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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2008

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning JUL 1, 2008 and ending JUN 30, 2009

Check if applicable: ☐ Address change ☒ Name change ☐ Initial return ☐ Termination ☐ Amended return ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
GOOD SHEPHERD REHABILITATION NETWORK
F/K/A THE GOOD SHEPHERD HOME

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address) | Room/suite
GOOD SHEPHERD PLAZA, 850 S 5TH ST

City or town, state or country, and ZIP + 4
ALLENTOWN, PA 18103

D Employer identification number
23-2216041

E Telephone number
(610) 776-3303

G Gross receipts $ 51,355,376.

F Name and address of principal officer DANIEL C. CONFALONE
SAME AS C ABOVE

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

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

J Website: ▶ WWW.GOODSHEPHERDREHAB.ORG

H(c) Group exemption number ▶

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

L Year of formation: 1908

M State of legal domicile: PA

TENELOPE DUE MAY 17 2010

SCANNED JUN 28 2010

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO ENHANCE LIVES, MAXIMIZE FUNCTION, INSPIRE HOPE, AND PROMOTE DIGNITY AND WELL-BEING.		
	2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	18
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	13
	5 Total number of employees (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	116
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	107,008.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	105,508.

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		Prior Year	Current Year
Revenue	8 Contributions and grants (Part VIII, line 1h)	7,917,385.	3,576,315.
	9 Program service revenue (Part VIII, line 2g)	36,387,098.	39,385,870.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	24,461,728.	8,093,787.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-129,202.	-102,720.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	68,637,009.	50,953,252.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	6,311,358.	2,060,945.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	20,522,098.	24,025,710.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,413,257.		
	17 Other expenses (Part IX, column (A), lines 11a 11d, 11f 24f)	19,107,167.	20,651,695.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	45,940,623.	46,738,350.
	19 Revenue less expenses Subtract line 18 from line 12	22,696,386.	4,214,902.

		Beginning of Year	End of Year
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	255,891,044.	223,477,007.
	21 Total liabilities (Part X, line 26)	136,719,044.	139,203,655.
	22 Net assets or fund balances Subtract line 21 from line 20	119,172,000.	84,273,352.

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 — Date: 5-12-10

▶ DANIEL C. CONFALONE, SVP FINANCE/CFO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ — Date 5/11/10 — Check if self-employed ▶ ☐ — Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed) address, and ZIP + 4 ▶
PARENTEBEARD, LLC
46 PUBLIC SQUARE, SUITE 400
WILKES-BARRE, PA 18701

EIN ▶

Phone no. ▶ (570) 820-0100

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

9-16 NE

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission

GOOD SHEPHERD'S MISSION IS: "MOTIVATED BY THE DIVINE GOOD SHEPHERD AND THE PHYSICAL AND COGNITIVE REHABILITATION NEEDS OF OUR COMMUNITIES, OUR MISSION IS TO ENHANCE LIVES, MAXIMIZE FUNCTION, INSPIRE HOPE, AND PROMOTE DIGNITY AND WELL-BEING WITH EXPERTISE AND COMPASSION."

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

If "Yes", describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services 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

SEE SCHEDULE O FOR CONTINUATION(S)

4a (Code) (Expenses $ 32,615,784. including grants of $ 2,060,945.) (Revenue $ 39,385,870.)

GOOD SHEPHERD REHABILITATION NETWORK ("GSRN"), BASED IN ALLENTOWN, PENNSYLVANIA, IS A NATIONALLY RECOGNIZED REHABILITATION LEADER, OFFERING A CONTINUUM OF CARE FOR PEOPLE WITH PHYSICAL AND COGNITIVE DISABILITIES AND SPECIALIZING IN ASSISTIVE AND REHABILITATION TECHNOLOGY.

MORE THAN 40,000 PEOPLE COME TO GOOD SHEPHERD EACH YEAR FOR SPECIALIZED PROGRAMS IN STROKE, ORTHOPEDICS, BRAIN INJURY, SPINAL CORD INJURY, PEDIATRICS, AMPUTATION AND MORE. GOOD SHEPHERD OPERATES 20 OUTPATIENT SITES, 4 INPATIENT SITES, A LONG-TERM CARE ACUTE HOSPITAL, 2 LONG-TERM CARE HOMES FOR PEOPLE WITH SEVERE DISABILITIES, AN INDEPENDENT LIVING FACILITY, A WORK SERVICES DIVISION THAT PROVIDES EMPLOYMENT TRAINING

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** ▶ $ 32,615,784. *(Must equal Part IX, Line 25, column (B))*

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		X
5	**Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		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? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		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? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	X	
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? *If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11	X	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12		X
13	Is the organization a school as described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the U S ?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the U S ? *If "Yes," complete Schedule F, Part I*	14b		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? *If "Yes," complete Schedule F, Part II*	15		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? *If "Yes," complete Schedule F, Part III*	16		X
17	Did the organization report more than $15,000 on Part IX, column (A), line 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	X	
19	Did the organization report more than $15,000 on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		X
21	Did the organization report more than $5,000 on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21		X
22	Did the organization report more than $5,000 on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? *If "Yes," complete Schedule J*	23	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? *If "Yes," answer questions 24b-24d and complete Schedule K If "No", go to question 25*	24a	X	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	X	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	X	
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? *If "Yes," complete Schedule L, Part I*	25a		X
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? *If "Yes," complete Schedule L, Part I*	25b		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? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		X

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee			
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? *If "Yes," complete Schedule L, Part IV*	28a		X
b	Have a family member who had a direct or indirect business relationship with the organization? *If "Yes," complete Schedule L, Part IV*	28b		X
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? *If "Yes," complete Schedule L, Part IV*	28c	X	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		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? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35	X	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		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? *If "Yes," complete Schedule R, Part VI*	37		X

Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable	1a	260		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b		
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?		3a	X	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b	If "Yes," enter the name of the foreign country. ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		5c		
6a	Did the organization solicit any contributions that were not tax deductible?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than $75?		7a	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		7h		
8	**Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter N/A				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter N/A				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year N/A	12b			

Part VI Governance, Management, and Disclosure *(Sections A, B, and C request information about policies not required by the Internal Revenue Code.)*

Section A. Governing Body and Management

			Yes	No
	For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O See instructions			
1a	Enter the number of voting members of the governing body	1a 18		
b	Enter the number of voting members that are independent	1b 13		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		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?	3		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	X	
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		X
6	Does the organization have members or stockholders?	6		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9a	Does the organization have local chapters, branches, or affiliates?	9a		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	9b		
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	10	X	
11	Is there any officer, director or 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*	11		X

Section B. Policies

			Yes	No
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c		X
13	Does the organization have a written whistleblower policy?	13		X
14	Does the organization have a written document retention and destruction policy?	14	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?	15a	X	
b	Other officers or key employees of the organization?	15b	X	
	Describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ PA, FL, MN

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make 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 makes its governing documents, conflict of interest policy, and financial statements available to the public

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

DANIEL C. CONFALONE - (610) 776-3303
GOOD SHEPHERD PLAZA, 850 SOUTH 5TH STREET, ALLENTOWN, PA 18103

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

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

1a Complete this table for all persons required to be listed Use Schedule J-2 if additional space is needed

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- 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 the organization did not compensate any officer, director, trustee, or key employee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
SCOTT BAKER TRUSTEE	0.30	X						0.	0.	0.
PATRICK J. BRENNAN, MD TRUSTEE	0.30	X						0.	0.	0.
JAMES J. DALEY, MD TRUSTEE/STAFF PHYSIATRST	0.30	X						0.	152,105.	28,490.
DAVID G. DECAMPLI TRUSTEE	0.30	X						0.	0.	0.
ROBERT E. GADOMSKI TRUSTEE	0.30	X						0.	0.	0.
MICHAEL GOLDNER, DO TRUSTEE	0.20	X						0.	0.	0.
ELSBETH G. HAYMON TRUSTEE	0.30	X						0.	0.	0.
KATHERINE E. HILGERT TRUSTEE	0.20	X						0.	0.	0.
SANDRA JARVA WEISS TRUSTEE	0.20	X						0.	0.	0.
EDITH D. RITTER TRUSTEE	0.20	X						0.	0.	0.
GARY R. SCHMIDT TRUSTEE	0.30	X						0.	0.	0.
R. STOCKTON TAYLOR, JR. TRUSTEE (DEC 03/23/09)	0.20	X						0.	0.	0.
DANIEL J. WILSON, PHD TRUSTEE	0.30	X						0.	0.	0.
RICHARD E. DROBNICKI CHAIR	0.70	X		X				0.	0.	0.
THE REV. ERIC C. SHAFER VICE CHAIR	0.30	X		X				0.	0.	0.
SANDRA L. BODNYK TREASURER	0.40	X		X				0.	0.	0.
GLENN E. FRETZ SECRETARY	0.30	X		X				0.	0.	0.

