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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

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning 07-01-2009 and ending 06-30-2010

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

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

C Name of organization
GEISINGER HEALTH SYSTEM FOUNDATION

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
100 NORTH ACADEMY AVENUE MC 30-50

City or town, state or country, and ZIP + 4
DANVILLE, PA 17822

D Employer identification number
23-1995911

E Telephone number
(570) 271-6624

G Gross receipts $ 47,541,178

F Name and address of principal officer
GLENN D STEELE JR MD PH D
100 NORTH ACADEMY AVENUE MC 22-01
DANVILLE, PA 17822

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)

H(c) Group exemption number ▶

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

J Website: ▶ WWW GEISINGER ORG

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

L Year of formation 1975

M State of legal domicile PA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
TO ENHANCE THE QUALITY OF LIFE THROUGH AN INTEGRATED HEALTH SERVICE ORGANIZATION BASED ON A BALANCED PROGRAM OF PATIENT CARE, EDUCATION, RESEARCH AND COMMUNITY SERVICE

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

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	13
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	10
5	Total number of employees (Part V, line 2a)	**5**	30
6	Total number of volunteers (estimate if necessary)	**6**	353
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	**7a**	0
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	

		Prior Year	Current Year
Revenue	**8** Contributions and grants (Part VIII, line 1h)	3,362,359	7,331,406
	9 Program service revenue (Part VIII, line 2g)	5,956,074	5,843,621
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-24,263,384	34,085,094
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	108,381	146,223
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-14,836,570	47,406,344
Expenses	**13** Grants and similar amounts paid (Part IX, column (A), lines 1–3)	8,399,670	8,575,241
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	1,997,365	1,610,549
	16a Professional fundraising fees (Part IX, column (A), line 11e)	326,925	342,223
	b Total fundraising expenses (Part IX, column (D), line 25) ▶2,028,443		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	6,383,956	5,752,396
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	17,107,916	16,280,409
	19 Revenue less expenses Subtract line 18 from line 12	-31,944,486	31,125,935

		Beginning of Current Year	End of Year
Net Assets or Fund Balances	**20** Total assets (Part X, line 16)	541,924,321	638,953,404
	21 Total liabilities (Part X, line 26)	22,994,516	22,355,247
	22 Net assets or fund balances Subtract line 21 from line 20	518,929,805	616,598,157

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: 2011-05-11

▶ DAVID J FELICIO ESQUIRE SECRETARY
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶	Date 2011-05-13	Check if self-empolyed ▶ ☐	Preparer's identifying number (see instructions)
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶			EIN ▶
			Phone no ▶

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

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission

TO ENHANCE THE QUALITY OF LIFE THROUGH AN INTEGRATED HEALTH SERVICE ORGANIZATION BASED ON A BALANCED PROGRAM OF PATIENT CARE, EDUCATION, RESEARCH AND COMMUNITY SERVICE

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

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

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

If "Yes," describe these changes on Schedule O

4 Describe the 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

4a (Code) (Expenses $ 14,072,204 including grants of $ 8,575,241) (Revenue $)

SEE SCHEDULE O I MISSION, VISION, VALUES AS THE PARENT ORGANIZATION OF THE GEISINGER HEALTH SYSTEM, GEISINGER HEALTH SYSTEM FOUNDATION IS COMMITTED TO THE SYSTEM'S MISSION, VISION, AND VALUES THE GEISINGER HEALTH SYSTEM DEDICATES ITSELF TO ITS MISSION ENHANCING QUALITY OF LIFE THROUGH AN INTEGRATED HEALTH SERVICE ORGANIZATION BASED ON A BALANCED PROGRAM OF PATIENT CARE, EDUCATION, RESEARCH AND COMMUNITY SERVICE VISION TO BE THE HEALTH SYSTEM OF CHOICE, ADVANCING CARE THROUGH EDUCATION AND RESEARCH VALUES - EXCELLENCE - WE STRIVE FOR THE BEST, CONTINUOUSLY IMPROVING QUALITY IN ALL OUR ACTIVITIES - SERVICE ORGANIZATION - OUR PHYSICIANS AND STAFF USE THEIR SKILLS, CREATIVITY, ENERGY AND LOYALTY AS RESOURCES FOR EFFECTIVE AND QUALITY SERVICES IN EVERY COMMUNITY AND EACH SETTING WE SERVE - INDIVIDUAL DIGNITY - WE PROVIDE HUMANE, COMPASSIONATE AND EXPERT CARE, ALWAYS EMPHASIZING THE DIGNITY OF THE INDIVIDUAL - TEAMWORK - WE TAKE PRIDE IN RECOGNIZING AND EMPOWERING GOOD PEOPLE WHO DEMONSTRATE THE IMPORTANCE AND VALUE OF TEAMWORK - PHYSICIAN LEADERSHIP - WE ARE PHYSICIAN LED ACROSS OUR ENTIRE ORGANIZATION AND THE MANY COMMUNITIES WE SERVE - DIVERSITY - DIVERSITY AMONG PHYSICIANS, STAFF, STUDENTS AND VOLUNTEERS PROMOTES AN ENVIRONMENT OF MUTUAL SUPPORT AND RESPECT - EDUCATION - WE BELIEVE IN THE INTELLECTUAL AND PROFESSIONAL PURSUIT OF NEW KNOWLEDGE AND ITS DISSEMINATION TO COLLEAGUES, STUDENTS, AND THE PUBLIC AS AN INSTRUMENT OF OUR HEALTH SYSTEM THAT ADDS VALUE TO ALL OF OUR CUSTOMERS - RESEARCH - WE BELIEVE THAT BASIC SCIENCE, CLINICAL COMMUNITY HEALTH AND HEALTH SERVICES RESEARCH ADVANCES THE OVERALL HEALTH AND WELL BEING OF OUR PATIENTS AND THEIR COMMUNITIES - FISCAL RESPONSIBILITY - WE EXERCISE PRUDENT USE OF ALL RESOURCES AS PART OF OUR STEWARDSHIP RESPONSIBILITY FOR FISCAL AND ORGANIZATIONAL SUCCESS - TRADITION - WE TAKE PRIDE IN OUR HISTORY FOR IT IS THE FOUNDATION OF OUR FUTURE AND OUR LONG-STANDING COMMITMENT TO YOUR HEALTH II GENERAL INFORMATION GEISINGER HEALTH SYSTEM FOUNDATION (THE FOUNDATION), A 501(C)(3) NOT FOR PROFIT CORPORATION, IS THE PARENT ORGANIZATION OF THE VARIOUS GEISINGER HEALTH SYSTEM ENTITIES ITS GOVERNING BOARD OVERSEES THE COLLECTIVE EFFORTS OF THE SIXTEEN GEISINGER HEALTH SYSTEM AFFILIATED ENTITIES AND THEIR ACTIVITIES IN HEALTH CARE AND RELATED BUSINESSES THE FOUNDATION IS INVOLVED WITH INITIATING AND ADMINISTERING GRANT AND PHILANTHROPIC SUPPORT PROGRAMS FOR ALL THE GEISINGER HEALTH SYSTEM NOT-FOR-PROFIT ENTITIES THE SIXTEEN AFFILIATED ENTITIES OF GEISINGER HEALTH SYSTEM FOUNDATION ARE - GEISINGER MEDICAL CENTER (GMC) IS A REGIONAL REFERRAL TERTIARY HEALTHCARE MEDICAL CENTER LOCATED IN DANVILLE, PENNSYLVANIA, A PREDOMINATELY RURAL AREA OF NORTHEASTERN AND CENTRAL PENNSYLVANIA GMC OPERATES A LEVEL 1 REGIONAL RESOURCE TRAUMA CENTER AS DESIGNATED BY THE PENNSYLVANIA TRAUMA SYSTEMS FOUNDATION THIS DESIGNATION IS BASED ON THE PROVISION OF COMPREHENSIVE TRAUMA CARE 24 HOURS A DAY AND THE PROVISION OF OUTREACH, EDUCATIONAL, AND RESEARCH PROGRAMS IN TRAUMA CARE THE TRAUMA CENTER INCLUDES LIFE FLIGHT, A RAPID RESPONSE HELICOPTER RETRIEVAL PROGRAM ALSO PART OF GMC ARE THE HOSPITAL FOR ADVANCED MEDICINE, JANET WEIS CHILDREN'S HOSPITAL AND THE WOMEN'S HEALTH PAVILION, IN ADDITION TO TREATMENT CENTERS FOR CANCER, KIDNEY TRANSPLANTS, HEART AND NEUROLOGICAL DISEASE AND INFERTILITY - GEISINGER CLINIC (THE CLINIC) CONSISTS OF MULTI-SPECIALTY PHYSICIAN GROUP PRACTICES EMPLOYING OVER 819 PHYSICIANS PRACTICING AT 62 SITES IN 48 COMMUNITIES THROUGHOUT NORTHEASTERN AND CENTRAL PENNSYLVANIA SOME SITES ARE DOCTOR'S OFFICES LOCATED IN THE SMALL TOWNS OF THE REGION, OTHERS ARE CLINICS WITH DIAGNOSTIC CAPABILITIES AND PHARMACIES ON THE PREMISES GEISINGER CLINIC IS DEDICATED TO IMPROVING THE HEALTH OF THE PEOPLE OF PENNSYLVANIA THROUGH AN INTEGRATED SYSTEM OF HEALTH SERVICES BASED UPON A BALANCED PROGRAM OF PATIENT CARE, EDUCATION, AND RESEARCH - GEISINGER SYSTEM SERVICES (GSS) IS A COST-EFFECTIVE CENTRALIZED PROVIDER OF MANAGEMENT AND CONSULTATIVE SERVICES TO OTHER ENTITIES WITHIN THE GEISINGER HEALTH SYSTEM SERVICES PROVIDED INCLUDE COMMUNICATION AND PUBLIC RELATIONS, FACILITIES PLANNING AND MANAGEMENT, FINANCIAL SERVICES, HUMAN RESOURCES, INFORMATION SYSTEMS, INTERNAL AUDITS, LEGAL SERVICES, MARKET PLANNING, MATERIAL MANAGEMENT, EMPLOYEE BENEFIT ADMINISTRATION, MAIL SERVICES, REPROGRAPHICS, RISK MANAGEMENT, CAFETERIA, LAUNDRY, AND TELECOMMUNICATIONS - GEISINGER WYOMING VALLEY MEDICAL CENTER (GWV) IS AN ACUTE CARE OPEN STAFF COMMUNITY HOSPITAL AND REFERRAL MEDICAL CENTER IN WILKES-BARRE, PENNSYLVANIA GWV OFFERS 24-HOUR COMPREHENSIVE EMERGENCY SERVICE, MEDICAL AND SURGICAL UNITS, MATERNITY PROGRAMS, PEDIATRIC CARE AND COMPLETE CANCER TREATMENT AT THE FRANK M AND DORTHEA HENRY CANCER CENTER THE HEART HOSPITAL AT GEISINGER WYOMING VALLEY MEDICAL CENTER OPENED IN NOVEMBER 2001 IT IS DEDICATED TO BRINGING THE LATEST TECHNOLOGY USED IN THE TREATMENT OF HEART DISEASE TO THE PEOPLE OF THE WYOMING VALLEY THE CARDIAC CATH LAB OFFERS THE MOST ADVANCED TECHNIQUES AVAILABLE TO PATIENTS WITH HEART DISEASE INCLUDING A 24 HOUR PER DAY PRIMARY ANGIOPLASTY PROGRAM, ANGIOJET THERAPY, BRACHYTHERAPY, AND THE USE OF A CUTTING BALLOON TO REPAIR BLOCKED VESSELS CONNECTED TO GEISINGER WYOMING VALLEY MEDICAL CENTER BY TWO WALKWAYS, THE HEART HOSPITAL OFFERS A FULL RANGE OF SERVICES INCLUDING ANCILLARY CARDIAC TESTING, PHYSICIAN OFFICE SPACE, AS WELL AS A NINE BED STEP-DOWN UNIT, AND CARDIAC REHABILITATION, AND AN EIGHT BED OUTPATIENT UNIT USED FOR PRE AND POST CARDIAC CATH RECOVERY - GEISINGER SOUTH WILKES BARRE (GSWB)CLOSED ITS INPATIENT SERVICES AND EMERGENCY DEPARTMENT ON JULY 10, 2009, AND THE COPORATION WAS MERGED INTO GWV THIS TRANSITION REFLECTS HOW PATIENTS UTILIZE THE FACILITY, AS WELL AS ADVANCEMENTS IN MEDICAL TECHNOLOGY THAT ARE ENABLING HEALTHCARE PROFESSIONALS TO CARE FOR MORE PATIENTS AND COMPLETE MORE PROCEDURES ON AN OUTPATIENT BASIS THE SPECIFIC ACTIONS IN THE PLAN RELATED TO THE CONSOLIDATION OF SERVICES AMONG THE GWV AND GSWB CAMPUSES WITH GSWB BECOMING A REGIONAL AMBULATORY SAME-DAY CAMPUS - GEISINGER ASSURANCE COMPANY, LTD (GAC) IS A WHOLLY OWNED SUBSIDIARY OF GEISINGER HEALTH SYSTEM FOUNDATION LICENSED IN GRAND CAYMAN, BRITISH WEST INDIES THE PRINCIPAL ACTIVITY OF GAC IS THE REINSURANCE, ON A CLAIMS MADE BASIS, OF A RETROSPECTIVELY RATED PROFESSIONAL LIABILITY INSURANCE POLICY ISSUED BY AN UNRELATED INSURANCE COMPANY BASED IN THE UNITED STATES OF AMERICA TO GAC'S SHAREHOLDER AND CERTAIN AFFILIATES - GEISINGER INSURANCE CORPORATION, RISK RETENTION GROUP - REGISTERED BY THE PA INSURANCE DEPTARTMENT TO PROVIDE PRIMARY PROFESSIONAL LIABILITY COVERAGE FOR SEVERAL ENTITIES OF GHS - GEISINGER MEDICAL MANAGEMENT CORPORATION (GMMC) PROVIDES PHARMACY CONTRACT MANAGEMENT SERVICES TO HEALTHCARE PROVIDERS BOTH INSIDE AND OUTSIDE THE GEISINGER HEALTH SYSTEM SERVICES OFFERED INCLUDE PRESCRIPTION CENTERS, MANAGEMENT AND STAFFING SERVICES, AND OTHER PROFESSIONAL AND ANCILLARY SERVICES SUCH AS REGISTERED DIETICIANS, ULTRASOUND TECHNOLOGISTS, RADIATION SAFETY, TRANSCRIPTION STAFF, AND MANAGEMENT SERVICES THROUGH CONTRACT RELATIONSHIPS WITH OTHER HEALTHCARE PROVIDERS OR RELATED GEISINGER HEALTH SYSTEM ENTITIES SUREHEALTH, LLC, A FOR-PROFIT LIMITED LIABILITY COMPANY IN WHICH GEISINGER MEDICAL MANAGEMENT CORPORATION HOLDS A SOLE INVESTMENT INTEREST, OPERATES SEVERAL RETAIL PHARMACIES - GEISINGER COMMUNITY HEALTH SERVICES (GCHS) PROVIDES COMMUNITY HEALTH SERVICES THROUGHOUT NORTHEASTERN AND CENTRAL PENNSYLVANIA GCHS IS BASED IN DANVILLE, PENNSYLVANIA WITH BRANCH FACILITIES IN BOTH THE WILKES-BARRE AND HERSHEY AREAS GCHS OFFERS SKILLED NURSING, HOME HEALTH AIDES, MSW, PHYSICAL THERAPY, OCCUPATIONAL THERAPY, SPEECH THERAPY, HOME INFUSION THERAPY AND RESPIRATORY THERAPY IN ADDITION, GCHS MANAGES THE UTILIZATION AND CLINICAL PROGRAM DEVELOPMENT RELATING TO THE PROVISION OF HOME CARE THROUGHOUT THE ENTIRE AREA SERVICED BY GHP AND EMPLOYS A STAFF OF SALARIED PHYSICIANS WHO PROVIDE OCCUPATIONAL HEALTH SERVICES - MARWORTH (MW) PROVIDES NATIONALLY RECOGNIZED ALCOHOL AND CHEMICAL DETOXIFICATION AND REHABILITATION TREATMENT PROGRAMS IN WAVERLY, PENNSYLVANIA MARWORTH IS LICENSED BY THE PENNSYLVANIA DEPARTMENT OF HEALTH, BUREAU OF DRUG AND ALCOHOL PROGRAMS, AND IS ACCREDITED, WITH COMMENDATION, BY THE JOINT COMMISSION ON ACCREDITATION OF HEALTHCARE ORGANIZATIONS MARWORTH OFFERS INDIVIDUALIZED 12-STEP TREATMENT PROGRAMS IN ADDITION TO A SPECIAL DUAL DIAGNOSIS TREATMENT PROGRAM AND SPECIAL PROGRAMS FOR LAW ENFORCEMENT PROFESSIONALS AND HEALTHCARE PROFESSIONALS - GEISINGER HEALTH PLAN (GHP) IS THE LARGEST RURAL HEALTH MAINTENANCE ORGANIZATION (HMO) IN THE NATION GHP HAS 247,060 MEMBERS FROM PENNSYLVANIA AND WEST VIRGINIA FROM INDIVIDUALS AND FAMILIES ENROLLED IN THE BASIC HEALTH-MAINTENANCE PROGRAM, INCLUDING A MEDICARE ALTERNATIVE, TO BUSINESS SUBSCRIBERS WHO CAN CHOOSE A CUSTOM-DESIGNED POINT-OF-SERVICE PLAN

