 Flanders Road, Niantic, CT	40 Boston Post Road, Waterford, CT	
Watson, Edward MD	Ob/gyn	194 Howard Street, New London, CT	45 Wells Street, Suite 104, Westerly, RI	
Whelan, Mae MD	Endocrinology	194 Howard Street, New London, CT	91 Voluntown Road, Stonington, CT	
Whelan, Tara DO	Dermatology	45 East Avenue, Westerly, RI		
Williams, Brian MD	Primary Care	23 Clara Drive, Mystic, CT		
Williams, Gina MD	Primary Care	23 Clara Drive, Mystic, CT		
Willis, Dean N MD	General Surgery	194 Howard Street, New London, CT		
Yolen, Steven MD	Gastroenterology	45 Wells Street, Suite 103, Westerly, RI		
*Note: physician is per diem.				

## **Attachment B**

## Location and Services Provided

### **19 Halls Road, Old Lyme, CT**

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Primary Care

### **194 Howard Street, New London, CT**

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Cardiology  
Endocrinology  
General Surgery  
Joslin Diabetes  
Neurology  
OBGYN  
Outpatient Behavioral Medicine  
Physiatry/Rehab  
Primary Care  
Sleep Medicine  
Walk-in

### **196 Parkway South, Suite 103, Waterford, CT**

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Cardiology  
Primary Care  
Walk-in

### **23 Clara Drive, Mystic, CT**

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Primary Care  
Walk-in

### **248 Flanders Road, Niantic, CT**

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Outpatient Behavioral Medicine  
Primary Care  
Primary Care and Wound Care

### **365 Montauk Ave, New London, CT**

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Inpatient Psychiatry  
Neurology  
Physiatry/Rehab

### **40 Boston Post Road, Waterford, CT**

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Wound Care

### **404 Thames Street, Groton, CT**

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Primary Care

### **91 Voluntown Road, Stonington, CT**

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Endocrinology  
Joslin Diabetes  
Outpatient Behavioral Medicine  
Primary Care  
Walk-in

### **224 Gold Star Highway, Groton, CT**

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Sleep Medicine

### **45 East Avenue, Westerly, RI**

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Dermatology

**25 Wells Street, Westerly, RI**

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Inpatient Psychiatry

**45 Wells Street, Westerly, RI**

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Gastroenterology  
Endocrinology  
OBGYN  
Primary Care  
Dermatology  
Pain Management  
General Surgery  
Orthopedic Surgery

**481 Kingstown Road, Wakefield, RI**

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Pain Management

## **Attachment C**





SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106

PHONE: 860-509-6003

WEBSITE: www.concord-sots.ct.gov

CERTIFICATE OF AMENDMENT
NONSTOCK CORPORATION

FILING #0005648201 PG 01 OF 06 VOL B-02241
FILED 09/08/2016 04:00 PM PAGE 02520
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 81/2 X

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):
NAME: Patricia B. Chouinard
ADDRESS: Shipman & Goodwin LLP
One Constitution Plaza
CITY: Hartford
STATE: CT ZIP: 06103-1919
FILING FEE: \$20
MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"

1. NAME OF CORPORATION:
L&M PHYSICIAN ASSOCIATION, INC.

2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C):
A. AMENDED
B. RESTATED
C. AMENDED AND RESTATED
THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT

3. TEXT OF EACH AMENDMENT / RESTATEMENT:
On August 31, 2016, the Board of Directors of L&M Physician Association, Inc. (the "Corporation") adopted an amendment and restatement of the Corporation's Certificate of Incorporation, in the form attached hereto (the "Restated Certificate"), to take effect as of September 8, 2016 at 4:00 p.m. On August 29, 2016, the sole Member of the Corporation approved the Restated Certificate, which includes the following substantive amendments:
1. The Corporation's purpose has been revised and is included in a new Article 2.
2. A new Article 4 relating to the Corporation's Member and the System Parent replaces the original Article 2.
3. A new Article 5 relating to the Board of Trustees replaces the original Subsections 5.1, and the new Articles 6 through 9 replace the original Subsections 5.2 through 5.8.
4. Article 10 has been added to specify that any amendments to the Corporation's Certificate of Incorporation or Bylaws may only be done with the approval for the Member and the System Parent.

**4. VOTE INFORMATION** (CHECK A,B or C)


**A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.**

**B. THE AMENDMENT WAS DULY APPROVED BY THE INCORPORATORS AND MEMBER APPROVAL WAS NOT REQUIRED.**

**C. THE AMENDMENT WAS DULY APPROVED BY THE BOARD OF DIRECTORS AND MEMBER APPROVAL WAS NOT REQUIRED.**

**5. EXECUTION:**

DATED THIS 17<sup>th</sup> DAY OF September, 20 16

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Chris Lehrach, M.D.	President	

FILING #0005648201 PG 02 OF 06 VOL B-02241  
 FILED 09/08/2016 04:00 PM PAGE 02521  
 SECRETARY OF THE STATE  
 CONNECTICUT SECRETARY OF THE STATE

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION**

**L&M PHYSICIAN ASSOCIATION, INC.**

L&M PHYSICIAN ASSOCIATION, INC. hereby amends and restates its Certificate of Incorporation so that the same shall read in its entirety as follows:

1. Name. The name of the Corporation is L&M PHYSICIAN ASSOCIATION, INC. (the "Corporation").

2. Purposes. The nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation shall be exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall include the following:

(a) to operate and maintain one or more offices or facilities for the study, diagnosis and treatment of human ailments and injuries by licensed persons;

(b) to render medical and surgical treatment, consultation or advice by duly licensed employees or agents of the Corporation to patients without regard to race, color, creed, sex, age or ability to pay for such care and services;

(c) to promote, enhance, improve, and develop medical, surgical and scientific research at providers affiliated with Yale-New Haven Health Services Corporation, including, for so long as such providers are affiliated with the Yale New Haven Health System (the "System") administered by Yale-New Haven Health Services Corporation ("YNNHSC"), which System shall include Lawrence + Memorial Corporation, Lawrence + Memorial Hospital, Westerly Hospital, Bridgeport Hospital, Greenwich Hospital, Yale-New Haven Hospital, and such other providers that may affiliate with the System in the future (the "Affiliated Delivery Networks") and throughout the communities they serve;

(d) to promote, enhance, improve and augment the quality of medical and clinical education and patient care at the Affiliated Delivery Networks and at any other sites determined by the Corporation;

(e) to promote and enhance a high quality of medical care and other human services for the benefit of all persons in the communities it serves;

(f) to augment the planning process for the promotion of the general well-being and human health needs of the communities it serves;

(g) to solicit, accept, hold, invest, reinvest, and administer any contributions, grants, donations, gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort, without limitation as to amount or value, and to

use, disperse or donate the income or principal thereof for exclusively charitable and educational purposes in such manner as, in the judgment of the Board of Trustees and the Member of the Corporation, will best promote the purposes of the Corporation;

(h) to contract for, purchase, receive, own, manage, operate or lease property, real, personal and mixed, wheresoever situated, as may be necessary to promote and further the purposes and objectives of the Corporation; and

(i) to engage in any lawful act or activity for which a medical foundation may be organized under Chapter 594b of the Connecticut General Statutes or for which a nonstock corporation may be organized under Chapter 602 of the Connecticut General Statutes, the Connecticut Revised Nonstock Corporation Act (the "Act").

In furtherance of the purposes set forth herein, the Corporation shall (i) participate as an integral part of the System, which System provides, through the Corporation and its affiliates, comprehensive, cost effective, advanced patient care characterized by safety and clinical and service quality; and (ii) fund and promote activities and programs of the System, including activities and programs of its affiliates, consistent with and in furtherance of the Corporation's charitable purposes and the charitable purposes of all System affiliates.

3. Nonprofit. The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.

4. Member. The Corporation shall have one member, Lawrence + Memorial Corporation (the "Member"). The Member is an affiliate of a "Health System," as defined in Section 33-182aa of the Connecticut General Statutes, overseen by the Member's parent company, Yale New Haven Health Services Corporation (sometimes referred to as the "System Parent"). The Member shall have the rights, powers and privileges provided in the Corporation's Bylaws and by Connecticut law, including certain expressly reserved powers and retained rights described in the Corporation's Bylaws (the "Bylaws"). The Bylaws may provide that certain rights, powers and privileges of the Member shall be reserved exclusively to, or may be subject to the prior approval of, the System Parent.

5. Board of Trustees. Subject to the rights, powers and privileges of the Member or the System Parent, the Corporation shall operate under the management of its Board of Trustees. The Bylaws may provide that certain persons occupying certain positions within or without the Corporation shall be ex-officio trustees, who may be counted in determining a quorum and may have the right to vote as may be provided in the Bylaws. As may be further provided in the Bylaws, the terms of elected trustees may be staggered by dividing the elected trustees into up to three groups so that approximately an equal number of such trustees have terms that expire each year. Trustees may be removed by the Member or at the direction of the System Parent as provided in the Bylaws.

6. Restrictions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of "statements") any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

7. Dissolution. Upon the dissolution or termination of the existence of the Corporation, all of its property and assets, after payment of the lawful debts of the Corporation and the expenses of its dissolution or termination, shall be delivered, conveyed and paid over (subject to any restrictions imposed by any applicable will, deed, grant, conveyance, agreement, memorandum, writing or other governing document) to YNHHS, or, if at the time of the dissolution or termination of the existence of the Corporation, YNHHS is not in existence or does not qualify as exempt under Section 501(c)(3) of the Code, to any organization (or organizations) that qualifies as an organization exempt under Section 501(c)(3) of the Code, in such proportions and for such exclusively charitable, scientific or educational purposes as the Board of Trustees may determine.

8. Limitation of Liability of Trustees. In addition to and not in derogation of any other rights conferred by law, a trustee shall not be personally liable for monetary damages for breach of duty as a trustee in an amount greater than the amount of compensation received by the trustee for serving the Corporation during the year of the violation, provided that such breach did not (a) involve a knowing and culpable violation of law by the trustee, (b) enable the trustee or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the trustee to the Corporation under circumstances in which the trustee was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the trustee's duty to the Corporation. Any lawful repeal or modification of this Section 8 or the adoption of any provision inconsistent herewith by the Board of Trustees or the Member of the Corporation shall not, with respect to a person who is or was a trustee, adversely affect any limitation of liability, right or protection of such person existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith. The limitation of liability of any person who is or was a trustee provided for in this Section 8 shall not be exclusive of any other limitation or elimination of liability contained in, or which may be provided to any person under, Connecticut law.

