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EXTENDED THROUGH MAY 15, 2012

Form **990****Return of Organization Exempt From Income Tax**

OMB No 1545-0047

2010Department of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)Open to Public
Inspection

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

A For the 2010 calendar year, or tax year beginning **JUL 1, 2010** and ending **JUN 30, 2011**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization MEMORIAL HEALTH SYSTEMS CORPORATION		D Employer identification number 22-2546051
	Doing Business As		E Telephone number (717) 843-8623
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 198,071.
	325 SOUTH BELMONT STREET		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	City or town, state or country, and ZIP + 4 YORK, PA 17403		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
F Name and address of principal officer: SALLY J. DIXON SAME AS C ABOVE			H(c) Group exemption number ▶
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ N/A			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1984 M State of legal domicile: PA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities DEVELOP PROGRAMS FOR RELATED ENTITIES		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	5	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	3	
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	0	
	6 Total number of volunteers (estimate if necessary)	0	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	0.	
7b Net unrelated business taxable income from Form 990-T, line 34	0.		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 38,236.	Current Year 41,171.
	9 Program service revenue (Part VIII, line 2g)	0.	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	57,762.	103,573.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,171.	-9,451.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	97,169.	135,293.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	16b Total fundraising expenses (Part IX, column (D), line 25)	0.	0.
Expenses	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-12d)	287,542.	317,380.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	287,542.	317,380.
	19 Revenue less expenses. Subtract line 18 from line 12	-190,373.	-182,087.
	20 Total assets (Part X, line 16)	Beginning of Current Year 18,381,272.	End of Year 18,622,383.
Net Assets or Fund Balances	21 Total liabilities (Part X, line 26)	11,813,503.	11,839,150.
	22 Net assets or fund balances. Subtract line 21 from line 20	6,567,769.	6,783,233.

Part II Signature Block

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

Sign Here	Signature of officer <i>Sally J. Dixon</i>		Date 5/11/12
	Type or print name and title SALLY J. DIXON, PRESIDENT/CEO		
Paid	Print/Type preparer's name JULIUS GREEN, CPA	Preparer's signature <i>Julius Green</i>	Date 5/10/12 Check <input type="checkbox"/> self-employed PTIN
Preparer Use Only	Firm's name ▶ PARENTEBEARD LLC	Firm's EIN ▶	Phone no. (717) 846-7000
	Firm's address ▶ SUITE 200, 221 W PHILADELPHIA ST. YORK, PA 17401-2993		

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

☒ Yes ☐ No

616 22

SCANNED JUN 26 2012

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐**1** Briefly describe the organization's mission:**DEVELOP PROGRAMS FOR RELATED ENTITIES****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 \$ 258,885. including grants of \$ 0.) (Revenue \$ 0.)**THE ORGANIZATION PROVIDES OVERALL STRATEGY AND DIRECTION FOR AFFILIATED ORGANIZATIONS. IN ADDITION, THE ORGANIZATION FUNDRAISES FOR THE PURPOSE OF PROVIDING FUNDS FOR THE HOSPITAL'S CAPITAL ACQUISITION PROJECTS.****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 **258,885.**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	N/A	
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? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	X	
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

Part IV Checklist of Required Schedules (continued)

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

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

Form 990 (2010)

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

	1a	1b	1c	2a	2b	3a	3b	4a	5a	5b	5c	6a	6b	7a	7b	7c	7d	7e	7f	7g	7h	8	9a	9b	10a	10b	11a	11b	12a	12b	13a	13b	13c	14a	14b
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	0																																		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		0																																	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?																																			
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		0																																	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)																																			
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?																																			
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O																																			
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)?																																			
b If "Yes," enter the name of the foreign country See instructions for 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?																																			
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?																																			
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?																																			
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?																																			
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?																																			
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?																																			
b If "Yes," did the organization notify the donor of the value of the goods or services provided?																																			
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8882?																																			
d If "Yes," indicate the number of Forms 8882 filed during the year																																			
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?																																			
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?																																			
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?																																			
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?																																			
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?																																			
9 Sponsoring organizations maintaining donor advised funds.																																			
a Did the organization make any taxable distributions under section 4966?																																			
b Did the organization make a distribution to a donor, donor advisor, or related person?																																			
10 Section 501(c)(7) organizations. Enter:																																			
a Initiation fees and capital contributions included on Part VIII, line 12																																			
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities																																			
11 Section 501(c)(12) organizations. Enter:																																			
a Gross income from members or shareholders																																			
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)																																			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?																																			
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year																																			
13 Section 501(c)(29) qualified nonprofit health insurance issuers.																																			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O																																			
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans																																			
c Enter the amount of reserves on hand																																			
14a Did the organization receive any payments for indoor tanning services during the tax year?																																			
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O																																			

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

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

☒**Section A. Governing Body and Management**

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

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **PA**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization **SALLY J. DIXON - (717) 843-8623**
325 BELMONT STREET, YORK, PA 17403

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

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

☒

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

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

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

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

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

[illegible]

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (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			
1b Sub-total								0.	840,310.	91,335.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								0.	840,310.	91,335.

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 **0**

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

	Yes	No
3	X	
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization **NONE**

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

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

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	41,171.			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f \$		16,300.			
	h	Total. Add lines 1a-1f		41,171.			
Program Service Revenue			Business Code				
	2 a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
g	Total. Add lines 2a-2f						
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		111,913.			111,913.
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6 a	Gross Rents	(i) Real (ii) Personal				
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)					
	7 a	Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
	b	Less cost or other basis and sales expenses					
	c	Gain or (loss)					
	d	Net gain or (loss)		-8,340.		-8,340.	
	8 a	Gross income from fundraising events (not including \$ 41,171. of contributions reported on line 1c) See Part IV, line 18					
	b	Less direct expenses					
	c	Net income or (loss) from fundraising events		-9,451.		-9,451.	
	9 a	Gross income from gaming activities See Part IV, line 19					
	b	Less direct expenses					
	c	Net income or (loss) from gaming activities					
	10 a	Gross sales of inventory, less returns and allowances					
	b	Less cost of goods sold					
	c	Net income or (loss) from sales of inventory					
Miscellaneous Revenue			Business Code				
11 a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d						
12	Total revenue See instructions.		135,293.	0.	0.	94,122.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 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				
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				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees).				
a Management	24,000.	19,577.	4,423.	
b Legal	11,562.	9,431.	2,131.	
c Accounting	8,750.	7,137.	1,613.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	1,997.	1,629.	368.	
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	38,585.	31,474.	7,111.	
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	193,454.	157,799.	35,655.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	15,060.	12,284.	2,776.	
23 Insurance	7,972.	6,503.	1,469.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a <u>COMMUNITY SUPPORT SERVI</u>	16,000.	13,051.	2,949.	
b				
c				
d				
e				
f All other expenses				
25 Total functional expenses Add lines 1 through 24f	317,380.	258,885.	58,495.	0.
26 Joint costs Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	95,923.	2	102,210.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	910,073.	4	844,579.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	9,953.	9	15,452.
	10a Land, buildings, and equipment - cost or other basis. Complete Part VI of Schedule D	10a 11,639,816.		
	b Less: accumulated depreciation	10b		
		11,639,816.	10c	11,639,816.
	11 Investments - publicly traded securities	818,038.	11	864,507.
	12 Investments - other securities. See Part IV, line 11	1,596,871.	12	1,873,221.
	13 Investments - program-related. See Part IV, line 11	3,264,163.	13	3,264,163.
	14 Intangible assets		14	
15 Other assets. See Part IV, line 11	46,435.	15	18,435.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	18,381,272.	16	18,622,383.	
Liabilities	17 Accounts payable and accrued expenses	13,503.	17	39,150.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties	11,800,000.	24	11,800,000.
	25 Other liabilities. Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	11,813,503.	26	11,839,150.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	4,881,900.	27	4,821,014.
	28 Temporarily restricted net assets	88,998.	28	88,998.
	29 Permanently restricted net assets	1,596,871.	29	1,873,221.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	6,567,769.	33	6,783,233.
	34 Total liabilities and net assets/fund balances	18,381,272.	34	18,622,383.