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(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			
DANIEL C. CONFALONE TRUSTEE/SVP FINANCE/CFO	24.00	X		X				317,669.	0.	48,093.
PHILLIP R. BRYANT TRUSTEE/CMO	56.00	X			X			385,139.	0.	61,342.
SAMUEL A. MIRANDA, JR. TRUSTEE/CNO	10.00	X			X			192,420.	0.	53,467.
SARA T. GAMMON PRESIDENT/CEO	32.00			X				601,039.	0.	74,316.
LEIGHTON MCKEITHEN, III SVP ADVANCING THE INSTIT	40.00					X		228,117.	0.	39,095.
HAROLD M. TING SVP STRATEGIC PLANNING	40.00					X		210,680.	0.	38,105.
JOHN KRAVITZ SVP INFO TECHNOLOGY	40.00					X		211,995.	0.	31,709.
FRANK HYLAND VP OF REHAB SVCS	40.00					X		185,044.	0.	29,586.
ANTHONY BONGIOVANNI CPO, SVP HR	40.00					X		163,757.	0.	43,955.
1b Total ▶								2,495,860.	152,105.	448,158.

2 Total number of individuals (including those in 1a) who received more than $100,000 in reportable compensation from the organization ▶ 34

		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*	3		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*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		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

(A) Name and business address	(B) Description of services	(C) Compensation
SODEXHO OPERATIONS LLC 4880 PAYSPHERE CIRCLE, CHICAGO, IL 60674	FOOD SERVICES	1,617,797.
MEDISERVICE INFORMATION SYSTEMS, INC. 585 N. JUNIPER DRIVE, CHANDLER, AZ 85226	COMPUTER SUPPORT	639,249.
EASTON COACH COMPANY 1200 CONROY PLACE, EASTON, PA 18040	TRANSPORTATION	518,855.
SCHULTZ AND WILLIAMS, INC. 325 CHESNUT STREET, PHILADELPHIA, PA 19106	MARKETING & PRINTING SERVICES	451,665.
HCSC 26TH STREET, ALLENTOWN, PA 18103	LAUNDRY SERVICES	330,503.

2 Total number of independent contractors (including those in 1) who received more than $100,000 in compensation from the organization ▶ 26

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	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	170,172.				
	d Related organizations	1d					
	e Government grants (contributions)	1e	116,448.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	3289695.				
	g Noncash contributions included in lines 1a-1f $ 163,478.						
	h Total. Add lines 1a-1f			3,576,315.			
Program Service Revenue		Business Code					
	2a MANAGEMENT FEES	561000		39167473.	39167473.		
	b HEALTH NETWORK LABS RE	621500		218,397.	2,199.	216,198.	
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			39385870.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			8,105,326.			8105326.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
		(i) Real	(ii) Personal				
	6a Gross Rents	86,917.					
	b Less rental expenses	196,107.					
	c Rental income or (loss)	-109190.					
	d Net rental income or (loss)			-109,190.		-109,190.	
		(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory		40,000.				
	b Less cost or other basis and sales expenses		51,539.				
	c Gain or (loss)		-11,539.				
	d Net gain or (loss)			-11,539.			-11,539.
	8a Gross income from fundraising events (not including $ 170,172. of contributions reported on line 1c) See Part IV, line 18	a	155,978.				
	b Less direct expenses	b	154,478.				
	c Net income or (loss) from fundraising events			1,500.			1,500.
	9a Gross income from gaming activities See Part IV, line 19	a					
	b Less direct expenses	b					
	c Net income or (loss) from gaming activities						
	10a Gross sales of inventory, less returns and allowances	a					
	b Less cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
	Miscellaneous Revenue	Business Code					
	11a PROFESSIONAL SVC FEES	561000		4,970.			4,970.
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d			4,970.			
	12 Total Revenue Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e			50953252.	39169672.	107,008.	8100257.

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).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	2,060,945.	2,060,945.		
2 Grants and other assistance to individuals in the U.S See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,733,485.	692,368.	1,041,117.	
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	12,885,538.	7,499,007.	4,422,953.	963,578.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	2,049,704.	1,897,192.	115,763.	36,749.
9 Other employee benefits	6,386,622.	5,771,842.	500,756.	114,024.
10 Payroll taxes	970,361.	538,980.	369,329.	62,052.
11 Fees for services (non-employees)				
a Management				
b Legal	328,833.		321,514.	7,319.
c Accounting	154,785.		154,785.	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	392,831.		392,831.	
g Other	7,025,494.	3,506,800.	3,397,682.	121,012.
12 Advertising and promotion				
13 Office expenses	1,530,217.	819,455.	260,366.	450,396.
14 Information technology				
15 Royalties				
16 Occupancy	1,080,817.	1,063,084.	17,733.	
17 Travel	91,198.	24,740.	51,736.	14,722.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	14,768.		14,768.	
20 Interest	6,053,810.	6,053,810.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,851,088.	1,779,909.		71,179.
23 Insurance	440,202.	5,664.	434,538.	
24 Other expenses. Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a REPAIRS & MAINTENANCE	651,421.	650,471.	950.	
b CORPORATE ALLOCATION	541,984.	18,332.		523,652.
c DUES & SUBSCRIPTIONS	164,036.	39,450.	121,033.	3,553.
d TRAINING	134,922.	61,645.	68,737.	4,540.
e FOOD	76,386.	67,439.	6,624.	2,323.
f All other expenses	118,903.	64,651.	16,094.	38,158.
25 Total functional expenses Add lines 1 through 24f	46,738,350.	32,615,784.	11,709,309.	2,413,257.
26 Joint Costs Check here ▶ ☐ if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing			1	
	2	Savings and temporary cash investments		30,122,341.	2	3,072,729.
	3	Pledges and grants receivable, net		2,659,289.	3	2,001,309.
	4	Accounts receivable, net		63,136.	4	53,109.
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		255,820.	9	258,119.
	10a	Land, buildings, and equipment cost basis	10a 19,214,234.			
	b	Less accumulated depreciation Complete Part VI of Schedule D	10b 8,559,980.	8,648,776.	10c	10,654,254.
	11	Investments - publicly traded securities		120,284,166.	11	111,908,832.
	12	Investments - other securities See Part IV, line 11		65,695,066.	12	72,544,134.
	13	Investments - program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		28,162,450.	15	22,984,521.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		255,891,044.	16	223,477,007.
Liabilities	17	Accounts payable and accrued expenses		4,232,009.	17	5,450,256.
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities		124,171,009.	20	122,394,823.
	21	Escrow 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	2,186,000.
	24	Unsecured notes and loans payable			24	
	25	Other liabilities Complete Part X of Schedule D		8,316,026.	25	9,172,576.
	26	**Total liabilities.** Add lines 17 through 25		136,719,044.	26	139,203,655.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		82,123,950.	27	53,630,105.
	28	Temporarily restricted net assets		11,823,242.	28	7,545,007.
	29	Permanently restricted net assets		25,224,808.	29	23,098,240.
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid in or capital surplus, or land, building, or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		119,172,000.	33	84,273,352.
	34	Total liabilities and net assets/fund balances		255,891,044.	34	223,477,007.

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990 [ ] Cash [X] Accrual [ ] Other			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b		X
c	If "Yes" to lines 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?	2c		
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?	3a	X	
b	If "Yes," did the organization undergo the required audit or audits?	3b	X	

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization	Employer identification number
GOOD SHEPHERD REHABILITATION NETWORK F/K/A THE GOOD SHEPHERD HOME	23-2216041

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· (Please check only **one** organization)

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).** (Attach Schedule H)

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 the Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).** (see instructions)

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?	11g(i)	
(ii)	A family member of a person described in (i) above?	11g(ii)	
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	

h Provide the following information about the organizations the organization supports

(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									

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.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	13241935.	5855743.	6422146.	7917385.	3576315.	37013524.
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 - 3	13241935.	5855743.	6422146.	7917385.	3576315.	37013524.
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						37013524.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	13241935.	5855743.	6422146.	7917385.	3576315.	37013524.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4364250.	5872491.	4991806.	7228768.	6483150.	28940465.
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)	181,431.	35,711.	5,405.		4,970.	227,517.
11 **Total support.** Add lines 7 through 10						66181506.

