

Return of Organization Exempt From Income Tax
 Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
 benefit trust or private foundation)

OMB No. 1545-0047

2011

Open to Public
 Inspection

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2011 calendar year, or tax year beginning JUL 1, 2011 and ending JUN 30, 2012

B Check if applicable:	C Name of organization	D Employer identification number
<input type="checkbox"/> Address change	Temple Physicians Inc	23-2790607
<input type="checkbox"/> Name change	Doing Business As	
<input type="checkbox"/> Initial return	Number and street (or P.O. box if mail is not delivered to street address) Room/suite	E Telephone number
<input type="checkbox"/> Terminated	3509 N Broad Street 936	215-926-9050
<input type="checkbox"/> Amended return	City or town, state or country, and ZIP + 4	G Gross receipts \$ 60,062,771.
<input type="checkbox"/> Application pending	Philadelphia, PA 19140	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	F Name and address of principal officer: Marc Prizer same as C above	H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No
	I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	If "No," attach a list. (see instructions)
	J Website: ▶ physicians.templehealth.org	H(c) Group exemption number ▶
	K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	L Year of formation: 1994 M State of legal domicile: PA

Part I Summary			
Activities & Governance	1	Briefly describe the organization's mission or most significant activities: <u>The mission of Temple Physicians, Inc. is to provide access to the highest quality of</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)	3
	4	Number of independent voting members of the governing body (Part VI, line 1b)	3
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	529
	6	Total number of volunteers (estimate if necessary)	3
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0.
	b Net unrelated business taxable income from Form 990-T, line 34	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	12,100,000.
	9	Program service revenue (Part VIII, line 2g)	16,820,250.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	34,438,513.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	532,814.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	700,210.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	16,820,250.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	34,438,513.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	532,814.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	700,210.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.	16,986.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	18,166.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	47,088,313.
Net Assets or Fund Balances	19	Revenue less expenses. Subtract line 18 from line 12	59,953,558.
	20	Total assets (Part X, line 16)	0.
	21	Total liabilities (Part X, line 26)	0.
	22	Net assets or fund balances. Subtract line 21 from line 20	31,505,573.
		Prior Year	Current Year
		12,100,000.	16,820,250.
		34,438,513.	42,414,932.
		532,814.	700,210.
		16,986.	18,166.
		47,088,313.	59,953,558.
		Beginning of Current Year	End of Year
		14,868,910.	19,036,764.
		21,757,075.	19,247,767.
		-6,888,165.	-211,003.

Part II Signature Block			
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
Sign Here	Signature of officer <i>Marc Prizer</i> Marc Prizer, Treasurer Type or print name and title	Date	5/13/13
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	Firm's name ▶	Firm's EIN ▶	Check <input type="checkbox"/> if self-employed
	Firm's address ▶	Phone no.	PTIN

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission:

The mission of Temple Physicians, Inc. is to provide access to the highest quality of clinical care in both the community and academic settings, and to support the clinical, administrative and corporate activities of the Temple University Health System.

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 [X] 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 [X] 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 and section 4947(a)(1) trusts 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 \$ 46,114,656. including grants of \$ 0.) (Revenue \$ 42,414,932.)

Temple Physicians, Inc. (TPI) is a network of community based primary care and specialist physicians offering services in approximately fifty offices located throughout North and Northeast Philadelphia and the surrounding areas, several of which are located in areas designated by the US Department of Health and Human Services Health Resource & Services Administration as Medically Underserved Areas / Populations (MUA/P) for medical care professionals. TPI employs and otherwise contracts with approximately 108 physicians and 38 midlevel providers to provide healthcare services to its patients, including both inpatients and outpatients of the affiliated hospitals of the Temple University Health System (TUHS).

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 46,114,656.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21; 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
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
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
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>		X
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, XII, and XIII is optional</i>	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
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
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
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 and other assistance to any government or organization in the United States 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 and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		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 25</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 Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		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 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <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, Parts II, III, IV, and V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b 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 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		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 11 and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Main form area containing questions 1a through 14b with input fields and Yes/No columns.

