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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
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
PINNACLE HEALTH SYSTEM

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
409 SOUTH SECOND ST PO BOX 8700

City or town, state or country, and ZIP + 4
HARRISBURG, PA 171058700

D Employer identification number
25-1778658

E Telephone number
(717) 231-8245

G Gross receipts $ 193,568,125

F Name and address of principal officer
WILLIAM H PUGH
409 SOUTH SECOND ST PO BOX 8700
HARRISBURG, PA 171058700

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

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

H(c) Group exemption number ▶

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

J Website: ▶ WWW PINNACLEHEALTH ORG

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

L Year of formation 1995

M State of legal domicile PA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
PROVIDE MANAGEMENT AND CONSULTATIVE SERVICES TO AFFILIATED TAX-EXEMPT ENTITIES

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

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	17
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	14
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	**5**	84
6	Total number of volunteers (estimate if necessary)	**6**	14
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	0
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	0

		Prior Year	Current Year
Revenue	**8** Contributions and grants (Part VIII, line 1h)	299,249	273,854
	9 Program service revenue (Part VIII, line 2g)	16,764,467	18,563,645
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	4,763,261	4,866,135
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	56,822	35,007
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	21,883,799	23,738,641
Expenses	**13** Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	9,868,318	12,162,020
	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)	7,566,235	7,179,679
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	17,434,553	19,341,699
	19 Revenue less expenses Subtract line 18 from line 12	4,449,246	4,396,942

		Beginning of Current Year	End of Year
Net Assets or Fund Balances	**20** Total assets (Part X, line 16)	175,625,922	236,649,761
	21 Total liabilities (Part X, line 26)	4,221,050	4,726,451
	22 Net assets or fund balances Subtract line 21 from line 20	171,404,872	231,923,310

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

****** 2013-05-13
Signature of officer — Date

WILLIAM H PUGH CFO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature: JULIUS GREEN CPA | Date | Check if self-employed ☐ | Preparer's taxpayer identification number (see instructions) P00350393

Firm's name (or yours if self-employed), address, and ZIP + 4: PARENTEBEARD LLC, SUITE 200 221 W PHILADELPHIA ST, YORK, PA 174012993 | EIN ▶ 23-2932984 | Phone no ▶ (717) 846-7000

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 . . . . . ☑

1 Briefly describe the organization's mission

PINNACLE HEALTH SYSTEM IS ENGAGED IN AND CONDUCTS CHARITABLE, EDUCATIONAL, AND SCIENTIFIC ACTIVITIES THROUGH THE SUPPORT AND BENEFIT OF PINNACLE HEALTH FOUNDATION, AND PROVIDES MANAGEMENT AND CONSULTATIVE SERVICES TO AFFILIATED ENTITIES THAT QUALIFY FOR FEDERAL INCOME TAX EXEMPTION UNDER CODE SECTION 501(C)(3) PINNACLE HEALTH SYSTEM IS DEDICATED TO THE HEALTH AND WELL-BEING OF THE PEOPLE WE SERVE AND MAKES A CONCERTED EFFORT TO ESTABLISH ENDURING BONDS BETWEEN THE HEALTH SYSTEM AND THE COMMUNITY PINNACLE HEALTH SYSTEM OFFERS AN ARRAY OF COMMUNITY SERVICES AND PROGRAMS TO IMPROVE HEALTH AWARENESS AMONG COMMUNITY GROUPS AND ORGANIZATIONS, PROVIDE OPTIMAL AND TIMELY CARE AND TREATMENT FOR TARGET POPULATIONS AND TO ADDRESS DIVERSE COMMUNITY NEEDS PINNACLE HEALTH PROVIDES VARIOUS TRAINING PROGRAMS AND TRACKS AND EVALUATES THE IMPACT OF ITS SERVICES AND PROGRAMS ON THE OVERALL HEALTH OF THE 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 $ 14,777,720 including grants of $) (Revenue $ 18,563,645)

PINNACLE HEALTH SYSTEM IS ENGAGED IN AND CONDUCTS CHARITABLE, EDUCATIONAL, AND SCIENTIFIC ACTIVITIES THROUGH THE SUPPORT AND BENEFIT OF PINNACLE HEALTH FOUNDATION, AND PROVIDES MANAGEMENT AND CONSULTATIVE SERVICES TO AFFILIATED ENTITIES THAT QUALIFY FOR FEDERAL INCOME TAX EXEMPTION UNDER CODE SECTION 501(C)(3)

4b (Code) (Expenses $ including grants of $) (Revenue $)

4c (Code) (Expenses $ including grants of $) (Revenue $)

4d Other program services (Describe in Schedule O)

(Expenses $ including grants of $) (Revenue $)

4e **Total program service expenses** ▶ $ 14,777,720

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	Yes	
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? *If "Yes," complete Schedule C, Part III*	5		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? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		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, line10? *If "Yes," complete Schedule D, Part VI.*	11a	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? *If "Yes," complete Schedule D, Part VII.*	11b	Yes	
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? *If "Yes," complete Schedule D, Part VIII.*	11c	Yes	
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? *If "Yes," complete Schedule D, Part IX.*	11d	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e		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)? *If "Yes," complete Schedule D, Part X.*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	Yes	
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? *If "Yes," complete Schedule F, Part I*	14b	Yes	
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Part II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the U S ? *If "Yes," complete Schedule F, Part III and IV*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		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? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		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	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**		No
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**		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? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		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? *If "Yes," complete Schedule L, Part IV*	**28c**	Yes	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	**35a**	Yes	
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)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		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? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V **Statements Regarding Other IRS Filings and Tax Compliance**

