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Form **990**
 Department of the Treasury
 Internal Revenue Service

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

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

OMB No 1545-0047
2011
Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 07-01-2011 and ending 06-30-2012

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 Susquehanna Physician Services <hr/> Doing Business As Susquehanna Health Medical Group <hr/> Number and street (or P O box if mail is not delivered to street address) Room/suite 1201 Grampian Boulevard <hr/> City or town, state or country, and ZIP + 4 Williamsport, PA 17701	D Employer identification number 23-2449454 <hr/> E Telephone number (570) 320-7900 <hr/> G Gross receipts \$ 75,505,428
F Name and address of principal officer Steven P Johnson 777 Rural Avenue Williamsport, PA 17701		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <hr/> H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) 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: ▶ www.susquehannahealth.org		
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 1987 M State of legal domicile PA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities To effect a continuum of compassionate care which assures quality for our patients and value for those who provide it <hr/> <hr/> <hr/>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	15
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	5
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	595
	6 Total number of volunteers (estimate if necessary)	6	32
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	6,525
	b Net unrelated business taxable income from Form 990-T, line 34	7b	-14,084
Revenue		Prior Year	Current Year
	8 Contributions and grants (Part VIII, line 1h)	13,953,894	13,207,042
	9 Program service revenue (Part VIII, line 2g)	59,307,792	62,288,386
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	3,097
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	73,261,686	75,498,525
Expenses			
	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	181,305
	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)	54,212,507	58,675,258
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ ⁰		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	17,574,822	17,976,175
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	71,787,329	76,832,738
	19 Revenue less expenses Subtract line 18 from line 12	1,474,357	-1,334,213
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	17,038,580	15,960,966
	21 Total liabilities (Part X, line 26)	10,105,947	10,362,546
	22 Net assets or fund balances Subtract line 21 from line 20	6,932,633	5,598,420

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 _____ Charles J Santangelo Executive VP/CFO Type or print name and title	2013-05-06 Date
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Paid Preparer's Use Only	Preparer's signature ▶ Brian D Todd	Date	Check if self-employed <input type="checkbox"/>	Preparer's taxpayer identification number (see instructions) P00422601
	Firm's name (or yours if self-employed), address, and ZIP + 4 BKD LLP 910 E St Louis Street Suite 200 Springfield, MO 65806			EIN ▶ Phone no ▶ (417) 865-8701

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III Yes No

1 Briefly describe the organization's mission

Susquehanna Physician Services is a subsidiary of Susquehanna Health System(SHS) The mission of SHS and affiliates is as follows To extend God's healing love by improving the health of those we serve Our vision is to create a high quality patient centered integrated delivery system Our values are to demonstrate extraordinary CARE for those who receive our services, share ownership with those who provide our services, and be servant leaders whose behaviors are rooted in quality service, dedicated partnership, responsible stewardship, and commitment to our regional community

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

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

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

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 \$ 70,046,086 including grants of \$) (Revenue \$ 58,261,673)

Susquehanna Physician Services (SPS) is comprised of a group of primary care and specialty physicians The services primarily serve Lycoming and surrounding counties For fiscal year ended June 30, 2012 there were approximately 607,060 patient visits for SPS

4b (Code) (Expenses \$ 2,546,889 including grants of \$) (Revenue \$ 4,023,521)

Susquehanna Physician Services operates an outpatient MRI center that services patients from Lycoming and surrounding communities During the fiscal year ended 6/30/12 the center did 6,575 scans

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 \$ 72,592,975

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> <input checked="" type="checkbox"/>	Yes	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	Yes	
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>		No
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>		No
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>		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i> <input checked="" type="checkbox"/>		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II.</i> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i> <input checked="" type="checkbox"/>		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Part I.</i> <input checked="" type="checkbox"/>		No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U.S.? <i>If "Yes," complete Schedule F, Part II and IV.</i> <input checked="" type="checkbox"/>		No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U.S.? <i>If "Yes," complete Schedule F, Part III and IV.</i> <input checked="" type="checkbox"/>		No
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i>		No
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>		No
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>		No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements.		