12 Gross receipts from related activities, etc (see instructions)	12	180,495,566.

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	55.93 %
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	61.64 %

16a **33 1/3% support test - 2008.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☒

b **33 1/3% support test - 2007.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2007.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants ")						
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						
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 - 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9 10c, 11, and 12 for the year or $5,000						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
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)						

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 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2008** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2007** Schedule A, Part IV A, line 27h	18	%

19a **33 1/3% support tests - 2008.** 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 - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

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

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12 Provide any other additional information (see instructions)

SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:

MISCELLANEOUS REV

DIETARY REV

PMT FROM INSURANCE CLAIM

CAFE REVENUE

PROFESSIONAL SVC FEES

Schedule D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization: GOOD SHEPHERD REHABILITATION NETWORK F/K/A THE GOOD SHEPHERD HOME

Employer identification number: 23-2216041

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? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? ☐ Yes ☐ 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 pleasure)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of certified historic structure

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

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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, violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

7 Amount of expenses incurred in monitoring, inspecting, and enforcing 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, 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, 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 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 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 Trust, Escrow and Custodial Arrangements. Complete if 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
c	Beginning balance	1c
d	Additions during the year	1d
e	Distributions during the year	1e
f	Ending balance	1f

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

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

Part V Endowment Funds. Complete if 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	20587042.				
b Contributions	654,587.				
c Investment earnings or losses	-2583126.				
d Grants or scholarships					
e Other expenditures for facilities and programs	758,171.				
f Administrative expenses					
g End of year balance	17900332.				

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ▶ 17.00 %
b Permanent endowment ▶ 79.00 %
c Term endowment ▶ 4.00 %

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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land		586,765.		586,765.
b Buildings		5,107,760.	2,195,324.	2,912,436.
c Leasehold improvements		128,622.	50,377.	78,245.
d Equipment		11,084,975.	5,996,446.	5,088,529.
e Other		2,306,112.	317,833.	1,988,279.
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				10,654,254.

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
Financial derivatives and other financial products		
Closely-held equity interests		
Other		
INVESTMENT IN GOOD SHEPHERD		
RECIPROCAL RISK RETENTION		
GROUP	1,125,000.	COST
ALTERNATIVE INVESTMENT	35,197,274.	END-OF-YEAR MARKET VALUE
INVESTMENT IN AND OTHER		
ASSETS PERTAINING TO		
UNCONSOLIDATED SUBSIDIARY	36,221,860.	COST
Total (Col (b) should equal Form 990, Part X, col (B) line 12.) ▶	72,544,134.	

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
Total. (Col (b) should 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
GUARANTEED INCOME INVESTMENT CONTRACT	2,240,558.
ACCRUED INTEREST RECEIVABLE	15,012.
BENEFICIAL INTEREST IN PERPETUAL TRUSTS	8,096,351.
BENEFICIAL INTEREST IN CHARITABLE REMAINDER TRUSTS	9,314,183.
DEFERRED FINANCING COSTS, NET	3,318,417.
Total. *(Column (b) should equal Form 990, Part X, col (B) line 15)* ▶	22,984,521.

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

(a) Description of liability	(b) Amount
Federal income taxes	
CHARITABLE GIFT ANNUITIES	3,771,077.
WORKERS' COMPENSATION	1,123,477.
ANNUITIES PAYABLE	253,274.
DEFINED CONTRIBUTION PLAN LIABILITY	80,852.
AMOUNTS DUE TO AFFILIATES	596,599.
DERIVATIVE FINANCIAL INSTRUMENT	3,347,297.
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	9,172,576.

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	50,953,252.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	46,738,350.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	4,214,902.
4	Net unrealized gains (losses) on investments	4	-30,417,736.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-8,695,814.
9	Total adjustments (net) Add lines 4-8	9	-39,113,550.
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-34,898,648.

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	9,726,431.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	-30,417,736.		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	-10,941,273.		
e	Add lines 2a through 2d			2e	-41,359,009.
3	Subtract line 2e from line 1			3	51,085,440.
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	-132,188.		
c	Add lines 4a and 4b			4c	-132,188.
5	Total revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)			5	50,953,252.

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

1	Total expenses and losses per audited financial statements			1	44,635,159.
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	Losses reported on Form 990, Part IX, line 25	2c			
d	Other (Describe in Part XIV)	2d	350,585.		
e	Add lines 2a through 2d			2e	350,585.
3	Subtract line 2e from line 1			3	44,284,574.
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	392,831.		
b	Other (Describe in Part XIV)	4b	2,060,945.		
c	Add lines 4a and 4b			4c	2,453,776.
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)			5	46,738,350.

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, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b

PART V, LINE 4:

GOOD SHEPHERD'S ENDOWMENTS PROVIDE INCOME IN PERPETUITY FOR PROGRAMS AND SERVICES, INCLUDING: RESEARCH, TECHNOLOGY, PEDIATRICS, LONG TERM CARE OPERATIONS AND RECREATION, EDUCATION, GENERAL AND NEUROREHABILITATION PROGRAMS, WORK SERVICES, AND FOR THE GENERAL SUPPORT OF GOOD SHEPHERD'S OPERATIONS.

PART X:

Part XIV Supplemental Information *(continued)*

IN 2008, GOOD SHEPHERD APPLIED THE GUIDANCE IN FASB STAFF POSITION FAB 126-1, "APPLICABILITY OF CERTAIN DISCLOSURE AND INTERIM REPORTING REQUIREMENTS FOR OBLIGORS FOR CONDUIT DEBT SECURITIES" ("FSP 126-1"). FSP 126-1 AMENDED CERTAIN ACCOUNTING LITERATURE TO INCLUDE CONDUIT DEBT OBLIGORS IN THE DEFINITION OF A PUBLIC ENTITY OR ENTERPRISE. AS A RESULT, GOOD SHEPHERD ADOPTED FASB INTERPRETATION NO. 48, "ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES - AN INTERPRETATION OF FASB STATEMENT NO. 109" ("FIN 48") EFFECTIVE JULY 1, 2007. FIN 48 CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES RECOGNIZED IN A COMPANY'S FINANCIAL STATEMENTS AND PRESCRIBES A RECOGNITION THRESHOLD OF MORE-LIKELY-THAN-NOT TO BE SUSTAINED UPON EXAMINATION BY THE APPROPRIATE TAXING AUTHORITY. MEASUREMENT OF THE TAX UNCERTAINTY OCCURS IF THE RECOGNITION THRESHOLD HAS BEEN MET. FIN 48 ALSO PROVIDES GUIDANCE ON DERECOGNITION, CLASSIFICATION, INTEREST AND PENALTIES, ACCOUNTING IN INTERIM PERIODS, AND DISCLOSURE. MANAGEMENT HAS DETERMINED THAT THE ADOPTION OF FIN 48 DID NOT HAVE AN EFFECT ON THE CONSOLIDATED FINANCIAL STATEMENTS.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

WRITE-DOWN OF THE COST BASIS OF INV DUE TO AN OTTI DECLINE IN FAIR VALUE: -703779.

LOSS ON INVESTMENT IN UNCONSOLIDATED SUBSIDIARY: -1045456.

INEFFECTIVENESS OF DERIVATIVE FINANCIAL INSTRUMENT: -1116772.

CHANGE IN NET UNREALIZED LOSS ON DERIVATIVE FINANCIAL INSTRUMENTS: -1037588.

PENSION LIABILITY ADJUSTMENT - UNCONSOLIDATED SUBSIDIARY: -910271.

OTHER CHANGES IN UNRESTRICTED NET ASSETS: -593703.

OTHER CHANGES IN TEMPORARILY RESTRICTED NET ASSETS: 729083.

CHANGE IN VALUE OF SPLIT-INTEREST AGREEMENTS: -1286218.

Part XIV Supplemental Information *(continued)*

VALUATION LOSS, BENEFICIAL INTEREST IN PERPETUAL TRUSTS: -2522793.

PRIOR PD. ADJSTMT TO EQUITY FOR DISREGARDED ENTITY, GOOD SHEPHERD GROUP, LLC: 10080.

REDUCTION IN EQUITY TO REPORT HEALTH NETWORK LABS REV : -218397.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

LOSS ON INVESTMENT IN UNCONSOLIDATED SUBSIDIARY: -1045456.

INEFFECTIVENESS OF DERIVATIVE FINANCIAL INSTRUMENT: -1116772.

CHANGE IN NET UNREALIZED LOSS ON DERIVATIVE FINANCIAL INSTRUMENTS: -1037588.

PENSION LIABILITIY ADJUSTMENT - UNCONSOLIDATED SUBSIDIARY: -910271.

OTHER CHANGES IN UNRESTRICTED NET ASSETS: -593703.

OTHER CHANGES IN TEMPORARILY RESTRICTED NET ASSETS: 729083.

CHANGE IN VALUE OF SPLIT-INTEREST AGREEMENTS: -1286218.

VALUATION LOSS, BENEFICIAL INTEREST IN PERPETUAL TRUSTS: -2522793.