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** ▶ $ 14,072,204

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	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	Yes	
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		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4	Yes	
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 similar funds or 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		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
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		No
10	Did the organization, directly or through a related organization, hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	Is the organization's answer to any of the following questions "Yes"? *If so,complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.*	11	Yes	
	● Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*			
	● Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*			
	● Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*			
	● Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*			
	● Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*			
	● Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? *If "Yes," complete Schedule D, Part X.*			
12	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12		No
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional*	12A	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Part I*	14b		No
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 U S ? *If "Yes," complete Schedule F, Part II*	15		No
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 U S ? *If "Yes," complete Schedule F, Part III*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17	Yes	
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19	Yes	
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		No

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		No
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**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
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**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**	Yes	
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
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**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
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**	Yes	
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**	Yes	
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**	Yes	
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**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

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**	38		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	**1c**		Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	**2a**	30		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note:** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	**2b**		Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	**3a**			No
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	**3b**			
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**		Yes	
b	If "Yes," enter the name of the foreign country ▶ CJ 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**			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	**5b**			No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	**5c**			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?	**6a**			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	**6b**			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	**7a**		Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	**7b**		Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	**7c**			No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	**7e**			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	**7f**			No
g	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	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	**8**			
9	**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				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	**10a**			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	**11a**			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**11b**			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	**12a**			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**			

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

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body . .	1a 13		
b	Enter the number of voting members that are independent . .	1b 10		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . .	3		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	Yes	
5	Did the organization become aware during the year of a material diversion of the organization's assets? . .	5		No
6	Does the organization have members or stockholders?	6		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		No
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . .	7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

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

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		No
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?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	Yes	
11A	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
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	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line a or b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," 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 , NY , NJ , MA , FL , KY

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you 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 See Additional Data Table

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

SUSAN HEINTZELMAN DIRECTOR
100 NORTH ACADEMY AVENUE MC 30-50
DANVILLE, PA 17822
(570) 214-9554

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 Report compensation for the calendar year ending with or within the organization's tax year 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 all of the organization's **current** key employees See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

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

☑ Check this box if the organization did not compensate any current or former 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			
See add'l data										

1b Total . . . . . ▶	341,145	7,569,457	1,683,185

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

			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**	Yes	
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**	Yes	
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**		No

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
RUFFALOCODY LLC PO BOX 3018 CEDAR RAPIDS, IA 524063018	PROF FUNDRAISER	284,732

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 1

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 2,217				
	b	Membership dues	1b				
	c	Fundraising events	1c 610,555				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e 11,726				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f 6,706,908				
	g	Noncash contributions included in lines 1a-1f $ 44,883					
	h	**Total.** Add lines 1a-1f		7,331,406			
Program Service Revenue			Business Code				
	2a	INTERCOMPANY REVENUE	541,900	5,843,621	5,843,621		
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f		5,843,621			
	3	Investment income (including dividends, interest and other similar amounts)		11,563,638			11,563,638
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
			(i) Real	(ii) Personal			
	6a	Gross Rents					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)					
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory	22,521,456				
	b	Less cost or other basis and sales expenses					
	c	Gain or (loss)	22,521,456				
	d	Net gain or (loss)		22,521,456	22,521,456		
Other Revenue	8a	Gross income from fundraising events (not including $ 610,555 of contributions reported on line 1c) See Part IV, line 18 a 352,089					
	b	Less direct expenses b 259,900					
	c	Net income or (loss) from fundraising events		92,189	92,189		
	9a	Gross income from gaming activities See Part IV, line 19 a 49,685					
	b	Less direct expenses b					
	c	Net income or (loss) from gaming activities		49,685	49,685		
	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	OTHER OPERATING - REBATE	900,099	2,836			2,836
	b	ESCHEAT REVENUE	900,099	1,000			1,000
	c	EMPLOYEE LOAN INTEREST	900,099	513			513
	d	All other revenue					
	e	**Total.** Add lines 11a–11d		4,349			
	12	**Total revenue.** See Instructions		47,406,344	28,506,951		11,567,987

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	8,575,241	8,575,241		
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	258,968	228,348	3,119	27,501
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	1,016,854	896,622	12,247	107,985
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	29,990	26,444	361	3,185
9	Other employee benefits	211,421	186,423	2,546	22,452
10	Payroll taxes	93,316	82,282	1,124	9,910
11	Fees for services (non-employees)				
a	Management				
b	Legal				
c	Accounting	23,150		23,150	
d	Lobbying				
e	Professional fundraising *See Part IV, line 17*	342,223			342,223
f	Investment management fees	1,048,643	1,048,643		
g	Other	756,667	230,313		526,354
12	Advertising and promotion	17,692			17,692
13	Office expenses	263,767	15,254		248,513
14	Information technology	2,439			2,439
15	Royalties				
16	Occupancy	43,029	37,941	518	4,570
17	Travel	178,189	143,537		34,652
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	33,859	22,062		11,797
20	Interest	937,722	937,722		
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	2,806	2,474	34	298
23	Insurance	112,740		112,740	
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	INTERCOMPANY EXPENSES	2,305,910	1,625,004	22,196	658,710
b	BOOKS,LICENSES,FEES,DUES	25,771	13,894	1,727	10,150
c	MISCELLANEOUS	12			12
d					
e					
f	All other expenses				
25	**Total functional expenses.** Add lines 1 through 24f	16,280,409	14,072,204	179,762	2,028,443
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		633,093	1	1,941,643
	2	Savings and temporary cash investments		50,372,022	2	26,600,904
	3	Pledges and grants receivable, net		7,785,033	3	6,929,410
	4	Accounts receivable, net			4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net		31,452	7	2,207
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges			9	35,900
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 48,937			
	b	Less accumulated depreciation	10b 30,556	20,786	10c	18,381
	11	Investments—publicly traded securities		213,866,167	11	123,768,895
	12	Investments—other securities See Part IV, line 11		267,268,790	12	479,656,064
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		1,946,978	15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		541,924,321	16	638,953,404
Liabilities	17	Accounts payable and accrued expenses		231,054	17	118,161
	18	Grants payable			18	
	19	Deferred revenue		11,726	19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*			22	
	23	Secured mortgages and notes payable to unrelated third parties		19,371,751	23	18,612,545
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities Complete Part X of Schedule D		3,379,985	25	3,624,541
	26	**Total liabilities.** Add lines 17 through 25		22,994,516	26	22,355,247
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		439,633,314	27	533,831,858
	28	Temporarily restricted net assets		24,243,504	28	25,308,152
	29	Permanently restricted net assets		55,052,987	29	57,458,147
		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		518,929,805	33	616,598,157
	34	Total liabilities and net assets/fund balances		541,924,321	34	638,953,404

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both ☑ Separate basis ☐ Consolidated basis ☐ Both consolidated and separated basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
GEISINGER HEALTH SYSTEM FOUNDATION

Employer identification number
23-1995911

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

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

1 ☐ A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

_____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☑ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

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

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the 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 supported organization(s)

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

Part II **Support Schedule for Organizations Described in IRC 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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	10,509,362	10,178,939	8,782,291	3,362,359	7,331,406	40,164,357
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	10,509,362	10,178,939	8,782,291	3,362,359	7,331,406	40,164,357
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						40,164,357

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	10,509,362	32,227,601	8,782,291	3,362,359	7,331,406	40,164,357
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	6,165,810	32,227,601	8,020,674	9,457,924	11,563,638	67,435,647
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets	3,994	475,445	5,996	14,028	19,979	519,442
11 **Total support** (Add lines 7 through 10)						108,119,446

12 Gross receipts from related activities, etc (See instructions)	12	30,553,847

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

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f))	14	37 150 %
15 Public Support Percentage for 2008 Schedule A, Part II, line 14	15	38 650 %