Form 990 (2010)

Part XI Reconciliation of Net Assets

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

☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	135,293.
2	Total expenses (must equal Part IX, column (A), line 25)	2	317,380.
3	Revenue less expenses Subtract line 2 from line 1	3	-182,087.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,567,769.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	397,551.
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	6,783,233.

Part XII Financial Statements and Reporting

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

☒1 Accounting method used to prepare the Form 990. ☐ Cash ☒ Accrual ☐ Other _____

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both.

☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c		X
3a		X
3b		

Form 990 (2010)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization

MEMORIAL HEALTH SYSTEMS CORPORATION

Employer identification number

22-2546051

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

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

- 1 ☐ A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 ☐ A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
- 3 ☐ A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 ☐ A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state.
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
- 6 ☐ A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
- 8 ☐ A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☒ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other
- e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box.
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		X
11g(ii)		X
11g(iii)		X

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
MEMORIAL HOSPITAL	23-12650043		X		X		X		317,380.
Total									317,380.

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

Schedule A (Form 990 or 990-EZ) 2010

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3% support test - 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2010

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2010. 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 - 2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

MEMORIAL HEALTH SYSTEMS CORPORATION

Employer identification number

22-2546051

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

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

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

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

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

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ _____

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

a Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

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

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

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations
 d ☐ Loan or exchange programs
 e ☐ Other _____

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes ☐ No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes ☐ No

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

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

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?

☐ 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

- 1a Beginning of year balance
 b Contributions
 c Net investment earnings, gains, and losses
 d Grants or scholarships
 e Other expenditures for facilities and programs
 f Administrative expenses
 g End of year balance

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a					
1b					
1c					
1d					
1e					
1f					

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

- a Board designated or quasi-endowment ► _____ %
 b Permanent endowment ► _____ %
 c Term endowment ► _____ %

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

- (i) unrelated organizations
 (ii) related organizations

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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		11,639,816.		11,639,816.
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				11,639,816.

Schedule D (Form 990) 2010

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) BENEFICIAL INTEREST IN		
(B) PERPETUAL TRUSTS	1,873,221.	END-OF-YEAR MARKET VALUE
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.)	1,873,221.	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) INVESTMENT IN SUB (MEI)	3,264,163.	COST
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.)	3,264,163.	

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must 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
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.)	

FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	135,293.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	317,380.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-182,087.
4	Net unrealized gains (losses) on investments	4	48,894.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	348,657.
9	Total adjustments (net) Add lines 4 through 8	9	397,551.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	215,464.

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	186,583.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	48,894.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	12,037.
e	Add lines 2a through 2d	2e	60,931.
3	Subtract line 2e from line 1	3	125,652.
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	1,897.
b	Other (Describe in Part XIV.)	4b	7,744.
c	Add lines 4a and 4b	4c	9,641.
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	135,293.

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

1	Total expenses and losses per audited financial statements	1	319,776.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	4,293.
e	Add lines 2a through 2d	2e	4,293.
3	Subtract line 2e from line 1	3	315,483.
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	1,897.
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	1,897.
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	317,380.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2; Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: THE CORPORATION ACCOUNTS FOR UNCERTAINTY IN INCOME

TAXES USING A RECOGNITION THRESHOLD OF MORE-LIKELY-THAN-NOT TO BE

SUSTAINED UPON EXAMINATION BY THE APPROPRIATE TAXING AUTHORITY.

MEASUREMENT OF THE TAX UNCERTAINTY OCCURS IF THE RECOGNITION THRESHOLD IS

MET. MANAGEMENT DETERMINED THERE WERE NO TAX UNCERTAINTIES THAT MET THE

RECOGNITION THRESHOLD IN 2011.

THE CORPORATION'S FEDERAL EXEMPT ORGANIZATION BUSINESS INCOME TAX RETURNS

Part XIV Supplemental Information (continued)

FOR THE YEARS ENDED JUNE 30, 2010, 2009, AND 2008 REMAIN SUBJECT TO
EXAMINATION BY THE IRS.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

TRANSFER FROM MEMORIAL HOSPITAL	2,865,827.
TRANSFER FROM MHS TITLE HOLDING CORPORATION	30,354.
TRANSFER TO MEMORAL ENTERPRISES, INC.	-2,823,874.
VALUATION GAIN/(LOSS) ON PERMANENTLY RESTRICTED FUNDS	276,350.
TOTAL TO SCHEDULE D, PART XI, LINE 8	348,657.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSE	12,037.
-----------------------	---------

PART XII, LINE 4B - OTHER ADJUSTMENTS:

INCOME RECORDED AS A NEGATIVE EXPENSE ON FINANCIAL STATEMENT	7,744.
---	--------

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSE	12,037.
INCOME RECORDED AS A NEGATIVE EXPENSE ON FINANCIAL STATEMENT	-7,744.
TOTAL TO SCHEDULE D, PART XIII, LINE 2D	4,293.

Department of the Treasury
Internal Revenue Service

**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

2010

Open To Public Inspection

Name of the organization

MEMORIAL HEALTH SYSTEMS CORPORATION

Employer identification number
22-2546051

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 email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

- 2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(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
		Yes	No			
Total						

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

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col (c))
		GOLF OUTING (event type)	(event type)	NONE (total number)	
Revenue	1 Gross receipts	60,056.			60,056.
	2 Less Charitable contributions	41,171.			41,171.
	3 Gross income (line 1 minus line 2)	18,885.			18,885.
Direct Expenses	4 Cash prizes	3,344.			3,344.
	5 Noncash prizes	4,113.			4,113.
	6 Rent/facility costs				
	7 Food and beverages	5,695.			5,695.
	8 Entertainment				
	9 Other direct expenses	15,184.			15,184.
	10 Direct expense summary Add lines 4 through 9 in column (d)				(28,336)
	11 Net income summary Combine line 3, column (d), and line 10				-9,451.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				()
	8 Net gaming income summary. Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain _____

- 11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ 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? ☐ Yes ☐ No
- 13 Indicate the percentage of gaming activity operated in
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ► _____