9. Indemnification. The Corporation shall provide its trustees with the full amount of indemnification that the Corporation is permitted to provide pursuant to the Act. In furtherance of the foregoing, the Corporation shall indemnify its trustees against liability as defined in Section 33-1116(4) of the Act to any person for any action taken, or any failure to take any action, as a trustee, except liability that (1) involved a knowing and culpable violation of law by the trustee, (2) enabled the trustee or an associate to receive an improper personal economic gain, (3) showed a lack of good faith and a conscious disregard for the duty of the trustee to the Corporation under circumstances in which the trustee was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (4) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the trustee's duty to the Corporation.

The Corporation may indemnify and advance expenses to each officer, employee or agent of the Corporation who is not a trustee, or who is a trustee but is made a party to a proceeding in his or her capacity solely as an officer, employee or agent, to the same extent as the Corporation is permitted to provide the same to a trustee, and may indemnify and advance expenses to such persons to the extent permitted by Section 33-1122 of the Act.

Notwithstanding any provision hereof to the contrary, the Corporation shall not indemnify any trustee, officer, employee or agent against any penalty excise taxes assessed against such person under Section 4958 of the Code.

10. Amendment of Certificate of Incorporation and Bylaws. This Certificate of Incorporation and the Bylaws of the Corporation may be amended or repealed, and new Bylaws may be adopted, only with the approval of the Member and the System Parent.

11. References. References in this Certificate of Incorporation to a Section of the Code shall be construed to refer both to such Section and to the regulations promulgated thereunder, as they now exist or may hereafter be amended. References in this Certificate of Incorporation to a provision of the Connecticut General Statutes or any provision of Connecticut law set forth in such Statutes is to such provision of the General Statutes of Connecticut or the corresponding provision(s) of any subsequent Connecticut law. Reference in this Certificate of Incorporation to a provision of the Act is to such provision of the Connecticut Revised Nonstock Corporation Act, as amended, or the corresponding provisions(s) of any subsequent Connecticut law.

STATE OF CONNECTICUT }  
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record  
in this Office.

In Testimony whereof, I have hereunto set my hand  
and affixed the Seal of said State, at Hartford,  
this 9th day of September A.D. 20 16



SECRETARY OF THE STATE

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**AMENDED AND RESTATED BYLAWS**

**OF**

**L+M PHYSICIAN ASSOCIATION, INC.**

ARTICLE I

Name

Section 1.01 Name of Corporation. The name of this Corporation is **L+M Physician Association, Inc.**, and it shall be referred to throughout these Bylaws as the “Corporation.”

ARTICLE II

Role and Purpose of the Corporation; Sole Member

Section 2.01 Role and Purpose of the Corporation. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the “**Code**”), which purposes are set forth in the Corporation’s Certificate of Incorporation, as the same may be amended from time to time. The Corporation’s primary role and purpose is to practice medicine and provide health care services to the public as a medical foundation, pursuant to Chapter 594b of the Connecticut General Statutes, within the health care delivery system (the “**System**”) administered by Yale New Haven Health Services Corporation (“**YNHHSC**” or the “**System Parent**”).

Section 2.02 Sole Member; Lawrence + Memorial Corporation. The Corporation shall have but one (1) member, Lawrence + Memorial Corporation (the “**Member**”), which shall appoint the Board of Trustees of the Corporation (also referred to in these Bylaws as the “**Board**” or “**Board of Trustees**”), adopt, amend and repeal these Bylaws, and have all of the other rights, powers and privileges usually or by law accorded to the members of a nonstock federally tax-exempt corporation and not conferred by these Bylaws on the Board of Trustees of the Corporation. In addition to such other rights, powers and privileges as it may have by law, and subject to the System Parent’s rights, powers and privileges set forth in these Bylaws, the Member shall have the right and power to:

- (a) Approve the philosophy, mission and values of the Corporation and any change thereto;
- (b) Adopt strategic plans for the Corporation;



(c) Recommend to the System Parent targets for the annual operating and cash flow budgets of the Corporation and targets for the annual capital budgets and budget allocations of the Corporation;

(d) Approve the Corporation's annual operating and cash flow budgets, capital budgets, capital allocations, major clinical and/or financial initiatives, and financial plans (including capital and operating budgets);

(e) Approve the formation or acquisition by the Corporation of any new direct or indirect subsidiaries, joint ventures or affiliations;

(f) Approve the Certificate of Incorporation, Bylaws and other governance documents of the Corporation, and any amendments thereto or restatements thereof;

(g) Approve all core competencies and qualifications required for selection of the Corporation's Trustees;

(h) In consultation with and upon recommendation of the Board, appoint all Trustees of the Corporation, and remove, with or without cause, all Trustees or board officers of the Corporation;

(i) In consultation with and upon recommendation of the Board, appoint and remove, determine the compensation for, and conduct the evaluation of, the Executive Director of the Corporation;

(j) Recommend to the System Parent the selection of any auditor of the annual audited financial statements for the Corporation;

(k) Recommend to the System Parent any accounting or debt management programs, establish any debt limits under such programs, approve any variances from such programs or limits for the Corporation, and incur or assume any debt on behalf of the Corporation;

(l) Recommend to the System Parent the incurrence of debt or financing by the Corporation, other than credit purchases of goods or services in the ordinary course of business, except as included in approved capital or operating budgets;

(m) Oversee the Corporation's use, management and investment of its permanent and temporarily restricted endowment funds;

(n) Approve any voluntary change to the federal income tax exemption granted by the IRS to the Corporation under Section 501(c)(3) of the Code;

(o) Initiate or consent to any form of insolvency proceeding undertaken by the Corporation or any direct or indirect subsidiary of the Corporation;

(p) Approve all projects, agreements or transactions undertaken by the Corporation involving the expenditure of funds or divestiture of assets in excess of \$250,000 and not otherwise included in an approved budget;

(q) Approve the services offered by the Corporation, new service lines or termination of existing service lines not otherwise included in an approved budget or a strategic or financial plan;

(r) Approve any sale, lease, transfer, or substantial change in the use of all or substantially all of the assets of the Corporation or any direct or indirect subsidiary of the Corporation;

(s) Approve any merger, consolidation, restructuring, change in corporate ownership, dissolution, or liquidation of the Corporation or any direct or indirect subsidiary or the Corporation;

(t) Approve the acquisition of any real estate or any significant lease arrangement by the Corporation, except as otherwise included in a strategic or financial plan or approved budget;

(u) Approve any management contract or outsourcing arrangement for the Corporation which would substantially impact or alter its operations, or any settlement agreement or consent decree with any local, state or government authorities; and

(v) Approve any change in the primary business name or logo of the Corporation.

Section 2.03 Manner of Action by Member. Any action permitted or required of the Member by law, the Certificate of Incorporation or these Bylaws may be taken by vote of its board of trustees, or by or through any person or persons designated by either its bylaws or its board of trustees to act on its behalf. Any such action may also be taken without a meeting by written communication of a duly authorized representative of the Member acting within the limits of his/her authority. Any such action by the Member or its duly authorized representative shall be filed with the Secretary of the Corporation. Whenever approval by the Member is required by law, the Certificate of Incorporation or these Bylaws, the Member shall attempt to act on a request for approval within the timeframe set forth in any schedule that may be developed from time to time, or if no such schedule exists, in a timely manner.

## ARTICLE III

### System Authority

Section 3.01 System Parent. YNHHS serves as the parent company of the Member and oversees the System and its affiliated entities, including the Corporation.

Section 3.02 Rights and Powers of the System Parent. (a) YNHHS shall, as the parent company of the Corporation's Member, have the ultimate authority to approve any decisions made by the Member by virtue of its rights and powers under state law. Such ultimate authority granted to YNHHS shall include the right and power to approve the following:

- (i) Merger, consolidation, reorganization or dissolution of this Corporation and the creation or acquisition of an interest in any corporate entity, including joint ventures;
- (ii) Amendment or restatement of the mission, Certificate of Incorporation or the Bylaws of this Corporation, or any new or revised "doing business as" name;
- (iii) Adoption of operating and cash flow budgets of the Corporation, including consolidated or combined budgets of this Corporation and all subsidiary organizations of the Corporation within parameters established by the System Parent;
- (iv) Adoption of capital budgets and capital allocations of this Corporation (pursuant to the authority delegated to this Corporation by the Member to adopt such budgets within parameters established by the System Parent);
- (v) Incurring aggregate operating or capital expenditures on an annual basis that exceed operating or capital budgets of the Corporation adopted by the Member by a specified dollar amount to be determined from time to time by the System Parent;
- (vi) Long-term or material agreements including, but not limited to, equity financings, capitalized leases, operating leases and installment contracts; and purchase, sale, lease, disposition, hypothecation, exchange, gift, pledge or encumbrance of any asset, real or personal, with a fair market value in excess of a dollar amount to be determined from time to time by the Member, which shall not be less than 10% of the total annual capital budget of this Corporation;
- (vii) Approval of any new relationships or agreements for undergraduate or graduate medical education programs or any material amendments to or terminations of existing agreements for undergraduate or graduate medical education programs;

(viii) Contracting with an unrelated third party for all or substantially all of the management of the assets or operations of this Corporation;

(ix) Approval of major new programs and clinical services of this Corporation or discontinuation or consolidation of any such program. YNHHSC shall from time to time define the term “major” in this context;

(xi) Approval of strategic plans of this Corporation;

(xii) Adoption of safety and quality assurance policies not in conformity with policies established by YNHHSC;

(xiii) Adoption of any policies relating to compensation of employed physicians or the taking of any other action to establish or adjust compensation of employed physicians. For purposes hereof, compensation shall include salary, fringe benefits and deferred compensation;

(xiv) Appointment of the President of Corporation;

(xiv) Any major activities of the Corporation. “Major activities” shall be those which YNHHSC, by a vote of not less than two-thirds (2/3) of its Board of Trustees, has declared major, by written notice to this Corporation, delivered personally or transmitted by registered or certified mail return receipt requested. Such notice shall specifically identify the matter or matters requiring approval of YNHHSC, and shall refer to this Bylaw provision granting such approval rights to YNHHSC. Notices received pursuant to this section shall be recorded in the minutes of this Corporation and shall be filed with the minutes of this Corporation. Nothing in these Bylaws shall be construed in a manner that is inconsistent with the authorities with respect to the Corporation that are reserved or retained by YNHHSC pursuant to these Bylaws and the Bylaws of YNHHSC.