WRITE-DOWN OF THE COST BASIS OF INV DUE TO OTT DECLINE IN FV: -703779.

INVESTMENT EXPENSES: -392831.

TRANSFERS TO AFFILIATES: -2060945.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

RENTAL EXPENSES: -196107.

SPECIAL EVENTS EXPENSES: -154478.

HEALTH NETWORK LABS REV: 218397.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

RENTAL EXPENSES: 196107.

SPECIAL EVENTS EXPENSES: 154478.

Part XIV Supplemental Information *(continued)*

PART XIII, LINE 4B - OTHER ADJUSTMENTS:

TRANSFERS TO AFFILIATES: 2060945.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

▶ Attach to Form 990 or Form 990-EZ. Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than $15,000 on Form 990-EZ, line 6a

OMB No 1545-0047

2008

Open To Public Inspection

Name of the organization: GOOD SHEPHERD REHABILITATION NETWORK F/K/A THE GOOD SHEPHERD HOME

Employer identification number: 23-2216041

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17

1 Indicate whether the organization raised funds through any of the following activities Check all that apply

a ☐ Mail solicitations
b ☐ Email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization Form 990-EZ filers are not required to complete this table

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	(iii) No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
Total ▶						

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 on Form 990-EZ, line 6a List events with gross receipts greater than $5,000

		(a) Event #1 GOLF/TENNIS CLASSIC (event type)	(b) Event #2 GALA IN THE GARDEN (event type)	(c) Other Events 1 (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	167,730.	117,675.	40,745.	326,150.
	2 Less Charitable contributions	103,223.	51,729.	15,220.	170,172.
	3 Gross revenue (line 1 minus line 2)	64,507.	65,946.	25,525.	155,978.
Direct Expenses	4 Cash prizes	0.	0.	0.	
	5 Non-cash prizes		0.		
	6 Rent/facility costs	46,486.	43,080.	10,627.	100,193.
	7 Other direct expenses	17,271.	22,866.	14,148.	54,285.
	8 Direct expense summary Add lines 4 through 7 in column (d) ▶				(154,478.)
	9 Net income summary Combine lines 3 and 8 in column (d) ▶				1,500.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes____ % ☐ No	☐ Yes____ % ☐ No	☐ Yes____ % ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ▶				( )
	8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶				

			Yes	No
9	Enter the state(s) in which the organization operates gaming activities			
a	Is the organization licensed to operate gaming activities in each of these states?	9a		
b	If "No," Explain			
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a		
b	If "Yes," Explain			
11	Does the organization operate gaming activities with nonmembers?	11		
12	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12		

			Yes	No
13 Indicate the percentage of gaming activity operated in				
a The organization's facility	13a	%		
b An outside facility	13b	%		
14 Provide the name and address of the person who prepares the organization's gaming/special events books and records				
Name ▶				
Address ▶				
15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?	15a			
b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____				
c If "Yes," enter name and address				
Name ▶				
Address ▶				
16 Gaming manager information				
Name ▶				
Gaming manager compensation ▶ $ _____				
Description of services provided ▶				
☐ Director/officer ☐ Employee ☐ Independent contractor				
17 Mandatory distributions				
a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?	17a			
b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $				

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the U.S.

▶ Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22.

▶ Attach to Form 990.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization GOOD SHEPHERD REHABILITATION NETWORK F/K/A THE GOOD SHEPHERD HOME

Employer identification number 23-2216041

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than $5,000 Check this box if no one recipient received more than $5,000 Use Part IV and Schedule I 1 (Form 990) if additional space is needed ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOOD SHEPHERD HOME LONG-TERM CARE FACILITY, INC. - GOOD SHEPHERD PLAZA, 850 SOUTH 5TH STREET - ALLENTOWN, PA 18103	23-2215800	501(C)(3)	608,349.	0.	N/A	N/A	CHARITABLE ACTIVITIES
GOOD SHEPHERD REHABILITATION HOSPITAL - GOOD SHEPHERD PLAZA, 850 SOUTH 5TH STREET - ALLENTOWN, PA 18103	23-1371947	501(C)(3)	1,361,535.	0.	N/A	N/A	CHARITABLE ACTIVITIES
GOOD SHEPHERD WORKSHOP/VOCATIONAL SERVICES, INC. - 1901 LEHIGH STREET - ALLENTOWN, PA 18103	23-2215801	501(C)(3)	91,061.	0.	N/A	N/A	CHARITABLE ACTIVITIES

2 Enter total number of section 501(c)(3) and government organizations ▶ 3.

3 Enter total number of other organizations ▶ 0.

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

Schedule I (Form 990) 2008

832101 12-18-08

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22 Use Schedule I 1 (Form 990) if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information

SCHEDULE I, PART I, LINE 2: ALL RECIPIENTS ARE AFFILIATED TAX-EXEMPT ORGANIZATIONS. GSRN SERVES AS THE PARENT ENTITY AND IS AWARE OF THE OPERATIONS AND USE OF FUNDS RECEIVED.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization: GOOD SHEPHERD REHABILITATION NETWORK F/K/A THE GOOD SHEPHERD HOME

Employer identification number: 23-2216041

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☒ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	X	
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?	2	X	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☒ Compensation committee ☒ Written employment contract ☒ Independent compensation consultant ☒ Compensation survey or study ☒ Form 990 of other organizations ☒ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a			
a	Receive a severance payment or change of control payment?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.			
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?	5a	X	
b	Any related organization?	5b	X	
	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?	6a	X	
b	Any related organization?	6b	X	
	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	7		X
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 Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	8		X

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J 1 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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
	(i)	0.	0.	0.	0.	0.	0.	0.
JAMES J. DALEY, MD	(ii)	147,695.	4,410.	0.	0.	28,490.	180,595.	0.
	(i)	270,149.	47,520.	0.	0.	48,093.	365,762.	133,011.
DANIEL C. CONFALONE	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)	333,472.	51,667.	0.	0.	61,342.	446,481.	165,600.
PHILLIP R. BRYANT	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)	163,350.	29,070.	0.	0.	53,467.	245,887.	77,041.
SAMUEL A. MIRANDA, JR.	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)	493,123.	107,916.	0.	0.	74,316.	675,355.	241,479.
SARA T. GAMMON	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)	202,057.	26,060.	0.	0.	39,095.	267,212.	100,416.
LEIGHTON MCKEITHEN, III	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)	182,403.	28,277.	0.	0.	38,105.	248,785.	90,633.
HAROLD M. TING	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)	184,297.	27,698.	0.	0.	31,709.	243,704.	91,729.
JOHN KRAVITZ	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)	163,185.	21,859.	0.	0.	29,586.	214,630.	82,614.
FRANK HYLAND	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)	152,957.	10,800.	0.	0.	43,955.	207,712.	0.
ANTHONY BONGIOVANNI	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8 Also complete this part for any additional information

PART I, LINE 1A:

GOOD SHEPHERD REIMBURSES THE CEO FOR CERTAIN SOCIAL CLUB DUES RELEVANT IN PURSUING THE OVERALL MISSION OF GOOD SHEPHERD. THESE EXPENSES ARE ACCOUNTED FOR UNDER AN ACCOUNTABLE REIMBURSEMENT PLAN.

PART I, LINE 5:

GSRN HAS A PERFORMANCE COMPENSATION PROGRAM IN PLACE WHICH IS APPROVED BY THE BOARD. CERTAIN MEMBERS OF MANAGEMENT CAN RECEIVE AN ANNUAL PERFORMANCE PAYMENT ONLY WHEN PRE-DEFINED AND PRE-APPROVED FINANCIAL AND NON-FINANCIAL GOALS ARE ACHIEVED. IN 2008 A PERFORMANCE PAYOUT WAS ACHIEVED. THIS IS NOT GUARANTEED EACH YEAR.

PART I, LINE 6:

GSRN HAS A PERFORMANCE COMPENSATION PROGRAM IN PLACE WHICH IS APPROVED BY THE BOARD. CERTAIN MEMBERS OF MANAGEMENT CAN RECEIVE AN ANNUAL PERFORMANCE PAYMENT ONLY WHEN PRE-DEFINED AND PRE-APPROVED FINANCIAL AND NON-FINANCIAL GOALS ARE ACHIEVED. IN 2008 A PERFORMANCE PAYOUT WAS ACHIEVED. THIS IS NOT GUARANTEED EACH YEAR.