Address ► _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ 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 of the third party

Name ► _____

Address ► _____

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions)

**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, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization

MEMORIAL HEALTH SYSTEMS CORPORATION

Employer identification number

22-2546051

Part I Questions Regarding Compensation

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

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

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

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

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply

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

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

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

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

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

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

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

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

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

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

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

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

X

X

X

X

X

X

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

Schedule J (Form 990) 2010

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

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

Note. The sum of columns (B)(i)-(iii) 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				
1 SALLY J. DIXON	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 356,758.	48,052.	0.	62,721.	10,510.	478,041.	0.
2 RICHARD IMBIMBO	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 250,355.	27,900.	0.	2,000.	10,314.	290,569.	0.
3 HUGH E. PALMER	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 129,550.	26,795.	900.	0.	5,790.	163,035.	0.
4	(i)						
	(ii)						
5	(i)						
	(ii)						
6	(i)						
	(ii)						
7	(i)						
	(ii)						
8	(i)						
	(ii)						
9	(i)						
	(ii)						
10	(i)						
	(ii)						
11	(i)						
	(ii)						
12	(i)						
	(ii)						
13	(i)						
	(ii)						
14	(i)						
	(ii)						
15	(i)						
	(ii)						
16	(i)						
	(ii)						

Part III Supplemental Information

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

PART I, LINE 4B: SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN PAYMENT

SET-ASIDE: SALLY J. DIXON, PRESIDENT/CEO, \$60,721.

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, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No 1545-0047

2010

**Open To Public
Inspection**

Name of the organization

MEMORIAL HEALTH SYSTEMS CORPORATION

Employer identification number

22-2546051

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?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No

Total ▶ \$

Part III Grants or Assistance Benefiting 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 and type of assistance

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

Schedule L (Form 990 or 990-EZ) 2010

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
TERRY N. YORK	MEMBER OF THE BOARD	749,710.	MEDICAL SER		X

Part V Supplemental Information

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

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

(A) NAME OF PERSON: TERRY N. YORK

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

MEMBER OF THE BOARD OF DIRECTORS

(D) DESCRIPTION OF TRANSACTION: MEDICAL SERVICES PROVIDED TO A RELATED ENTITY BY MILLER AND DIPIETRO, A PARTNERSHIP WITH DIRECT OWNERSHIP BY TERRY N YORK. PAYMENT IS MADE TO MILLER AND DIPIETRO, NOT TO MR YORK DIRECTLY.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization

MEMORIAL HEALTH SYSTEMS CORPORATION

Employer identification number

22-2546051

FORM 990, PART VI, SECTION A, LINE 8B: THE ORGANIZATION DOES NOT HAVE
COMMITTEES WITH AUTHORITY TO ACT ON BEHALF OF THE GOVERNING BODY.

FORM 990, PART VI, SECTION B, LINE 11: THE ACCOUNTING DEPARTMENT PROVIDES
INFORMATION TO THE INDEPENDENT ACCOUNTANT FOR THE PREPARATION OF THE FORM
990. THE DRAFT IS REVIEWED BY THE CEO. THE FINAL DOCUMENT IS PRESENTED TO
THE FINANCE COMMITTEE OF MEMORIAL HOSPITAL. THE FULL BOARD OF MEMORIAL
HEALTH SYSTEMS CORPORATION RECEIVES A COPY OF THE FINAL RETURN BEFORE
FILING.

FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATION USES AN ANNUAL
QUESTIONNAIRE TO DETERMINE IF ALL EMPLOYEES AND MEMBERS OF THE BOARD ARE
INDEPENDENT. THE EMPLOYEE QUESTIONNAIRES ARE INITIALLY COMPLETED AS PART
OF THE ORIENTATION PROGRAM UPON EMPLOYMENT, AND THEN AS PART OF THE ANNUAL
REVIEW PROCESS. THESE FORMS ARE REVIEWED BY THE DIRECTOR OF HUMAN
RESOURCES AND ANY POTENTIAL CONFLICT OF INTEREST IS REVIEWED WITH THE
RELATED PARTY.

ANNUAL QUESTIONNAIRES FOR THE BOARD/SENIOR MANAGEMENT ARE COLLECTED BY THE
CEO AND ARE REVIEWED BY THE CEO AND THE BOARD CHAIRPERSON. AT THE BOARD
LEVEL, ANY POTENTIAL CONFLICT IS MONITORED BY THE CEO AND CHAIR, AND BOARD
MEMBERS WILL REFRAIN FROM VOTING ON CONFLICT/RELATED ISSUES. IN ADDITION TO
THE REPORTING REQUIRED, KEY EMPLOYEES AND SENIOR MANAGEMENT ARE MONITORED
BY THE CEO THROUGH THE PURCHASING AND CASH DISTRIBUTIONS CONTROLS IN PLACE.

FORM 990, PART VI, SECTION B, LINE 15: MANAGEMENT IS PROVIDED BY MEMORIAL

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

Schedule O (Form 990 or 990-EZ) (2010)

032211
01-24-11

Name of the organization

MEMORIAL HEALTH SYSTEMS CORPORATION

Employer identification number

22-2546051

HOSPITAL, A RELATED TAX-EXEMPT ORGANIZATION. THE DETERMINATION OF THE COMPENSATION OF THE TOP MANAGEMENT AND FINANCIAL OFFICIAL, AS PROVIDED BY THE RELATED ORGANIZATION, INCLUDES A REVIEW AND APPROVAL BY THE COMPENSATION COMMITTEE OF MEMORIAL HOSPITAL.

AN OUTSIDE CONSULTANT IS RETAINED BY THE COMPENSATION COMMITTEE. ON AN ANNUAL BASIS, THE CONSULTANT CONDUCTS A COMPENSATION SURVEY OF COMPARABLE EXECUTIVE POSITIONS AT COMPARABLE HOSPITALS WITHIN OUR GENERAL GEOGRAPHIC MARKETPLACE. THE CONSULTANT WILL ALSO ADVISE THE BOARD ON CURRENT TRENDS REGARDING COMPENSATION IN HEALTHCARE AND THE MARKETPLACE, INCLUDING THE REVIEW AND ESTABLISHMENT OF A VARIABLE PAY ("INCENTIVE") PROGRAM.

THE COMPENSATION COMMITTEE'S GENERAL GUIDELINES ARE TO MAINTAIN A BASE SALARY WITHIN THE 50TH-60TH PERCENTILE OF SIMILAR POSITIONS IN PEER INSTITUTIONS. ALONG WITH THE VARIABLE PAY OPPORTUNITY, TOTAL COMPENSATION IS GEARED TO THE 75TH PERCENTILE AND SHOULD NOT EXCEED THE 90TH PERCENTILE. IN UNIQUE, SUPPORTABLE CIRCUMSTANCES, THE COMMITTEE MAY DEVIATE FROM THESE GUIDELINES. THE COMPENSATION IS REVIEWED BY THE EXECUTIVE COMMITTEE. THE DELIBERATION AND DECISION PROCESS IS CONTEMPORANEOUSLY DOCUMENTED.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART VI, SECTION A, QUESTION 9:

JAMES R. ZARFOSS, JR., DECEASED, CAN NO LONGER BE REACHED AT THE ORGANIZATION'S MAILING ADDRESS.