Part IV Checklist of Required Schedules *(continued)*

21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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>	25a		No
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	Yes	
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>	27		No
28 Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
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>	30		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
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>	32		No
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
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>	34	Yes	
35a Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a		No
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		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>	36		No
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>	37		No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, question text, and Yes/No columns. Rows include questions 1a-1b, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7h, 8, 9a-9b, 10a-10b, 11a-11b, 12a-12b, 13a-13c, and 14a-14b.

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

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		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		No
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?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	Yes	
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		No

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

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

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed PA
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 Management
 1201 Grampian Blvd
 Williamsport, PA 17701
 (570) 326-8756

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, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, 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, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Steven Johnson President/CEO	1 00	X		X				0	635,348	96,200
(2) Dr Alexander Nesbitt Vice Chairperson	40 00	X		X				171,946	0	28,150
(3) Charles Santangelo Executive Vice President	1 00	X		X				0	317,516	27,276
(4) Dr George Manchester Executive VP/CMO	1 00	X		X				0	314,240	34,427
(5) Dr Terry Belles Secretary	40 00	X		X				233,090	0	32,655
(6) Dr William McCauley President	40 00	X		X				396,470	0	31,240
(7) Paul Rooney Director	1 00	X						0	0	0
(8) James Douthat Ed D Director	1 00	X						0	0	0
(9) Lynda Livingston Director	40 00	X						0	0	0
(10) Dr William Keenan Physician Representative	40 00	X						171,087	0	29,162
(11) James Campbell Ed D Director	1 00	X						0	0	0
(12) Ann Pepperman Esquire Director	1 00	X						0	0	0
(13) Dr Rene Rigal Physician Representative	40 00	X						362,737	0	36,630
(14) Dr Susan Branton Physician Representative	40 00	X						376,079	0	27,588
(15) Dr Stephen Weber Physician Representative	40 00	X						252,865	0	24,687
(16) Neil G Armstrong Executive VP/COO	1 00			X				271,346	0	25,747
(17) James J Turn Sr Vice President/COO	40 00				X			222,762	0	22,844

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Dr Sabrina Dowd Physician	40 00					X		645,065	0	28,402
(19) Dr Ronald E DiSimone Physician	40 00					X		913,765	0	28,574
(20) Dr Warren L Robinson Physician	40 00					X		613,955	0	9,898
(21) Dr Edward Wyshock Physician	40 00					X		911,351	0	27,240
(22) David C Schaefer Physician	40 00					X		650,372	0	8,171
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								6,192,890	1,267,104	518,891

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **106**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		No
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? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
Comphealth Medical Staffing PO Box 972651 Dallas, TX 75397	Temporary Employment	1,200,857
McKesson Specialty Care Dist 15212 Collections Center Drive Chicago, IL 60693	Pharmaceuticals	1,180,835
Susquehanna Imaging Associates 700 High Street Williamsport, PA 17701	MRI Scans	697,700
John Savoy Realty LLC PO Box 249 Montoursville, PA 17754	Building Rental	442,617
D&Y PO Box 635715 Cincinnati, OH 45263	Temporary Employment	260,881

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **14**

Part VIII Statement of Revenue

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b					
	c	Fundraising events 1c					
	d	Related organizations 1d	13,207,042				
	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 \$ _____					
	h	Total. Add lines 1a-1f		13,207,042			
Program Service Revenue			Business Code				
	2a	Net Patient Services	621110	49,197,969	49,197,969		
	b	Inter-Entity SSA	621110	6,200,000	6,200,000		
	c	MRI Scans	621400	3,829,151	3,829,151		
	d	Capitation Payments	621110	934,202	934,202		
	e	Inter-Entity Revenue	621110	242,957	242,957		
	f	All other program service revenue		1,884,107	1,877,582	6,525	
g	Total. Add lines 2a-2f		62,288,386				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)					
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6a		(i) Real	(ii) Personal			
			Gross rents				
			Less rental expenses				
			Rental income or (loss)				
	d	Net rental income or (loss)					
	7a		(i) Securities	(ii) Other			
			Gross amount from sales of assets other than inventory	10,000			
			Less cost or other basis and sales expenses	6,903			
			Gain or (loss)	3,097			
	d	Net gain or (loss)		3,097		3,097	
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
	b	Less direct expenses b					
c	Net income or (loss) from fundraising events						
9a	Gross income from gaming activities See Part IV, line 19	a					
b	Less direct expenses b						
c	Net income or (loss) from gaming activities						
10a	Gross sales of inventory, less returns and allowances	a					
b	Less cost of goods sold b						
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11a	_____						
b	_____						
c	_____						
d	All other revenue						
e	Total. Add lines 11a-11d						
12	Total revenue. See Instructions		75,498,525	62,281,861	6,525	3,097	