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

Supplemental Information on Tax-Exempt Bonds

▶ Attach to Form 990 To be completed by organizations that answered "Yes" to Form 990, Part IV, line 24a
Provide descriptions, explanations, and any additional information on Schedule O (Form 990)

OMB No 1545-0047
2008
Open to Public Inspection

Name of the organization: GOOD SHEPHERD REHABILITATION NETWORK
F/K/A THE GOOD SHEPHERD HOME

Employer identification number: 23-2216041

Part I Bond Issues (Required for 2008) SEE SCHEDULE O FOR COLUMN (F) CONTINUATIONS

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased Yes	(g) Defeased No	(h) On behalf of issuer Yes	(h) On behalf of issuer No
A	LEHIGH COUNTY GENERAL PURPOSE AUTHORITY	91-1886539	5248053C0	06/23/04	32011735.	FINANCE CAPITAL PRJCTS; ESTABLISH D	X		X	
B	LEHIGH COUNTY GENERAL PURPOSE AUTHORITY	91-1886539	5248058S0	11/15/07	80762939.	REFUND 1997 BONDS, FINANCE CAP INVSTMT	X		X	
C	LEHIGH COUNTY GENERAL PURPOSE AUTHORITY	90-1886539	52480RAB6	04/23/08	13015000.	TO REFUND THE 200 BONDS AND PAY COSTS	X		X	
D										
E										

Part II Proceeds (Optional for 2008)

		A	B	C	D	E
1	Total proceeds of issue					
2	Gross proceeds in reserve funds					
3	Proceeds in refunding or defeasance escrows					
4	Other unspent proceeds					
5	Issuance costs from proceeds					
6	Working capital expenditures from proceeds					
7	Capital expenditures from proceeds					
8	Year of substantial completion					

		A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No	E Yes	E No
9	Were the bonds issued as part of a current refunding issue?										
10	Were the bonds issued as part of an advance refunding issue?										
11	Has the final allocation of proceeds been made?										
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?										

Part III Private Business Use (Optional for 2008)

		A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No	E Yes	E No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax exempt bonds?										
2	Are there any lease arrangements with respect to the financed property which may result in private business use?										

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Attach to Form 990 or Form 990-EZ.
▶ To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, lines 38a or 40b.

OMB No 1545-0047

2008
Open To Public Inspection

Name of the organization GOOD SHEPHERD REHABILITATION NETWORK F/K/A THE GOOD SHEPHERD HOME

Employer identification number 23-2216041

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

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1 (a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	(c) Corrected? No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ $

Part II Loans to and/or From Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	No	(f) Approved by board or committee? Yes	No	(g) Written agreement? Yes	No
Total			▶ $							

Part III Grants or Assistance Benefiting Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 28a, 28b, or 28c

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	No
SANDRA JARVA WEISS	BOARD TRUSTEE	204,837.	SANDRA JARV		X
SANDRA L. BODNYK	BOARD TREASURER	17,139.	SANDRA L. B		X

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule L (Form 990 or 990-EZ) 2008

SEE SCHEDULE O FOR SCHEDULE L CONTINUATIONS

832131 12-17-08

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

▶ To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 29 or 30.

▶ Attach to Form 990.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization: GOOD SHEPHERD REHABILITATION NETWORK F/K/A THE GOOD SHEPHERD HOME

Employer identification number: 23-2216041

Part I Types of Property

		(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1	Art - Works of art				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded	X	2	163,478.	FAIR MARKET VALUE
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution (historic structures)				
14	Qualified conservation contribution (other)				
15	Real estate Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ ( )				
26	Other ▶ ( )				
27	Other ▶ ( )				
28	Other ▶ ( )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgment — 29

			Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		X
b	If "Yes," describe the arrangement in Part II			
31	Does the organization have a gift acceptance policy that requires the review of any non standard contributions?	31	X	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a		X
b	If "Yes," describe in Part II			
33	If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II			

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization: GOOD SHEPHERD REHABILITATION NETWORK F/K/A THE GOOD SHEPHERD HOME

Employer identification number: 23-2216041

FORM 990, PART III, LINE 2, NEW PROGRAM SERVICES:

IN JULY 2008, GOOD SHEPHERD PENN PARTNERS ("GSPP") OPENED FOR BUSINESS. GOOD SHEPHERD REHABILITATION NETWORK IS THE MAJORITY OWNER OF THIS JOINT VENTURE WITH THE UNIVERSITY OF PENNSYLVANIA HEALTH SYSTEM ("UPHS") IN PHILADELPHIA, PENNSYLVANIA. GSPP PROVIDES COMPREHENSIVE REHABILITATION AND SPECIALTY SERVICES, INCLUDING: INPATIENT REHABILITATION CARE, LONG-TERM ACUTE CARE, OUTPATIENT REHABILITATION CARE, AND PHYSICAL, OCCUPATIONAL AND SPEECH THERAPY SERVICES WITHIN THREE ACUTE CARE HOSPITALS OF UPHS.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS AND JOB PLACEMENT, AND A LIFESTYLE PRODUCTS ONLINE STORE CALLED REHABILITY.

GOOD SHEPHERD ALSO IS THE MAJORITY OWNER OF A JOINT VENTURE WITH THE UNIVERSITY OF PENNSYLVANIA HEALTH SYSTEM ("UPHS") IN PHILADELPHIA, PENNSYLVANIA. GOOD SHEPHERD PENN PARTNERS ("GSPP") PROVIDES COMPREHENSIVE REHABILITATION AND SPECIALTY SERVICES, INCLUDING: INPATIENT REHABILITATION CARE, LONG-TERM ACUTE CARE, OUTPATIENT REHABILITATION CARE AT 8 GSPP PENN THERAPY & FITNESS LOCATIONS THROUGHOUT THE GREATER PHILADELPHIA AREA AND PHYSICAL, OCCUPATIONAL AND SPEECH THERAPY SERVICES WITHIN THREE ACUTE-CARE HOSPITALS OF UPHS. GOOD SHEPHERD WAS FOUNDED IN 1908 WHEN THE REV. JOHN AND ESTELLA RAKER INVITED A DISABLED ORPHAN NAMED VIOLA INTO THEIR ALLENTOWN, PENNSYLVANIA HOME. GOOD SHEPHERD IS AFFILIATED WITH THE EVANGELICAL LUTHERAN CHURCH IN AMERICA AND PROVIDES REHABILITATION SERVICES AT MORE THAN 30 LOCATIONS IN 8 EASTERN PENNSYLVANIA COUNTIES.

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization: GOOD SHEPHERD REHABILITATION NETWORK F/K/A THE GOOD SHEPHERD HOME

Employer identification number: 23-2216041

GSRN PROVIDES MANAGEMENT SERVICES IN SUPPORT OF THE REHABILITATION HEALTH-CARE MISSION OF ITS TAX-EXEMPT AFFILIATES. GOOD SHEPHERD'S MISSION IS: "MOTIVATED BY THE DIVINE GOOD SHEPHERD AND THE PHYSICAL AND COGNITIVE REHABILITATION NEEDS OF OUR COMMUNITIES, OUR MISSION IS TO ENHANCE LIVES, MAXIMIZE FUNCTION, INSPIRE HOPE, AND PROMOTE DIGNITY AND WELL-BEING WITH EXPERTISE AND COMPASSION."
GSRN IS THE PARENT ORGANIZATION OF 6 TAX-EXEMPT AFFILIATES THAT OFFER MANY LEVELS OF REHABILITATION CARE. GSRN IS ALSO A SUBSCRIBER OF ONE TAXABLE AFFILIATE THAT IS A SELF-INSURANCE COMPANY. AS THE PARENT ORGANIZATION, GSRN OPERATES ALL CORPORATE ADMINISTRATIVE FUNCTIONS FOR THE GOOD SHEPHERD AFFILIATES, INCLUDING BUT NOT LIMITED TO ADMINISTRATION, DIETARY, FINANCE, FUNDRAISING, HUMAN RESOURCES, INFORMATION SYSTEMS, MAINTENANCE, MARKETING AND PASTORAL CARE.

FORM 990, PART VI, SECTION A, LINE 4:
REFERENCES TO GOOD SHEPHERD HOME CHANGED TO GOOD SHEPHERD REHABILITATION NETWORK THROUGHOUT BYLAWS.

ARTICLE VI, COMMITTEES, SECTION 1, STANDING COMMITTEES, ADDED:
(8) HUMAN RESOURCES/COMPENSATION COMMITTEE.

ARTICLE VI, COMMITTEES, SECTION 4, FINANCE COMMITTEE:
(I) THE FINANCE COMMITTEE SHALL CONSIST OF THE TREASURER, WHO SHALL CHAIR THE COMMITTEE, THE PRESIDENT OF THE NETWORK AND AT LEAST FOUR (4) OTHER PERSONS, FOUR (4) OF WHOM SHALL BE MEMBERS OF THE BOARD. A MAJORITY OF THE ENTIRE COMMITTEE OR A MAJORITY OF THE MEMBERS OF THE COMMITTEE WHO ARE

BOARD MEMBERS SHALL CONSTITUTE A QUORUM. THE FINANCE COMMITTEE SHALL MEET AT LEAST SIX (6) TIMES ANNUALLY.