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 to any question in this Part VI

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **PA**
- 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.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **Marc Prizer, Treasurer - 215-926-9050**
2450 W Hunting Park Ave Rm 4-107, Philadelphia, PA 19129

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

Check if Schedule O contains a response to any question 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 (describe hours for related organizations in Schedule O)	(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) Larry Kaiser MD Chair	1.00	X		X			0.	1,005,407.	14,747.	
(2) Robert LeFever Vice Chair	2.00	X		X			0.	0.	0.	
(3) Eric Mankin, MD President	50.00	X		X			0.	322,717.	43,647.	
(4) Richard Moses, MD Director	2.00	X					0.	0.	0.	
(5) Donald Parks, MD Director	2.00	X					0.	0.	0.	
(6) Ronald Cowen, MD Director	50.00	X					146,857.	0.	10,497.	
(7) John Kastanis Director	2.00	X					0.	0.	0.	
(8) Linda Grass Director	2.00	X					0.	308,082.	6,885.	
(9) Joseph Thoder, MD Director	2.00	X					0.	542,773.	43,579.	
(10) Beth Koob Secretary	2.00			X			0.	444,586.	53,554.	
(11) Betty McAdams Asst Secretary	2.00			X			0.	89,508.	14,628.	
(12) Marc Prizer Treasurer	50.00			X			0.	171,632.	34,728.	
(13) Joseph Klos Asst Treasurer	2.00			X			0.	221,606.	32,902.	
(14) Robert Lux Asst Treasurer	2.00			X			0.	486,103.	54,292.	
(15) Herbert White Asst Treasurer	2.00			X			0.	228,453.	40,589.	
(16) Manavendra Bakhshi Physician	50.00				X		618,454.	0.	13,019.	
(17) Ramcel Quien Physician	50.00				X		405,212.	0.	28,540.	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Brian Reiter Physician	50.00				X			372,637.	0.	27,566.
(19) James McDonald Physician	50.00				X			364,627.	0.	26,025.
(20) Cherag Daruwala Physician	50.00				X			346,377.	0.	22,740.
1b Sub-total								2,254,164.	3,820,867.	467,938.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								2,254,164.	3,820,867.	467,938.

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 77

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		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
Temple University Health System, 3509 N. Broad Street, Philadelphia, PA 19140	Management Services	1,679,502.
Clinical Nephrology Associates 235 N. Broad Street, Philadelphia, PA 19107	Medical Services	184,570.
Burden Newton Associates 11926 Cobden Rd, Laverock, PA 19038	Medical Services	180,000.
Metropolitan Nephrology Associates 1331 E. Wyoming Ave, Philadelphia, PA 19124	Medical Services	170,833.
Radhakrishna Kalakuntla MD PC, 1950 Street Rd, Suite 320, Bensalem, PA 19020	Non-Employ Comp	170,576.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 5

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a						
	b Membership dues	1b						
	c Fundraising events	1c						
	d Related organizations	1d	15,439,000.					
	e Government grants (contributions)	1e	1,381,250.					
	f All other contributions, gifts, grants, and similar amounts not included above	1f						
	g Noncash contributions included in lines 1a-1f: \$							
	h Total. Add lines 1a-1f			16,820,250.				
Program Service Revenue	2 a Physician revenue	Business Code	621110	26,346,933.	26,346,933.			
	b Premium Revenue		621110	766,890.	766,890.			
	c H/C Mgt Svc Affiliates		621110	753,491.	753,491.			
	d H/C Mgt Svc Non-Profit		621990	687,943.	687,943.			
	e Medical Supervision &		611710	176,236.	176,236.			
	f All other program service revenue							
	g Total. Add lines 2a-2f			42,414,932.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			700,210.			700,210.	
	4 Income from investment of tax-exempt bond proceeds							
	5 Royalties							
	6 a Gross rents	(i) Real	127,379.					
		(ii) Personal	109,213.					
		b Less: rental expenses	18,166.					
		c Rental income or (loss)						
	d Net rental income or (loss)			18,166.			18,166.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities						
		(ii) Other						
		b Less: cost or other basis and sales expenses						
		c Gain or (loss)						
	d Net gain or (loss)							
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a						
		b Less: direct expenses						
c Net income or (loss) from fundraising events								
9 a Gross income from gaming activities. See Part IV, line 19	a							
	b Less: direct expenses							
	c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	a							
	b Less: cost of goods sold							
	c Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code					
11 a								
b								
c								
d All other revenue								
e Total. Add lines 11a-11d								
12 Total revenue. See instructions.				59,953,558.	42,414,932.	0.	718,376.	