(b) The System Parent retains authority to take the following actions on behalf of and in the name of this Corporation, directly and without the approval of the Member or Board of this Corporation:

(i) Adoption of targets for the annual operating and cash flow budgets of the Corporation, including consolidated or combined budgets of the Corporation and all subsidiary organizations of the Corporation;

(ii). Adoption of targets for the annual capital budgets and capital allocations of the Corporation;

(iii) Adoption of annual operating, cash flow and annual capital budgets for the Corporation within the targets established by YNHHSC in the event of any failure of the Corporation to do so;

- (iv) Issuance and incurrence of indebtedness on behalf of the Corporation;
- (v) Management and control of the liquid assets of the Corporation, including the authority to cause such assets to be funded to YNHHS or as otherwise directed by YNHHS; and
- (vi) Appointment of the independent auditor for the Corporation and the management of the audit process and compliance process and procedures for the Corporation.

## ARTICLE IV

### Board of Trustees

Section 4.01 Composition. The Board of Trustees shall consist of not fewer than five (5) nor more than eleven (11) Trustees, including *ex officio* Trustees, such number within the variable range to be determined by the Member at its annual meeting. The Member's President and Chief Executive Officer and the Corporation's Executive Director shall serve *ex officio* on the Board and shall each have a vote and be counted for quorum purposes. The Member's Governance Committee shall ensure that: (i) in the event that there are employees of the Member serving as Trustees on the Board at any time who are not physicians, there shall be at least an equal number of physicians serving as Trustees on the Board.

Section 4.02 Election and Terms. Except individuals serving *ex officio* on the Board or as provided otherwise in this Article III, Trustees shall serve a term of three (3) years, or until their resignation, removal or death. Trustees shall be divided into three (3) classes of approximately equal size with approximately equal representation from each Director category. One class of Trustees shall be elected by the Member at each annual meeting from a slate of nominees prepared by the Member's Governance Committee, subject to approval by the System Parent; provided however that in the event the System Parent does not approve any such nominee Director, the Member shall elect a different Director for approval by the System Parent; and provided further that in the event any such successor nominee Director is not approved by the System Parent within thirty (30) days following the System Parent's annual meeting, the System Parent may direct the Member to elect the System Parent's nominee.

Section 4.03 Resignation. A Director may resign at any time by delivering written notice to the Secretary of the Corporation. The resignation shall be effective when the notice is delivered, unless the notice specifies a later effective date.

Section 4.04 Removal. A Director may be removed by the Member at any time, with or without cause. The Member shall remove a Director at the direction of the System Parent.

Section 4.05 Vacancies. A vacancy of a Director shall be filled for the balance of the vacated term by the Member, with the approval of the System Parent.

Section 4.06 Duties and Responsibilities. Subject to the rights, powers and privileges accorded to the Member and System Parent in the Certificate of Incorporation, these Bylaws, or by law, the Board of Trustees shall manage and direct the business, property, and affairs of the Corporation. The Board shall exercise all of the powers of the Corporation in accordance with these Bylaws. Without limiting the foregoing and to the extent applicable to the Corporation's operations, the Board shall have the power to:

(a) Develop and recommend to the Member and System Parent the philosophy, mission and values of the Corporation and any changes thereto;

(b) Develop and recommend to the Member and the System Parent the Corporation's strategic plans;

(c) Develop and recommend to the Member and System Parent the Corporation's annual operating and financial targets, major clinical and/or financial initiatives, and financial plans (including capital and operating budgets);

(d) Annually assess the Corporation's performance against approved budgets, initiatives and strategic plans adopted by the Member and System Parent;

(e) Recommend to the Member and System Parent the sale, transfer or substantial change in use of all or substantially all of the assets, the divestiture, dissolution and/or disposition of assets, closure, merger, consolidation, change in corporate membership or ownership or corporate reorganization of the Corporation or any direct or indirect subsidiary of the Corporation;

(f) Recommend to the Member and System Parent the formation or acquisition by the Corporation of any new direct or indirect subsidiaries, joint ventures or affiliations;

(g) Recommend to the Member and System Parent the introduction or termination of any services to be offered by the Corporation not otherwise included in an approved budget or a strategic or financial plan;

(h) Approve any consent decree or settlements from state and federal authorities, following consultation with the Member;

(i) Recommend to the Member and System Parent changes to the Corporation's Certificate of Incorporation and Bylaws;

(j) Recommend to the Member and System Parent nominations for and removal of Trustees of the Corporation;

(k) Elect officers of the Board, and recommend to the Member the removal of any officer of the Board;

(l) Approve business transactions or material contracts, subject to the rights of the Member set forth in Section 2.02 and System Parent in Section 3.02, not otherwise included in an approved budget or a strategic or financial plan;

(m) Recommend to the System Parent any incurrence or assumption of debt by the Corporation in accordance with the guidelines for accounting and debt management programs established by the Member and System Parent;

(n) Periodically assess the Corporation's Quality Initiatives, including tracking and reporting on the Corporation's performance under quality measures, quality and patient safety programs and initiatives, patient satisfaction and cultural competence initiatives;

(o) Periodically assess the Corporation's policies and programs to assure corporate and regulatory compliance, including all required state and federal license and generally recommended accreditations and certifications;

(p) Periodically assess the Corporation's policies and programs relating to human relations and labor relations;

(q) Periodically assess the Corporation's Development Plans and its Planned Giving Plans;

(r) Periodically assess the Corporation's Community Relations Initiatives and Community Outreach Programs;

(s) Plan and implement policies and programs relating to the Corporation's use, management and investment of its permanent and temporarily restricted endowment funds, annual appeal funds, and net proceeds from special fundraising events; and

(t) Evaluate the Board's performance.

Section 4.07 Compensation. The Trustees shall serve without compensation for their services as Trustees but may be reimbursed by the Corporation for their reasonable expenses and disbursements in that capacity on behalf of the Corporation.

## ARTICLE V

### Meetings of the Board of Trustees

Section 5.01 Annual and Regular Meetings. The annual meeting of the Board shall be held in the month of December on a date to be fixed by the Chair from year to year, unless the Chair shall designate a different date for the annual meeting. The transaction of business at the annual meeting shall be unlimited except as otherwise specified in these Bylaws. There shall

be up to twelve (12) regular meetings of the Board per fiscal year, with a schedule of such meetings to be adopted by resolution of the Board.

Section 5.02 Notice of Annual and Regular Meetings. The Secretary shall give notice of the date, time and place of the annual meeting and each regular meeting of the Board by mail, electronic mail, telecommunications, telephone, facsimile or in person to each member of the Board at least five (5) days in advance of the meeting, except that no notice need be given of a regular meeting held in accordance with a schedule approved by the Board.

Section 5.03 Special Meetings. Special meetings may be called at any time by the Chair, and shall be called by the Chair within seven (7) days of receipt of the written request of any three (3) Trustees. Notice of the date, time, place and purpose of a special meeting shall be given to each member by mail, electronic mail, telecommunications, telephone, facsimile or in person at least twenty-four (24) hours before the scheduled date of the meeting and no business shall be transacted at such meeting other than that specifically set forth in the notice.

Section 5.04 Quorum; Vote Required for Action. A majority of all Trustees shall constitute a quorum at all meetings of the Board. The affirmative vote of a majority of the Trustees present at a meeting at which time a vote is taken shall be the act of the Board, unless the vote of a greater number is required by the Certificate of Incorporation, these Bylaws, or by law. *Ex officio* Trustees shall be counted in determining a quorum and shall be entitled to vote.

Section 5.05 Action Without Meeting. If all members of the Board consent in writing to any action taken or to be taken, the action shall be the same as if authorized at a meeting of the Board; all written consent(s) shall be included in the corporate minutes or filed with the corporate records.

Section 5.06 Participation by Conference Telephone. Any member of the Board may participate in a meeting by means of a conference telephone or similar communications equipment enabling all members of the Board participating in the meeting to hear one another, and such participation shall constitute presence in person at such meeting.

Section 5.07 Agenda and Records of Meetings. There shall be a written agenda for each meeting of the Board, and minutes of each meeting shall be prepared and submitted to the Board for approval by the Secretary or a delegate. Minutes shall reflect attendance at the meeting, and shall be dated, signed and maintained in the corporate records following approval.



## ARTICLE VI

### Officers

Section 6.01 Officers. The officers shall be the Chair, an Executive Director, a Secretary, a Treasurer and such other officers as may from time to time be designated by the Board. The Chair, Secretary and Treasurer shall be chosen from the members of the Board.

Section 6.02 Election. The officers, except for the Executive Director, shall be chosen by the Board at its annual meeting, and shall hold office until the next annual meeting.

Section 6.03 Vacancies. Any vacancy occurring in any office shall be filled promptly by the Board at any Board meeting.

Section 6.04 Removal. Any officer may be removed with or without cause by the Member at any meeting of the board of trustees of the Member, provided that the notice of the meeting specifically states that the purpose or one of the purposes of the meeting is removal of the officer.

Section 6.05 Duties. The duties of the officers shall be as follows:

(a) Chair. The Chair shall preside at all meetings of the Board, shall be an *ex officio* member of all committees, and shall perform other duties incident to the office or delegated by the Board or these Bylaws. In the event of the Chair's absence or disability, a Director who is the Chair's delegate or who is appointed by the Board shall perform the duties of the Chair.