16a **33 1/3% support test—2009.** 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—2008.** If the organization did not check the 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—2009.** 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—2008.** 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 IRC 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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 through 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 $5,000 or 1% of the amount on line 13 for the year						
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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 501(c)(3) organization, check this box and **stop here** ▶

Section C. Computation of Public Support Percentage

15	Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15
16	Public support percentage from 2008 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2009** (line 10c column (f) divided by line 13 column (f))	17
18	Investment income percentage from **2008** Schedule A, Part III, line 17	18

19a **33 1/3% support tests—2009.** 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—2008.** 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.** 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

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SCHEDULE C (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.**
▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, Line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35a (regarding proxy tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization	Employer identification number
GEISINGER HEALTH SYSTEM FOUNDATION	23-1995911

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV

2 Political expenditures ▶ $ _____

3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $ _____

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $ _____

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☑ No

4a Was a correction made? ☐ Yes ☑ No

b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c) except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $ _____

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt funtion activities ▶ $ _____

3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ $ _____

4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☑ No

5 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	**(b)** Address	**(c)** EIN	**(d)** Amount paid from filing organization's funds If none, enter -0-	**(e)** Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A **Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

A Check ☑ if the filing organization belongs to an affiliated group
B Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing Organization's Totals	(b) Affiliated Group Totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)		574,174
c Total lobbying expenditures (add lines 1a and 1b)		574,174
d Other exempt purpose expenditures		2,035,993,413
e Total exempt purpose expenditures (add lines 1c and 1d)		2,036,567,587
f Lobbying nontaxable amount Enter the amount from the following table in both columns	1,000,000	1,000,000
g Grassroots nontaxable amount (enter 25% of line 1f)	250,000	250,000
h Subtract line 1g from line 1a If zero or less, enter -0-		
i Subtract line 1f from line 1c If zero or less, enter -0-		

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☑ No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying non-taxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000
c Total lobbying expenditures	238,875	247,880	402,712	574,174	1,463,641
d Grassroots non-taxable amount	250,000	250,000	250,000	250,000	1,000,000
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000
f Grassroots lobbying expenditures	3,904	277			4,181

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?		No	
e	Publications, or published or broadcast statements?		No	
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?		No	
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i	Other activities? If "Yes," describe in Part IV		No	
j	Total lines 1c through 1i			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?		No	

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

			Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1		No
2	Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		No
3	Did the organization agree to carryover lobbying and political expenditures from the prior year?	3		No

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) non-deductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
GEISINGER HEALTH SYSTEM FOUNDATION

Employer identification number
23-1995911

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 for any other purpose conferring 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)
☐ Preservation of an historically importantly land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

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, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☑ No

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

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 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 Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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

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

		Amount
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 the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	71,078,000	88,270,000			
b Contributions	1,148,000	1,005,000			
c Investment earnings or losses	8,379,000	-13,762,000			
d Grants or scholarships					
e Other expenditures for facilities and programs	-5,303,000	-4,435,000			
f Administrative expenses					
g End of year balance	75,302,000	71,078,000			

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

- a Board designated or quasi-endowment ▶ **35.000 %**
- b Permanent endowment ▶ **65.000 %**
- c Term endowment ▶

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

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) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		48,937	30,556	18,381
e Other				
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				18,381

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		
Closely-held equity interests	479,656,064	F
Other		
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	479,656,064	

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. *(Column (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
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
ANNUITIES PAYABLE	3,516,976
DUE TO AFFILIATES	107,565
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	3,624,541

2. Fin 48 Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

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	47,406,344
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	16,280,409
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	31,125,935
4	Net unrealized gains (losses) on investments	4	17,173,938
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	49,368,479
9	Total adjustments (net) Add lines 4 - 8	9	66,542,417
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	97,668,352

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	116,338,652
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	17,173,938		
b	Donated services and use of facilities	2b	150,169		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	52,981,838		
e	Add lines **2a** through **2d**			2e	70,305,945
3	Subtract line **2e** from line **1**			3	46,032,707
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	1,030,369		
b	Other (Describe in Part XIV)	4b	343,268		
c	Add lines **4a** and **4b**			4c	1,373,637
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	47,406,344

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

1	Total expenses and losses per audited financial statements			1	18,670,300
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	150,169		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d	3,613,359		
e	Add lines **2a** through **2d**			2e	3,763,528
3	Subtract line **2e** from line **1**			3	14,906,772
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	1,030,369		
b	Other (Describe in Part XIV)	4b	343,268		
c	Add lines **4a** and **4b**			4c	1,373,637
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	16,280,409

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 Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
INTENDED USES FOR ENDOWMENT FUNDS	SCHEDULE D, PAGE 2, PART V, LINE 4	ENDOWMENT FUNDS ARE USED BY GEISINGER HEALTH SYSTEM TO SUPPORT PATIENT CARE, RESEARCH, EDUCATION AND CAPITAL AND PROGRAM EXPENDITURES
LIABILITY UNDER FIN 48 FOOTNOTE	SCHEDULE D, PAGE 3, PART X	EFFECTIVE JULY 1, 2007, GEISINGER HEALTH SYSTEM(1) ("GHS") ADOPTED FASB INTERPRETATION NO 48, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, AN INTERPRETATION OF FASB STATEMENT NO 109 ("FIN 48") FIN 48 CLARIFIES THE ACCOUNTING AND REPORTING FOR INCOME TAXES WHERE INTERPRETATION OF THE TAX LAW MAY BE UNCERTAIN FIN 48 PRESCRIBES A COMPREHENSIVE MODEL FOR THE FINANCIAL STATEMENT RECOGNITION, MEASUREMENT, PRESENTATION AND DISCLOSURE OF INCOME TAX UNCERTAINTIES WITH RESPECT TO POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN INCOME TAX RETURNS THE ADOPTION OF FIN 48 HAD NO IMPACT ON UNRESTRICTED NET ASSETS AS OF JUNE 30, 2010 OR ANY PREVIOUS YEARS SINCE ADOPTION ACCORDINGLY, NO FIN 48 FOOTNOTE DISCLOSURE WAS MADE IN THE JUNE 30, 2010 GHS CONSOLIDATED FINANCIAL STATEMENTS
RECONCILIATION OF CHANGES - OTHER	SCHEDULE D, PAGE 4, PART XI, LINE 8	NET GAINS FROM SUBSIDIARIES 15,368,479 NET TRANSFER FROM AFFILIATE GHP 36,000,000 TRANSFER FROM TEMPORARILY RESTRICTED NET ASSETS 829,260 SPECIAL FUNDRAISING EXEPENSES RECORDED ON LINE 8B 259,900 TRANSFERS FROM GHSF RESTRICTED FUND TO UNRESTRICTED FUND 524,199 SPECIAL FUNDRAISING EXPENSES NETTED AGAINST REVENUE -340,432 REBATE REVENUE NETTED AGAINST EXPENSE -2,836 TRANSFERS FROM GHSF RESTRICTED FUND TO UNRESTRICTED FUND -524,199 TRANSFER TO AFFILIATE-GEISINGER COMMUNITY HEALTH SERVICES -2,000,000 SPECIAL FUNDRAISING EXPENSES RECORDED ON LINE 8B -259,900 TRANSFER FROM TEMPORARILY RESTRICTED NET ASSETS -829,260 SPECIAL FUNDRAISING EXPENSE NETTED AGAINST REVENUE 340,432 REBATE REVENUE NETTED AGAINST EXPENSE 2,836
REVENUE AMOUNTS INCLUDED IN FINANCIALS - OTHER	SCHEDULE D, PAGE 4, PART XII, LINE 2D	NET GAINS FROM SUBSIDIARIES 15,368,479 NET TRANSFER FROM AFFILIATE GHP 36,000,000 TRANSFER FROM TEMPORARILY RESTRICTED NET ASSETS 829,260 SPECIAL FUNDRAISING EXEPENSES RECORDED ON LINE 8B 259,900 TRANSFERS FROM GHSF RESTRICTED FUND TO UNRESTRICTED FUND 524,199
REVENUE AMOUNTS INCLUDED ON RETURN - OTHER	SCHEDULE D, PAGE 4, PART XII, LINE 4B	SPECIAL FUNDRAISING EXPENSES NETTED AGAINST REVENUE 340,432 REBATE REVENUE NETTED AGAINST EXPENSE 2,836
EXPENSE AMOUNTS INCLUDED IN FINANCIALS - OTHER	SCHEDULE D, PAGE 4, PART XIII, LINE 2D	TRANSFERS FROM GHSF RESTRICTED FUND TO UNRESTRICTED FUND 524,199 TRANSFER TO AFFILIATE-GEISINGER COMMUNITY HEALTH SERVICES 2,000,000 SPECIAL FUNDRAISING EXPENSES RECORDED ON LINE 8B 259,900 TRANSFER FROM TEMPORARILY RESTRICTED NET ASSETS 829,260
EXPENSE AMOUNTS INCLUDED ON RETURN - OTHER	SCHEDULE D, PAGE 4, PART XIII, LINE 4B	SPECIAL FUNDRAISING EXPENSE NETTED AGAINST REVENUE 340,432 REBATE REVENUE NETTED AGAINST EXPENSE 2,836

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SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
Attach to Form 990 or Form 990-EZ. See separate instructions.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization
GEISINGER HEALTH SYSTEM FOUNDATION

Employer identification number
23-1995911

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

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

- **a** ☑ Mail solicitations
- **b** ☑ Internet and e-mail solicitations
- **c** ☑ Phone solicitations
- **d** ☑ In-person solicitations
- **e** ☑ Solicitation of non-government grants
- **f** ☑ Solicitation of government grants
- **g** ☑ Special fundraising events

2a 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 activities? ☑ **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**	**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
RUFFALO CODY	SOLICITING		No	141,679	254,814	-113,135
BLUE STATE DIGITAL	CONSULTING		No	4,505	67,850	-63,345
WASHBURN & MCGOLDRICK	CONSULTING		No		12,359	-12,359
JONATHAN TIDD	CONSULTING		No		7,200	-7,200
Total . . . . . ▶				146,184	342,223	-196,039

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

FL,KY,MA,NJ,NY,PA,VA

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 GWV GALA (event type)	(b) Event #2 GMC GALA (event type)	(c) Other Events 15 (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	246,101	155,546	588,639	990,286
	2 Less Charitable contributions	182,416	104,356	354,336	641,108
	3 Gross income (line 1 minus line 2)	63,685	51,190	234,303	349,178
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs	3,814	14,016		17,830
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	65,959	51,045	209,195	326,199
	10 Direct expense summary Add lines 4 through 9 in column (d)				344,029
	11 Net income summary Combine lines 3, column d, and line 10				5,149

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	3,502		46,183	49,685
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, column d, and line 7				49,685

			Yes	No
9	Enter the state(s) in which the organization operates gaming activities PA			
a	Is the organization licensed to operate gaming activities in each of these states?	9a	Yes	
b	If "No," Explain			
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a		No
b	If "Yes," Explain			
11	Does the organization operate gaming activities with nonmembers?	11		No
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		No

			Yes	No
13	Indicate the percentage of gaming activity operated in			
a	The organization's facility	**13a** 65 000 %		
b	An outside facility	**13b** 35 000 %		
14	Enter the name and address of the person who prepares the organization's gaming/special events books and records			

Name ▶ VANESSA KLINGENSMITH

Address ▶ 100 NORTH ACADEMY AVENUE MC 24-20
DANVILLE, PA 17822

15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue?	**15a**		No
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 ▶ SUSAN ALCORN

Gaming manager compensation ▶ $ 1,313

Description of services provided ▶ CHIEF COMMUNICATIONS OFFICER

☐ 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**		No
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 ▶ $			

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
GEISINGER HEALTH SYSTEM FOUNDATION

Employer identification number
23-1995911

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to 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 . . . . . ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
GEISINGER CLINIC100 NORTH ACADEMY AVENUE DANVILLE,PA 178229800	236291113	3	3,076,340				CAPITAL/PROG SERVICE
GEISINGER MEDICAL CENTER100 NORTH ACADEMY AVENUE DANVILLE,PA 178229800	240795959	3	2,673,791				CAPITAL/PROG SERVICE
GEISINGER WYOMING VALLEY MED CENTER1000 EAST MOUNTAIN DRIVE WILKES BARRE,PA 187110027	231996150	3	2,031,934				CAPITAL/PROG SERVICE
GEISINGER SYSTEM SERVICES100 NORTH ACADEMY AVENUE DANVILLE,PA 178229800	232164794	3	237,711				CAPITAL/PROG SERVICE
GEISINGER COMMUNITY HEALTH SERVICES109 WOODBINE LANE DANVILLE,PA 178219118	232967235	3	8,766				CAPITAL/PROG SERVICE
GEISINGER SOUTH WILKES-BARRE25 CHURCH STREET WILKES BARRE,PA 187650999	203152743	3	30,696				CAPITAL/PROG SERVICE
MARWORTHPO BOX 36 WAVERLY,PA 184717736	232171417	3	233,838				CAPITAL/PROG SERVICE
GEISINGER MEDICAL MANAGEMENT CORP109 WOODBINE LANE DANVILLE,PA 178219118	232077663		5,593				CAPITAL/PROG SERVICE
ROAD RADIO USA INC601 SOUTH MAIN STREET MUNCY,PA 177561708	232767215	3	25,000				CMN SPONSORSHIP
MARCH OF DIMES1019 WEST 9TH AVENUE KING OF PRUSSIA,PA 194061215	232767215	3	57,500				PA PREMATURITY CAMPA
DANVILLE RED CROSS346 MILL STREET DANVILLE,PA 178211984	240795947	3	30,000				CONTRIBUTION HAITI
ALL OTHER ASSISTANCE COMBINEDEACH INDIVIDUALLY 5000 OR LESS DANVILLE,PA 178229800			164,072				CONTRIBUTION SUPPORT

2 Enter total number of section 501(c)(3) and government organizations . . . . . ▶ 10

3 Enter total number of other organizations . . . . . ▶ 1

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to 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.