ARTICLE VI, COMMITTEES, SECTION 5, GOVERNANCE COMMITTEE, ADDED:

(F) THE COMMITTEE SHALL CONDUCT PERIODIC REVIEWS PERTAINING TO CONFLICTS OF INTEREST AS OUTLINED IN THAT POLICY.

ARTICLE VI, COMMITTEES, SECTION 6, STRATEGIC PLANNING COMMITTEE:

THE COMMITTEE SHALL MEET AT LEAST QUARTERLY CHANGED TO THE COMMITTEE SHALL MEET AS NECESSARY, BUT AT LEAST ANNUALLY.

ARTICLE VI, COMMITTEES, SECTION 7, PROFESSIONAL RELATIONS/QUALITY OVERSIGHT COMMITTEE:

(A) THE PROFESSIONAL RELATIONS AND QUALITY OVERSIGHT COMMITTEE SHALL CONSIST OF THE COMMITTEE CHAIR, THE PRESIDENT OF THE NETWORK, THE PRESIDENT OF THE MEDICAL STAFF OF THE HOSPITAL, THE CHIEF NURSE EXECUTIVE, AND A MINIMUM OF TWO (2) OTHER PERSONS, BOTH OF WHOM SHALL BE MEMBERS OF THE BOARD.

ARTICLE VI, COMMITTEES, SECTION 9, MEDICAL ETHICS COMMITTEE:

(A) THE MEDICAL ETHICS COMMITTEE SHALL CONSIST OF THE CHAIR OF THE BOARD OR DESIGNEE, THE PRESIDENT OF THE NETWORK, THE PRESIDENT OF THE MEDICAL STAFF AND AT LEAST FOUR (4) OTHER PERSONS, ONE (1) OF WHOM SHALL BE AN INDEPENDENT TRUSTEE, ONE (1) OF WHOM SHALL BE COUNSEL TO THE HOSPITAL, AND ONE (1) OF WHOM SHALL BE THE DIRECTOR OF PASTORAL CARE. THE COMMITTEE SHALL MEET AS NECESSARY, BUT AT LEAST TWO (2) TIMES PER YEAR.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization: GOOD SHEPHERD REHABILITATION NETWORK F/K/A THE GOOD SHEPHERD HOME

Employer identification number: 23-2216041

ARTICLE VI, COMMITTEES, SECTION 10 ADDED:

SECTION 10. HUMAN RESOURCES/COMPENSATION COMMITTEE

(A) THE COMMITTEE SHALL REVIEW ALL NEW HUMAN RESOURCES POLICIES AND REVISIONS TO EXISTING HUMAN RESOURCES POLICIES AND PROCEDURES OF THE NETWORK AND ITS SUBSIDIARY CORPORATIONS AND MAKE RECOMMENDATIONS TO THE BOARD FOR APPROVAL.

(B) THE COMMITTEE SHALL, AT LEAST ANNUALLY, REVIEW THE WAGE AND SALARY SCALES AND THE EMPLOYEE BENEFIT PROGRAMS OF THE NETWORK AND ITS SUBSIDIARY CORPORATIONS AND RECOMMEND REVISIONS TO THE BOARD FOR ITS APPROVAL.

(C) THE HUMAN RESOURCES/COMPENSATION COMMITTEE RECOMMENDS POLICIES AND PROCESSES TO THE BOARD FOR THE REGULAR AND ORDERLY REVIEW OF THE COMPENSATION AND BENEFITS OF THE CEO, SENIOR EXECUTIVE LEADERSHIP AND THE ORGANIZATION∅S OTHER DISQUALIFIED INDIVIDUALS.

(D) THE COMMITTEE IS ALSO RESPONSIBLE FOR APPROVING STRATEGIC GUIDELINES/PHILOSOPHIES FOR WHICH HUMAN RESOURCES DIRECTS AND ADMINISTERS THE HUMAN CAPITAL OF THE ORGANIZATION WITH EMPHASIS ON TALENT MANAGEMENT, ORGANIZATIONAL EFFECTIVENESS, EMPLOYEE/LABOR RELATIONS, COMPLIANCE, EMPLOYEE BENEFITS, AND EMPLOYEE/LEADERSHIP DEVELOPMENT.

FORM 990, PART VI, SECTION A, LINE 10:

THE IRS FORM 990 IS PREPARED USING INFORMATION SOLICITED FROM OFFICERS, DIRECTORS, TRUSTEES, BOARD COMMITTEE MEMBERS AND MANAGEMENT. THIS GROUP OF INDIVIDUALS ARE PROVIDED A DRAFT RETURN BEFORE THE FINAL RETURN IS FILED. QUESTIONS, COMMENTS, AND ADDITIONAL INFORMATION PROVIDED BY THIS GROUP ARE INCORPORATED INTO THE FINAL RETURN. THE FINAL RETURN IS REVIEWED AT A

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization: GOOD SHEPHERD REHABILITATION NETWORK F/K/A THE GOOD SHEPHERD HOME

Employer identification number: 23-2216041

COMMITTEE LEVEL PRIOR TO IT BEING FILED.

FORM 990, PART VI, SECTION B, LINE 15:

GOOD SHEPHERD MAINTAINS AN EXECUTIVE COMPENSATION COMMITTEE CHARGED WITH ADMINISTERING THE COMPENSATION PRACTICES FOR OFFICERS AND KEY EMPLOYEES OF THE ORGANIZATION. THE COMMITTEE RELIES ON THIRD PARTY CONSULTANTS WITH EXPERTISE IN COMPENSATION PRACTICES TO OBTAIN AND ANALYZE COMPARABLE MARKET DATA. COMMITTEE MEETINGS ARE HELD ON AN ONGOING BASIS AND ARE DOCUMENTED IN DETAIL.

FORM 990, PART VI, SECTION C, LINE 19:

FINANCIAL STATEMENTS ARE PUBLISHED TO THE ORGANIZATION'S WEBSITE AT LEAST ANNUALLY. THE GOVERNING DOCUMENTS AND POLICIES ARE AVAILABLE UPON REQUEST.

FORM 990, PART XI, LINE 2:

THE ORGANIZATION'S FINANCIAL STATEMENTS WERE AUDITED BY AN INDEPENDENT ACCOUNTANT ON A CONSOLIDATED BASIS.

SCHEDULE K, PART I, BOND ISSUES:

(A) ISSUER NAME: LEHIGH COUNTY GENERAL PURPOSE AUTHORITY

(F) DESCRIPTION OF PURPOSE:

FINANCE CAPITAL PRJCTS; ESTABLISH DEBT SERV RESERVE; PAY COSTS OF BONDS

(A) ISSUER NAME: LEHIGH COUNTY GENERAL PURPOSE AUTHORITY

(F) DESCRIPTION OF PURPOSE:

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization: GOOD SHEPHERD REHABILITATION NETWORK F/K/A THE GOOD SHEPHERD HOME

Employer identification number: 23-2216041

REFUND 1997 BONDS, FINANCE CAP INVSTMTS, ESTABLISH DEBT SERV RSRV; PAY COST

(A) ISSUER NAME: LEHIGH COUNTY GENERAL PURPOSE AUTHORITY

(F) DESCRIPTION OF PURPOSE:

TO REFUND THE 200 BONDS AND PAY COSTS OF 2008 BONDS

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: SANDRA JARVA WEISS

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BOARD TRUSTEE

(C) AMOUNT OF TRANSACTION $ 204837.

(D) DESCRIPTION OF TRANSACTION: SANDRA JARVA WEISS IS EMPLOYED BY TALLMAN, HUDDERS, AND SORRENTINO, PC. GSRN RECEIVED LEGAL SERVICES FROM TALLMAN, HUDDERS, AND SORRENTINO, PC DURING THE YEAR.

THE BOARD MAINTAINS A CONFLICT OF INTEREST POLICY AND ALL TRANSACTIONS WITH TALLMAN, HUDDERS, AND SORRENTIN, PC WERE CONDUCTED AT ARM'S LENGTH.

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: SANDRA L. BODNYK

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BOARD TREASURER

(C) AMOUNT OF TRANSACTION $ 17139.

(D) DESCRIPTION OF TRANSACTION: SANDRA L. BODNYK IS THE CHIEF RISK OFFICER AT NATIONAL PENN BANKSHARES. GSRN HAD INVESTMENT TRANSACTIONS WITH NATIONAL PENN BANKSHARES DURING THE YEAR.