(b) Executive Director. The Executive Director shall be the chief executive officer of the Corporation. The Member shall appoint the Executive Director, who shall serve until his or her death, resignation, disability or removal in accordance with these Bylaws. Subject to the powers expressly reserved to the Board or the Member, the Executive Director shall, in general, supervise and control all the business and affairs of the Corporation, and shall see that the objectives, policies and orders of the Board are properly executed. The Executive Director shall have the power to sign, acknowledge and deliver on behalf of the Corporation all deeds, agreements and other formal instruments. If no Chair has been appointed or in the absence of the Chair, the Executive Director shall preside at each meeting of the Board. In general, he or she shall perform such other duties incident to the office of Executive Director and such other duties as may from time to time be assigned to the Executive Director by these Bylaws, by the Board, or by the Member.

(c) Secretary. The Secretary shall: maintain the minutes of the meetings of the Board in the corporate records; give or cause to be given all notices required by these Bylaws or by law; serve as custodian of the Corporation's records; make such records available to the Board upon its request; and perform all other duties incident to the office or delegated by the Board or these Bylaws.

(d) Treasurer. The Treasurer shall: supervise the receipt and custody of the Corporation's funds and investments; render a full account and statement of the condition of the Corporation's finances at each annual meeting and at such other times as requested by the Board; and perform other duties incident to the office or as may be delegated by the Board or these Bylaws.

## ARTICLE VII

### Committees

Section 7.01 Committees. The Board may create such ad hoc committees from time to time as the Board may deem necessary to carry out special fund raising events or other initiatives of the Board. Committees may not exercise the authority of the Board, and any acts taken by them shall be solely advisory in nature. The members and chairs of each committee shall be appointed by the Board, and each such committee shall consist of at least one (1) Director and two (2) other individuals who may or may not be Trustees. Each committee established by the Board shall be chaired by a Director of the Board. Committee members shall serve at the pleasure of the Board and until their successors are elected.

Section 7.02 Committee Procedures; Action by Committee. Each committee may fix rules of procedure for its business. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The members of a committee may conduct any meeting thereof by conference telephone in accordance with the provisions of Section 4.06.

Section 7.03 "Medical Review Committees." Any committee or subcommittee referred to in or otherwise established in accordance with the provisions of these Bylaws, as well as the Board itself, when engaged in any peer review activity, is intended to be a "medical review committee" within the meaning of that term as set forth in Chapter 368a of the Connecticut General Statutes, as amended from time to time.

## ARTICLE VIII

### Conflict of Interest; Confidentiality

Section 8.01 "Conflict of Interest" Defined; Conflict of Interest and Confidentiality Policies. The Board expects its members to exercise good judgment and follow high ethical standards. Individuals serving the Corporation should never permit private interests to conflict in any way with their obligations to the Corporation and to any entities affiliated with the

Corporation. In addition, all members of the Board must honor the confidential nature of Corporation information and strive to maintain its confidentiality. To this end, from time to time the Board shall adopt a Conflict of Interest Policy and a Confidentiality Policy; such policies shall be deemed by this reference to be a part of these Bylaws. These policies shall be consistent with requirements of state law and the law of tax-exempt organizations, and shall address, among other things: the definition of “confidential materials” and “related persons”; disclosure by Board members; the purchase of goods and services; compensation decisions; and procedures to implement and enforce these policies.

## ARTICLE IX

### Miscellaneous

Section 9.01 Principal Office. The principal office of the Corporation shall be located in New London, Connecticut.

Section 9.02 Waivers of Notice. Whenever any notice of time, place, purpose or any other matter, including any special notice or form of notice, is required or permitted to be given to any person by law or under the provisions of the Certificate of Incorporation or these Bylaws, or of a resolution of the Member or the Board of Trustees, a written waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The Secretary of the Corporation shall cause any such waiver to be filed with or entered upon the records of the Corporation or, in the case of a waiver of notice of a meeting, the records of the meeting. The attendance of any person at or participation in a meeting waives any required notice to that person of the meeting unless at the beginning of the meeting, or promptly upon the person’s arrival, the person objects to the holding of the meeting or the transacting of business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

## ARTICLE X

### Amendments

Section 10.01 Amendments. Except as otherwise provided by the Certificate of Incorporation, or by law, the Member and the System Parent may adopt, amend or repeal these Bylaws.

**Adopted by the Board of Trustees of  
Lawrence + Memorial Corporation on August 29, 2016**

To be effective September 8, 2016

**L&M Physician Association, Inc. d/b/a L+M Medical Group  
Board of Directors  
As of November 2016**

**Name and Employer**

Jon Gaudio, MD, Chair  
L&M Physician Association, Inc.

Bruce Cummings, System CEO  
Ex-officio  
Lawrence + Memorial Corporation, Lawrence + Memorial Hospital, Westerly Hospital

Christopher M. Lehrach, MD  
Ex-officio  
Lawrence + Memorial Hospital

Brenda Applegate, MD, Treasurer  
L&M Physician Association, Inc.

Paul Bourguignon, MD  
L&M Physician Association, Inc.

Anthony Carter, MD, Secretary  
L&M Physician Association, Inc.

Amit Khanna, MD  
L&M Physician Association, Inc.

Christy Stanat, MD  
L&M Physician Association, Inc.

Antonio Toledo, MD  
Retired

Brian Williams, MD  
L&M Physician Association, Inc.

## **Attachment E**

PRICEWATERHOUSECOOPERS LLP  
101 SEAPORT BOULEVARD  
BOSTON MA 02210

\*\*\*\*\*

INSTRUCTIONS FOR FILING  
L&M PHYSICIAN ASSOCIATION INC.  
FORM 8453-EO - EXEMPT ORG. DECLARATION & SIGNATURE FOR E-FILING  
FOR THE PERIOD ENDED SEPTEMBER 30, 2015

\*\*\*\*\*

SIGNATURE...

THE ORIGINAL FORM 8453-EO SHOULD BE SIGNED (USE FULL NAME) AND  
DATED BY THE TAXPAYER.

FILING...

RETURN YOUR SIGNED FORM 8453-EO DECLARATION TO:

PRICEWATERHOUSECOOPERS LLP  
101 SEAPORT BOULEVARD  
BOSTON MA 02210

PAYMENT OF TAX...

NO PAYMENT OF TAX IS REQUIRED.

DO NOT SEPARATELY FILE FORM 990 WITH THE INTERNAL REVENUE SERVICE.  
DOING SO WILL DELAY THE PROCESSING OF YOUR RETURN.

WE MUST RECEIVE YOUR SIGNED FORM BEFORE WE CAN ELECTRONICALLY  
TRANSMIT YOUR RETURN WHICH IS DUE ON AUGUST 15, 2016. WE  
WOULD APPRECIATE YOUR RETURNING THIS FORM AS SOON AS POSSIBLE  
AS THIS WILL EXPEDITE THE PROCESSING OF YOUR RETURN. THE INTERNAL  
REVENUE SERVICE WILL NOTIFY US WHEN YOUR RETURN IS ACCEPTED.  
YOUR RETURN IS NOT CONSIDERED FILED UNTIL THE INTERNAL REVENUE  
SERVICE CONFIRMS THEIR ACCEPTANCE, WHICH MAY OCCUR AFTER THE DUE  
DATE OF YOUR RETURN.

\*\*\*\*\*

# Exempt Organization Declaration and Signature for Electronic Filing

For calendar year 2014, or tax year beginning 10/01, 2014, and ending 09/30, 20 15

# 2014

Department of the Treasury  
Internal Revenue Service

For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868

Name of exempt organization

Employer identification number

L&M PHYSICIAN ASSOCIATION INC.

27-1094375

## Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the type of return being filed with Form 8453-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a below and the amount on that line of the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). If you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

1a Form 990 check here	<input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12) . . .	1b	<u>38034174.</u>
2a Form 990-EZ check here	<input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9) . . . . .	2b	
3a Form 1120-POL check here	<input type="checkbox"/>	b Total tax (Form 1120-POL, line 22) . . . . .	3b	
4a Form 990-PF check here	<input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b	
5a Form 8868 check here	<input type="checkbox"/>	b Balance due (Form 8868, Part I, line 3c or Part II, line 8c) . . . .	5b	

## Part II Declaration of Officer

6  I authorize the U.S. Treasury and its designated Financial Agent to initiate an Automated Clearing House (ACH) electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.

If a copy of this return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I certify that I executed the electronic disclosure consent contained within this return allowing disclosure by the IRS of this Form 990/990-EZ/990-PF (as specifically identified in Part I above) to the selected state agency(ies).

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization's 2014 electronic return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund.

Sign Here  \_\_\_\_\_  VICE PRESIDENT/CFO  
Signature of officer Date Title

## Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer (see instructions)

I declare that I have reviewed the above organization's return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of all forms and information to be filed with the IRS, and have followed all other requirements in Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

ERO's signature	<u><i>Am Coover</i></u>	Date	<u>08/08/2016</u>	Check if also paid preparer	<input checked="" type="checkbox"/>	Check if self-employed	<input type="checkbox"/>	ERO's SSN or PTIN	<u>P01390592</u>
Firm's name (or yours if self-employed), address, and ZIP code	<u>PRICEWATERHOUSECOOPERS LLP</u>			<u>101 SEAPORT BOULEVARD</u>		<u>BOSTON MA 02210</u>		<u>EIN 13-4008324</u>	<u>Phone no. 617-530-5000</u>

Under penalties of perjury, I declare that I have examined the above return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer is based on all information of which the preparer has any knowledge.