Identifier	Return Reference	Explanation
PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS INSIDE THE UNITED STATES	SCHEDULE I, PAGE 1, PART I, LINE 2	GEISINGER HEALTH SYSTEM FOUNDATION LIMITS ITS CHARITABLE CONTRIBUTION SUPPORT TO TAX-EXEMPT ORGANIZATIONS THAT QUALIFY FOR 501(C)(3) STATUS UNDER THE INTERNAL REVENUE CODE, LIMITED 501(C)(4) ORGANIZATIONS BASED ON EXPLICIT CRITERIA, PUBLIC BENEFIT, OR NON-EXEMPT ORGANIZATIONS AREAS OF INTEREST INCLUDE EDUCATION, HEALTH/WELFARE, COMMUNITY INVESTMENT, AND CULTURE/ART WITH A FOCUS ON COMMUNITIES, IN WHICH A SIGNIFICANT PORTION OF GEISINGER HEALTH SYSTEM EMPLOYEES LIVE AND WORK ORGANIZATIONS SEEKING SUPPORT MUST DEMONSTRATE THAT THEY EFFECTIVELY MEET AN IMPORTANT COMMUNITY NEED

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
GEISINGER HEALTH SYSTEM FOUNDATION

Employer identification number
23-1995911

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate 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 idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**		
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**		
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 with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	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**		No
b	Any related organization?	**6b**		No
	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**	Yes	
8	Were any amounts reported in Form 990, Part VII, paid or accured 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**	Yes	
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**	Yes	

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space 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) Retirement and other 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 reportable compensation				
GLENN D STEELE JR MD PHD	(i)							
	(ii)	930,649	660,000	428,229	335,552	29,896	2,384,326	241,531
JOANNE E WADE	(i)							
	(ii)	526,047	256,010	68,186	178,354	7,764	1,036,361	34,886
FRANK J TREMBULAK	(i)							
	(ii)	546,363	255,671	44,704	184,306	8,746	1,039,790	
HOWARD R GRANT MD	(i)							
	(ii)	498,137	239,509	50,979	146,782	19,355	954,762	
KEVIN F BRENNAN	(i)							
	(ii)	457,470	257,271	71,239	163,707	19,603	969,290	32,739
BRUCE H HAMORY MD	(i)							
	(ii)	432,851	100,505	86,473	222,092	18,624	860,545	38,274
DAVID J FELICIO ESQUIRE	(i)							
	(ii)	312,016	134,278	28,267	61,652	17,441	553,654	
EDWARD J ZYCH ESQUIRE	(i)							
	(ii)	202,318	33,699	7,007	17,483	20,077	280,584	
JEAN HAYNES	(i)							
	(ii)	109,370		40,618	7,137	17,284	174,409	
ROBERT J KALLIN	(i)	205,568		29,493	16,269	20,630	271,960	
	(ii)							
RICHARD J GILFILLAN MD	(i)							
	(ii)	344,636	156,752	102,362	117,285	10,833	731,868	47,276
KEVIN J KERESTUS	(i)							
	(ii)	156,230	28,256	3,355	12,740	18,705	219,286	

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

Identifier	Return Reference	Explanation
SEVERANCE, NONQUALIFIED, AND EQUITY-BASED PAYMENTS	SCHEDULE J, PAGE 1, PART I, LINE 4	GLENN D STEELE JR , M D PH D 0 241,531 0 JOANNE E WADE 0 34,886 0 FRANK J TREMBULAK 0 2,659 0 KEVIN F BRENNAN 0 32,739 0 BRUCE H HAMORY, M D 0 38,274 0 RICHARD J GILFILLAN, M D 0 47,276 0
NON-FIXED PAYMENTS PROVIDED	SCHEDULE J, PAGE 1, PART I, LINE 7	PAYMENT OF EARNED PERFORMANCE BASED COMPENSATION IS AT THE DISCRETION OF MANAGEMENT AND THE BOARD OF DIRECTORS, SUCH PAYMENTS MAY BE CONSIDERED NON-FIXED PAYMENTS PERFORMANCE BASED COMPENSATION IS DETERMINED BY MEETING INDIVIDUALLY MEASURED PERFORMANCE GOALS THAT ARE ALIGNED WITH OVERALL SYSTEM OBJECTIVES, INCLUDING CLINICAL QUALITY, COMMUNITY MISSION ACHIEVEMENT AND FINANCIAL STEWARDSHIP
PURSUANT TO CONTRACT PER REGS SECTION 53 4958-4(A)(3)	SCHEDULE J, PAGE 1, PART I, LINE 8	THE EMPLOYEES LISTED PARTICIPATE IN A COMPENSATION PROGRAM DESIGNED TO BE MARKET COMPETITIVE FROM TIME TO TIME, DEPENDING UPON THE AVAILABILITY OF QUALIFIED APPLICANTS, RECRUITMENT LOANS MAY BE MADE AVAILABLE TO QUALIFIED APPLICANTS IN DIFFICULT TO RECRUIT POSITIONS SUCH LOANS ARE ONLY PROVIDED IF TOTAL COMPENSATION, INCLUDING THE LOAN AMOUNT, IS CONSIDERED REASONABLE COMPENSATION PER INDEPENDENT SALARY SURVEYS
OTHER ADDITIONAL INFORMATION	SCHEDULE J, PART III	PART I, LINE 4B - SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN COMPENSATION FOR ELIGIBLE EMPLOYEES MAY BE DEFERRED TO A 457(F) NONQUALIFIED PLAN THAT VESTS WITH COMPLETION OF SERVICE, DEATH AND/OR PERMANENT DISABILITY _____ FOOTNOTE THROUGHOUT FORM 990, THE TERMS "GEISINGER HEALTH SYSTEM" AND "SYSTEM" OR THE ACRONYM "GHS" SHALL REFER TO THE ENTIRE HEALTHCARE SYSTEM COMPRISED OF GEISINGER HEALTH SYSTEM FOUNDATION ("THE FOUNDATION") AS PARENT AND ALL SUBSIDIARY CORPORATIONS COMPRISING THE SYSTEM

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
GEISINGER HEALTH SYSTEM FOUNDATION

Employer identification number
23-1995911

Part I Bond Issues

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer	
							Yes	No	Yes	No
A	GEISINGER AUTHORITY SERIES 2009 BC	23-2471439	368497FT5	06-04-2009	115,000,000	SEE SCHEDULE O		X		X
B	GEISINGER AUTHORITY SERIES 2009 A	23-2471439	368497FR9	06-04-2009	155,702,940	SEE SCHEDULE O		X		X
C	GEISINGER AUTHORITY SERIES 2007	23-2471439	368497FC2	05-10-2007	120,000,000	SEE SCHEDULE O		X		X
D	GEISINGER AUTHORITY SERIES 2005 ABC	23-2471439	368497FA6	07-07-2005	190,000,000	SEE SCHEDULE O		X		X

Part II Proceeds

		A	B	C	D	E
1	Total proceeds of issue	115,000,022	155,703,985	121,049,953	192,059,360	
2	Gross proceeds in reserve funds					
3	Proceeds in refunding or defeasance escrows	29,155,500	29,155,500		126,061,434	
4	Other unspent proceeds					
5	Issuance costs from proceeds	953,305			953,305	
6	Working capital expenditures from proceeds	11,604,000	11,604,000			
7	Capital expenditures from proceeds	115,000,022	114,944,485	121,049,953	65,044,621	
8	Year of substantial completion					

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

Part III Private Business Use

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

Part III Private Business Use *(Continued)*

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts with respect to the financed property which may result in private business use?		X		X		X		X		
3b	Are there any research agreements with respect to the financed property which may result in private business use?	X		X		X		X			
3c	Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?	X		X		X		X			
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶										
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶										
6	Total of lines 4 and 5										
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X		X		X			

Part IV Arbitrage

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X		X		X	X			
2	Is the bond issue a variable rate issue?	X			X		X	X			
3a	Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?		X		X	X		X			
b	Name of provider	NA		NA		JPMORGAN CITIBANK					
c	Term of hedge		30 0				30 0		23 1		
4a	Were gross proceeds invested in a GIC?		X		X		X		X		
b	Name of provider	NA		NA		NA		NA			
c	Term of GIC										
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?										
5	Were any gross proceeds invested beyond an available temporary period?		X		X		X	X			
6	Did the bond issue qualify for an exception to rebate?	X		X			X		X		

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

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

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
GEISINGER HEALTH SYSTEM FOUNDATION

Employer identification number
23-1995911

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

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

1 (a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	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.

Complete if the organization 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 Benefitting Interested Persons.

Complete if the organization 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.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	No
DONNA GRAFMYRE	SCHEDULE O	28,968	EMPLOYEE COMPENSAT		No
HIRTLE CALLAGHAN	SCHEDULE O	578,677	INVESTMENT MGMT FEES		No
GEISINGER MEDICAL MANAGEMENT CORP	SCHEDULE O	7,000,000	CAPITAL CONTRIBUTION		No
GEISINGER MEDICAL MANAGEMENT CORP	SCHEDULE O	5,593	CHARITABLE ALLOCATN		No
GEISINGER QUALITY OPTIONS INC	SCHEDULE O	8,000,000	CAPITAL CONTRIBUTION		No

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SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

▸Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.
▸ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
GEISINGER HEALTH SYSTEM FOUNDATION

Employer identification number
23-1995911

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	X	9	7,883	SELLING PRICE OF PROPERTY
2	Art—Historical treasures				
3	Art—Fractional interests				
4	Books and publications	X		70	
5	Clothing and household goods	X		6,188	SELLING PRICE OF PROPERTY
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities—Publicly traded	X	2	10,568	PROCEEDS FROM SALE
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 ▸ (MISCELLANEOUS)	X	25	6,412	VARIOUS
26	Other ▸ (JEWELRY)	X	7	9,493	SELLING PRICE OF PROPERTY
27	Other ▸ (GIFT CERTIFICAT)	X	15	2,269	FACE VALUE
28	Other ▸ (FURNITURE)	X	1	2,000	SELLING PRICE OF PROPERTY

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 Acknowledgement . . . 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		No
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	Yes	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	32a		No
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

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
GEISINGER HEALTH SYSTEM FOUNDATION