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) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.				
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	146,857.	146,857.		
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	30,769,484.	27,788,324.	2,981,160.	
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	673,135.	605,582.	67,553.	
9 Other employee benefits	3,270,198.	2,466,522.	803,676.	
10 Payroll taxes	2,109,283.	1,912,895.	196,388.	
11 Fees for services (non-employees):				
a Management	1,472,343.		1,472,343.	
b Legal	14,878.	185.	14,693.	
c Accounting	39,004.		39,004.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	1,739,125.	800,057.	939,068.	
12 Advertising and promotion	81,035.	80,907.	128.	
13 Office expenses	1,882,718.	1,841,001.	41,717.	
14 Information technology	1,847,880.	1,791,804.	56,076.	
15 Royalties				
16 Occupancy	3,557,148.	3,450,049.	107,099.	
17 Travel	43,942.	9,613.	34,329.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	1,641.	300.	1,341.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,038,132.	1,031,758.	6,374.	
23 Insurance	3,282,537.	3,282,537.		
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Bad Debt Expense	526,980.	526,980.		
b Billing	270,579.	71,071.	199,508.	
c Other	214,611.	187,101.	27,510.	
d Bank Charges	181,365.	26,755.	154,610.	
e All other expenses	111,503.	94,358.	17,145.	
25 Total functional expenses. Add lines 1 through 24e	53,274,378.	46,114,656.	7,159,722.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	995,131.	1	506,305.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	2,786,047.	4	3,980,691.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	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)		6	
	7	Notes and loans receivable, net	1,887,614.	7	2,698,807.
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	259,209.	9	313,265.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 8,177,870.		
	b	Less: accumulated depreciation	10b 3,462,950.	10c	4,714,920.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	5,917,586.	15	6,822,776.
16	Total assets. Add lines 1 through 15 (must equal line 34)	14,868,910.	16	19,036,764.	
Liabilities	17	Accounts payable and accrued expenses	4,031,341.	17	3,784,987.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	17,725,734.	25	15,462,780.
	26	Total liabilities. Add lines 17 through 25	21,757,075.	26	19,247,767.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	-6,888,165.	27	-211,003.
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	-6,888,165.	33	-211,003.	
34	Total liabilities and net assets/fund balances	14,868,910.	34	19,036,764.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	59,953,558.
2	Total expenses (must equal Part IX, column (A), line 25)	2	53,274,378.
3	Revenue less expenses. Subtract line 2 from line 1	3	6,679,180.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-6,888,165.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-2,017.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	-211,002.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question 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?
- b Were the organization's financial statements audited by an independent accountant?
- 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.
- d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- 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
2a		X
2b	X	
2c	X	
3a		X
3b		

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. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

Temple Physicians Inc

Employer identification number

23-2790607

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

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

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

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
(ii) A family member of a person described in (i) above?		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		
- h Provide the following information about the supported organization(s).

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

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

Schedule A (Form 990 or 990-EZ) 2011

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

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

132022
01-24-12

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	5,881,892.	10,454,432.	6,302,516.	12,100,000.	16,820,250.	51,559,090.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	43,698,365.	43,779,094.	38,856,566.	34,438,513.	42,414,932.	203,187,470.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	49,580,257.	54,233,526.	45,159,082.	46,538,513.	59,235,182.	254,746,560.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
c Add lines 7a and 7b						0.
8 Public support (Subtract line 7c from line 6.)						254,746,560.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	49,580,257.	54,233,526.	45,159,082.	46,538,513.	59,235,182.	254,746,560.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	942,465.	995,884.	411,749.	646,772.	827,589.	3,824,459.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	942,465.	995,884.	411,749.	646,772.	827,589.	3,824,459.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	38,400.	38,400.	26,978.			103,778.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)	50,561,122.	55,267,810.	45,597,809.	47,185,285.	60,062,771.	258,674,797.