Name of the organization

MEMORIAL HEALTH SYSTEMS CORPORATION

Employer identification number

22-2546051

FORM 990, PART VII, COLUMN B: AVERAGE HOURS PER WEEK:

CORPORATE OFFICERS AND CERTAIN MEMBERS OF THE BOARD OF DIRECTORS DEVOTE
TIME TO THIS ORGANIZATION AND ALSO TO RELATED ORGANIZATIONS. TOTAL
AVERAGE HOURS PER WEEK WORKED FOR THE ENTIRE SYSTEM ARE AS FOLLOWS:

JACK KAY 8

JAMES R ZARFOSS 4

RICHARD D POOLE 3

CHLOE R EICHELBERGER 6

SALLY J DIXON 49

RICHARD IMBIMBO 45

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED GAINS ON INVESTMENTS: 48,894.

TRANSFER FROM MEMORIAL HOSPITAL 2,865,827.

TRANSFER FROM MHS TITLE HOLDING CORPORATION 30,354.

TRANSFER TO MEMORAL ENTERPRISES, INC. -2,823,874.

VALUATION GAIN/(LOSS) ON PERMANENTLY RESTRICTED FUNDS 276,350.

TOTAL TO FORM 990, PART XI, LINE 5 397,551.

FORM 990, PART XII, LINE 2:

THE FINANCIAL STATEMENTS OF THIS ORGANIZATION WERE AUDITED BY AN
INDEPENDENT ACCOUNTANT AS PART OF THE CONSOLIDATED AUDIT OF MEMORIAL
HEALTH SYSTEMS CORPORATION AND CONTROLLED ENTITIES. THE FINANCE
COMMITTEE OF MEMORIAL HOSPITAL IS RESPONSIBLE FOR THE OVERSIGHT OF THE

AUDIT AND THE SELECTION OF AN INDEPENDENT ACCOUNTANT. THIS PROCESS HAS

Name of the organization

MEMORIAL HEALTH SYSTEMS CORPORATION

Employer identification number

22-2546051

NOT CHANGED IN THE LAST YEAR.

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to other organization(s)**c** Gift, grant, or capital contribution from other organization(s)**d** Loans or loan guarantees to or for other organization(s)**e** Loans or loan guarantees by other organization(s)**f** Sale of assets to other organization(s)**g** Purchase of assets from other organization(s)**h** Exchange of assets**i** Lease of facilities, equipment, or other assets to other organization(s)**j** Lease of facilities, equipment, or other assets from other organization(s)**k** Performance of services or membership or fundraising solicitations for other organization(s)**l** Performance of services or membership or fundraising solicitations by other organization(s)**m** Sharing of facilities, equipment, mailing lists, or other assets**n** Sharing of paid employees**o** Reimbursement paid to other organization for expenses**p** Reimbursement paid by other organization for expenses**q** Other transfer of cash or property to other organization(s)**r** Other transfer of cash or property from other organization(s)**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	(d) Method of determining amount involved	Yes No	
					1a	1b
(1) MEMORIAL ENTERPRISES, INC.		A	64,577.FMV			X
(2) MEMORIAL ENTERPRISES, INC.		D	939,999.FMV			X
(3) MHS TITLE HOLDING CORPORATION		D	292,207.FMV			X
(4) MEMORIAL HOSPITAL		E	408,436.FMV			X
(5) MEMORIAL ENTERPRISES, INC.		Q	2,771,573.FMV			X
(6) MEMORIAL HOSPITAL		R	2,843,880.FMV			X

Part VII Supplemental Information

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	Type or print	
	Name of exempt organization	Employer identification number
	MEMORIAL HEALTH SYSTEMS CORPORATION	22-2546051
	Number, street, and room or suite no. If a P O box, see instructions.	
File by the extended due date for filing your return. See instructions.	325 SOUTH BELMONT STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	YORK, PA 17403	

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

01

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

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

SALLY J. DIXON

- The books are in the care of ☒ 325 BELMONT STREET - YORK, PA 17403

Telephone No ☒ (717) 843-8623

FAX No ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until MAY 15, 2012

5 For calendar year , or other tax year beginning JUL 1, 2010, and ending JUN 30, 2011

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.

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

Signature and Verification

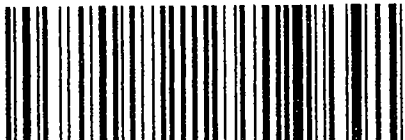
Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒ Sally J. Dixon Title ☒ CPA

Date ☒ 1/23/12

Form 8868 (Rev. 1-2011)

7008 2810 0001 3417 9065



7008 2810 0001 3417 9065

7008 2810 0001 3417 9065

MS COR 10087151

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

Part I only

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

Type or print	Name of exempt organization	Employer identification number
	MEMORIAL HEALTH SYSTEMS CORPORATION	22-2546051
	Number, street, and room or suite no. If a P.O. box, see instructions. 325 SOUTH BELMONT STREET	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions. YORK, PA 17403	

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

01

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

SALLY J. DIXON

- The books are in the care of ► 325 BELMONT STREET - YORK, PA 17403

Telephone No ► (717) 843-8623

FAX No ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until
FEBRUARY 15, 2012, to file the exempt organization return for the organization named above. The extension
is for the organization's return for.