Employer identification number
23-1995911

Identifier	Return Reference	Explanation
FIRST ACHIEVEMENT DESCRIPTION	FORM 990, PAGE 2, PART III, LINE 4A	I MISSION, VISION, VALUES AS THE PARENT ORGANIZATION OF THE GEISINGER HEALTH SYSTEM, GEIS INGER HEALTH SYSTEM FOUNDATION IS COMMITTED TO THE SYSTEM'S MISSION, VISION, AND VALUES T HE GEISINGER HEALTH SYSTEM DEDICATES ITSELF TO ITS MISSION ENHANCING QUALITY OF LIFE THR OUGH AN INTEGRATED HEALTH SERVICE ORGANIZATION BASED ON A BALANCED PROGRAM OF PATIENT CARE , EDUCATION, RESEARCH AND COMMUNITY SERVICE VISION TO BE THE HEALTH SYSTEM OF CHOICE, AD VANCING CARE THROUGH EDUCATION AND RESEARCH VALUES - EXCELLENCE - WE STRIVE FOR THE BEST , CONTINUOUSLY IMPROVING QUALITY IN ALL OUR ACTIVITIES - SERVICE ORGANIZATION - OUR PHYSI CIANS AND STAFF USE THEIR SKILLS, CREATIVITY, ENERGY AND LOYALTY AS RESOURCES FOR EFFECTIV E AND QUALITY SERVICES IN EVERY COMMUNITY AND EACH SETTING WE SERVE - INDIVIDUAL DIGNITY - WE PROVIDE HUMANE, COMPASSIONATE AND EXPERT CARE, ALWAYS EMPHASIZING THE DIGNITY OF THE INDIVIDUAL - TEAMWORK - WE TAKE PRIDE IN RECOGNIZING AND EMPOWERING GOOD PEOPLE WHO DEMON STRATE THE IMPORTANCE AND VALUE OF TEAMWORK - PHYSICIAN LEADERSHIP - WE ARE PHYSICIAN LED ACROSS OUR ENTIRE ORGANIZATION AND THE MANY COMMUNITIES WE SERVE - DIVERSITY - DIVERSITY AMONG PHYSICIANS, STAFF, STUDENTS AND VOLUNTEERS PROMOTES AN ENVIRONMENT OF MUTUAL SUPPOR T AND RESPECT - EDUCATION - WE BELIEVE IN THE INTELLECTUAL AND PROFESSIONAL PURSUIT OF NE W KNOWLEDGE AND ITS DISSEMINATION TO COLLEAGUES, STUDENTS, AND THE PUBLIC AS AN INSTRUMENT OF OUR HEALTH SYSTEM THAT ADDS VALUE TO ALL OF OUR CUSTOMERS - RESEARCH - WE BELIEVE THA T BASIC SCIENCE, CLINICAL COMMUNITY HEALTH AND HEALTH SERVICES RESEARCH ADVANCES THE OVERA LL HEALTH AND WELL BEING OF OUR PATIENTS AND THEIR COMMUNITIES - FISCAL RESPONSIBILITY - WE EXERCISE PRUDENT USE OF ALL RESOURCES AS PART OF OUR STEWARDSHIP RESPONSIBILITY FOR FIS CAL AND ORGANIZATIONAL SUCCESS - TRADITION - WE TAKE PRIDE IN OUR HISTORY FOR IT IS THE F OUNDATION OF OUR FUTURE AND OUR LONG-STANDING COMMITMENT TO YOUR HEALTH II GENERAL INFOR MATION GEISINGER HEALTH SYSTEM FOUNDATION (THE FOUNDATION), A 501(C) (3) NOT FOR PROFIT COR PORATION, IS THE PARENT ORGANIZATION OF THE VARIOUS GEISINGER HEALTH SYSTEM ENTITIES ITS GOVERNING BOARD OVERSEES THE COLLECTIVE EFFORTS OF THE SIXTEEN GEISINGER HEALTH SYSTEM AFF ILIATED ENTITIES AND THEIR ACTIVITIES IN HEALTH CARE AND RELATED BUSINESSES THE FOUNDATIO N IS INVOLVED WITH INITIATING AND ADMINISTERING GRANT AND PHILANTHROPIC SUPPORT PROGRAMS F OR ALL THE GEISINGER HEALTH SYSTEM NOT-FOR-PROFIT ENTITIES THE SIXTEEN AFFILIATED ENTITIE S OF GEISINGER HEALTH SYSTEM FOUNDATION ARE - GEISINGER MEDICAL CENTER (GMC) IS A REGIONA L REFERRAL TERTIARY HEALTHCARE MEDICAL CENTER LOCATED IN DANVILLE, PENNSYLVANIA, A PREDOMI NATELY RURAL AREA OF NORTHEASTERN AND CENTRAL PENNSYLVANIA GMC OPERATES A LEVEL 1 REGIONA L RESOURCE TRAUMA CENTER AS DESIGNATED BY THE PENNSYLVANIA TRAUMA SYSTEMS FOUNDATION THIS DESIGNATION IS BASED ON THE PROVISION OF COMPREHENSIVE TRAUMA CARE 24 HOURS A DAY AND THE PROVISION OF OUTREACH, EDUCATIONAL, AND RESEARCH PROGRAMS IN TRAUMA CARE THE TRAUMA CENT ER INCLUDES LIFE FLIGHT, A RAPID RESPONSE HELICOPTER RETRIEVAL PROGRAM ALSO PART OF GMC A RE THE HOSPITAL FOR ADVANCED MEDICINE, JANET WEIS CHILDREN'S HOSPITAL AND THE WOMEN'S HEAL TH PAVILION, IN ADDITION TO TREATMENT CENTERS FOR CANCER, KIDNEY TRANSPLANTS, HEART AND NE UROLOGICAL DISEASE AND INFERTILITY - GEISINGER CLINIC (THE CLINIC) CONSISTS OF MULTI-SPEC IALTY PHYSICIAN GROUP PRACTICES EMPLOYING OVER 819 PHYSICIANS PRACTICING AT 62 SITES IN 48 COMMUNITIES THROUGHOUT NORTHEASTERN AND CENTRAL PENNSYLVANIA SOME SITES ARE DOCTOR'S OFF ICES LOCATED IN THE SMALL TOWNS OF THE REGION, OTHERS ARE CLINICS WITH DIAGNOSTIC CAPABILI TIES AND PHARMACIES ON THE PREMISES GEISINGER CLINIC IS DEDICATED TO IMPROVING THE HEALTH OF THE PEOPLE OF PENNSYLVANIA THROUGH AN INTEGRATED SYSTEM OF HEALTH SERVICES BASED UPON A BALANCED PROGRAM OF PATIENT CARE, EDUCATION, AND RESEARCH - GEISINGER SYSTEM SERVICES (GSS) IS A COST-EFFECTIVE CENTRALIZED PROVIDER OF MANAGEMENT AND CONSULTATIVE SERVICES TO O THER ENTITIES WITHIN THE GEISINGER HEALTH SYSTEM SERVICES PROVIDED INCLUDE COMMUNICATION AND PUBLIC RELATIONS, FACILITIES PLANNING AND MANAGEMENT, FINANCIAL SERVICES, HUMAN RESOU RCES, INFORMATION SYSTEMS, INTERNAL AUDITS, LEGAL SERVICES, MARKET PLANNING, MATERIAL MANA GEMENT, EMPLOYEE BENEFIT ADMINISTRATION, MAIL SERVICES, REPROGRAPHICS, RISK MANAGEMENT, CA FETERIA, LAUNDRY, AND TELECOMMUNICATIONS - GEISINGER WYOMING VALLEY MEDICAL CENTER (GWV) IS AN ACUTE CARE OPEN STAFF COMMUNITY HOSPITAL AND REFERRAL MEDICAL CENTER IN WILKES-BARRE , PENNSYLVANIA GWV OFFERS 24-HOUR COMPREHENSIVE EMERGENCY SERVICE, MEDICAL AND SURGICAL U NITS, MATERNITY PROGRAMS, PEDIATRIC CARE AND COMPLETE CANCER TREATMENT AT THE FRANK M AND DORTHEA HENRY CANCER CENTER THE HEART HOSPITAL AT GEISINGER WYOMING VALLEY MEDICAL CENTE R OPENED IN NOVEMBER 2001 IT IS DEDICATED TO BRINGING THE LATEST TECHNOLOGY USED IN THE T REATMENT OF HEART DISEASE TO THE PEOPLE OF THE WYO

Identifier	Return Reference	Explanation
FIRST ACHIEVEMENT DESCRIPTION	FORM 990, PAGE 2, PART III, LINE 4A	MING VALLEY THE CARDIAC CATH LAB OFFERS THE MOST ADVANCED TECHNIQUES AVAILABLE TO PATIENT S WITH HEART DISEASE INCLUDING A 24 HOUR PER DAY PRIMARY ANGIOPLASTY PROGRAM, ANGIOJET THE RAPY, BRACHY THERAPY, AND THE USE OF A CUTTING BALLOON TO REPAIR BLOCKED VESSELS CONNECTED TO GEISINGER WY OMING VALLEY MEDICAL CENTER BY TWO WALKWAYS, THE HEART HOSPITAL OFFERS A F ULL RANGE OF SERVICES INCLUDING ANCILLARY CARDIAC TESTING, PHY SICIAN OFFICE SPACE, AS WELL AS A NINE BED STEP-DOWN UNIT, AND CARDIAC REHABILITATION, AND AN EIGHT BED OUTPATIENT UNI T USED FOR PRE AND POST CARDIAC CATH RECOVERY - GEISINGER SOUTH WILKES BARRE (GSWB)CLOSED ITS INPATIENT SERV ICES AND EMERGENCY DEPARTMENT ON JULY 10, 2009, AND THE COPORATION WAS MERGED INTO GWV THIS TRANSITION REFLECTS HOW PATIENTS UTILIZE THE FACILITY, AS WELL AS AD VANCEMENTS IN MEDICAL TECHNOLOGY THAT ARE ENABLING HEALTHCARE PROFESSIONALS TO CARE FOR MO RE PATIENTS AND COMPLETE MORE PROCEDURES ON AN OUTPATIENT BASIS THE SPECIFIC ACTIONS IN T HE PLAN RELATED TO THE CONSOLIDATION OF SERV ICES AMONG THE GWV AND GSWB CAMPUSES WITH GSWB BECOMING A REGIONAL AMBULATORY SAME-DAY CAMPUS - GEISINGER ASSURANCE COMPANY, LTD (GAC) IS A WHOLLY OWNED SUBSIDIARY OF GEISINGER HEALTH SY STEM FOUNDATION LICENSED IN GRAND CAY M AN, BRITISH WEST INDIES THE PRINCIPAL ACTIV ITY OF GAC IS THE REINSURANCE, ON A CLAIMS MAD E BASIS, OF A RETROSPECTIVELY RATED PROFESSIONAL LIABILITY INSURANCE POLICY ISSUED BY AN U NRELATED INSURANCE COMPANY BASED IN THE UNITED STATES OF AMERICA TO GAC'S SHAREHOLDER AND CERTAIN AFFILIATES - GEISINGER INSURANCE CORPORATION, RISK RETENTION GROUP - REGISTERED B Y THE PA INSURANCE DEPTARTMENT TO PROV IDE PRIMARY PROFESSIONAL LIABILITY COVERAGE FOR SEVE RAL ENTITIES OF GHS - GEISINGER MEDICAL MANAGEMENT CORPORATION (GMMC) PROVIDES PHARMACY C ONTRACT MANAGEMENT SERVICES TO HEALTHCARE PROVIDERS BOTH INSIDE AND OUTSIDE THE GEISINGER HEALTH SY STEM SERVICES OFFERED INCLUDE PRESCRIPTION CENTERS, MANAGEMENT AND STAFFING SERV ICES, AND OTHER PROFESSIONAL AND ANCILLARY SERV ICES SUCH AS REGISTERED DIETICIANS, ULTRASO UND TECHNOLOGISTS, RADIATION SAFETY, TRANSCRIPTION STAFF, AND MANAGEMENT SERV ICES THROUGH CONTRACT RELATIONSHIPS WITH OTHER HEALTHCARE PROV IDERS OR RELATED GEISINGER HEALTH SY STEM ENTITIES SUREHEALTH, LLC, A FOR-PROFIT LIMITED LIABILITY COMPANY IN WHICH GEISINGER MEDIC AL MANAGEMENT CORPORATION HOLDS A SOLE INVESTMENT INTEREST, OPERATES SEVERAL RETAIL PHARMA CIES - GEISINGER COMMUNITY HEALTH SERV ICES (GCHS) PROV IDES COMMUNITY HEALTH SERV ICES THRO UGHOUT NORTHEASTERN AND CENTRAL PENNSY LVANIA GCHS IS BASED IN DANVILLE, PENNSY LVANIA WITH BRANCH FACILITIES IN BOTH THE WILKES-BARRE AND HERSHEY AREAS GCHS OFFERS SKILLED NURSING , HOME HEALTH AIDES, MSW, PHY SICAL THERAPY, OCCUPATIONAL THERAPY, SPEECH THERAPY, HOME INF USION THERAPY AND RESPIRATORY THERAPY IN ADDITION, GCHS MANAGES THE UTILIZATION AND CLINI CAL PROGRAM DEV ELOPMENT RELATING TO THE PROV ISION OF HOME CARE THROUGHOUT THE ENTIRE AREA SERV ICED BY GHP AND EMPLOY S A STAFF OF SALARIED PHY SICIANS WHO PROV IDE OCCUPATIONAL HEALTH SERV ICES - MARWORTH (MW) PROV IDES NATIONALLY RECOGNIZED ALCOHOL AND CHEMICAL DETOXIFICAT ION AND REHABILITATION TREATMENT PROGRAMS IN WAVERLY, PENNSY LVANIA MARWORTH IS LICENSED B Y THE PENNSY LVANIA DEPARTMENT OF HEALTH, BUREAU OF DRUG AND ALCOHOL PROGRAMS, AND IS ACCRE DITED, WITH COMMENDATION, BY THE JOINT COMMISSION ON ACCREDITATION OF HEALTHCARE ORGANIZAT IONS MARWORTH OFFERS INDIV IDUALIZED 12-STEP TREATMENT PROGRAMS IN ADDITION TO A SPECIAL D UAL DIAGNOSIS TREATMENT PROGRAM AND SPECIAL PROGRAMS FOR LAW ENFORCEMENT PROFESSIONALS AND HEALTHCARE PROFESSIONALS - GEISINGER HEALTH PLAN (GHP) IS THE LARGEST RURAL HEALTH MAINT ENANCE ORGANIZATION (HMO) IN THE NATION GHP HAS 247,060 MEMBERS FROM PENNSY LVANIA AND WES T VIRGINIA FROM INDIV IDUALS AND FAMILIES ENROLLED IN THE BASIC HEALTH-MAINTENANCE PROGRAM , INCLUDING A MEDICARE ALTERNATIVE, TO BUSINESS SUBSCRIBERS WHO CAN CHOOSE A CUSTOM-DESIGN ED POINT-OF-SERV ICE PLAN OR SMALL BUSINE