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name	Firm's EIN			Phone no.
	Firm's address				

# Return of Organization Exempt From Income Tax

**2014**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990).

**A For the 2014 calendar year, or tax year beginning** 10/01, 2014, and ending 09/30, 2015

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C Name of organization</b> L&M PHYSICIAN ASSOCIATION INC. <b>Doing business as</b> Number and street (or P.O. box if mail is not delivered to street address) Room/suite 365 MONTAUK AVENUE City or town, state or province, country, and ZIP or foreign postal code NEW LONDON, CT 06320			<b>D Employer identification number</b> 27-1094375
	<b>E Telephone number</b> (860) 442-0711			
	<b>G Gross receipts \$</b> 38,034,174.			
	<b>H(a) Is this a group return for subordinates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b) Are all subordinates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)			
<b>I Tax-exempt status:</b> <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			<b>H(c) Group exemption number</b> ▶	
<b>J Website:</b> ▶ N/A				
<b>K Form of organization:</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			<b>L Year of formation:</b> 2009 <b>M State of legal domicile:</b> CT	

**Part I Summary**

<b>Activities &amp; Governance</b>	1	Briefly describe the organization's mission or most significant activities: <u>L&amp;M PHYSICIAN ASSOCIATION, INC. UPHOLDS PROMOTES, AND FURTHERS THE WELFARE, PROGRAMS AND ACTIVITIES OF LAWRENCE &amp; MEMORIAL HOSPITAL.</u>		
	2	Check this box <input type="checkbox"/> 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)	<b>3</b>	12.
	4	Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	1.
	5	Total number of individuals employed in calendar year 2014 (Part V, line 2a)	<b>5</b>	471.
	6	Total number of volunteers (estimate if necessary)	<b>6</b>	1.
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	0
7b	Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	0	
<b>Revenue</b>	8	Contributions and grants (Part VIII, line 1h)	0	0
	9	Program service revenue (Part VIII, line 2g)	33,586,961.	38,034,174.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-31,600.	0
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	33,555,361.	38,034,174.
<b>Expenses</b>	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	43,822,090.	44,051,706.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	16b	Total fundraising expenses (Part IX, column (D), line 25) ▶	0	
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	12,866,666.	15,885,809.	
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	56,688,756.	59,937,515.	
19	Revenue less expenses. Subtract line 18 from line 12	-23,133,395.	-21,903,341.	
<b>Net Assets or Fund Balances</b>	20	Total assets (Part X, line 16)	8,302,421.	6,588,832.
	21	Total liabilities (Part X, line 26)	9,219,330.	9,347,580.
	22	Net assets or fund balances. Subtract line 21 from line 20	-916,909.	-2,758,748.

**Part II Signature Block**

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

<b>Sign Here</b>	▶ Signature of officer	Date			
	▶ SETH VAN ESSENDELFT Type or print name and title	VICE PRESIDENT/CFO			
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	ERIN COUTURE	<i>Erin Couture</i>	08/08/2016	<input type="checkbox"/>	P01390592
	Firm's name ▶ PRICEWATERHOUSECOOPERS LLP	Firm's EIN ▶ 13-4008324		Phone no. 617-530-5000	
Firm's address ▶ 101 SEAPORT BOULEVARD BOSTON, MA 02210					

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

For Paperwork Reduction Act Notice, see the separate instructions.



- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

<p><b>Type or print</b></p> <p>File by the due date for filing your return. See instructions.</p>	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	L&M PHYSICIAN ASSOCIATION INC.	27-1094375
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	365 MONTAUK AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW LONDON, CT 06320	

Enter the Return code for the return that this application is for (file a separate application for each return)  0  1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of **► SETH VAN ESSENDELFT, 365 MONTAUK AVENUE NEW LONDON, CT 06320**  
Telephone No. **► 860 442-0711** Fax No. **► 860 444-3736**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 08/15, 2016.
- For calendar year \_\_\_\_\_, or other tax year beginning 10/01, 2014, and ending 09/30, 2015.
- If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO FILE AND COMPLETE AN ACCURATE RETURN.

<b>8a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b> \$	0
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b> \$	0
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b> \$	0

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **►**  Title **►** CEO Date **►** 5/2/16

Mailed 2-9-16  
w/ LHM Ext

Form **8868**

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

(Rev. January 2014)

Department of the Treasury  
Internal Revenue Service

File a separate application for each return.  
Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box  **X**
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete **Part II** unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only  **X**

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. L&M PHYSICIAN ASSOCIATION INC.	Employer identification number (EIN) or 27-1094375
	Number, street, and room or suite no. If a P.O. box, see instructions. 365 MONTAUK AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW LONDON, CT 06320	
	Enter the Return code for the return that this application is for (file a separate application for each return) <input type="text" value="0"/> <input type="text" value="1"/>	

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of **SETH VAN ESSENDELFT, 365 MONTAUK AVENUE NEW LONDON, CT 06320**
- Telephone No. **860 442-0711** FAX No. **860 444-3736**

- If the organization does not have an office or place of business in the United States, check this box  **X**
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  **X** . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **05/15, 20 16**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

calendar year 20 \_\_\_\_ or  tax year beginning **10/01, 20 14**, and ending **09/30, 20 15**.

2 If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	0
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	0
c	<b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

**Part III Statement of Program Service Accomplishments**

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

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

TO BENEFIT THE HEALTH STATUS OF THE COMMUNITY SERVED BY THE HOSPITAL THROUGH INTEGRATING VARIOUS PHYSICIANS AND OTHER HEALTHCARE PROFESSIONALS.

**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 \$ 53,364,464. including grants of \$ ) (Revenue \$ 38,034,174. )

L&M PHYSICIAN ASSOCIATION, INC. SUPPORTS LAWRENCE & MEMORIAL HOSPITAL AND LMW HEALTHCARE'S COMMITMENT TO ADVANCE THE HEALTH AND WELL-BEING OF THE INDIVIDUALS IN THE HOSPITALS' SERVICE AREA (WHICH IS GREATER NEW LONDON, CT AND WESTERLY, RI) BY ENGAGING PHYSICIANS TO PROVIDE PHYSICIAN SERVICES TO THE HOSPITALS AND ORGANIZATIONS AFFILIATED WITH THE HOSPITALS FOR THE PURPOSE OF PRACTICING MEDICINE AND PROVIDING HEALTH CARE SERVICES AS A MEDICAL FOUNDATION.

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

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

**4d** Other program services (Describe in Schedule O.)  
(Expenses \$ including grants of \$ ) (Revenue \$ )

**4e** Total program service expenses ▶ 53,364,464.

**Part IV Checklist of Required Schedules**

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

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

		Yes	No
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> . . . . .		X
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> . . . . .		X
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> . . . . .	X	
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> . . . . .		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .		
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? . . . . .		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .		
25a	<b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i> . . . . .		X
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> . . . . .		X
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> . . . . .		X
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> . . . . .		X
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> . . . . .		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .		X
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> . . . . .		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i> . . . . .		X
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> . . . . .		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i> . . . . .		X
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> . . . . .		X
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> . . . . .		X
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> . . . . .	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)? . . . . .	X	
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> . . . . .	X	
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i> . . . . .		X
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> . . . . .		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O. . . . .	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question numbers (1a-14b), Yes/No checkboxes, and numerical responses. Includes questions about Form 1096, Form W-2G, backup withholding, Form W-3, unrelated business gross income, foreign accounts, prohibited tax shelter transactions, and charitable contributions.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (12), 1b (1), 2 (X), 3 (X), 4 (X), 5 (X), 6 (X), 7a (X), 7b (X), 8a (X), 8b (X), 9 (X).

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
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:

SETH VAN ESSENDELFT 365 MONTAUK AVENUE NEW LONDON, CT 06320

860-442-0711

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) BRENDA APPELATE, MD TREASURER	40.00 0	X		X				189,372.	0	33,804.
(2) ROBERT CIOTOLA, MD DIRECTOR	40.00 0	X						182,144.	0	26,021.
(3) JON GAUDIO, MD DIRECTOR	40.00 0	X						606,732.	0	37,170.
(4) ANTONIO TOLEDO, MD DIRECTOR	2.00 0	X						0	0	0
(5) BRUCE CUMMINGS DIRECTOR/EX-OFFICIO	2.00 38.00	X		X				0	619,828.	112,426.
(6) CHRISTOPHER LEHRACH, MD PRESIDENT	2.00 38.00	X		X				0	354,328.	66,396.
(7) H ANTHONY CARTER, MD SECRETARY	40.00 0	X		X				281,160.	0	17,703.
(8) PAUL BOURGUIGNON, MD DIRECTOR	40.00 0	X						332,985.	2,500.	27,579.
(9) R. PRESTON LAMBERTON, MD CHAIRMAN (AS OF 12/14)	36.00 4.00	X		X				135,054.	75,727.	25,972.
(10) AMIT KHANNA, MD DIRECTOR (AS OF 12/14)	38.00 2.00	X						252,150.	146,086.	39,509.
(11) CHRISTY STANAT, MD DIRECTOR (AS OF 12/14)	40.00 0	X						266,371.	0	5,598.
(12) BRIAN WILLIAMS, MD DIRECTOR (AS OF 12/14)	40.00 0	X						136,368.	0	28,668.
(13) SETH VAN ESSENDELFT VICE PRESIDENT/CFO	2.00 38.00			X				0	125,051.	15,617.
(14) MAUREEN ANDERSON, ATTORNEY ASSISTANT SECRETARY	2.00 38.00			X				0	273,321.	54,018.



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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
15) ROSHANAK BAGHERI, MD PHYSICIAN	40.00 0					X	567,989.	0	31,400.	
16) PATRICK DOHERTY, MD PHYSICIAN	40.00 0					X	1,456,935.	0	36,486.	
17) SEPEHR SAJJAD, MD PHYSICIAN	40.00 0					X	619,859.	0	16,167.	
18) ADRIAN HAMBURGER, MD PHYSICIAN	38.00 2.00					X	757,524.	2,500.	37,179.	
19) MICHAEL HARWOOD, MD PHYSICIAN	40.00 0					X	504,674.	0	37,179.	
20) PAMELA KANE EXECUTIVE DIRECTOR(UNTIL 7/14)	0 0						0	464,194.	29,956.	
21) LUGENE INZANA TREASURER (UNTIL 2/14)	0 0						0	114,456.	8,724.	
22) JIM MOYLAN INTERIM CFO (02/14 TO 07/14)	0 0						0	124,500.	0	
23) KIMBERLY KALAJAINEN SECRETARY (UNTIL 12/2013)	0 40.00						0	245,872.	53,122.	
<b>1b Sub-total</b> . . . . .							2,382,336.	1,596,841.	490,481.	
<b>c Total from continuation sheets to Part VII, Section A</b> . . . . .							3,906,981.	951,522.	250,213.	
<b>d Total (add lines 1b and 1c)</b> . . . . .							6,289,317.	2,548,363.	740,694.	