Part IX Statement of Functional Expenses

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

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

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

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 United States See Part IV, line 21	181,305	181,305		
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	3,541,171	3,144,701	396,470	
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	46,821,424	44,790,544	2,030,880	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,678,974	1,564,783	114,191	
9	Other employee benefits	4,089,900	3,832,533	257,367	
10	Payroll taxes	2,543,789	2,398,389	145,400	
11	Fees for services (non-employees)				
a	Management	399,744		399,744	
b	Legal	2,930	2,930		
c	Accounting				
d	Lobbying				
e	Professional fundraising See Part IV, line 17				
f	Investment management fees				
g	Other	1,533,379	1,533,379		
12	Advertising and promotion	99,950	99,950		
13	Office expenses	4,209,750	4,172,801	36,949	
14	Information technology	457,159	392,894	64,265	
15	Royalties				
16	Occupancy	2,919,901	2,585,179	334,722	
17	Travel	54,194	44,487	9,707	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	393,968	317,713	76,255	
20	Interest	247,624	247,624		
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	1,507,352	1,260,388	246,964	
23	Insurance	1,959,014	1,957,602	1,412	
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	Provision For Bad Debt	2,592,481	2,592,481		
b	Books Subscriptions Due	277,889	239,763	38,126	
c	Minor Equipment	207,570	172,064	35,506	
d					
e					
f	All other expenses	1,113,270	1,061,465	51,805	
25	Total functional expenses. Add lines 1 through 24f	76,832,738	72,592,975	4,239,763	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)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	994,199	1	1,146,260
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	6,400,398	4	6,217,690
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	47,523	5	26,121
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net	1,008,511	7	876,919
	8 Inventories for sale or use	700,000	8	700,000
	9 Prepaid expenses and deferred charges	353,777	9	681,036
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	20,051,473		
	b Less accumulated depreciation	13,759,390		
	11 Investments—publicly traded securities		11	
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets	20,857	14	20,857
	15 Other assets See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	17,038,580	16	15,960,966	
Liabilities	17 Accounts payable and accrued expenses	9,233,947	17	9,562,546
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	872,000	25	800,000
	26 Total liabilities. Add lines 17 through 25	10,105,947	26	10,362,546
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	6,932,633	27	5,598,420
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	6,932,633	33	5,598,420	
34 Total liabilities and net assets/fund balances	17,038,580	34	15,960,966	

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	75,498,525
2	Total expenses (must equal Part IX, column (A), line 25)	2	76,832,738
3	Revenue less expenses Subtract line 2 from line 1	3	-1,334,213
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,932,633
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0
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	5,598,420

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2011

Open to Public Inspection

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.

Department of the Treasury
Internal Revenue Service

Name of the organization
Susquehanna Physician Services

Employer identification number

23-2449454

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

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

- 1 A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

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

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

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

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

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV.) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, 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 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12.)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

- 19a 33 1/3% support tests—2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions

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

Facts And Circumstances Test

Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization Susquehanna Physician Services

Employer identification number 23-2449454

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), 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?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply): Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure.

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

Table with 2 columns: Description, Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06.

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

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

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

a Revenues included in Form 990, Part VIII, line 1
b Assets included in Form 990, Part X

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

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

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

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

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

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

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

	Amount
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.