THE BOARD MAINTAINS A CONFLICT OF INTEREST POLICY AND ALL TRANSACTIONS

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization: GOOD SHEPHERD REHABILITATION NETWORK F/K/A THE GOOD SHEPHERD HOME

Employer identification number: 23-2216041

WITH NATIONAL PENN BANKSHARES WERE CONDUCTED AT ARM'S LENGTH.

(E) SHARING OF ORGANIZATION REVENUES? = NO

FORM 990, PART V, LINE 2A:

THE SALARY AND BENEFIT EXPENSES REPORTED ON FORM 990, PART IX, AND THE EMPLOYEE INFORMATION REPORTED ON FORM 990, PART VII, ARE THE GOOD SHEPHERD REHABILITATION NETWORK'S ("GSRN") ALLOCATED PAYROLL COSTS BASED ON TIME SPENT. ALL INDIVIDUALS WORKING AT GSRN ARE EMPLOYEES OF THE GOOD SHEPHERD REHABILITATION HOSPITAL ("GSRH") AND ARE REPORTED ON ITS FORM W-3 UNDER EIN: 23-1371947. GSRH IS AN AFFILIATED TAX-EXEMPT ORGANIZATION.

FORM 990, PART VII, SECTION A:

SARA T. GAMMON, DANIEL C. CONFALONE, PHILLIP R. BRYANT, AND SAMUEL A. MIRANDA, JR. ARE OFFICERS/KEY EMPLOYEES FOR ALL 7 ENTITIES WITHIN THE GOOD SHEPHERD REHABILITATION NETWORK. THEY EACH DEVOTE APPROXIMATELY 60 HOURS PER WEEK TO THE ENTIRE GROUP OF ENTITIES. THE AVERAGE HOURS LISTED IN COLUMN (B) FOR EACH INDIVIDUAL REPRESENTS THE APPROXIMATE PORTION OF 60 HOURS DEVOTED TO THE GOOD SHEPHERD REHABILITATION NETWORK PER WEEK. THE COMPENSATION AND BENEFIT INFORMATION REPORTED IN COLUMNS (E) AND (F) REPRESENTS WHAT EACH INDIVIDUAL EARNS FOR THEIR TIME SPENT ON THE ENTIRE GROUP OF 7 ENTITIES.

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

Related Organizations and Unrelated Partnerships

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, lines 33, 34, 35, 36, or 37.
▶ See separate instructions.

OMB No 1545-0047
2008
Open to Public Inspection

Name of the organization: GOOD SHEPHERD REHABILITATION NETWORK F/K/A THE GOOD SHEPHERD HOME

Employer identification number: 23-2216041

Part I Identification of Disregarded Entities

(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

(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
GOOD SHEPHERD HOME LONG-TERM CARE FACILITY, INC. - 23-2215800, GOOD SHEPHERD PLAZA, 850 SOUTH 5TH ST, ALLENTOWN, PA 18103-3295	OPERATES TWO SKILLED NURSING FACILITIES FOR THE SEVERELY DISABLED	PENNSYLVANIA	501(C)(3)	3	N/A
GOOD SHEPHERD HOUSING DEVELOPMENT CORPORATION - 23-3073390, GOOD SHEPHERD PLAZA, 850 SOUTH 5TH ST, ALLENTOWN, PA	PROVIDES INDEPENDENT LIVING APARTMENTS FOR DISABLED, LOW-INCOME ADULTS	PENNSYLVANIA	501(C)(3)	7	N/A
GOOD SHEPHERD WORKSHOP/VOCATIONAL SERVICES, INC. - 23-2215801, 1901 LEHIGH STREET, ALLENTOWN, PA 18103	PROVIDES EMPLOYMENT DEVELOPMENT PROGRAMS AND VOCATIONAL EVALUATIONS	PENNSYLVANIA	501(C)(3)	11A	N/A
PHILADELPHIA POST-ACUTE PARTNERS, LLC - 20-8283421, 1800 LOMBARD STREET, PHILADELPHIA, PA 19146	OPERATES AN INPATIENT REHAB HOSP, ACUTE CARE HOSP & 8 OUTPATIENT FACILITIES	PENNSYLVANIA	501(C)(3)	3	N/A

Part III Identification of Related Organizations Taxable as a Partnership

(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, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproportionate allocations? Yes	(H) No	(I) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(J) General or managing partner? Yes	(J) No

Part IV Identification of Related Organizations Taxable as a Corporation or Trust

(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
GOOD SHEPHERD RECIPROCAL RISK RENTENTION GROUP - 20-4065112, 7301 RIVERS AVENUE, SUITE 230, NORTH CHARLESTON, SC 29406	RISK RETENTION GROUP	SC	N/A	C CORP	619,243.	2196636.	100%

Part V Transactions With Related Organizations

Note. Complete line 1 if any entity is listed in Parts II, III, or IV		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 (iv) rent from a controlled entity	1a		X
b Gift, grant, or capital contribution to other organization(s)	1b	X	
c Gift, grant, or capital contribution from other organization(s)	1c		X
d Loans or loan guarantees to or for other organization(s)	1d		X
e Loans or loan guarantees by other organization(s)	1e		X
f Sale of assets to other organization(s)	1f		X
g Purchase of assets from other organization(s)	1g		X
h Exchange of assets	1h	X	
i Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k Performance of services or membership or fundraising solicitations for other organization(s)	1k	X	
l Performance of services or membership or fundraising solicitations by other organization(s)	1l		X
m Sharing of facilities, equipment, mailing lists, or other assets	1m		X
n Sharing of paid employees	1n	X	
o Reimbursement paid to other organization for expenses	1o		X
p Reimbursement paid by other organization for expenses	1p	X	
q Other transfer of cash or property to other organization(s)	1q	X	
r Other transfer of cash or property from other organization(s)	1r		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 other organization(s)	(B) Transaction type (a-r)	(C) Amount involved
(1) PHILADELPHIA POST-ACUTE PARTNERS, LLC	B	17,815,702.
(2) PHILADELPHIA POST-ACUTE PARTNERS, LLC	P	15,453,856.
(3) GOOD SHEPHERD RECIPROCAL RISK RENTENTION GROUP	Q	451,500.
(4) GOOD SHEPHERD REHABILITATION HOSPITAL	N	13,204,911.
(5) GOOD SHEPHERD HOME LONG-TERM CARE FACILITY, INC.	N	52,658.
(6) GOOD SHEPHERD REHABILITATION HOSPITAL	P	15,535,859.

Part VI Unrelated Organizations Taxable as a Partnership

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) Are all partners section 501(c)(3) organizations?		(E) Share of end-of-year assets	(F) Disproportionate allocations?		(G) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(H) General or managing partner?	
			Yes	No		Yes	No		Yes	No

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
THE ALLENTOWN SPECIALTY HOSPITAL, INC. - 23-3009874, GOOD SHEPHERD PLAZA, 850 SOUTH 5TH ST, ALLENTOWN, PA 18103	PROVIDES INPATIENT SERVICES THROUGH OPERATION OF A LONG-TERM ACUTE CARE HOSP	PENNSYLVANIA	501(C)(3)	3	N/A
THE GOOD SHEPHERD REHABILITATION HOSPITAL - 23-1371947, GOOD SHEPHERD PLAZA, 850 SOUTH 5TH ST, ALLENTOWN, PA 18103	PROVIDES COMPREHENSIVE INPATIENT AND OUTPATIENT REHABILITATION SERVICES	PENNSYLVANIA	501(C)(3)	3	N/A

Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

(A) Name of other organization	(B) Transaction type (a-r)	(C) Amount involved
(7) GOOD SHEPHERD HOME LONG-TERM CARE FACILITY, INC.	P	3,542,171.
(8) GOOD SHEPHERD WORKSHOP/VOCATIONAL SERVICES, INC.	P	1,052,853.
(9) THE ALLENTOWN SPECIALTY HOSPITAL, INC.	P	5,210,345.
(10) GOOD SHEPHERD REHABILITATION HOSPITAL	Q	40,135,027.
(11) GOOD SHEPHERD HOME LONG-TERM CARE FACILITY, INC.	Q	410,127.
(12) GOOD SHEPHERD WORKSHOP/VOCATIONAL SERVICES, INC.	Q	2,490,600.
(13) THE ALLENTOWN SPECIALTY HOSPITAL, INC.	Q	60,735.
(14) GOOD SHEPHERD HOUSING DEVELOPMENT CORPORATION	Q	109,139.
(15) GOOD SHEPHERD REHABILITATION HOSPITAL	H	249,394.
(16) GOOD SHEPHERD HOME LONG-TERM CARE FACILITY, INC.	H	105,102.
(17) GOOD SHEPHERD REHABILITATION HOSPITAL	K	20,162,233.
(18) GOOD SHEPHERD HOME LONG-TERM CARE FACILITY, INC.	K	6,580,750.
(19) GOOD SHEPHERD WORKSHOP/VOCATIONAL SERVICES, INC.	K	839,922.
(20) THE ALLENTOWN SPECIALTY HOSPITAL, INC.	K	4,403,716.
(21) GOOD SHEPHERD REHABILITATION HOSPITAL	B	1,361,535.
(22) GOOD SHEPHERD HOME LONG-TERM CARE FACILITY, INC.	B	608,349.
(23) GOOD SHEPHERD WORKSHOP/VOCATIONAL SERVICES, INC.	B	91,061.
(24)		