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	98.48 %
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	98.71 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	1.48 %
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	1.24 %

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2010. 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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

Temple Physicians Inc

Employer identification number
23-2790607

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <input type="checkbox"/> Yes <input type="checkbox"/> No		
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <input type="checkbox"/> Yes <input type="checkbox"/> No		

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
 Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
- | | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2d |
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- 4 Number of states where property subject to conservation easement is located ▶ _____
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No
- 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- (ii) Assets included in Form 990, Part X ▶ \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- b Assets included in Form 990, Part X ▶ \$ _____

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

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

- a 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 XIV.

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 XIV and complete the following table:

	Amount
1c	
1d	
1e	
1f	

- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

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

b If "Yes," explain the arrangement in Part XIV.

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

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

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

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

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

- (i) unrelated organizations
- (ii) related organizations

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

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

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

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		2,338,906.	1,043,324.	1,295,582.
d Equipment		5,729,552.	2,419,626.	3,309,926.
e Other		109,412.		109,412.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 4,714,920.

Part VII Investments - Other Securities. 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)		
(I)		

Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) Self Insurance Assets - Workers Comp ST	22,824.
(2) Self Insurance Assets - Workers Comp LT	235,272.
(3) Self Insurance Assets - Malpractice	5,601,847.
(4) Payroll Tax Deposit	27,011.
(5) Note Receivable LT (Net)	10,235.
(6) Office acquisition at net	895,756.
(7) Security deposits	29,831.
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	6,822,776.

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
1. (1) Federal income taxes	
(2) Self Insurance Liab - Workers Comp	
(3) ST	22,824.
(4) Self Insurance Liab - Workers Comp	
(5) LT	60,159.
(6) Self Insurance Liab - Malpractice	
(7) ST	621,873.
(8) Self Insurance Liab - Malpractice	
(9) LT	10,422,542.
(10) Due to Temple Univ Hospital	
(11) (Affiliate)	1,674,200.
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	15,462,780.

FIN 48 (ASC 740) Footnote. In Part XIV, 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).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	

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

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

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

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

Part XIV Supplemental Information

Complete this part to 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, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2011

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

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

Temple Physicians Inc

Employer identification number

23-2790607

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 officers, directors, trustees, and 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. 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) and 501(c)(4) 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
1b		
2		
4a		X
4b		X
4c		X
5a	X	
5b		X
6a		X
6b		X
7	X	
8		X
9		

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

Schedule J (Form 990) 2011

23-2790607

Temple Physicians Inc

Schedule J (Form 990) 2011

Use duplicate copies if additional space is needed.

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	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 Larry Kaiser MD	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 973,007.	(iii) 32,400.		0.	14,747.	1,020,154.	0.
2 Eric Mankin, MD	(i) 316,212.	(ii) 0.	(iii) 6,505.	27,044.	16,603.	366,364.	0.
	(ii) 142,357.	(iii) 4,500.		2,558.	7,939.	157,354.	0.
3 Ronald Cowen, MD	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 302,032.	(iii) 6,050.		0.	6,885.	314,967.	0.
4 Linda Grass	(i) 0.	(ii) 0.	(iii) 0.	24,004.	19,575.	586,352.	0.
5 Joseph Thoder, MD	(i) 216,273.	(ii) 20,000.	(iii) 306,500.	32,544.	21,010.	498,140.	0.
	(ii) 406,974.	(iii) 17,649.		0.	0.	0.	0.
6 Beth Koob	(i) 171,605.	(ii) 0.	(iii) 27.	18,710.	16,018.	206,360.	0.
	(ii) 221,556.	(iii) 50.		26,017.	6,885.	254,508.	0.
8 Joseph Klos	(i) 0.	(ii) 0.	(iii) 0.	32,544.	21,748.	540,395.	0.
9 Robert Lux	(i) 448,542.	(ii) 24,828.	(iii) 12,733.	0.	0.	0.	0.
	(ii) 228,453.	(iii) 0.		25,775.	14,814.	269,042.	0.
10 Herbert White	(i) 322,204.	(ii) 295,797.	(iii) 453.	12,250.	769.	631,473.	0.
	(ii) 291,254.	(iii) 113,814.		12,250.	16,290.	433,752.	0.
11 Manavendra Bakhshi	(i) 0.	(ii) 0.	(iii) 144.	0.	0.	0.	0.
	(ii) 370,005.	(iii) 2,500.		11,025.	16,541.	400,203.	0.
12 Ramcel Quien	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 353,945.	(iii) 10,682.		11,211.	14,814.	390,652.	0.
13 Brian Reiter	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 345,622.	(iii) 755.		11,025.	11,715.	369,117.	0.
14 James McDonald	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
15 Cherag Daruwala	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
16							