Identifier	Return Reference	Explanation
FINANCIAL ACCOUNTS IN FOREIGN COUNTRIES	FORM 990, PART V, LINE 4B	CAYMAN ISLANDS

Identifier	Return Reference	Explanation
SIGNIFICANT CHANGES TO ORGANIZATIONAL DOCUMENTS	FORM 990, PAGE 6, PART VI, LINE 4	ON JUNE 28, 2010, THE TRUSTEE AGREEMENT DATED JUNE 30, 2000 WAS AMENDED TO SIMPLIFY THE RE QUIREMENTS OF THE TRUST ON MARCH 18, 2010, THE BOARD OF DIRECTORS OF GEISINGER HEALTH SYS TEM FOUNDATION, A 501(C)(3) CORPORATION, APPROVED BY LAW CHANGES THAT ESTABLISHED CLASSES O F DIRECTORS WITH STAGGERED TERMS OF SERVICE, SET TERM LIMITATIONS, CLARIFIED NO AGE LIMITA TION, ESTABLISHED BOARD AND COMMITTEE QUORUM REQUIREMENTS, ESTABLISHED THE PROCESS FOR BOA RD LEADERSHIP SUCCESSION, AND DESIGNATED THE DEVELOPMENT COMMITTEE AS A STANDING COMMITTEE OF THE BOARD IN JUNE 2010, THE BOARDS OF DIRECTORS OF THE FOLLOWING AFFILIATED ORGANIZAT IONS GEISINGER CLINIC, GEISINGER MEDICAL CENTER, GEISINGER WY OMING VALLEY MEDICAL CENTER, HERSHEY MEDICAL CENTER, GEISINGER SY STEM SERVICES, AND MARWORTH APPROVED SIMILAR CHANGES, FOLLOWED BY THE BOARD OF DIRECTORS OF GEISINGER COMMUNITY HEALTH SERVICES IN OCTOBER 2010

Identifier	Return Reference	Explanation
ORGANIZATION'S PROCESS USED TO REVIEW FORM 990	FORM 990, PAGE 6, PART VI, LINE 11	ALL OFFICERS AND DIRECTORS WERE ELECTRONICALLY PROVIDED A FINAL COPY OF THE FORM 990 PRIOR TO FILING THE RETURN WITH THE IRS AN EXECUTIVE SUMMARY OF THE INFORMATION REPORTED ON TH E RETURN WAS PROVIDED TO ASSIST IN THE REVIEW IN ACCORDANCE WITH THE GEISINGER HEALTH SYS TEM FOUNDATION BOARD OF DIRECTOR'S FINANCE COMMITTEE CHARTER, STAFF PERIODICALLY REVIEWS T HE GHS ORGANIZATIONS' FORM 990 FILINGS THE FORM 990 IS PREPARED BY THE GEISINGER HEALTH S YSTEM (GHS) TAX AND FINANCIAL REPORTING DEPARTMENTS WITH INFORMATION PROVIDED FROM FINANCE , TAX, HUMAN RESOURCES, LEGAL SERVICES AND OTHER RELEVANT DEPARTMENTS WITHIN THE GEISINGER HEALTH SYSTEM THE CHIEF FINANCIAL OFFICER (CFO) OF GHS AND THE INDIVIDUAL ORGANIZATIONS SENIOR FINANCIAL MANAGERS REVIEW THEIR RESPECTIVE FORM 990 PRIOR TO MAKING THE FINAL RETUR N AVAILABLE TO THE BOARD IN ADDITION, THE CHIEF LEGAL OFFICER AND CHIEF HUMAN RESOURCE OF FICER OF GHS REVIEW THE INFORMATION DISCLOSED ON THE FORM 990 RELEVANT TO THEIR RESPECTIVE AREAS OF RESPONSIBILITY FOR PURPOSES OF THEIR ANNUAL AUDIT OF THE GHS CONSOLIDATED FINAN CIAL STATEMENTS, INDEPENDENT AUDITORS REVIEW ALL FEDERAL TAX RETURNS FILED BY THE GHS ORGA NIZATIONS TO IDENTIFY MATERIAL ITEMS, INCLUDING IF THERE ARE ANY UNCERTAIN TAX POSITIONS T HAT MAY BE REQUIRED TO BE RECOGNIZED THE COMPANY HAD NO UNCERTAIN TAX POSITIONS REQUIRED TO BE REPORTED FOR FISCAL YEAR-ENDED JUNE 30, 2010

Identifier	Return Reference	Explanation
ENFORCEMENT OF CONFLICTS POLICY	FORM 990, PAGE 6, PART VI, LINE 12C	THE OFFICERS AND DIRECTORS OF GEISINGER MEDICAL CENTER ARE SUBJECT TO THE GHS CONFLICT OF INTEREST POLICY FOR DIRECTORS, OFFICERS AND SENIOR LEADERS (MAY INCLUDE INDEPENDENT CONTRA CTORS) AT LEAST ONCE EACH YEAR, DIRECTORS, OFFICERS, KEY EMPLOYEES, SENIOR LEADERS (INCLU DING INDEPENDENT CONTRACTORS) AND OTHERS DESIGNATED BY THE BOARD OF DIRECTORS ARE REQUIRED TO DISCLOSE IN WRITING THE EXISTENCE OF ANY POTENTIAL FINANCIAL INTERESTS THAT MAY GIVE R ISE TO A CONFLICT OF INTEREST WITH ANY AFFILIATE WITHIN THE GEISINGER HEALTH SYSTEM THE D ISCLOSURES ARE REVIEWED BY THE OFFICE OF THE CHIEF LEGAL OFFICER AND REPORTED TO THE AUDIT COMMITTEE AND BOARD OF DIRECTORS AFTER REVIEW OF THE FINANCIAL INTEREST AND ALL MATERIAL FACTS, INPUT FROM DEPARTMENT OF LEGAL SERVICES AND ANY DISCUSSION WITH THE PERSON DESIRED BY THE BOARD OR COMMITTEE, THE BOARD DECIDES IF A CONFLICT EXISTS AND TAKES APPROPRIATE A CTION THE INDIVIDUAL DISCLOSING THE FINANCIAL INTEREST IS ABSENT DURING THE BOARD DELIBER ATIONS AND DECISIONS ON THE MATTER

Identifier	Return Reference	Explanation
COMPENSATION PROCESS FOR TOP OFFICIAL	FORM 990, PAGE 6, PART VI, LINE 15A	THE PROCESS TO REVIEW AND APPROVE THE COMPENSATION OF GHS EMPLOYED BOARD DIRECTORS, OFFICE RS AND EXECUTIVE MANAGEMENT IS DESIGNED TO SATISFY THE REBUTTABLE PRESUMPTION PROCEDURE AV AILABLE FOR INTERMEDIATE SANCTION PURPOSES THE PROCESS REQUIRES A REVIEW OF COMPENSATION DETERMINATIONS BY DISINTERESTED PARTIES, USE OF APPROPRIATE COMPARABILITY DATA AND CONTEMP ORANEOUS DOCUMENTATION OF THE PROCESS ON AN ANNUAL BASIS, AN INDEPENDENT, NATIONALLY RECO GNIZED COMPENSATION CONSULTANT COMPLETES A COMPARATIVE ASSESSMENT OF COMPENSATION FOR THE CEO AND SENIOR MANAGEMENT WITHIN GHS THE CONSULTANT'S REPORT IS PRESENTED TO THE MANAGEME NT AND COMPENSATION COMMITTEE PRIOR TO ANY COMPENSATION ADJUSTMENT THE REPORT SUPPORTS TH E RIGOROUS REVIEW COMPLETED BY THE MANAGEMENT AND COMPENSATION COMMITTEE TO ENSURE THAT TH E PROGRAM IS RESPONSIBLE TO THE GEISINGER CHARITABLE MISSION, REFLECTS REASONABLE COMPENSA TION WITHIN THE NONPROFIT MARKET AND IS COMPLIANT WITH THE IRS'S INTERMEDIATE SANCTION REQ UIREMENTS THE SURVEY DATA IN THE COMPARATIVE ANALYSIS IS CAPTURED FOR FUNCTIONALLY COMPAR ABLE POSITIONS IN MULTIPLE SIMILAR NONPROFIT ORGANIZATIONS AND REFLECTS TOTAL REMUNERATION PROVIDED IN THE MARKET ALL SURVEYS ARE CONDUCTED BY THIRD PARTY ORGANIZATIONS AND NOT CO NDUCTED AT THE SPECIFIC DIRECTION OF GEISINGER ANY COMPENSATION ADJUSTMENTS ARE APPROVED BY THE MANAGEMENT AND COMPENSATION COMMITTEE PRIOR TO THE EFFECTIVE DATE OF THE PAYMENT T HE MANAGEMENT AND COMPENSATION COMMITTEE AT ITS SOLE DISCRETION MAY POSITIVELY OR NEGATIVE LY ADJUST ANY RECOMMENDED COMPENSATION

Identifier	Return Reference	Explanation
COMPENSATION PROCESS FOR OFFICERS	FORM 990, PAGE 6, PART VI, LINE 15B	SEE SCHEDULE O RESPONSE TO FORM 990, PART VI, SECTION B, QUESTION 15A

Identifier	Return Reference	Explanation
GOVERNING DOCUMENTS DISCLOSURE EXPLANATION	FORM 990, PAGE 6, PART VI, LINE 19	THE MISSION STATEMENT IS AVAILABLE ON THE GEISINGER HEALTH SYSTEM WEBSITE AT WWW GEISINGE R ORG THE ANNUAL REPORT FOR THE GEISINGER HEALTH SYSTEM, CONTAINING CONSOLIDATED FINANCIA L STATEMENT INFORMATION, COMMUNITY BENEFIT REPORT AND OTHER INFORMATION, IS AVAILABLE ON T HE SYSTEM WEBSITE AT WWW GEISINGER ORG FINANCIAL STATEMENTS ALONG WITH THE COMPLETE FORM 990 AND 990-T ARE AVAILABLE TO THE PUBLIC UPON REQUEST THE GEISINGER HEALTH SYSTEM CONFL ICTS OF INTEREST POLICY IS AVAILABLE ON THE SYSTEM WEBSITE AT WWW GEISINGER ORG

Identifier	Return Reference	Explanation
PURPOSE OF ISSUE DESCRIPTION	SCHEDULE K	GEISINGER AUTHORITY SERIES 2009 B,C THE BOND PROCEEDS WERE LOANED TO THE GEISINGER HEALTH SYSTEM FOUNDATION, WHICH, IN TURN, LOANED THE PROCEEDS TO AFFILIATES WITHIN THE GEISINGER HEALTH SYSTEM GEISINGER AUTHORITY SERIES 2009 A THE BOND PROCEEDS WERE LOANED TO GEISINGE R HEALTH SYSTEM FOUNDATION, WHICH, IN TURN, LOANED THE PROCEEDS TO AFFILIATES WITHIN THE G EISINGER HEALTH SYSTEM THE BOND PROCEEDS WERE ALSO USED TO REFUND BONDS ISSUED ON MAY 10, 2007 AND TO FUND A SWAP TERMINATION FEE GEISINGER AUTHORITY SERIES 2007 THE BOND PROCEED S WERE LOANED TO THE GEISINGER HEALTH SYSTEM FOUNDATION, WHICH, IN TURN, LOANED THE PROCEE DS TO AFFILIATES WITHIN THE GEISINGER HEALTH SYSTEM GEISINGER AUTHORITY SERIES 2005A,B, T HE BOND PROCEEDS WERE LOANED TO THE GEISINGER HEALTH SYSTEM FOUNDATION, WHICH, IN TURN, LO ANED THE PROCEEDS TO AFFILIATES WITHIN THE GEISINGER HEALTH SYSTEM THE BOND PROCEEDS WERE ALSO USED TO REFUND BONDS ISSUED ON SEPTEMBER 6, 2000, AND TO PAY COSTS OF ISSUANCE AND C REDIT ENHANCEMENT COSTS