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the 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

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

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

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

Description of property	(a) Cost or other basis (Investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		41,973		41,973
b Buildings		373,321	373,321	0
c Leasehold improvements		1,919,446	1,122,445	797,001
d Equipment		13,581,094	11,604,736	1,976,358
e Other		4,135,639	658,888	3,476,751
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				6,292,083

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	75,498,525
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	76,832,738
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-1,334,213
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-1,334,213

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	59,699,002
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	-2,592,481
e	Add lines 2a through 2d	2e	-2,592,481
3	Subtract line 2e from line 1	3	62,291,483
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	13,207,042
c	Add lines 4a and 4b	4c	13,207,042
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	75,498,525

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

1	Total expenses and losses per audited financial statements	1	74,240,257
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	74,240,257
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	2,592,481
c	Add lines 4a and 4b	4c	2,592,481
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	76,832,738

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
		Part X Line 2- Management has evaluated their income tax positions under the guidance included in ASC 740 Based on their review, management has not identified any material uncertain tax positions to be recorded or disclosed in the financial statements Part XII Line 2d - Provision for doubtful accounts of -\$2,592,481 are not included in net revenue on the audited financial statements Part XII Line 4b- Susquehanna Physician Services received financial support from the following related entities The Williamsport Hospital & Medical Center \$6,230,074, Divine Providence Hospital \$4,945,044, Muncy Valley Hospital \$2,028,591 and Susquehanna Health Foundation \$3,333 Part XIII Line 4b - Provision for doubtful accounts of \$2,592,481 are not included in expenses on the audited financial statements

SCHEDULE F (Form 990)

Statement of Activities Outside the United States

OMB No 1545-0047

2011

Open to Public Inspection

Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization Susquehanna Physician Services

Employer identification number 23-2449454

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

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

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States

3 Activities per Region (Use Part V if additional space is needed)

Table with 6 columns: (a) Region, (b) Number of offices in the region, (c) Number of employees or agents in region or independent contractors, (d) Activities conducted in region (by type), (e) If activity listed in (d) is a program service, describe specific type of service(s) in region, (f) Total expenditures for region/investments in region. Includes row for Central America and summary rows 3a, 3b, 3c.

Part IV Foreign Forms

- 1 Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926 (see instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520 and/or Form 3520-A. (see instructions for Forms 3520 and 3520-A)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see instructions for Form 5713).* Yes No

Additional Data

Software ID:

Software Version:

EIN: 23-2449454

Name: Susquehanna Physician Services

Part V Supplemental Information

Complete this part to provide the information (see instructions) required in Part I, line 2, and any additional information.

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

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

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

Identifier	Return Reference	Explanation
		Schedule I, Part I, line 2 Susquehanna Health Foundation is a related organization and part of the Susquehanna Health System with consistent management oversight ensuring the use of funds for charitable purposes Susquehanna Community Health and Dental Clinic is a former service of Susquehanna Health System that is being converted to a Federally Qualified Health Clinic (FQHC) "Look-alike" status was received effective 12/06/11 Susquehanna Health System continues to support the clinics financially until full FQHC status is obtained and they are able to operate by their own means All requests for funding are supported by detailed records of cash receipts and disbursements, as well as cash flow projections prepared by an independent accounting firm

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
Susquehanna Physician Services

Employer identification number

23-2449454

Part I Questions Regarding Compensation

Yes No

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

- | | |
|---|--|
| <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 idemnification 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 in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain

1b

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

2

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

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

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

a Receive a severance payment or change-of-control payment?

4a No

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

4b Yes

c Participate in, or receive payment from, an equity-based compensation arrangement?

4c No

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

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

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

a The organization?

5a No

b Any related organization?

5b No

If "Yes," to line 5a or 5b, describe in Part III

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

a The organization?

6a Yes

b Any related organization?

6b Yes

If "Yes," to line 6a or 6b, describe in Part III

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

7 No

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III

8 No

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?