► ☐ calendar year _____ or

► ☒ tax year beginning **JUL 1, 2010**, and ending **JUN 30, 2011**

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

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

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

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

Raffles Insurance Limited
Fiscal Year End March 31, 2011

Schedule O - Section B - Persons Who Are Directors of the Foreign Corporation

<u>Director Name</u>	<u>Street Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Ms Rhonda Nicoloff	1505 South Redwood Road, P.O. Box 30076	Salt Lake City	UT	84104
Mr Jack Grundfest	4500 W Bethany Road	North Little Rock	AR	72117
Mr Bradley A. Fulton	11535 Hopewell Road, P.O. Box 4217	Hagerstown	MD	21741
Mr. Brian T. Glade	2180 S. Ivanhoe, Suite 5	Denver	CO	80222
Mr Charles Bitzer	1000 RIDC Plaza, Suite 404	Pittsburgh	PA	15238
Mr. Dixon Abell	2201 Sterling Rd, P.O. Box 4150	Monroe	LA	71211
Mr Jeffrey Garvens	14400 North Brook, Suite 210	San Antonio	TX	78232
Mr John M. Brooks, Sr	1915 S. Hoover Street, P.O. Box 77303	Los Angeles	CA	90007
Ms Lynne M. Durbin	400 Seaks Run Road, P.O. Box 100	Glen Rock	PA	17327
Mr. Blaine Schultz	4407 West St Joseph Hwy	Lansing	MI	48917
Mr. Kent Smeltz	163 Research Lane	Millersburg	PA	17061
Ms Karen Bleach	1126 South 70th Street, Suite N408B	West Allis	WI	53214
Mr. Karl Joseph Thoma	7239 Reserve Creek Drive	Port St. Lucie	FL	34986
Mr. James Alban, IV	8531 Pulaski Highway, P.O. Box 9595	Baltimore	MD	21237
Mr Ryan E. Heishman	670 Allen Road	Carlisle	PA	17015
Mr. Bret Bemeche	525 Barnesville Hwy, P.O. Box 10	Wylliesburg	VA	23976
Mr Howard Farber	1815 South Soto Street	Los Angeles	CA	90023
Mr. Dennis "Mike" Slutsky	309 President Ave	Providence	RI	02906
Mr Robert J. Bruckman	88 Currant Road	Fall River	MA	02720
Ms Enn Tucker	1900 S. Price Road	Chandler	AZ	85286
Mr Walter J. Hope, Jr.	1300 Morris Drive	Chesterbrook	PA	19087
Mr Alan Hassman	3304 Market Street	Camp Hill	PA	17011
Mr. George R. Anthony	301 Gordon Street	Allentown	PA	18102
Mr. Gary Dawson	49630 Ponthae Trail	Wixom	MI	48393-2009
Ms Pat Bishop	4500 PGA Boulevard, Suite 400	Palm Beach Gardens	FL	33418
Mr Carl Bomtrager	2220 Palmer Street	Pittsburgh,	PA	15218
Mr. Stacy Brovitz	621 Hunt Valley Circle	New Kensington	PA	15068
Ms Helen Oster	2 Trap Falls Road, Suite 402	Shelton	CT	06484
Mr. Ralph Falero	1100 Hawthorne Lane	Charlotte	NC	28205
Mr Hector Ortega	3838 North Central Avenue, Suite 1900, P.O. Box 29049	Phoenix	AZ	85038-9049
Mr Brad Streelman	12322 Monarch St	Garden Grove	CA	92841
Mr Steven L. Boyle	2390 Blackhawk Drive, P.O. Box 6007	Rockford	IL	61125-1007
Mr Bernard Little Jr.	1920 SW 12th Ave, P.O. Box 5279	Ocala	FL	34478-5279
Mr Trevor Lloyd	8581 Santa Monica Blvd # 708	West Hollywood	CA	90069
Mr Steven Bentley	550 S. 24th Street West, Suite 201, P.O. Box 81590	Billings	MT	59108
Mr Michael J. Blach	469 El Camino Real, Suite 100	Santa Clara	CA	95050-4372
Mr Fred Cuda	4 New Park Road,	East Windsor	CT	06088
Mr Joseph R. Blanchard	3151 Charleston Highway, P.O. Box 7517	Columbia	SC	29202-7517
Mr R. Don Comer	600 Germantown Road	Raleigh	NC	27607
Mr John M. Rourke	P.O. Box 13527	Roanoke	VA	24035
Mr. Scott A. Castle	601 McHenry Avenue	Modesto	CA	95350
Mr Douglas Brink	13500 Quincy Street, P.O. Box 1199	Holland	MI	49422-1199
Mr Scott Braen	400-402 Central Ave	Haledon	NJ	07538
Mr Greg Branch	335 NE Watula Avenue	Ocala	FL	34470
Mr Edward W. Petrick	11000 Seymour Ave	Franklin Park	IL	60131
Mr Robert Brent Gotwals	12 Gotwals Lane	Oley	PA	19547
Mr Larry Brown	7986 Villa Park Dr.	Richmond	VA	23228
Mr Harold Mast	813 N. Octorara Trail	Parkesburg	PA	19365
Mr Scott A. Dolmetsch	156 North George Street	York	PA	17401
Mr Michael Stodden	8615 Elder Creek Road	Sacramento	CA	95828
Mr. Byron E. Talbot	301 Main Project Rd	Schnever	LA	70390
Mr Jimmy Briggs	300 Oakland Flatrock Road, P.O. Box 988	Bowling Green	KY	42102
Mr. William H. Francis, Jr	4641 Paragon Park Road	Raleigh	NC	27616
Mr David Metzler	6380 Brackbill Blvd., P.O. Box 1549	Mechanicsburg	PA	17055
Mr. Daniel B. Carson	171 Route 94 North	Lafayette	NY	07848
Mr Michael Abercrombie, Jr.	P.O. Box 1030	Salisbury	MD	21803
Mr Dwight Alford	8024 Glenwood Ave., P.O. Box 90635	Raleigh	NC	27675-0635
Mr. Eric Nicholson	2280 E. College Ave.	State College	PA	16804
Mr Dennis Hays	2658 Mt. Vernon Avenue	Bakersfield	CA	93306
Mr Steve Meston	1000 Century Boulevard	Midwest City	OK	73110
Mr Garry Thrapp	12250 El Camino Real	San Diego	CA	92130
Mr Thomas "Ted" Chandler, Jr.	P.O. Box 131	Burlington	NC	27216
Mr Steve Davison	1040 Booth Road, P.O. Box 7444	Warner Robins	GA	31093
Mr Jay Cleveland, Jr	4565 William Penn Highway	Murrysville	PA	15668
Mr Alvin Hutzler	8043 Industrial Park Rd	Mechanicsville	VA	23116-1514
Mr Richard E. Forrestel, Jr	3 Jackson St.	Akron	NY	14001-0000
Mr Michael Mann	217 Linden Street, P.O. Box 311	Columbia	PA	17512
Mr Arlo Anderson	3700 E. 36th Ave., P.O. Box 329	Commerce City	CO	80037
Mr Vince Van Heulelem	8083 E. Harvard Avenue	Denver	CO	80231
Mr Benjamin "Ben" Abranis	120 Hokes Mill Rd, P.O. Box 389	York	PA	17405
Mr Jon Steven Ellis	5200 East La Palma Avenue	Anaheim	CA	92807
Mr Barry Margolis	200 Lincoln West Drive	Mountville	PA	17554
Mr Edward W. Bedell	840 North 700 West	Billings	MT	59104