Temple Physicians Inc

Schedule J (Form 990) 2011

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.

Part I, Line 5: The physicians of Temple Physicians Inc (TPI) are employed under the terms of individual employment agreements. Most of the physicians receive annual compensation for all services provided under the employment agreement in an amount equal to a percentage of the adjusted gross revenues (AGR) allocable to patients to whom the physicians provided services during the term of the agreement. The compensation formula is not based on any metric of the institution as a whole. AGR is defined in the employment agreement to mean the gross revenues generated from the professional patient care services at the practice during each year of the term of the employment agreement, less allowances for bad debt and contractual and similar allowances as described in Revenue Procedure 97-13, 1977-1 C.B. 632. However, the total compensation a physician receives under the employment agreement is subject to an overall dollar amount ceiling as specified in each physicians agreement. The fixed cap permits a determination of reasonableness to be built into the formula. The compensation as capped is deemed reasonable and falls within the range reflected in regional or national surveys regarding income earned by physicians in the same specialty. Importantly this formula takes into

Schedule J (Form 990) 2011 Temple Physicians Inc

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.

account each individual physicians productivity. In the case of a medical practice, this methodology is analogous to compensation based on time spent on the employers work. This compensation methodology was reported to the Internal Revenue Service in connection with TPIS federal tax exemption application and is permitted under the section 501(c)(3) standards for determining reasonable compensation.

Part I, Line 7: In addition to the physician compensation plan described above (relative to Schedule J Part I Line 5) physicians of Temple Physicians Inc are eligible for a discretionary bonus upon the attainment of certain qualitative measures, such as (1) the creation of educational programs for patients and staff of TPI (2) assistance in relocating a practice site and (3) development and implementation of new quality care protocols.

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

2011
Open to Public
Inspection

Name of the organization

Temple Physicians Inc

Employer identification number
23-2790607

Form 990, Part I, Line 1, Description of Organization Mission:
clinical care in both the community and academic settings, and to
support the clinical, administrative and corporate activities of the
Temple University Health System.

Form 990, Part VI, Section A, line 6: The sole member of the organization
is Temple University Health System, Inc. The member has the power to
appoint and remove the organizations Board of Directors. The approval of
the member is required for any of the following actions by the
organization, (a) any dissolution or liquidation, (b) any merger, (c) any
amendments to the articles of incorporation, (d) any amendments to the
bylaws regarding the member, the number of directors, quorum or voting
requirements, (e) the sale, pledge, lease (but only a lease from the
organization of substantially all of the organizations real property), or
transfer of the assets of the organization other than transactions
occurring in the ordinary course of business, (f) any decision to merge
with, acquire or enter into an affiliation with medical schools or medical
school hospitals other than the Universitys (g) the deletion of any
clinical programs that are needed for the accreditation of the Temple
University School of Medicine (h) the adoption of the organizations annual
capital and operating budgets (i) the issuance or assumption of any
indebtedness in excess of five hundred thousand (\$500,000) and (g) the
execution of any contract providing for the management of the organization.