9

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
	Part I, Line 6	In order for the Leadership Team to participate in the annual variable compensation program (VCIP), a minimum operating margin must be achieved for the most recently completed year on a consolidated, system-level basis. Individual goals & objectives related to the VCIP may also include individual entity operating performance.
Supplemental Information	Part III	Part I, Line 3. Susquehanna Health System (SHS), EIN # 23-2751183, a related organization, uses the following resources to establish the compensation of the top management officials, compensation committee, independent compensation consultant, written employment contract, compensation survey or study and approval by the board.
Supplemental Information	Part III	Part I, Line 4b. Susquehanna Health System maintains an unfunded deferred compensation plan for the purpose of providing supplemental retirement benefits for Steven P. Johnson. An annual book-entry is recorded consisting of an annual contribution plus interest earnings. For 2011, the amount was \$64,859.

Software ID:
Software Version:
EIN: 23-2449454
Name: Susquehanna Physician Services

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Steven Johnson	(i) 0 (ii) 497,213	(i) 0 (ii) 123,453	(i) 0 (ii) 14,682	(i) 0 (ii) 77,384	(i) 0 (ii) 18,816	(i) 0 (ii) 731,548	(i) 0 (ii) 0
Dr Alexander Nesbitt	(i) 170,646 (ii) 0	(i) 0 (ii) 0	(i) 1,300 (ii) 0	(i) 9,614 (ii) 0	(i) 18,536 (ii) 0	(i) 200,096 (ii) 0	(i) 0 (ii) 0
Charles Santangelo	(i) 0 (ii) 292,341	(i) 0 (ii) 19,176	(i) 0 (ii) 5,999	(i) 0 (ii) 8,850	(i) 0 (ii) 18,426	(i) 0 (ii) 344,792	(i) 0 (ii) 0
Dr George Manchester	(i) 0 (ii) 295,318	(i) 0 (ii) 15,048	(i) 0 (ii) 3,874	(i) 0 (ii) 12,525	(i) 0 (ii) 21,902	(i) 0 (ii) 348,667	(i) 0 (ii) 0
Dr Terry Belles	(i) 230,667 (ii) 0	(i) 0 (ii) 0	(i) 2,423 (ii) 0	(i) 14,975 (ii) 0	(i) 17,680 (ii) 0	(i) 265,745 (ii) 0	(i) 0 (ii) 0
Dr William McCauley	(i) 364,362 (ii) 0	(i) 28,433 (ii) 0	(i) 3,675 (ii) 0	(i) 8,850 (ii) 0	(i) 22,390 (ii) 0	(i) 427,710 (ii) 0	(i) 0 (ii) 0
Dr William Keenan	(i) 163,899 (ii) 0	(i) 0 (ii) 0	(i) 7,188 (ii) 0	(i) 9,274 (ii) 0	(i) 19,888 (ii) 0	(i) 200,249 (ii) 0	(i) 0 (ii) 0
Dr Rene Rigal	(i) 344,413 (ii) 0	(i) 15,047 (ii) 0	(i) 3,277 (ii) 0	(i) 16,813 (ii) 0	(i) 19,817 (ii) 0	(i) 399,367 (ii) 0	(i) 0 (ii) 0
Dr Susan Branton	(i) 350,449 (ii) 0	(i) 25,000 (ii) 0	(i) 630 (ii) 0	(i) 8,850 (ii) 0	(i) 18,738 (ii) 0	(i) 403,667 (ii) 0	(i) 0 (ii) 0
Dr Stephen Weber	(i) 251,656 (ii) 0	(i) 0 (ii) 0	(i) 1,209 (ii) 0	(i) 10,740 (ii) 0	(i) 13,947 (ii) 0	(i) 277,552 (ii) 0	(i) 0 (ii) 0
Neil G Armstrong	(i) 255,796 (ii) 0	(i) 12,493 (ii) 0	(i) 3,057 (ii) 0	(i) 14,975 (ii) 0	(i) 10,772 (ii) 0	(i) 297,093 (ii) 0	(i) 0 (ii) 0
James J Turri	(i) 201,341 (ii) 0	(i) 16,356 (ii) 0	(i) 5,065 (ii) 0	(i) 13,292 (ii) 0	(i) 9,552 (ii) 0	(i) 245,606 (ii) 0	(i) 0 (ii) 0
Dr Sabrina Dowd	(i) 615,788 (ii) 0	(i) 28,322 (ii) 0	(i) 955 (ii) 0	(i) 8,850 (ii) 0	(i) 19,552 (ii) 0	(i) 673,467 (ii) 0	(i) 0 (ii) 0
Dr Ronald E DiSimone	(i) 845,479 (ii) 0	(i) 40,000 (ii) 0	(i) 28,286 (ii) 0	(i) 8,850 (ii) 0	(i) 19,724 (ii) 0	(i) 942,339 (ii) 0	(i) 0 (ii) 0
Dr Warren L Robinson	(i) 408,013 (ii) 0	(i) 164,986 (ii) 0	(i) 40,956 (ii) 0	(i) 8,850 (ii) 0	(i) 1,048 (ii) 0	(i) 623,853 (ii) 0	(i) 0 (ii) 0
Dr Edward Wyshock	(i) 403,995 (ii) 0	(i) 455,550 (ii) 0	(i) 51,806 (ii) 0	(i) 8,850 (ii) 0	(i) 18,390 (ii) 0	(i) 938,591 (ii) 0	(i) 0 (ii) 0
David C Schaefer	(i) 575,490 (ii) 0	(i) 0 (ii) 0	(i) 74,882 (ii) 0	(i) 0 (ii) 0	(i) 8,171 (ii) 0	(i) 658,543 (ii) 0	(i) 0 (ii) 0