<u>Director Name</u>	<u>Street Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Mr Michael B Coulson	1434 Pike Ave., P.O. Box 68	N Little Rock	AR	72115
Mr Michael Schwab	2525 N. 7th Street	Harrisburg	PA	17110
Mr Ty Stoller	9503 Middlex Drive	San Antonio	TX	78217
Mr. Raymond "Kim" Kayser, III	2460 Midway Street, P.O. Box 31435	Shreveport	LA	71130
Mr John Oster, III	2740 S 20th Street, P.O. Box 343915	Milwaukee	WI	53234-3915
Mr John Drewes	3870 Channel Drive	West Sacramento	CA	95691
Mr Michael S. Francis	277 Blair Park Road, Ste #130	Williston	VT	05495
Mr. Leland S. Bisbee, III	7777 N Black Canyon Hwy, P.O. Box 39669	Phoenix	AR	85069
Mr Lenny Lynch	767 Aubry Highway, P.O. Box 1098	Roseboro	NC	28382
Mr. Michael Murphy	115 Sinclair Road	Bristol	PA	19007
Mr. David Mitchell	1250 Benhill Ave, P.O. Box 2799	Baltimore	MD	21225
Mr. Timothy J Travis	4800 York Street	Denver	CO	80216
Mr. Peter N. Saitis	715 Fountain Ave	Lancaster	PA	17608
Mr Stephen Budosh	5026D Campbell Blvd	Baltimore	MD	21236
Mr Burke Blackman	909 S 7th Avenue	Sioux Falls	SD	57101
Mr Edwin G. Gerber	2929 Orange Grove Avenue	North Highlands	CA	95660
Mr Dennis "Mike" Etheredge	6719 Woolworth Road, P.O. Box 19570	Shreveport	LA	71149-0570
Mr Howard "Blackie" Bowen	11949 Robinwood Drive	Hagerstown	MD	21742
Mr John Tighe	5561 Grayson Road, P.O. Box 4055	Harrisburg	PA	17111
Mr. Patrick A Powers	1789 Norwood Avenue	Itasca	IL	60143-1095
Mr. Michael Gulah	2501 Kutztown Road	Reading	PA	19605
Mr Christopher Fitzgerald	7103 St Vincent Ave	Shreveport	LA	71106
Mr John M. Mosumic	8708 Technology Forest Place, Suite 125	The Woodlands	TX	77381
Ms Pam Hassevoort	1413 Randall	Coopersville	MI	49404
Mr. Henry Fry	800 W Church Road	Mechanicsburg	PA	17055
Mr Fred Smith	6105 Chapel Hill Road	Raleigh	NC	27607
Mr. Robert F. Leahy	2780 Benner Pike	Bellefonte	PA	16823
Mr Henry Koplin Oliver	4131 Broadway, P.O. Box 1503	Macon	GA	31202
Mr. Don Dinkgrave	7034 E Court Street, P.O. Box 309	Davison	MI	48423-0309
Mr Steve Dykman	600 N Centennial	Zeeland	MI	49464
Mr George E. Buss	2745 Blackridge Road	York	PA	17402
Mr Gil Haugan, Jr	200 E. 60th Street North, P.O. Box 84430	Sioux Falls	SD	57118
Mr Daniel Hawbaker	1952 Waddle Road, Suite 203	State College	PA	16803
Mr James E. Mantyla	2177 West Grandview Blvd	Erie	PA	16509
Mr Rand H. Falbaum	5023 Hazel Jones Drive	Bossier City	LA	71111
Mr Todd J. Granger	16980 Wood Road	Lansing	MI	48906-1044
Mr Jacob Griffiths	10761 Court Ave	Stanton	CA	90680
Ms Kathy Morris	4807 Beryl Road	Raleigh	NC	27606
Mr Mike Ward	2000 Fifth Street	Berkeley	CA	94710-1918
Mr. Eric Smith	2 Main Street	Clifton	NJ	08809
Mr. Robert F. McClure	600 South 17th Street, P.O. Box 1745	Harrisburg	PA	17105-1745
Mr John Schranitz	1515 State Road, P.O. Box 100	Duncannon	PA	17020
Mr Thomas Cleveland	122 Noxon Road	Poughkeepsie	NY	12603
Mr. Thomas J. Halquist	N51 W23563 Lisbon Road, P.O. Box 308	Sussex	WI	53089-4307
Mr Robert Hamun	340 Pierremont Road	Shreveport	LA	71106
Mr M. Cayce Hand	5902 Buncombe Rd., P.O. Box 29159	Shreveport	LA	71149-9159
Mr James D. Franklin	2750 Signal Parkway	Signal Hill	CA	90755
Mr. L. Worth Harris	733 W Johnson St., Suite 103	Raleigh	NC	27603
Mr. David Gustafson	P.O. Box 3239	Rapid City	SD	57709
Mr William Barmbault	4301 Industrial Way	Benicia	CA	94510
Mr Andrew May	550 W John Street	Hicksville	NY	11801
Mr Richard A. McBride	4417 Valley Road	Enola	PA	17025
Mr Chris Carpenito	804 W Diamond Ave., Suite 1300	Gaithersburg	MD	20878
Mr Dale High	1853 William Penn Way	Lancaster	PA	17605
Mr James Haar	P.O. Box 31511	Billings	MT	59107
Mr Michael K. Mayeske	2322 West Lincoln Street	Phoenix	AZ	85009-5827
Mr Howard J. Muller	860 E Main Avenue	Zeeland	MI	49464
Mr Andy Howes	823 E. 14th, P.O. Box 1025	Sioux Falls	SD	57101
Mr Tom Hughes	5611 Bird Creek Avenue, P.O. Box 2220	Tulsa	OK	74101
Mr Patrick Kinsley	620 S Edgar Street	York	PA	17403
Mr Steven G. Philp	1700 S Lewis Street	Anaheim	CA	92805
Mr. James "Jim" Petello	1373 Boggs Drive	Mount Airy	NC	27030
Ms Laurie Andrews	8221 Alpine Avenue	Sacramento	CA	95826
Mr Ivan I. Smith, III	5434 Technology Drive	Shreveport	LA	71129
Mr Dan Reilly	10491 Old Placerville Road, Suite 150	Sacramento	CA	95827-2508
Mr Denny Upton	9125 Interstate 30	Little Rock	AR	72201
Mr Gregory S. Hadjis	U.S. Rt 33 West Old Weston Road	Buckhannon	WV	26201
Mr Jay K. Poppleton	861 N HERCULES AVENUE	Clearwater	FL	33765
Mr Walter Frank Duch, Jr	1427 Military Cutoff Rd, Suite 208	Wilmington	NC	28403
Mr Brian Busacca	3101 State Road, P.O. Box 82515	Bakersfield	CA	93380-2515
Mr John Schultz	P.O. Box 5055	Jersey Shore	PA	17740
Mr Harold Turner	1200 Jacob Lane	Carmichael	CA	95608
Mr Robert Wood	2200 Monroe Street	York	PA	17405
Mr Jason P. Bullock	198 Sterling Ave., P.O. Box 75	West Monroe	LA	71294
Mr Richard A. Witwer	167 Greenfield Road	Lancaster	PA	17601
Mr Michael Kolakowski	30 Batterson Park Road	Farmington	CT	06032
Mr. Scott Wagner	4924 Lincoln Highway West	Thomasville	PA	17364
Mr Kelvin Scott Classen	4300 S Vanburen	Enid	OK	73703
Mr. Ken Sander	1575 Henthorne Dr	Maumee	OH	43537
Mr Dwayne A. House	3790 NW 11th Street	Miami	FL	33126
Mr Jerry Lee Watson	30 Mananne Drive	York	PA	17406
Mr. Robert Kinsley	2700 Water Street, P.O. Box 2886	York	PA	17405-2886