Form 990, Part VI, Section A, line 7a: Please refer to the response for
question 6

Name of the organization

Temple Physicians Inc

Employer identification number

23-2790607

Form 990, Part VI, Section A, line 7b: Please refer to the response for question 6

Form 990, Part VI, Section B, line 11: After review by management and outside tax counsel, the 990 and 990T (if any) are posted to the website of the Secretary's Office. Each Board member is contacted and provided with the web address. A Board member without internet access is provided a paper copy to review. The website and paper mailing have an overview of the 990 and 990T preparation process and internal reviews. Each Board member is asked to review the 990 and 990T within 2 weeks and contact the Chief Financial Officer with any questions.

Form 990, Part VI, Section B, Line 12c: The Office of the Secretary provides each director and officer with copies of the Conflict of Interest Policy and a disclosure statement to be completed on an annual basis. The Office of the Secretary reviews the completed disclosure statements which are then reviewed in summary format by a committee of the Board of Directors and any recommended actions are presented to the full Board of Directors. In addition to completing the annual disclosure statement, directors and officers must disclose potential or actual conflicts on an ongoing basis as matters arise. All disclosures are evaluated and a determination of whether a conflict exists is made by the Board or a committee of the Board.

All employees are subject to a conflict of interest policy that is monitored by the Office of the Secretary.

Name of the organization

Temple Physicians Inc

Employer identification number

23-2790607

Form 990, Part VI, Section B, Line 15b: There is a compensation committee that reviews and approves all total compensation of executive / key personnel at Temple University Health System through an evaluation performed by an external compensation expert before the compensation is approved.

Form 990, Part VI, Section C, Line 19: The Unaudited Internal Financial Statements of the Temple University Health System and certain of its related organizations are distributed and made available to the public at the end of each quarter per the Systems Continuing Disclosure Agreement (Series of 2007 Bond Issue) through Digital Assurance Corp (DAC), the Municipal Services Reporting Boards EMMA disclosure site and the Health Systems financial web site. The Annual Audited Financial Statements are also released to the public in the same manner. To the extent required by applicable law, the organization makes its governing documents available to the public upon request.

Form 990, Part XI, line 5, Changes in Net Assets:

Net unrealized losses on investments: -2,017.

Form 990 - Part III - Line 4a

Program Service Accomplishments

TPI engages in activities to provide broader access to high quality health care services to various communities in the greater Philadelphia area, including communities that have a substantial indigent and aged population and the communities served by the Affiliates. In addition to providing patient care, TPI provides patient and future medical provider educational and research services, including those done in

Name of the organization

Temple Physicians Inc

Employer identification number

23-2790607

association with the Affiliates.

TPI provides medical and surgical care on a non-discriminatory basis to all patients in need of such care. In addition, TPI provides services to Medicare and Medicaid eligible patients, despite the fact that reimbursement from these plans is often lower than the cost to provide such services. TPI also provides emergency services to patients regardless of the individuals ability to make payments. Under TPI's charity care policy, the physicians employed by TPI provide medical and surgical care (including diagnosis and treatment) to patients and families without regard to their ability to pay for services. All in all, TPI provides uncompensated and/or undercompensated goods or services which, in the aggregate are estimated to be at least 20% of the institutions costs of providing goods and services as described in 10 P.S. 375(d)(1)(v).

TPI provides wellness and health related programs. These programs are often offered in conjunction with other Affiliates and include community screenings, lectures and outreach to underserved neighborhoods and groups in the TUHS and TPI service areas. In addition TPI physicians and staff visit schools in North Philadelphia to speak to local teenagers from these poor communities about family planning and other teen health issues. These physicians also speak at health fairs and other meetings held at local churches and community centers in North Philadelphia and Northeast Philadelphia on various current health issues.