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2011

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization Susquehanna Physician Services

Employer identification number 23-2449454

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

Table with 3 main columns: (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

Table with 7 main columns: (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?

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

Table with 3 main columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No

Part V Supplemental Information

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

Identifier	Return Reference	Explanation
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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 to provide any additional information.**
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization
Susquehanna Physician Services

Employer identification number

23-2449454

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section A, line 6	Susquehanna Health System, EIN #23-2751183, is the sole member of the governing body

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section A, line 7a	Susquehanna Health System, EIN # 23-2751183, may elect or remove members of the governing body

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section A, line 7b	<p>All the business and affairs of the corporation shall be managed and controlled by the Board of Directors, subject to the oversight of the Member of the management and operation of the corporation, except that the following powers are reserved exclusively to the sole Member of the corporation, and no attempted exercise of any such powers by anyone other than the sole Member shall be valid or of any force or effect whatsoever. The sole member shall exercise its power through its Board of Directors. The Member shall have exclusive authority to exercise the following powers:</p> <p>A To approve the appointment and removal of the President of the corporation. B To elect and remove, with or without cause, a Director of the corporation. C To establish the overall policy and long range plans of the corporation, determine or change the mission of the corporation, approve the programs, and services of the corporation, and monitor and maintain the philosophy, goals and purposes for which the corporation was formed and exists. D To adopt, amend or repeal the Articles of Incorporation or the bylaws. E To establish requirements for a unified budget, the approval of new capital debt, any increment to any existing capital debt, and/or any change in the capital debt obligations of the corporation. F To establish requirements for the approval of the acquisition, purchase, sale, leasing outside the ordinary course of business, transfer outside the ordinary cause of business or encumbrance outside the normal course of business of land or buildings and the construction or demolition of buildings owned by the corporation. G To require a certified audit of corporate funds at any time. H To approve any guaranty of indebtedness of any person, the granting of any security interest in or the creation of any encumbrance on any asset of the corporation outside the ordinary course of business, or any transfer of any asset of the corporation outside the normal course of business, except transfers between or among affiliated corporations. I To approve any merger, consolidation, organization, reorganization, joint venture or other modification of corporate structure or affiliations affecting to autonomy, governance or operations of the corporation. J To dissolve or terminate the existence of the corporation and determine the distribution of assets upon such termination or dissolution, as provided in the bylaws. K To appoint annually the external fiscal auditor of the corporation. L To approve the nominees for elected officers of the Board of Directors of the corporation and to return the list of approved nominees to the Board of Directors for election. M To remove any elected officer of the corporation. N To approve the annual capital and operating budget of the corporation. O To coordinate managed care plans, including decisions concerning entry into or renewal of any contract or agreement relating thereto.</p>