**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 **▶** 86

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

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶** 0

**Part VIII Statement of Revenue**

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>					
	<b>b</b> Membership dues . . . . .	<b>1b</b>					
	<b>c</b> Fundraising events . . . . .	<b>1c</b>					
	<b>d</b> Related organizations . . . . .	<b>1d</b>					
	<b>e</b> Government grants (contributions), . . . . .	<b>1e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above . . . . .	<b>1f</b>					
	<b>g</b> Noncash contributions included in lines 1a-1f: \$ _____						
	<b>h Total.</b> Add lines 1a-1f . . . . . ▶			0			
<b>Program Service Revenue</b>	<b>Business Code</b>						
	<b>2a</b> NET PATIENT REVENUE		621110	29,089,749.	29,089,749.		
	<b>b</b> PURCHASED SERVICES		621110	8,944,425.	8,944,425.		
	<b>c</b> _____						
	<b>d</b> _____						
	<b>e</b> _____						
	<b>f</b> All other program service revenue . . . . .						
	<b>g Total.</b> Add lines 2a-2f . . . . . ▶			38,034,174.			
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts). . . . . ▶			0			
	<b>4</b> Income from investment of tax-exempt bond proceeds . ▶			0			
	<b>5</b> Royalties . . . . . ▶			0			
	<b>6a</b> Gross rents . . . . .	(i) Real	(ii) Personal				
		<b>b</b> Less: rental expenses . . . . .					
		<b>c</b> Rental income or (loss) . . . . .					
		<b>d Net rental income or (loss)</b> . . . . . ▶			0		
	<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		<b>b</b> Less: cost or other basis and sales expenses . . . . .					
		<b>c</b> Gain or (loss) . . . . .					
		<b>d Net gain or (loss)</b> . . . . . ▶			0		
	<b>8a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 . . . . . <b>a</b>						
		<b>b</b> Less: direct expenses . . . . . <b>b</b>					
		<b>c Net income or (loss) from fundraising events.</b> . . . . . ▶			0		
	<b>9a</b> Gross income from gaming activities. See Part IV, line 19 . . . . . <b>a</b>						
<b>b</b> Less: direct expenses . . . . . <b>b</b>							
<b>c Net income or (loss) from gaming activities.</b> . . . . . ▶				0			
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . . <b>a</b>							
	<b>b</b> Less: cost of goods sold . . . . . <b>b</b>						
	<b>c Net income or (loss) from sales of inventory.</b> . . . . . ▶			0			
<b>Miscellaneous Revenue</b>			<b>Business Code</b>				
<b>11a</b> _____							
<b>b</b> _____							
<b>c</b> _____							
<b>d</b> All other revenue . . . . .							
<b>e Total.</b> Add lines 11a-11d . . . . . ▶				0			
<b>12 Total revenue.</b> See instructions . . . . . ▶				38,034,174.	38,034,174.		

**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

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	(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 . . . . .	0			
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, lines 15 and 16 . . . . .	0			
4 Benefits paid to or for members . . . . .	0			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	2,792,035.	2,589,054.	202,981.	
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 . . . . .	34,415,973.	31,912,944.	2,503,029.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	858,049.	795,646.	62,403.	
9 Other employee benefits . . . . .	3,963,992.	3,675,705.	288,287.	
10 Payroll taxes . . . . .	2,021,657.	1,874,629.	147,028.	
11 Fees for services (non-employees):				
a Management . . . . .	0			
b Legal . . . . .	211,702.		211,702.	
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.) . . . . .	2,991,849.	2,982,849.	9,000.	
12 Advertising and promotion . . . . .	0			
13 Office expenses . . . . .	572,030.	497,604.	74,426.	
14 Information technology . . . . .	0			
15 Royalties . . . . .	0			
16 Occupancy . . . . .	3,269,211.	3,078,709.	190,502.	
17 Travel . . . . .	138,062.	136,010.	2,052.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings . . . . .	0			
20 Interest . . . . .	0			
21 Payments to affiliates . . . . .	0			
22 Depreciation, depletion, and amortization . . . . .	227,378.	227,378.		
23 Insurance . . . . .	2,924,993.	2,924,993.		
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a PURCHASED SERVICES -----	3,235,168.	1,278,829.	1,956,339.	
b MEDICAL & SURGICAL -----	1,354,545.	1,352,115.	2,430.	
c CONSULTING -----	922,460.		922,460.	
d EQUIP RENTAL & MAINT -----	33,130.	31,380.	1,750.	
e All other expenses -----	5,281.	6,619.	-1,338.	
<b>25 Total functional expenses.</b> Add lines 1 through 24e	<b>59,937,515.</b>	<b>53,364,464.</b>	<b>6,573,051.</b>	
<b>26 Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) . . . . .	0			

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing	1,901,701.	<b>1</b>	1,742,691.
	<b>2</b> Savings and temporary cash investments	0	<b>2</b>	0
	<b>3</b> Pledges and grants receivable, net	0	<b>3</b>	0
	<b>4</b> Accounts receivable, net	2,378,629.	<b>4</b>	997,949.
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	<b>5</b>	0
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	<b>6</b>	0
	<b>7</b> Notes and loans receivable, net	0	<b>7</b>	0
	<b>8</b> Inventories for sale or use	0	<b>8</b>	0
	<b>9</b> Prepaid expenses and deferred charges	545,698.	<b>9</b>	84,040.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	<b>10a</b> 2,241,089.		
	<b>b</b> Less: accumulated depreciation	<b>10b</b> 1,200,400.	1,049,899.	<b>10c</b> 1,040,689.
	<b>11</b> Investments - publicly traded securities	0	<b>11</b>	0
	<b>12</b> Investments - other securities. See Part IV, line 11	0	<b>12</b>	0
	<b>13</b> Investments - program-related. See Part IV, line 11	0	<b>13</b>	0
	<b>14</b> Intangible assets	0	<b>14</b>	0
	<b>15</b> Other assets. See Part IV, line 11	2,426,494.	<b>15</b>	2,723,463.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34)	8,302,421.	<b>16</b>	6,588,832.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses	343,515.	<b>17</b>	201,568.
	<b>18</b> Grants payable	0	<b>18</b>	0
	<b>19</b> Deferred revenue	0	<b>19</b>	0
	<b>20</b> Tax-exempt bond liabilities	0	<b>20</b>	0
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D	0	<b>21</b>	0
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	<b>22</b>	0
	<b>23</b> Secured mortgages and notes payable to unrelated third parties	0	<b>23</b>	0
	<b>24</b> Unsecured notes and loans payable to unrelated third parties	0	<b>24</b>	0
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	8,875,815.	<b>25</b>	9,146,012.
	<b>26 Total liabilities.</b> Add lines 17 through 25	9,219,330.	<b>26</b>	9,347,580.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets	-916,909.	<b>27</b>	-2,758,748.
	<b>28</b> Temporarily restricted net assets	0	<b>28</b>	0
	<b>29</b> Permanently restricted net assets	0	<b>29</b>	0
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds		<b>32</b>	
<b>33</b> Total net assets or fund balances	-916,909.	<b>33</b>	-2,758,748.	
<b>34</b> Total liabilities and net assets/fund balances	8,302,421.	<b>34</b>	6,588,832.	

**Part XI Reconciliation of Net Assets**

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

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	38,034,174.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	59,937,515.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	-21,903,341.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	-916,909.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	0
<b>6</b>	Donated services and use of facilities	<b>6</b>	0
<b>7</b>	Investment expenses	<b>7</b>	0
<b>8</b>	Prior period adjustments	<b>8</b>	0
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	20,061,502.
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	-2,758,748.

**Part XII Financial Statements and Reporting**

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

- 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
- 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
- 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.
- 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? .....
- 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.

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

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

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

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

▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

**2014**

**Open to Public Inspection**

Name of the organization L&M PHYSICIAN ASSOCIATION INC.	Employer identification number 27-1094375
--	--

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

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A) L & M HOSPITAL	06-0646704	03	X		0	0
(B)						
(C)						
(D)						
(E)						
<b>Total</b>						

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

Schedule A (Form 990 or 990-EZ) 2014

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

Section A. Public Support

Table with 7 columns: (a) 2010, (b) 2011, (c) 2012, (d) 2013, (e) 2014, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2010, (b) 2011, (c) 2012, (d) 2013, (e) 2014, (f) Total. Rows include: 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; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities; 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

Table with 3 columns: Line number, Description, and Percentage. Rows include: 14 Public support percentage for 2014; 15 Public support percentage from 2013 Schedule A; 16a 33 1/3% support test - 2014; b 33 1/3% support test - 2013; 17a 10%-facts-and-circumstances test - 2014; b 10%-facts-and-circumstances test - 2013; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2010, (b) 2011, (c) 2012, (d) 2013, (e) 2014, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2010, (b) 2011, (c) 2012, (d) 2013, (e) 2014, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.)

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

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, 2014, 2013. Row 15: Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2013 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2014, 2013. Row 17: Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2013 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2014. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

19b 33 1/3% support tests - 2013. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.