A number of TPIs offices are located in communities with large Spanish speaking populations. TPI participates in training programs run in

Name of the organization

Temple Physicians Inc

Employer identification number

23-2790607

conjunction with Hispanic community health organizations. These programs introduce TPI office staff to Latino culture to enable the staff people to better assist the Hispanic patients to come to TPI offices. Through this interaction and the community educational programs (including participation in a neighborhood Hispanic festival) TPI is able to benefit a substantial and indefinite class of people, the poor and working class Hispanic (and other non-English speaking) people who live in neighborhoods served by TPI. Many of these people would probably go without medical care if TPI did not engage in this community outreach, even though TPI's medical offices are in their communities.

Form 990 - Part VII - Section A - Column B

Hours of members at related organizations

Larry Kaiser MD - 49

Robert LeFever - 2

Beth Koob - 48

Betty McAdams - 38

Joseph Klos - 48

Robert Lux - 48

Herbert White - 48

Dr. Donald Parks - 2

John Kastanis - 48

Linda Grass - 48

Joseph Thoder MD - 48

2011

Open to Public Inspection

Related Organizations and Unrelated Partnerships

Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37. Attach to Form 990. See separate instructions.

SCHEDULE R (Form 990)
Department of the Treasury
Internal Revenue Service

Name of the organization

Temple Physicians Inc

Employer identification number
23-2790607

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

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

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to 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
Temple University of the Commonwealth System of Higher Ed - 23-1365971, 1330 W Berks Street, Philadelphia, PA 19122	Education	Pennsylvania	501(c)(3)	Line 2 N/A	Temple University		X
Temple University Health System - 23-2825881 3509 N Broad St - 9th Fl Philadelphia, PA 19140	Health Care	Pennsylvania	501(c)(3)	Line 11a, I Commonwealth	Temple University of the Commonwealth		X
Temple University Health System Foundation - 23-2916108, 3509 N Broad St - 9th Fl, Philadelphia, PA 19140	Health Care	Pennsylvania	501(c)(3)	Line 11a, I Hospital Inc	Temple University Hospital Inc		X
Temple University Hospital, Inc - 23-2825878 3509 N Broad St - 9th Fl Philadelphia, PA 19140	Health Care	Pennsylvania	501(c)(3)	Line 3 Health System Inc	Temple University Health System Inc		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule R (Form 990) 2011

Schedule R (Form 990) Temple Physicians Inc

Part II Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization?	
						Yes	No
Jeanes Hospital - 23-2826045 3509 N Broad St - 9th Fl Philadelphia, PA 19140	Health Care	Pennsylvania	501(c)(3)	Line 3	Temple University Health System Inc		<input checked="" type="checkbox"/>
Jeanes Hospital Auxiliary - 23-1917776 7600 Central Avenue Philadelphia, PA 19111	Health Care	Pennsylvania	501(c)(3)	Line 9	Jeanes Hospital		<input checked="" type="checkbox"/>
Temple East, Inc - 23-2547305 3509 N Broad St - 9th Fl Philadelphia, PA 19140	Health Care	Pennsylvania	501(c)(3)	Line 11a, I	Temple University Hospital Inc		<input checked="" type="checkbox"/>
Temple East Real Estate, Inc - 20-1776524 3509 N Broad St - 9th Fl Philadelphia, PA 19140	Health Care	Pennsylvania	501(c)(3)	Line 11a, I	Temple University Hospital Inc		<input checked="" type="checkbox"/>
Temple Health System Transport Team, Inc - 75-3084023, 3509 N Broad St - 9th Fl, Philadelphia, PA 19140	Health Care	Pennsylvania	501(c)(3)	Line 9	Temple University Health System Inc		<input checked="" type="checkbox"/>
Episcopal Hospital Corp - 23-1365351 3509 N Broad St - 9th Fl Philadelphia, PA 19140	Health Care	Pennsylvania	501(c)(3)	Line 11a, I	Temple University Hospital Inc		<input checked="" type="checkbox"/>

Schedule R (Form 990) 2011 **Temple Physicians Inc**

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

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

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
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.			
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VII Supplemental Information

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

Part IV, Identification of Related Organizations Taxable as Corp or Trust:

Name of Related Organization:

TUHS Insurance Company LTD

Direct Controlling Entity: Temple University Health System, Inc