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section B, line 11	The IRS 990 was first reviewed by an independent accounting firm, then senior management, then with Board members at a combined Susquehanna Health System Finance/Executive/Audit & Compliance committee meeting prior to e-filing

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section B, line 12c	As required by law , SPS policy states that all members of the Board of Managers must sign a statement each year disclosing any conflict of interest that may arise and agree to abstain w hen issues involving those parties with conflicting interests are called to motion Any conflicts of interest are review ed by the System's attorneys

Identifier	Return Reference	Explanation
		<p>The board of directors, through the Executive Committee, retains an independent outside consultant to provide guidance with respect to the annual establishment of the rebuttable presumption or reasonableness relative to executive compensation and benefits. The consultant annually provides detailed market information from its annual Executive Compensation Survey of Health Systems. In addition, other regional survey data is provided in order to supply the health system with a "national" picture of compensation. With this process established, the executive compensation committee takes the proper steps to educate the Board of Directors to understand all of the above mentioned oversight and to appropriately prepare them for community or media inquiry. In addition, the Board is made aware of the form 990 and its role in the communication of information to the public.</p>

Identifier	Return Reference	Explanation
	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

Identifier	Return Reference	Explanation
NUMBER REPORTED IN BOX 3 OF FORM 1096	Form 990, Part V, Line 1A	All 1099's are issued by Susquehanna Health System, EIN # 23-2751183 All expenses are then allocated back to all related entities

Identifier	Return Reference	Explanation
NUMBER OF EMPLOYEES REPORTED ON FORM W-3	FORM 990, PART V, LINES 2A & 2B	Susquehanna Health System (SHS), EIN # 23-2751183 utilizes a common paymaster which includes the following entities Divine Providence Hospital of the Sisters of Christian Charity, EIN # 24-0799343 Muncy Valley Hospital, EIN # 24-0806023 The Williamsport Hospital, EIN # 24-0795508 Susquehanna Health Foundation, EIN # 23-2743470 Susquehanna Physician Services, EIN # 23-2449454 Williamsport Area Ambulance Service Cooperative, EIN # 23-2416166 Providence Cancer Treatment Services, EIN # 23-2925354 The total number of employees reported on Form W-3 would be 3,400 for Susquehanna Health System Included in that total were 595 employees whose expenses were reported by Susquehanna Physician Services

Identifier	Return Reference	Explanation
HOURS FOR RELATED ORGANIZATIONS	Form 990, Part VII Section A, Line 1A, Column B	<p>Dr Ronald E DiSimone and Dr Stephen F Weber work 40 hours per week for Susquehanna Physician Services EIN #23-2449454 In addition they devote 1 hour per week to Susquehanna Health System EIN #23-2751183 Dr Alexander Nesbitt works 40 hours per week for Susquehanna Physician Services EIN #23-2449454 In addition he devotes 1 hour per week to the following related organizations Divine Providence Hospital of the Sisters of Christian Charity 24-0799343 The Williamsport Hospital 24-0795508 Susquehanna Health System 23-2751183 Steven P Johnson, Charles J Santangelo, Neil G Armstrong, and Dr George A Manchester work 40 hours per week for the Williamsport Hospital EIN #24-0795508 In addition they devote 1 hour per week to the following related organizations Divine Providence Hospital of the Sisters of Christian Charity 24-0799343 Muncy Valley Hospital 24-0806023 Susquehanna Health Foundation 23-2743470 Susquehanna Health System 23-2751183 Susquehanna Physician Services 23-2449454 Providence Cancer Treatment Services 23-2925354</p>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