**Part IV Supporting Organizations**

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

**Section A. All Supporting Organizations**

	Yes	No
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>	X	
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>		X
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>		X
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>		
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>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.</i>		X
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>		
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>		
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>		X
b <b>Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c <b>Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations; (b) individuals that are part of the charitable class benefited by one or more of its supported organizations; or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		X
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		X
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).</i>		X
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>		X
b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		X
c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		X
10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer (b) below.</i>		X
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>		

**Part IV Supporting Organizations** (continued)

	Yes	No
<b>11</b> Has the organization accepted a gift or contribution from any of the following persons?		
<b>a</b> A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		X
<b>b</b> A family member of a person described in (a) above?		X
<b>c</b> 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>		X

**Section B. Type I Supporting Organizations**

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

**Section C. Type II Supporting Organizations**

	Yes	No
<b>1</b> 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>		

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

	Yes	No
<b>1</b> Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
<b>2</b> 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>		
<b>3</b> 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>		

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

<b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):			
<b>a</b> <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
<b>b</b> <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
<b>c</b> <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
<b>2</b> Activities Test. Answer (a) and (b) below.		Yes	No
<b>a</b> 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>			
<b>b</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>			
<b>3</b> Parent of Supported Organizations. Answer (a) and (b) below.			
<b>a</b> 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>			
<b>b</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>			

**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. **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

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

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

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

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

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

PART IV, SECTION B, LINE 1

THE ORGANIZATION'S SUPPORTED ORGANIZATION IS LAWRENCE & MEMORIAL HOSPITAL ("L&M HOSPITAL" OR THE HOSPITAL). THE HOSPITAL'S PARENT, LAWRENCE & MEMORIAL CORPORATION (THE "CORPORATION" OR THE "SYSTEM PARENT"), HAS THE RIGHT TO APPOINT THE BOARD OF DIRECTORS OF THE ORGANIZATION. THE SYSTEM PARENT OVERSEES A COMPREHENSIVE AND INTEGRATED HEALTH CARE DELIVERY SYSTEM OPERATED BY THE SYSTEM'S AFFILIATED ENTITIES, INCLUDING THE HOSPITAL AND THE ORGANIZATION. THE SYSTEM PARENT IS ALSO A SUPPORTING ORGANIZATION TO THE HOSPITAL. IN ADDITION, THE MAJORITY OF THE ORGANIZATION'S OFFICERS ARE ALSO OFFICERS OR KEY EMPLOYEES OF THE HOSPITAL. THEREFORE, THE HOSPITAL, THROUGH ITS PARENT AND THROUGH ITS EMPLOYEES, IS ABLE TO EFFECTIVELY OPERATE, SUPERVISE AND CONTROL THE ORGANIZATION'S ACTIVITIES.

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

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

2014

Department of the Treasury Internal Revenue Service

Attach to Form 990.

Open to Public Inspection

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

Name of the organization

Employer identification number

L&M PHYSICIAN ASSOCIATION INC.

27-1094375

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: Line number, Description, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor advised funds.

Part II Conservation Easements.

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

Table with 3 columns: Line number, Description, Held at the End of the Tax Year. Includes questions 1-9 regarding conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 3 columns: Line number, Description, Amount. Includes questions 1a, 1b, 2, 2a, 2b regarding art and historical treasures.

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

Schedule D (Form 990) 2014

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

- 3** Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a**  Public exhibition
  - b**  Scholarly research
  - c**  Preservation for future generations
  - d**  Loan or exchange programs
  - e**  Other \_\_\_\_\_
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

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

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No
- b** If "Yes," explain the arrangement in Part XIII and complete the following table:
- |  | Amount    |
|--|-----------|
| <b>c</b> Beginning balance             | <b>1c</b> |
| <b>d</b> Additions during the year     | <b>1d</b> |
| <b>e</b> Distributions during the year | <b>1e</b> |
| <b>f</b> Ending balance                | <b>1f</b> |
- 2a** Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  Yes  No
- b** If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

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

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

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

- a** Board designated or quasi-endowment  %
  - b** Permanent endowment  %
  - c** Temporarily restricted endowment  %
- The percentages in lines 2a, 2b, and 2c should equal 100%.

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

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

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

**Part VI Land, Buildings, and Equipment.** Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
<b>1a</b> Land				
<b>b</b> Buildings				
<b>c</b> Leasehold improvements		1,062,737.	553,301.	509,436.
<b>d</b> Equipment		1,178,352.	647,099.	531,253.
<b>e</b> Other				
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,040,689.

**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

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

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

**Part IX Other Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) OTHER NOTES & LOANS REC	2,723,463.
(2) _____	
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	2,723,463.

**Part X Other Liabilities.**

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) OTHER LIABILITIES	4,855,295.
(3) SALARIES, WAGES, P/R TAXES	4,290,717.
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	9,146,012.

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



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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

Table with 5 main rows and sub-rows (a-e) for adjustments. Columns include description, sub-row labels (2a-2d, 4a-4b), and final totals (1, 2e, 3, 4c, 5).

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

Table with 5 main rows and sub-rows (a-e) for adjustments. Columns include description, sub-row labels (2a-2d, 4a-4b), and final totals (1, 2e, 3, 4c, 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.

SCHEDULE D, PART X, LINE 2

THE ORGANIZATION'S CONSOLIDATED FINANCIAL STATEMENTS DO NOT INCLUDE A FIN

48 FOOTNOTE.

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

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**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

L&M PHYSICIAN ASSOCIATION INC.

**Compensation Information**

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](http://www.irs.gov/form990).

OMB No. 1545-0047

**2014**

**Open to Public  
Inspection**

Employer identification number

27-1094375

**Part I Questions Regarding Compensation**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	Yes	No
<b>1a</b>		
<b>1b</b>		
<b>2</b>		
<b>3</b>		
<b>4a</b>	X	
<b>4b</b>	X	
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>	X	
<b>8</b>		X
<b>9</b>		

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

Schedule J (Form 990) 2014

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 PAMELA KANE EXECUTIVE DIRECTOR (UNTIL 7/14)	(i)	0	0	0	0	0	0	0
	(ii)	141,816.	0	322,378.	10,400.	19,556.	494,150.	11,940.
2 LUGENE INZANA TREASURER (UNTIL 2/14)	(i)	0	0	0	0	0	0	0
	(ii)	61,251.	0	53,205.	4,002.	4,722.	123,180.	0
3 BRENDA APPLGATE, MD TREASURER	(i)	154,218.	34,704.	450.	7,560.	26,244.	223,176.	0
	(ii)	0	0	0	0	0	0	0
4 ROBERT CIOTOLA, MD DIRECTOR	(i)	154,959.	25,895.	1,290.	7,483.	18,538.	208,165.	0
	(ii)	0	0	0	0	0	0	0
5 JON GAUDIO, MD DIRECTOR	(i)	336,968.	269,314.	450.	10,400.	26,770.	643,902.	0
	(ii)	0	0	0	0	0	0	0
6 ROSHANAK BAGHERI, MD PHYSICIAN	(i)	337,093.	230,206.	690.	10,400.	21,000.	599,389.	0
	(ii)	0	0	0	0	0	0	0
7 PATRICK DOHERTY, MD PHYSICIAN	(i)	680,850.	775,998.	87.	10,400.	26,086.	1,493,421.	0
	(ii)	0	0	0	0	0	0	0
8 BRUCE CUMMINGS DIRECTOR/EX-OFFICIO	(i)	0	0	0	0	0	0	0
	(ii)	600,546.	0	19,282.	91,492.	20,934.	732,254.	0
9 CHRISTOPHER LEHRACH, MD PRESIDENT	(i)	0	0	0	0	0	0	0
	(ii)	334,345.	0	19,983.	40,126.	26,270.	420,724.	0
10 H ANTHONY CARTER, MD SECRETARY	(i)	260,656.	20,000.	504.	0	17,703.	298,863.	0
	(ii)	0	0	0	0	0	0	0
11 PAUL BOURGUIGNON, MD DIRECTOR	(i)	271,594.	60,941.	450.	800.	26,779.	360,564.	0
	(ii)	2,500.	0	0	0	0	2,500.	0
12 JIM MOYLAN INTERIM CFO (02/14 TO 07/14)	(i)	0	0	0	0	0	0	0
	(ii)	124,500.	0	0	0	0	124,500.	0
13 SEPEHR SAJJAD, MD PHYSICIAN	(i)	547,153.	72,436.	270.	0	16,167.	636,026.	0
	(ii)	0	0	0	0	0	0	0
14 KIMBERLY KALAJAINEN SECRETARY (UNTIL 12/2013)	(i)	0	0	0	0	0	0	0
	(ii)	245,062.	0	810.	27,986.	25,136.	298,994.	0
15 R. PRESTON LAMBERTON, M CHAIRMAN (AS OF 12/14)	(i)	120,205.	13,554.	1,295.	5,504.	10,919.	151,477.	0
	(ii)	67,806.	483.	7,438.	2,975.	6,574.	85,276.	0
16 MAUREEN ANDERSON, ATTOR ASSISTANT SECRETARY	(i)	0	0	0	0	0	0	0
	(ii)	272,511.	0	810.	30,694.	23,324.	327,339.	0

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred in prior Form 990	
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation					
1	ADRIAN HAMBURGER, MD PHYSICIAN	(i)	311,845.	445,409.	270.	10,400.	26,779.	794,703.	0
		(ii)	2,500.	0	0	0	0	2,500.	0
2	MICHAEL HARWOOD, MD PHYSICIAN	(i)	277,887.	226,517.	270.	10,400.	26,779.	541,853.	0
		(ii)	0	0	0	0	0	0	0
3	AMIT KHANNA, MD DIRECTOR (AS OF 12/14)	(i)	178,976.	72,978.	196.	9,900.	16,490.	278,540.	0
		(ii)	96,910.	26,958.	22,218.	2,795.	10,324.	159,205.	0
4	CHRISTY STANAT, MD DIRECTOR (AS OF 12/14)	(i)	265,451.	0	920.	0	5,598.	271,969.	0
		(ii)	0	0	0	0	0	0	0
5	BRIAN WILLIAMS, MD DIRECTOR (AS OF 12/14)	(i)	117,735.	17,943.	690.	5,798.	22,870.	165,036.	0
		(ii)	0	0	0	0	0	0	0
6		(i)							
		(ii)							
7		(i)							
		(ii)							
8		(i)							
		(ii)							
9		(i)							
		(ii)							
10		(i)							
		(ii)							
11		(i)							
		(ii)							
12		(i)							
		(ii)							
13		(i)							
		(ii)							
14		(i)							
		(ii)							
15		(i)							
		(ii)							
16		(i)							
		(ii)							

**Part III Supplemental Information**

Complete this part to 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.

SCHEDULE J, PART I, LINE 3

LAWRENCE & MEMORIAL HOSPITAL, A RELATED ORGANIZATION'S EXECUTIVE COMPENSATION COMMITTEE ANNUALLY REVIEWS THE SALARIES OF ITS EXECUTIVE MANAGEMENT AND KEY EMPLOYEES. UTILIZING INDEPENDENT COMPENSATION CONSULTANTS, THE EXECUTIVE COMPENSATION COMMITTEE MAKES ITS RECOMMENDATIONS.