<u>Director Name</u>	<u>Street Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Mr James D Bartol	3742 Bradview Drive	Sacramento	CA	95827
Mr David Feinstein	105 Vanguard Parkway	Rochester	NY	14606
Mr Jeffrey A. Kleinpeter	14444 Airline Highway	Baton Rouge	LA	70817
Mr. Scott Nord	1414 West 29th Street	Kansas City	MO	64108-3604
Mr. Norbert Kaiser	686 Skye Lane	Barrington	IL	60010-5558
Mr. Greg Lamanba	3900 McColl Road	McAllen	TX	78501
Mr James D Warner	1299 Harnsburg Pike, P O Box 4425	Lancaster	PA	17604-4425
Mr Patrick X Colhings	3905 Hartzdale Dr., Suite 514	Camp Hill	PA	17011
Mr Richard Frank	234 E. Colorado Boulevard, Suite 500	Pasadena	CA	91101
Mr Lee S. Leaman	7555 FM 762	Richmond	TX	77469
Mr George Reinhard	P O Box 586	Burlington	NJ	08016
Mr Lewis Bear, Jr	6120 Enterprise Drive	Pensacola	FL	32505
Mr Jeffrey Kilbert	1909 McFarland Drive	Landsville	PA	17538
Mr. Danny Graham	P O Box 400	Ruston	LA	71273-0400
Mr Christian Bame	900 Mendelssonbn Ave North	Golden Valley	MN	55427
Mr. James Parker III	515 Stone Mill Drive, P O Box 29682	Richmond	VA	23242
Mr. Dennis Luckinbill	304 E. Broadway	Enid	OK	73701
Mr Marshall D. Welch, III	700 College Place	Wilmsport	PA	17701
Mr Steven Young Mannande	1210 St Charles Street	Houma	LA	70360
Mr Shawn Anderson	17 East Meadow Avenue	Robeson	PA	19551
Mr. William "Bill" Hummer	P O Box 573	Elizabethville	PA	17023
Mr Mark A. Buller	885 Conklin Street	Farmingdale	NY	11735
Mr. Ronny H. Graham	P O Box 400	Ruston	LA	71273-0400
Mr. Randall Hatcher	501 Greene Street, Hatcher 500 Building	Augusta	GA	30901
Mr Andrew Louis, Sr McCorkle	903 Outer Road	Orlando	FL	32814
Mr. Jan A. McElroy	1500 Hamilton Rd.	Bossier City	LA	71111
Mr Daniel McComas	PO Box 1320	Wilmington	NC	28402
Mr C Ken McPherson	5051 Cardinal Street	Trussville	AL	35173
Mr Von Whitby	1739 Devonshire Drive	Salt Lake City	UT	84108
Mr. Paul C. Mellott, Jr	100 Mellott Drive, Suite 100	Warfordsburg	PA	17267
Ms Sally J Dixon	P O Box 15118	York	PA	17405
Mr Ben Bielski	2107 Rear Missouri Boulevard	Jefferson City	MO	66102
Mr Bert Jones	147 Shelby Road, P O. Box 560	Simsboro	LA	71275-0560
Mr. Charles A. "Pete" Little	2201 West Royal Lane, Suite 250	Irving	TX	75063
Mr Phillip Terry	9347 E. Pendleton Pike	Indianapolis	IN	46236
Mr Scott Haag	4033 W. Custer Avenue	Milwaukee	WI	53209
Mr Robert Istvan	125 East Commercial Street, Bldg. B	Anaheim	CA	92801
Mr. Tom Duff	1000 East Main Street	Mt. Joy	PA	17522
Mr Morton Zifferer, Jr	74 Commerce Way	York	PA	17406-8038
Mr Barry Douglas	325 Helman Street	Wrightsville	PA	17368
Ms. Cynthia A. Vice	501 NMC Drive	Zebulon	NC	27597
Mr James Novinger	1441 Stoneridge Drive	Middletown	PA	17057
Mr James W Connell, Jr	2355 W. Utopia	Phoenix	AZ	85027
Mr Marc Serrio	4401 Foxdale Avenue	Irwindale	CA	91706
Mr L Paul Nelson, II	4900 Ondura Drive	Fredericksburg	VA	22407
Mr Ronald J Shore	1057 Montague Expressway	Milpitas	CA	95035
Mr. Christopher Hackett	1124 Highway 315	Wilkes-Barre	PA	18702
Mr Jeff Cummings	1025 Joellis Way	Sacramento	CA	95815
Mr James R. Parrish	1414 E Willow Road	Enid	OK	73702
Mr Malcolm (Mac) Sullivan, Jr	402 Commerce Ct.	Goldsboro	NC	27352
Mr Timothy J Carberry	N59 W16500 Greenway Circle	Menomonee Falls	WI	53051
Mr Matthew Funchon	401 Domino Lane	Philadelphia	PA	19128
Mr Kenneth Daniel Balmer	3000 Meetinghouse Road	Telford	PA	18969
Mr Scott Wagner	85 Bnckyard Road, P O Box 3066	York	PA	17402-3066
Mr Roy O Martin III	P O Box 1110	Alexandria	LA	71309-1110
Mr Leroy "Tighe" King, Jr	333 East Seventh Ave, P.O. Box 20879	York	PA	17405-0709
Mr John Arnold	P O. Box 2621	Harnsburg	PA	17105
Mr Scott Shugart	16101 Vallen Drive	Houston	TX	77041
Mr. Peter Williams	1031 Nowell Road	Raleigh	NC	27607
Mr Lyle Meshberger	6096 McKee Road	Madison	WI	53719-5114
Mr Jeff Karp	2360 N Palmer Drive	Schaumburg	IL	60173-3819
Mr David Lau	1010 N Industrial Blvd	Eufess	TX	76039-7442
Mr James K. Leimkuhler	5790 Peachtree Street	Los Angeles	CA	90040
Mr William E Farlow, Jr	3263 Highway 80 West, P.O. Box 3170	Jackson	MS	39207
Mr Richard Harrell, III	P O Box 426	South Boston	VA	24592
Mr Daniel R Weddell	4945 East Carey	Las Vegas	NV	89115
Mr David A. Baker	314 Main Street	Red Wing	MN	55066
Mr Davis Mullholand	758 South Redwood Road, P O Box 25788	Salt Lake City	UT	84125
Mr James MacDonald	25920 Eden Landing Road	Hayward	CA	94545
Mr. Randall Gross	650 N State Street, P.O. Box 1422	York	PA	17403
Mr Dale Voorheis	950 Smule Way	York	PA	17404
Mr Rick M Joseph, Jr.	2000 Fantasy Lane	Sparks	NV	89436
Mr James Lee Kemerling	P.O. Box 239	Wausau	WI	54402-0239
Mr Joseph Sterchal	939 Jefferson Avenue	Valley Forge	PA	19481
Mr Stephen F White	4250 Williams Road	San Jose	CA	95129
Mr Michael Deane	One River Road	Verona	PA	15147
Mr Ted DeGroot	7011 Stewart & Gray Road	Downey	CA	90241
Mr Steven H. Foote	5125 - B Race Ct	Denver	CO	80216
Mr Daniel Kadrmaz	4401 West Main Avenue	Fargo	ND	58103
Mr Donald P Miller	1602 North Union Street, P O Box 1158	Fostona	OH	44830-1158
Mr James Roscoe	2847 Hesper Road	Billings	MT	59102
Mr Charlie Rouse	1101 Parkway Drive	Goldsboro	NC	27532