**Open to Public
Inspection**

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

Department of the Treasury
Internal Revenue Service

Name of the organization
Susquehanna Physician Services

Employer identification number
23-2449454

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) The Williamsport Hospital and Medical Center 777 Rural Avenue Williamsport, PA 17701 24-0795508	Hospital	PA	501 (c) (3)	3	Susquehanna Health System		No
(2) Divine Providence Hospital of the Sisters of Christian Charity 1100 Grampian Blvd Williamsport, PA 17701 24-0799343	Hospital	PA	501 (c) (3)	3	Susquehanna Health System		No
(3) Muncy Valley Hospital 215 East Water Street Muncy, PA 17756 24-0806023	hospital	PA	501 (c) (3)	3	Susquehanna Health System		No
(4) Susquehanna Health Foundation 1100 Grampian Blvd Williamsport, PA 17701 23-2743470	Fundraising and affiliated activities	PA	501 (c) (3)	11 A I	Susquehanna Health System		No
(5) Susquehanna Health System 1205 Grampian Blvd Williamsport, PA 17701 23-2751183	Coordinate & manage the delivery of healthcare	PA	501 (c) (3)	11 A I	N/A		No
(6) Williamsport Area Ambulance Service Cooperative 700 High Street Williamsport, PA 17701 23-2416166	Ambulance Transports	PA	501 (c) (3)	9			No

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) Community Basket LLC 1205 Grampian Blvd Williamsport, PA 17701 20-1195739	Rents real estate	PA	N/A	excluded from tax				No			No	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) Susquehanna Ventures 1201 Grampian Blvd Williamsport, PA 17701 23-2470263	Pharmacy and infusion services	PA	N/A	C			
(2) Central PA Provider Network 1205 Grampian Blvd Williamsport, PA 17701 23-2949121	Physicians Insurance	PA	N/A	C			
(3) Susquehanna Health System Insurance Network LTD PO Box 1159 Grand Caymans KY1-1102 CJ 98-0458722	Captive insurance company	CJ	N/A				

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on 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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Sale of assets to related organization(s)
- g** Purchase of assets from related organization(s)
- h** Exchange of assets with related organization(s)
- i** Lease of facilities, equipment, or other assets to related organization(s)
- j** Lease of facilities, equipment, or other assets from related organization(s)
- k** Performance of services or membership or fundraising solicitations for related organization(s)
- l** Performance of services or membership or fundraising solicitations by related organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n** Sharing of paid employees with related organization(s)

- o** Reimbursement paid to related organization(s) for expenses
- p** Reimbursement paid by related organization(s) for expenses

- q** Other transfer of cash or property to related organization(s)
- r** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b		No
1c	Yes	
1d		No
1e		No
1f		No
1g		No
1h		No
1i	Yes	
1j	Yes	
1k		No
1l		No
1m		No
1n	Yes	
1o		No
1p		No
1q		No
1r		No

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

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

Part VII Supplemental Information

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

Identifier**Return Reference****Explanation****Schedule R (Form 990) 2011**

Software ID:
Software Version:
EIN: 23-2449454
Name: Susquehanna Physician Services

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

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity	(g) Section 512 (b)(13) controlled organization	
The Williamsport Hospital and Medical Center 777 Rural Avenue Williamsport, PA 17701 24-0795508	Hospital	PA	501 (c)(3)	3	Susquehanna Health System		No
Divine Providence Hospital of the Sisters of Christian Charity 1100 Grampian Blvd Williamsport, PA 17701 24-0799343	Hospital	PA	501 (c)(3)	3	Susquehanna Health System		No
Muncy Valley Hospital 215 East Water Street Muncy, PA 17756 24-0806023	hospital	PA	501 (c)(3)	3	Susquehanna Health System		No
Susquehanna Health Foundation 1100 Grampian Blvd Williamsport, PA 17701 23-2743470	Fundraising and affiliated activities	PA	501 (c)(3)	11 A I	Susquehanna Health System		No
Susquehanna Health System 1205 Grampian Blvd Williamsport, PA 17701 23-2751183	Coordinate & manage the delivery of healthcare	PA	501 (c)(3)	11 A I	N/A		No
Williamsport Area Ambulance Service Cooperative 700 High Street Williamsport, PA 17701 23-2416166	Ambulance Transports	PA	501 (c)(3)	9			No