Identifier	Return Reference	Explanation
ADDITIONAL INFORMATION	SCHEDULE R	FORM 990, SCHEDULE R, PART V - TRANSACTIONS WITH RELATED ORGANIZATIONS AS SHOWN IN THE RE SPONSE TO FORM 990, SCHEDULE R, GEISINGER HEALTH SYSTEM FOUNDATION IS CLOSELY AFFILIATED W ITH SEVERAL OTHER ORGANIZATIONS IN THE NORMAL COURSE OF THE OPERATIONS OF THESE AFFILIATE D ORGANIZATIONS THERE ARE NUMEROUS INTER ORGANIZATIONAL TRANSACTIONS, WHICH MAY INCLUDE SA LES, EXCHANGES AND LEASES OF PROPERTY, EXTENSIONS OF CREDIT, FURNISHING OF GOODS, SERVICES AND FACILITIES, AND TRANSFERS OF ASSETS THESE INTER ORGANIZATION TRANSACTIONS PROMOTE TH E EFFICIENT OPERATION OF THE VARIOUS ORGANIZATIONS AND THE ATTAINMENT OF THEIR TAX EXEMPT PURPOSES THESE TYPES OF INTER ORGANIZATION TRANSACTIONS WERE DESCRIBED TO THE INTERNAL RE VENUE SERVICE IN A RULING APPLICATION AND WERE RECOGNIZED BY THE NATIONAL OFFICE OF THE IR S IN A SERIES OF GHS PRIVATE RULINGS AS BEING ENTIRELY CONSISTENT WITH THE ORGANIZATIONS' TAX EXEMPT STATUS FORM 990, SCHEDULE R-1, PART IV - IDENTIFICATION OF RELATED ORGANIZATIONS TAXABLE AS A CORPORATION OR TRUST GEISINGER ASSURANCE COMPANY, LTD IS A FOREIGN ORGANIZATION INCORPO RATED IN THE CAYMAN ISLANDS, AS SUCH, IT DOES NOT HAVE AN EIN AND IT IS NOT SUBJECT TO FED ERAL TAXATION

Identifier	Return Reference	Explanation
ADDITIONAL INFORMATION	SCHEDULE O	_____ FORM 990, PART I, SECTION A, LINE 4, FORM 990, PART VI, SECTION A, LINE 1B BASED ON THE FORM 990 DEFINI TION OF "INDEPENDENCE" AS IT RELATES TO VOTING MEMBERS OF THE GOVERNING BODY ONE VOTING ME MBER OF THE GOVERNING BODY IS NOT INDEPENDENT BECAUSE HE IS COMPENSATED AS AN EMPLOYEE OF A RELATED TAX-EXEMPT ORGANIZATION AND ANOTHER VOTING MEMBER IS NOT INDEPENDENT BECAUSE A F AMILY MEMBER IS COMPENSATED AS AN EMPLOYEE OF GEISINGER HEALTH SYSTEM FOUNDATION INCLUDIN G THE TWO VOTING MEMBERS DESCRIBED ABOVE, A TOTAL OF EIGHT VOTING MEMBERS OF THE GOVERNING BODY ARE ALSO VOTING MEMBERS OF AFFILIATED TAXABLE ORGANIZATIONS FOR WHICH BUSINESS TRANS ACTIONS MAY BE DISCLOSED ON SCHEDULE L, PART IV HOWEVER, IF THE RELATED TAXABLE ORGANIZAT IONS WERE REQUIRED TO FILE SCHEDULE L, THESE TRANSACTIONS WOULD NOT BE OF THE TYPE THAT WO ULD BE REPORTABLE ON THEIR SCHEDULE L IN ADDITION, THESE VOTING MEMBERS ARE NOT COMPENSAT ED BY THE AFFILIATED TAXABLE ORGANIZATIONS FOR WHICH TRANSACTIONS ARE DISCLOSED IN SCHEDUL E L PART IV, DO NOT HAVE AN OWNERSHIP INTEREST IN OR RECEIVE AN ECONOMIC BENEFIT FROM THE ACTIVITIES OF THESE AFFILIATED TAXABLE ORGANIZATIONS, RECEIVE NO PRIVATE INUREMENT / PRIVA TE BENEFIT FROM THE TRANSACTIONS WITH THE RELATED TAXABLE ORGANIZATIONS AND THE VOTING MEM BERS OF THE GOVERNING BODY ABSTAIN FROM VOTING AND ARE ABSENT FROM BOARD DELIBERATIONS AND DECISIONS ON MATTERS IF A CONFLICT EXISTS REFER TO THE RESPONSE FOR FORM 990, PART VI, S ECTION B, QUESTION 12A, 12B, AND 12C REGARDING THE GEISINGER HEALTH SYSTEM CONFLICTS OF IN TEREST POLICY, DISCLOSURE, AND ENFORCEMENT _____ _____ FORM 990, PART V, LINE 1A GEISINGER SYSTEM SERVICES (GSS), AN AFFILIATE OF THE ORGANIZATION, PROVIDES A CENTRALIZED ACCOUNTS PAYABLE FUNCTION FOR ALL ORGANIZATIONS OF THE GEISINGER HEALTH SYSTEM AS THE ACCOUNTS PAYABLE PROCESSOR, GSS PREP ARES AND FILES FORM 1099 UNDER IT'S EIN FOR CERTAIN PAYMENTS OF THE FILING ORGANIZATION T HE NUMBER OF FORM 1099S FILED BY GSS FOR THE REPORTING PERIOD ON BEHALF OF ITSELF AND IT'S AFFILIATES WAS 1,138 THE RESPONSE ENTERED ON LINE 1A FOR THE ORGANIZATION INCLUDES ONLY THOSE FORM 1099S FILED UNDER THE ORGANIZATIONS EIN, IT DOES NOT INCLUDE THOSE FILED BY GSS ON IT'S BEHALF _____ FORM 990, PART VI, SECTION A, LINE 2 DID ANY OFFICER, DIRECTOR, TRUSTEE, OR KEY EMPLOY EE HAVE A FAMILY RELATIONSHIP OR BUSINESS RELATIONSHIP WITH ANY OTHER OFFICER, DIRECTOR, T RUSTEE, OR KEY EMPLOYEE? GLENN D STEELE, JR , M D , PH D , FRANK J TREMBULAK, DAVID J F ELICIO, ESQUIRE, JEAN HAYNES, JOANNE WADE, EDWARD J ZYCH, ESQUIRE, WILLIAM H ALEXANDER, RICHARD A GRAFMYRE, WILLIAM R GRUVER, THOMAS H LEE, JR , M D , ROBERT E POOLE, DON A ROSINI, GEORGE B SORDONI, AND RICHARD L TAMBUR ALL HAVE A BUSINESS RELATIONSHIP WITH ONE ANOTHER BECAUSE THEY SERVE AS OFFICERS AND/OR DIRECTORS ON ONE OR MORE FOR-PROFIT AFFILIA TES OF GEISINGER HEALTH SYSTEM FOUNDATION _____ _____ FORM 990, PART VII, SECTION A, COLUMN B - AVERAGE HOURS PER W EEK FOR ALL CURRENT OFFICERS, DIRECTORS, KEY EMPLOYEES, AND FIVE HIGHEST COMPENSATED EMPL OYEES REPORTED IN FORM 990, PART VII, THE AVERAGE HOURS PER WEEK REPRESENTS THE MINIMUM HO URS DEVOTED TO THE ORGANIZATION AND RELATED ORGANIZATIONS OF THE GEISINGER HEALTH SYSTEM, AS APPLICABLE FORMER OFFICERS, DIRECTORS, KEY EMPLOYEES, AND FIVE HIGHEST COMPENSATED EMP LOYEES WORK A MINIMUM OF 40 HOURS PER WEEK FOR RELATED ORGANIZATIONS _____ _____ FORM 990, PART IV, LINE 24A, FORM 990, PART X, LINE 20 - TAX EXEMPT BOND LIABILITIES GEISINGER HEALTH SYSTEM FOUNDATION IS CURRENTLY THE SOLE OBLIGOR UNDER A SERIES OF BOND ISSUES WITH A TOTAL OUTSTANDING BALANCE OF 649,942,049, INCLUSIVE OF UNAMORTIZED ORIGINAL ISSUE DISCOUNT, AS OF JUNE 30, 2010 THE SE LIABILITIES ARE REFLECTED ON THE BALANCE SHEETS OF GEISINGER MEDICAL CENTER, GEISINGER WY OMING VALLEY MEDICAL CENTER, GEISINGER CLINIC, MARWORTH AND GEISINGER SYSTEM SERVICES, B ECAUSE THE BOND PROCEEDS HAVE BEEN DISBURSED TO THESE AFFILIATE ORGANIZATIONS _____ _____ FORM 990, PART XI, LINE 3 A - AS A RESULT OF A FEDERAL AWARD, WAS THE ORGANIZATION REQUIRED TO UNDERGO AN AUDIT OR A UDITS AS SET FORTH IN THE SINGLE AUDIT ACT OR OMB CIRCULAR A-133 FEDERAL AWARDS ARE AUDIT ED AS PART OF THE GEISINGER HEALTH SYSTEM'S CONSOLIDATED REPORT ON FEDERAL AWARDS IN ACCOR DANCE WITH OMB CIRULAR A-133 _____ _____ FORM 990, SCHEDULE G, PART III, LINE 16 SUSAN ALCORN IS AN EMPLOYEE OF GE ISINGER SYSTEM SERVICES, AN AFFILIATE OF GHSF REFER TO THE SCHEDULE O DISCLOSURE FOR SCHE DULE R PART V - TRANSACTIONS WITH RELATED ORGANIZA