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2008

Attachment Sequence No **67**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
GOOD SHEPHERD REHABILITATION NETWORK F/K/A THE GOOD SHEPHERD HOME	FORM 990 PAGE 10	23-2216041

Part I **Election To Expense Certain Property Under Section 179 Note:** *If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount See the instructions for a higher limit for certain businesses	1	250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	800,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2007 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2009 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II **Special Depreciation Allowance and Other Depreciation (Do not include listed property)**

14	Special depreciation for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	1,684,397.

Part III **MACRS Depreciation (Do not include listed property) (See instructions)**

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2008	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2008 Tax Year Using the General Depreciation System

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property						
b	5-year property						
c	7 year property						
d	10-year property						
e	15-year property						
f	20-year property						
g	25-year property			25 yrs		S/L	
h	Residential rental property	/		27 5 yrs	MM	S/L	
		/		27 5 yrs	MM	S/L	
i	Nonresidential real property	/		39 yrs	MM	S/L	
		/			MM	S/L	

Section C - Assets Placed in Service During 2008 Tax Year Using the Alternative Depreciation System

20a	Class life					S/L	
b	12-year			12 yrs		S/L	
c	40-year	/		40 yrs	MM	S/L	

Part IV **Summary** (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations see instr	22	1,684,397.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles* **)**

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No 24b If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2008 tax year					
43 Amortization of costs that began before your 2008 tax year				43	166,691.
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	166,691.

Entity #. 762457
Date Filed: 12/09/2008
Pedro A. Cortés
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

☐ Business Corporation (§ 1915)
☑ Nonprofit Corporation (§ 5915)

Name
Tallman, Hudders & Sorrentino, P.C. Attn: Connie
Address
1611 Pond Road, Suite 300
City | State | Zip Code
Allentown | PA | 18104-2221

Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-NONPROFIT 3 Page(s)
T0834465024

Fee: $70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Good Shepherd Home

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
850 South Fifth Street	Allentown	PA	18103	Lehigh

(b) Name of Commercial Registered Office Provider — County
c/o

3. The statute by or under which it was incorporated: Pennsylvania Business Corporation Law

4. The date of its incorporation: ~~12/01/1966~~ 09/01/1982

5. *Check and if appropriate complete, one of the following:*

☑ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ (Date) at _____ (Hour)

2008 DEC -9 PM 1:06
PA. DEPT. OF STATE

DSCB.15-1915/5915-2

6. *Check one of the following:*

☐ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

☑ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. *Check, and if appropriate, complete one of the following:*

☑ The amendment adopted by the corporation, set forth in full, is as follows

That the name of the corporation be changed to: Good Shepherd Rehabilitation Network

☐ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. *Check if the amendment restates the Articles:*

☐ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

11TH day of DECEMBER

2008.

Good Shepherd Home
Name of Corporation

Signature

Authorized Representative
Title

Entity #: 762457
Date Filed: 12/18/2008
Pedro A. Cortés
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Statement of Correction
(15 Pa.C.S. § 138)

Name
Tallman, Hudders & Sorrentino, P.C. Attn: Connie
Address
1611 Pond Road, Suite 300
City | State | Zip Code
Allentown | PA | 18104-2221

Document will be returned to the name and address you enter to the left.
<=

Commonwealth of Pennsylvania
STATEMENT OF CORRECTION 2 Page(s)

T0835360050

Fee: $70

In compliance with the requirements of 15 Pa.C.S. § 138 (relating to statement of correction) the undersigned association or other person, desiring to correct an inaccurate record of corporate or other action or correct defective or erroneous execution of a document, hereby states that:

1. The name of the association or other person is:
Good Shepherd Rehabilitation Network

2. The (a) address of this association's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is *(the Department is hereby authorized to correct the following information to conform to the records of the Department)*:

(a) Number and Street	City	State	Zip	County
850 South Fifth Street	Allentown	PA	18103	Lehigh

(b) Name of Commercial Registered Office Provider
c/o:

County

3. The statute by or under which it was incorporated or the preceding filing was made, in the case of a filing that does not constitute a part of the articles of incorporation of a corporation is:

4. The inaccuracy or defect, which appears in Department of State form 1915/5915 filed on 12/9/08 and recorded in Roll and Film Number _____ et seq., is:

#4 shall be reflected to read: The date of its incorporation: 09/01/1982

2008 DEC 18 PM 12:10
PA. DEPT. OF STATE

DSCB:15-136-2

5. *Check one of the following:*

☐ The portion of the document requiring correction in corrected form is set forth in Exhibit A attached hereto and made a part hereof.

☑ The original document to which this statement relates shall be deemed re-executed.

☐ The original document to which this statement relates shall be deemed stricken from the records of the Department.

IN TESTIMONY WHEREOF, the undersigned association or other person has caused this statement to be signed by a duly authorized officer thereof or otherwise in its name this

18th day of December, 2008.

Connie L. Cecala
Name

Signature

Authorized Representative
Title

• 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)

Type or print	Name of Exempt Organization		Employer identification number
	THE GOOD SHEPHERD HOME		23-2216041
File by the extended due date for filing the return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. GOOD SHEPHERD PLAZA, 850 S 5TH ST		For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions ALLENTOWN, PA 18103		

Check type of return to be filed (File a separate application for each return):

[X] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990-BL [ ] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

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 ▶ DANIEL C. CONFALONE - GOOD SHEPHERD PLAZA, 850 SOUTH 5TH STREET - ALLENTOWN, PA 18103
Telephone No. ▶ (610) 776-3303 FAX No. ▶

• 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.

4 I request an additional 3-month extension of time until MAY 17, 2010

5 For calendar year _____, or other tax year beginning JUL 1, 2008 , and ending JUN 30, 2009

6 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED IN ORDER TO OBTAIN THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	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.	8a	$	
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 and any amount paid previously with Form 8868	8b	$	
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$	N/A

Signature and Verification

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 ▶ [signature] Title ▶ CPA - AGENT Date ▶ 2/12/10

823832
05-26-09

Form **8868**
(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- 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.

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 ▶ [ ]

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.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return. See instructions	THE GOOD SHEPHERD HOME	23-2216041
	Number, street, and room or suite no. If a P.O. box, see instructions. GOOD SHEPHERD PLAZA, 850 SOUTH 5TH ST	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ALLENTOWN, PA 18103	

Check type of return to be filed (file a separate application for each return):

[X] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ DANIEL C. CONFALONE, SVP FIN/CFO
  GOOD SHEPHERD PLAZA, 850 S 5TH ST - ALLENTOWN, PA 18103
  Telephone No ▶ (610) 776-3303 FAX No. ▶
- 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 will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
▶ [ ] calendar year _____ or
▶ [X] tax year beginning JUL 1, 2008, and ending JUN 30, 2009

2 If this tax year 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	$
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ N/A

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

GOOD SHEPHERD REHABILITATION NETWORK
F/K/A THE GOOD SHEPHERD HOME 23-2216041

Form **990-W**

(WORKSHEET)

Department of the Treasury
Internal Revenue Service

Estimated Tax on Unrelated Business Taxable Income for Tax-Exempt Organizations

(and on Investment Income for Private Foundations) FORM 990-T

(Keep for your records Do not send to the Internal Revenue Service.)

OMB No. 1545-0976

2009

1	Unrelated business taxable income expected in the tax year	1	
2	**Tax on the amount on line 1.** See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total. Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Balance Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8. **Note** If less than $500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10a	
b	Enter the tax shown on the 2008 return (see instructions) **Caution** If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	24,398.
c	**2009 Estimated Tax** Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c ADJUSTED TO	10c	24,400.

		(a)	(b)	(c)	(d)
11	**Installment due dates** (see instructions)	11			06/15/10
12	**Required installments** Enter 25% of line 10c in columns **(a)** through **(d)** unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12			8,400.
13	**2008 Overpayment** (see instructions)	13			
14	**Payment due** (Subtract line 13 from line 12)	14			8,400.

LHA **For Paperwork Reduction Act Notice, see instructions** Form **990-W** (2009)

ESTIMATED TAX	24,400.
AMOUNT PAID	16,000.
AMOUNT DUE	8,400.

823801
03-11-09