SCHEDULE J, PART I, LINE 4A

ON JULY 25, 2014, PAMELA KANE'S POSITION OF VICE PRESIDENT OF PHYSICIAN PRACTICE WAS ELIMINATED. UNDER THE TERMS OF HER SEVERANCE AGREEMENT, L&M HOSPITAL PAID MS. KANE IN ONE LUMP SUM, ONE YEAR OF SEVERANCE AT HER ANNUAL SALARY OF \$253,822. AS AN ADDITIONAL SEVERANCE PAYMENT, L&M HOSPITAL ALSO PAID MS. KANE \$11,940 IN ONE LUMP SUM FOR THE VALUE OF THE UNVESTED YEAR OF HER 401(K).

SCHEDULE J, PART I LINE 4B

LAWRENCE & MEMORIAL HOSPITAL, A RELATED ORGANIZATION, ESTABLISHED A SECTION 457(F) SUPPLEMENTAL PLAN FOR THE HOSPITAL'S SENIOR MANAGEMENT. AMOUNTS FOR BRUCE CUMMINGS ARE CREDITED TO THE RETIREMENT ACCOUNT IN

**Part III Supplemental Information**

Complete this part to 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.

MONTHLY INSTALLMENTS THROUGHOUT EACH PLAN YEAR, AND AMOUNTS FOR ALL OTHER MEMBERS OF SENIOR MANAGEMENT ARE CREDITED ANNUALLY. PLAN AMOUNTS ARE SUBJECT TO FORFEITURE AND/OR PAYMENT ONLY IF CERTAIN CONDITIONS ARE MET, INCLUDING REMAINING EMPLOYED BY THE HOSPITAL THROUGH AGE 65 AS OUTLINED IN THE AGREEMENT. SECTION 457(F) CONTRIBUTIONS FOR THE CALENDAR YEAR 2014 WERE CREDITED TOWARDS THE PLAN AS FOLLOWS AND ARE REPORTED IN SCHEDULE J, PART II, COLUMN (C):

BRUCE CUMMINGS	\$81,092
KIMBERLY KALAJAINEN	\$17,806
CHRISTOPHER LEHRACH	\$29,726
SETH VAN ESSENDELFT	\$8,884
MAUREEN ANDERSON	\$20,294

SCHEDULE J, PART I LINE 7

BONUSES ARE PROVIDED AT THE DISCRETION OF SENIOR MANAGEMENT. THE CALCULATION IS BASED ON A RELATIVE VALUE UNIT PRODUCTIVITY MODEL AND OTHER PERFORMANCE MEASURES.

**Part III Supplemental Information**

Complete this part to 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.

## SCHEDULE J, PART II

BOARD MEMBERS ROBERT CIOTOLA, MD, JON GAUDIO, MD, BRENDA APPEGATE, MD,  
CRISTY STANAT, MD, BRIAN WILLIAMS, MD, R. PRESTON LAMBERTON MD, H.  
ANTHONY CARTER MD, AMIT KHANNA, MD AND PAUL BOURGUIGNON MD, RECEIVE  
COMPENSATION FROM THE ORGANIZATION FOR THEIR SERVICES AS PHYSICIANS, NOT  
AS BOARD MEMBERS.

DURING THE CALENDAR YEAR 2014, LAWRENCE & MEMORIAL HOSPITAL PAID  
COMPENSATION TO JIM MOYLAN CONSULTING IN THE AMOUNT OF \$124,500 FOR  
SERVICES RENDERED BY JIM MOYLAN IN HIS ROLE AS INTERIM VP/CFO FROM 2/14 -  
8/14.



**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

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

**Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.**

OMB No. 1545-0047

**2014**

**Open to Public  
Inspection**

Name of the organization

L&M PHYSICIAN ASSOCIATION INC.

Employer identification number

27-1094375

FORM 990, PART VI, LINE 2

SETH VAN ESSENDELFT AND MAUREEN ANDERSON SERVE ON THE BOARD OF L&M  
INDEMNITY, A RELATED ORGANIZATION.

FORM 990, PART VI-A, LINE 6

L&M CORPORATION IS THE SOLE CORPORATE MEMBER OF L&M PHYSICIAN  
ASSOCIATION, INC. (LMPA).

FORM 990, PART VI-A, LINE 7A

THE LMPA BOARD MEMBERS ARE ELECTED BY THE BOARD OF L&M CORPORATION.

FORM 990, PART VI-A, LINE 7B

THE SOLE MEMBER OF THE ORGANIZATION HAS THE POWER TO ACCEPT OR REJECT THE  
ANNUAL OPERATING AND CAPITAL BUDGETS OF THE ORGANIZATION; AND TO APPROVE,  
UPON RECOMMENDATION OF THE BOARD, SIGNIFICANT FUNDRAISING PROGRAMS AND  
SALE OR DISPOSITION OF ANY ASSETS AND THE INCURRING OF INDEBTEDNESS IN  
SPECIFIC SITUATIONS.

FORM 990, PART VI-B, LINE 11B

THE FORM 990 IS PREPARED BY THE ORGANIZATION AND REVIEWED BY THE EXTERNAL  
TAX CONSULTANTS. A DRAFT OF THE RETURN IS PROVIDED TO MANAGEMENT FOR  
REVIEW. ANY NECESSARY CHANGES ARE MADE PRIOR TO THE FINAL REVIEW AND  
SIGNING OF THE RETURN BY THE ORGANIZATION'S INDEPENDENT TAX CONSULTANTS.  
THE FINAL FORM 990 IS PROVIDED TO THE BOARD PRIOR TO FILING.

Name of the organization L&M PHYSICIAN ASSOCIATION INC.	Employer identification number 27-1094375
--	--

FORM 990, PART VI-B, LINE 12C

LMPA REQUIRES ALL BOARD MEMBERS, OFFICERS, AND KEY EMPLOYEES TO COMPLETE A CONFLICT OF INTEREST QUESTIONNAIRE. QUESTIONNAIRES ARE COMPLETED ANNUALLY AND ARE REVIEWED BY L&M HOSPITAL'S GENERAL COUNSEL. ANY ACTUAL OR POTENTIAL CONFLICTS DISCLOSED ARE PRESENTED TO THE BOARD. APPROPRIATE CORRECTIVE ACTIONS ARE DECIDED ON A CASE BY CASE BASIS.

FORM 990, PART VI-B, LINE 15

THE OFFICERS COMPENSATION AND BENEFITS REPORTED IN PART VII ARE DETERMINED BY L&M HOSPITAL. L&M HOSPITAL EXECUTIVE COMPENSATION COMMITTEE ANNUALLY REVIEWS THE SALARIES OF ITS EXECUTIVE MANAGEMENT AND KEY EMPLOYEES. UTILIZING INDEPENDENT COMPENSATION CONSULTANTS THE EXECUTIVE COMPENSATION COMMITTEE MAKES ITS RECOMMENDATIONS. THE COMMITTEE'S DELIBERATIONS ARE REFLECTED IN ITS MINUTES.

FORM 990, PART, VI-C LINE 18

FORM AVAILABLE THROUGH GUIDESTAR.ORG.

FORM 990, PART VI-C, LINE 19

ALL DOCUMENTS AVAILABLE UPON REQUEST.

FORM 990, PART XI

LINE 9 IS TRANSFER FROM AFFILIATES.

**SCHEDULE R  
(Form 990)**

**Related Organizations and Unrelated Partnerships**

OMB No. 1545-0047

**2014**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

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

▶ Attach to Form 990.

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

Name of the organization

Employer identification number

L&M PHYSICIAN ASSOCIATION INC.

27-1094375

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

**Part II Identification of Related Tax-Exempt Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) LAWRENCE & MEMORIAL HEALTHCARE 365 MONTAUK AVENUE NEW LONDON, CT 06320 22-2553031	HEALTHCARE	CT	501(C)(3)	9	L&M CORP	X	
(2) LAWRENCE & MEMORIAL HOSPITAL 365 MONTAUK AVENUE NEW LONDON, CT 06320 06-0646704	HEALTHCARE	CT	501(C)(3)	3	L&M CORP	X	
(3) LAWRENCE & MEMORIAL FOUNDATION 365 MONTAUK AVENUE NEW LONDON, CT 06320 22-2553026	FUNDRAISING	CT	501(C)(3)	PF	L&M CORP	X	
(4) ASSOC. SPECIALISTS OF SE CT 404 THAMES STREET GROTON, CT 06340 20-8006123	PHYS PRACTICE	CT	501(C)(3)	11AI	L&M HOSP	X	
(5) VNA OF SE CONNECTICUT 200 BOSTON POST RD WATERFORD, CT 06386 06-0646616	HOME HLTHCR	CT	501(C)(3)	9	L&M CORP	X	
(6) L&M CORPORATION 365 MONTAUK AVENUE NEW LONDON, CT 06320 22-2553028	SUPPORT	CT	501(C)(3)	11AI	N/A		X
(7) LMW HEALTHCARE INC. 25 WELLS STREET WESTERLY, RI 02891 46-0543230	HEALTHCARE	RI	501(C)(3)	3	L&M CORP	X	

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

Schedule R (Form 990) 2014

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Attach to Form 990.

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

Name of the organization

Employer identification number

L&M PHYSICIAN ASSOCIATION INC.

27-1094375

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

Table with 6 columns: (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. Rows 1-6 are empty.

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.

Table with 8 columns: (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). Row 1 contains data for THE WESTERLY HOSPITAL FOUNDATION.

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

Schedule R (Form 990) 2014

**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)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

**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) L&M SYSTEMS, INC 365 MONTAUK AVENUE NEW LONDON, CT 06320 22-2553037	HEALTHCARE	CT	N/A	C-CORP				X	
(2) L&M HOMECARE SERVICES, INC. 365 MONTAUK AVENUE NEW LONDON, CT 06320 06-1389272	THERAPY	CT	N/A	C-CORP				X	
(3) L&M INDEMNITY PO BOX 1159 KY1-1102 GRAND CAYMAN, CJ 98-1021436	INSURANCE	CJ	N/A	C-CORP				X	
(4) CHARITABLE REMAINDER TRUSTS (3)	SUPPORT	CT	N/A	TRUST				X	
(5)									
(6)									
(7)									

**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.

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

**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
(1)	L & M HOSPITAL	Q	20,061,502.	CASH
(2)				
(3)				
(4)				
(5)				
(6)				

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

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**Part VII** **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

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