<u>Director Name</u>	<u>Street Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Mr Roy O Martin III	2189 Memorial Drive	Alexandria,	LA	71301
Mr Michael Perry Schein	30 West Huller Lane, P O Box 9	Temple	PA	19560
Mr Samuel Schwab	111 South George St, Suite 13	Cumberland	MD	21502
Mr David L. DeJonge	720 E 40th Street	Holland	MI	49423
Mr Robert Brown	4101 Gateway Park Boulevard	Sacramento	CA	95834
Mr Richard Naponelli	3909 Three Oaks Road	Cary	IL	60013
Mr Christopher Peterson	2530 Xenium Lane	Minneapolis	MN	55441
Mr Marc Schupan	2619 Miller Road, P O Box 2408	Kalamazoo	MI	49003-2408
Mr Larry Cooksey	1325 Farmville Rd.	Memphis	TN	38122
Mr Thomas Ames	7353 S Eagle Street	Centennial	CO	80112-4223
Mr Michael P. Solumene	45 Peter Court, P O Box 638	New Britain	CT	06050
Mr Franklin Gladstone	60-01 31st Ave	Woodside	NY	11377
Mr Walter Dealtrey	2255 Avenue A	Bethlehem	PA	18017
Mr Robert Borden	415 Norway Street, P O Box 1509	York	PA	17403
Mr Doug Stewart	404 Patricia Way	Arcadia	CA	91006
Mr Joseph Skender	200 West Madison St, Suite 1300	Chicago	IL	60606
Mr James E Partndge	791 East Washington Blvd.	Los Angeles	CA	90021
Mr Paul Snuder	5150 Madison Avenue	Sacramento	CA	95841
Mr Mike Grier	3610 Bush Street	Raleigh	NC	27609
Mr Ed Eisele	9600 W. Buckeye Road, Suite B	Tolleson	AZ	85353
Mr Michael Harrell	1711 E Shortwell Street, P O Box 1510	Bainbridge	GA	39819
Mr James Hall	39000 Chase Road	Romulus	MI	48174
Mr John Forrey	175 East Walnut Street	Red Lion	PA	17356
Mr Timothy P Redfern	20362 Windrow Dr., Suite 600	Lake Forest	CA	92630
Mr Steven Alloy	11111 Sunset Hills Rd., Suite 200	Reston	VA	20190
Mr Robert S. Miller	527 N Acadian Thruway	Baton Rouge	LA	70806
Mr Kenneth Staub	7747 East Rosecrans Ave., P O Box 1425	Paramount	CA	90723-1425
Mr John Hunter	2101 Booth Street	Monroe	LA	71201
Mr Robert Stenstrom	2422 Center Street	Rockford	IL	61104
Mr Edward "Todd" Stephens	185 Anglers Ave	Fort Lauderdale	FL	33312
Mr Dale Voorheis	950 Smile Way	York	PA	17404
Mr Gary Stine	1509 South Huntington Street	Sulphur	LA	70663
Mr Robert L. Ecklin	1070 Robert Fulton Highway	Quarryville	PA	17566
Mr Thomas Vande-Guchte	10800 World Trade Blvd	Raleigh	NC	27617
Mr. Harry W. Stowers, Jr	6301 Old Rutledge Pike, P O Box 14802	Knoxville	TN	37914
Mr James A. Mitchell	P O Box 900	Gaunesville	VA	20156
Ms Lucy E Knuseley	325 Hellam Street	Wrightsville	PA	17368
Mr Greg Sutliff	802 South 16th Street, P.O. Box 1307	Harrisburg	PA	17105
Mr. Jonathan G. Newman	P O Box 308	Denver	PA	17517
Mr David C. Clark	28436 Satellite Street	Haywood	CA	94545
Mr. David P. Tadlock	6844 Hwy 90 East, P O Box 16990	Lake Charles	LA	70616
Mr. Randy Thompson	2209 E. 39th North, Suite 100	Sioux Falls	SD	57104
Mr David Manning	22 Stanley Street	Nashville	TN	37210-2133
Mr. John Qvistgaard Petersen	1788 O'Neal Lane	Baton Rouge	LA	70816
Mr Bill Fox	42-20 55th Ave	Maspeth	NY	11378
Mr Andrew McNeill	1100 E Campbell Road, Suite 220	Ricardson	TX	75081
Mr Eric K. Nix	P O. Box 2447	Columbus	GA	31902
Mr Michael P. Kennedy	4910 Simpson Ferry Road	Mechanicsburg	PA	17050
Mr. Richard L. Thompson	P O Box 969	Concord	VA	24538
Mr Robert Randall	6021 Wallace Road Extension, Suite 202	Wexford	PA	15090
Mr Jerry Nerad	420 East Fourth Street	Hinsdale	IL	60521
Mr Scott Anthony Berger	3575 Reed Avenue	West Sacramento	CA	95605
Mr David J. Hennes	8111 Lyndale Avenue South	Bloomington	MN	55420-1196
Mr Dane Larsen	710 Larsen Lane	Bensenville	IL	60106
Mr Donald Bainter	3657 Bnarpark Road	Houston	TX	77042-5205
Mr Allen Hatfield	200 W Sycamore Street	St. Paul	MN	55117
Mrs Jeanne Nowak	25235 Hoover Road	Warren	MI	48089
Mr. Stephen Symons	4050 Industrial Road	Harrisburg	PA	17110
Mr William Bradley Douglass	325 E Forest Avenue, P O. Box 1124	Sherman	TX	75091
Mr James Leason	471 Old Newport Blvd., Suite 205	Newport Beach	CA	92663
Mr Thomas Oxholm	6821 Knightdale Blvd, P O Box 190	Knightdale	NC	27545
Mr John Hettle	1800 Industrial Highway	York	PA	17402
Mr Peter Way	5308 Ashbrook Drive, P O 36530	Houston	TX	77236
Mr Nathaniel W. Lea	115 E Capital, P O Box 2221	Little Rock	AR	72201-2221
Ms Barbara Leasure	6908 Chapman Road	Lithonia	GA	30058
Mr Donald R. Hodges	226 Industrial Park Drive	Martinsville	VA	24112
Mr Timothy W. Wilhite	4450 Viking Loop	Bossier City	LA	71111
Mr Joseph Lucia	100 Willow Valley Lakes Drive	Willow Street	PA	17584-9456
Mr. J. Gary Langmuir	548 Steel Way, P O. Box 7066	Lancaster	PA	17604
Mr Jason Young	P O Box 215	West Monroe	LA	71294-0215
Mr Richard J. Ream	330 Lee Industrial Blvd	Austell	GA	30168
Mr Peter Halford	3300 Board Road	York	PA	17406
Mr David J. Stewart	950 Smile Way	York	PA	17404
Mr William C. Ludwig	138 Mt. Zion Road, P O. Box 3008	York	PA	17402
Mr Carl Vizzi	2075 Loucks Road	York	PA	17404

Due to security concerns, the director's social security number may be obtained from the offices of Raffles Insurance Limited