Identifier	Return Reference	Explanation
ADDITIONAL INFORMATION	SCHEDULE O	TIONS _____ FORM 99 0, SCHEDULE K, PART II, LINE 3, COLUMNS B AND D AMOUNTS SHOWN REFLECT THE ANOUNT OF BOND PROCEEDS DEPOSITED INTO REFUNDING ESCROWS NO BOND PROCEEDS REMAINED IN THESE ESCROWS AS O F THE END OF THE FISCAL REPORTING YEAR _____ _____ FORM 990, SCHEDULE K, PART II, LINE 5, COLUMN D OF THE 953,305 SHOWN, 945,305 WAS USED TO PAY ISSUANCE COSTS AND 8,000 WAS USED TO PAY CREDIT ENHANCEMENT COSTS _____ FORM 9 90, SCHEDULE K, PART II, LINE 6, COLUMN B AMOUNT PAID TO TERMINATE AN INTEREST RATE SWAP WITH RESPECT TO THE REFUNDED OBLIGATIONS _____ _____ FORM 990, SCHEDULE K, PART IV, LINE 5, COLUMN D A FORM 8038-T WAS SUBMITTED ON OR ABOUT AUGUST 24, 2010 WITH A YIELD REDUCTION PAYMENT OF 4,812 23 ___ _____ FORM 990, SCHEDUL E L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS DONNA GRAFMYRE IS A FAMI LY MEMBER OF RICHARD A GRAFMYRE, A DIRECTOR OF GEISINGER HEALTH SYSTEM FOUNDATION WILLIA M R GRUVER, A DIRECTOR OF GEISINGER HEALTH SYSTEM FOUNDATION, IS A DIRECTOR OF HIRTLE CAL LAGHAN GEISINGER HEALTH SYSTEM FOUNDATION IS CLOSELY AFFILIATED WITH SEVERAL OTHER ORGANI ZATIONS IN THE NORMAL COURSE OF THE OPERATIONS OF THESE AFFILIATED ORGANIZATIONS THERE AR E NUMEROUS INTER-ORGANIZATIONAL TRANSACTIONS, WHICH MAY INCLUDE SALES, EXCHANGES AND LEASE S OF PROPERTY, EXTENSIONS OF CREDIT, FURNISHING OF GOODS, SERVICES, AND FACILITIES, AND TR ANSFERS OF ASSETS THESE TYPES OF INTER-ORGANIZATIONAL TRANSACTIONS WERE DESCRIBED TO THE INTERNAL REVENUE SERVICE IN A RULING APPLICATION AND WERE RECOGNIZED BY THE NATIONAL OFFIC E OF THE IRS IN A SERIES OF PRIVATE LETTER RULINGS AS BEING ENTIRELY CONSISTENT WITH THE O RGANIZATION'S TAX EXEMPT STATUS THE FOLLOWING ORGANIZATIONS REPRESENT THE AFFILIATED FOR-PROFIT ORGANIZATIONS WITHIN THE GEISINGER HEALTH SYSTEM FOR WHOM BUSINESS TRANSACTIONS MUS T BE DISCLOSED FOR PURPOSES OF SCHEDULE L PART IV TRANSACTIONS WITH INTERESTED PERSONS OF FICERS AND DIRECTORS OF GEISINGER HEALTH SYSTEM FOUNDATION ARE OFFICERS AND OR DIRECTORS O F THESE ORGANIZATIONS AS DESCRIBED BELOW GEISINGER MEDICAL MANAGEMENT CORPORATION (GMMC) DAVID J FELICIO, ESQUIRE IS THE CHIEF LEGAL OFFICER AND SECRETARY OF GHSF AND GMMC GLEN N D STEELE, JR , M D , PH D IS THE PRESIDENT, CHIEF EXECUTIVE OFFICER AND DIRECTOR (EX-O FFICIO) OF GHSF AND THE PRESIDENT, CHAIRMAN OF THE BOARD AND DIRECTOR OF GMMC FRANK J TR EMBULAK IS THE EXECUTIVE VICE PRESIDENT AND CHIEF OPERATING OFFICER OF GHSF AND SENIOR VIC E PRESIDENT AND TREASURER OF GMMC EDWARD J ZYCH, ESQUIRE IF THE ASSISTANT SECRETARY OF G HSF AND GMMC WILLIAM ALEXANDER IS A DIRECTOR OF GHSF AND GMMC RICHARD GRAFMYRE IS A DIRE CTOR OF GHSF AND GMMC WILLIAM R GRUVER IS A DIRECTOR OF GHSF AND GMMC ROBERT E POOLE I S A DIRECTOR OF GHSF AND GMMC DON A ROSINI IS A DIRECTOR OF GHSF AND GMMC GEORGE B SOR DONI IS A DIRECTOR OF GHSF AND GMMC ROBERT L TAMBUR IS A DIRECTOR OF GHSF AND GMMC GEIS INGER QUALITY OPTIONS, INC (GQO) DAVID J FELICIO, ESQUIRE IS THE CHIEF LEGAL OFFICER AN D SECRETARY OF GHSF AND GQO JEAN HAYNES IS THE EXECUTIVE VICE PRESIDENT, INSURANCE OPERAT IONS OF GHSF AND PRESIDENT, CHIEF EXECUTIVE OFFICER, AND DIRECTOR OF GQO GLENN D STEELE, JR , M D , PH D IS THE PRESIDENT, CHIEF EXECUTIVE OFFICER AND AND DIRECTOR (EX-OFFICIO) OF GHSF AND CHAIRMAN OF THE BOARD AND DIRECTOR (EX-OFFICIO) OF GQO FRANK J TREMBULAK IS THE EXECUTIVE VICE PRESIDENT AND CHIEF OPERATING OFFICER OF GHSF AND THE SENIOR VICE PRESI DENT, TREASURER, AND DIRECTOR OF GQO WILLIAM ALEXANDER IS A DIRECTOR OF GHSF AND GQO RIC HARD GRAFMYRE IS A DIRECTOR OF GHSF AND GQO DON A ROSINI IS A DIRECTOR OF GHSF AND GQO THOMAS H LEE, JR IS A DIRETCOR OF GHSF

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
GEISINGER HEALTH SYSTEM FOUNDATION

Employer identification number
23-1995911

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
See Additional Data Table					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate 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
HEALTHSOUTH GHS LLC 100 NORTH ACADEMY AVENUE MC 30-50 DANVILLE, PA17822 72-1398803	PHYS THERA	PA	N/A					No			No

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
GEISINGER MEDICAL MANAGEMENT CORP 100 NORTH ACADEMY AVENUE MC 30-50 DANVILLE, PA17822 23-2077663	LAB/CONSUL	PA	N/A				
INTERNATIONAL SHARED SERVICES INC 100 NORTH ACADEMY AVENUE MC 30-50 DANVILLE, PA17822 23-2159597	CLIN ENG	PA	N/A				
GEISINGER INDEMNITY INSURANCE COMP 100 NORTH ACADEMY AVENUE MC 30-50 DANVILLE, PA17822 23-2815174	HEALTH INS	PA	N/A				
GEISINGER QUALITY OPTIONS INC 100 NORTH ACADEMY AVENUE MC 30-50 DANVILLE, PA17822 20-4275139	HEALTH INS	PA	N/A				
GEISINGER ASSURANCE COMPANY LTD PO BOX 2196GT GRAND CAYMAN, GRAND CAYMAN CJ	INSURANCE	CJ	N/A				
CLINICAL COMMUNITY PHARMACY COMPANY 100 NORTH ACADEMY AVENUE MC 30-50 DANVILLE, PA17822 56-2457548	INACTIVE	DE	N/A				

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

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

		Yes	No
1 During the tax year, did the orgranization 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		No
b Gift, grant, or capital contribution to other organization(s)	1b	Yes	
c Gift, grant, or capital contribution from other organization(s)	1c	Yes	
d Loans or loan guarantees to or for other organization(s)	1d		No
e Loans or loan guarantees by other organization(s)	1e		No
f Sale of assets to other organization(s)	1f		No
g Purchase of assets from other organization(s)	1g		No
h Exchange of assets	1h		No
i Lease of facilities, equipment, or other assets to other organization(s)	1i		No
j Lease of facilities, equipment, or other assets from other organization(s)	1j		No
k Performance of services or membership or fundraising solicitations for other organization(s)	1k	Yes	
l Performance of services or membership or fundraising solicitations by other organization(s)	1l	Yes	
m Sharing of facilities, equipment, mailing lists, or other assets	1m		No
n Sharing of paid employees	1n		No
o Reimbursement paid to other organization for expenses	1o	Yes	
p Reimbursement paid by other organization for expenses	1p		No
q Other transfer of cash or property to other organization(s)	1q		No
r Other transfer of cash or property from other organization(s)	1r		No

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved
(1) See Additional Data Table		
(2)		
(3)		
(4)		
(5)		
(6)		

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproprtionate 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

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 23-1995911
Name: GEISINGER HEALTH SYSTEM FOUNDATION

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

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity
GEISINGER WYOMING VALLEY MEDICAL CT 100 NORTH ACADEMY AVENUE MC 30-50 DANVILLE, PA17822 23-1996150	HOSPITAL	PA	501	3	GHSF
GEISINGER MEDICAL CENTER 100 NORTH ACADEMY AVENUE MC 30-50 DANVILLE, PA17822 24-0795959	HOSPITAL	PA	501	3	GHSF
GEISINGER SOUTH WILKES-BARRE 100 NORTH ACADEMY AVENUE MC 30-50 DANVILLE, PA17822 20-3152743	HOSPITAL	PA	501	3	GHSF
MARWORTH 100 NORTH ACADEMY AVENUE MC 30-50 DANVILLE, PA17822 23-2171417	D&A REHAB	PA	501	3	GHSF
HERSHEY MEDICAL CENTER 100 NORTH ACADEMY AVENUE MC 30-50 DANVILLE, PA17822 23-2891807	HOSPITAL	PA	501	3	GHSF
GEISINGER COMMUNITY HEALTH SERVICES 100 NORTH ACADEMY AVENUE MC 30-50 DANVILLE, PA17822 23-2967235	HEALTHCARE	PA	501	9	GSS
GEISINGER CLINIC 100 NORTH ACADEMY AVENUE MC 30-50 DANVILLE, PA17822 23-6291113	PHSYN SRVC	PA	501	11A	GHSF
GEISINGER SYSTEM SERVICES 100 NORTH ACADEMY AVENUE MC 30-50 DANVILLE, PA17822 23-2164794	SUPPT SRVC	PA	501	11A	GHSF
GEISINGER INSURANCE CORP RRG 100 NORTH ACADEMY AVENUE MC 30-50 DANVILLE, PA17822 14-1909894	SELF INSUR	PA	501	11A	GHSF
GEISINGER MED CTR PROF LIAB TRUST 100 NORTH ACADEMY AVENUE MC 30-50 DANVILLE, PA17822 25-6220019	SELF INSUR	PA	501	11A	GMC
GEISINGER EXCESS COV PROF LIAB TR 100 NORTH ACADEMY AVENUE MC 30-50 DANVILLE, PA17822 23-6852932	SELF INSUR	PA	501	11A	GMC
GEISINGER HEALTH PLAN 100 NORTH ACADEMY AVENUE MC 30-50 DANVILLE, PA17822 23-2311553	HMO	PA	501		GHSF

Form 990, Schedule R, Part V - Transactions With Related Organizations

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved ($)
(1)	GEISINGER MEDICAL CENTER	B	2,673,791
(2)	GEISINGER MEDICAL CENTER	L	83,568
(3)	GEISINGER WYOMING VALLEY MED CTR	B	2,031,934
(4)	GEISINGER WYOMING VALLEY MED CTR	L	66,648
(5)	GEISINGER CLINIC	B	3,076,340
(6)	MARWORTH	B	233,838
(7)	GEISINGER COMMUNITY HEALTH SERVICE	B	2,008,766
(8)	GEISINGER SYSTEM SERVICES	B	237,711
(9)	GEISINGER SYSTEM SERVICES	L	1,941,335
(10)	GEISINGER SYSTEM SERVICE	O	155,025
(11)	GEISINGER MEDICAL MANAGEMENT CORP	B	7,005,593
(12)	GEISINGER QUALITY OPTIONS	B	8,000,000
(13)	GEISINGER MEDICAL CENTER	K	3,317,364
(14)	GEISINGER WYOMING VALLEY MED CENTER	K	1,109,652
(15)	GEISINGER CLINIC	K	1,353,896
(16)	MARWORTH	K	62,709
(17)	GEISINGER HEALTH PLAN	C	36,000,000
(18)	GEISINGER ASSURANCE COMP LTD	C	20,000,000
(19)	GEISINGER CLINIC	L	426,107

Additional Data

Software ID:
Software Version:
EIN: 23-1995911
Name: GEISINGER HEALTH SYSTEM FOUNDATION

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

(A) Name and Title	(B) Average hours per week	(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			
GLENN D STEELE JR MD PHD PRESIDENT, C	40 00	X		X				0	2,018,878	365,448
WILLIAM H ALEXANDER DIRECTOR	2 00	X						0	0	0
DORRANCE R BELIN ESQUIRE DIRECTOR	2 00	X						0	0	0
KAREN E DAVIS PHD DIRECTOR	2 00	X						0	0	0
E ALLEN DEAVER DIRECTOR	2 00	X						0	0	0
WILLIAM J FLOOD DIRECTOR	2 00	X						0	0	0
RICHARD A GRAFMYRE DIRECTOR	2 00	X						0	0	0
WILLIAM R GRUVER DIRECTOR	2 00	X						0	0	0
FRANK M HENRY CHAIR, DIREC	2 00	X		X				0	0	0
THOMAS H LEE JR MD DIRECTOR	2 00	X						0	0	0
ARTHUR M PETERS JR ESQUIRE DIRECTOR (EM	2 00	X						0	0	0
ROBERT E POOLE DIRECTOR	2 00	X						0	0	0
DON A ROSINI DIRECTOR	2 00	X						0	0	0
GARY A SOJKA PHD DIRECTOR (EM	2 00	X						0	0	0
GEORGE B SORDONI DIRECTOR	2 00	X						0	0	0
ROBERT L TAMBUR DIRECTOR	2 00	X						0	0	0
JOANNE E WADE EVP PROGRAM	40 00			X				0	850,243	186,118
FRANK J TREMBULAK EVP, COO	40 00			X				0	846,738	193,052
HOWARD R GRANT MD EVP, CMO	40 00			X				0	788,625	166,137
KEVIN F BRENNAN EVP, FINANCE	40 00			X				0	785,980	183,310
BRUCE H HAMORY MD EVP,CMO(EMER	40 00			X				0	619,829	240,716
DAVID J FELICIO ESQUIRE CLO, SECRETA	40 00			X				0	474,561	79,093
EDWARD J ZYCH ESQUIRE ASSISTANT SE	40 00			X				0	243,024	37,560
JEAN HAYNES EVP, INS OPE	40 00			X				0	149,988	24,421
ROBERT J KALLIN CHIEF DEVELO	40 00				X			235,061	0	36,899

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

(A) Name and Title	(B) Average hours per week	(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			
JANE A KANYOCK SR DEVELOPME	40 00					X		106,084	0	10,868
RICHARD J GILFILLAN MD FORMER EVP,	40 00						X	0	603,750	128,118
KEVIN J KERESTUS FORMER KEY	40 00						X	0	187,841	31,445