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	**1a**	390		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			**1c**	Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	**2a**	84			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			**2b**	Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			**3a**		No
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			**3b**		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?			**4a**	Yes	
b	If "Yes," enter the name of the foreign country ▶ BD See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .			**5a**		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			**5b**		No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			**5c**		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			**6a**		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			**6b**		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			**7a**		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			**7b**		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			**7c**		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			**7e**		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .			**7f**		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			**7g**		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			**7h**		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			**8**		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			**9a**		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			**9b**		
10	**Section 501(c)(7) organizations.** Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	**10a**				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**				
11	**Section 501(c)(12) organizations.** Enter					
a	Gross income from members or shareholders	**11a**				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**11b**				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			**12a**		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state			**13a**		
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**				
c	Enter the aggregate amount of reserves on hand	**13c**				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			**14a**		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .			**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	1a	17		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	14		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2		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? .		3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .		5		No
6	Did the organization have members or stockholders?		6		No
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?		7a		No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	Yes	
b	Each committee with authority to act on behalf of the governing body?		8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		9		No

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

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

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 ▶

WILLIAM H PUGH CFO
409 SOUTH SECOND STREET
HARRISBURG, PA 171058700
(717) 231-8245

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) ROBERT L LYON CHAIRMAN	70	X		X				0	0	0
(2) GEORGE F GRODE VICE-CHAIR	70	X		X				0	0	0
(3) JOHN O CAMPBELL DIRECTOR	70	X						0	0	0
(4) FELIX GUTIERREZ MD DIRECTOR	30	X						0	351,498	31,401
(5) M RICHARD KLEIMAN DIRECTOR	30	X						0	0	0
(6) DEBORAH S MILLER DIRECTOR	50	X						0	0	0
(7) LARRY L SOLLENBERGER MD DIRECTOR	70	X						0	0	0
(8) DENNIS WALSH DIRECTOR	20	X						0	0	0
(9) BONY R DAWOOD DIRECTOR	70	X						0	0	0
(10) DENISE F HARR MD DIRECTOR (THRU APR 2012)	20	X						0	0	0
(11) GREGORY CAVOLI DIRECTOR	20	X						0	0	0
(12) DOUGLAS C DYER DIRECTOR (THRU SEP 2011)	20	X						0	0	0
(13) STEVEN C KUSIC DIRECTOR	60	X						0	0	0
(14) KENNETH OKEN MD DIRECTOR	40	X						0	0	0
(15) MICHAEL L FERNANDEZ MD DIRECTOR	30	X						0	0	0
(16) JOHN C HICKEY DIRECTOR	50	X						0	0	0
(17) CAROLYN KREAMER PHD DIRECTOR	40	X						0	0	0

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

(A) Name and Title	(B) Average hours per week (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) MICHAEL A YOUNG PRESIDENT & CEO	28 20	X		X				535,864	0	5,167
(19) CLARENCE ASBURY DIRECTOR	70	X						0	0	0
(20) WILLIAM H PUGH TREASURER	5 10			X				401,401	0	45,360
(21) CHRISTOPHER P MARKLEY ESQ SECRETARY	6 00			X				353,696	0	47,435
(22) RICHARD C SENECA ESQ ASSISTANT SECRETARY	10			X				0	278,280	0
(23) NANCY HAMMONDS ASSISTANT TREASURER	2 00			X				145,331	0	35,560
(24) PHILIP GUARNESCHELLI SR VICE PRESIDENT/COO	6 00					X		721,099	0	61,877
(25) DANA KELLIS MD SR VP MEDICAL AFFAIRS	8 00					X		431,110	0	65,860
(26) COREY RIGBERG VP MEDICAL AFFAIRS, GME	10 80					X		282,993	0	53,677
(27) NIRMAL JOSHI VP MEDICAL EDUCATION, RESEARCH & CLIN INFO	32 00					X		267,582	0	50,466
(28) STEVEN ROTH VP INFORMATIONS SYSTEMS/ CIO	2 00					X		263,388	0	49,241
(29) ROGER LONGENDERFER MD FORMER PRESIDENT/CEO	0 00						X	615,873	0	254
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								4,018,337	629,778	446,298

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 ▶ 25

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**	Yes	
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization 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
AMERICAN HEALTHCARE SOLUTIONS 1701 KENNETH AVE ARNOLD, PA 15068	HEALTHCARE STAFFING	490,544
STUDER GROUP 913 GULF BREEZE PARKWAY GULF BRIDGE, FL 32561	HEALTHCARE LEADERSHIP CONSULTING	412,200
STANTEC ARCHITECTURE INC 13980 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	ARCHITECTURAL SERVICES	387,647
PRICEWATERHOUSECOOPERS LLP PO BOX 7247-8001 PHILADELPHIA, PA 191708001	ACCOUNTING	354,750
MCNEES WALLACE & NURICK PO BOX 1166 HARRISBURG, PA 17108	LEGAL SERVICES	311,510

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 ▶ 11

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . 1a				
	b	Membership dues 1b				
	c	Fundraising events 1c				
	d	Related organizations . . . 1d 273,854				
	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 . . . . . ▶	273,854			
Program Service Revenue		Business Code				
	2a	MANAGEMENT & SUPPORT	624100	18,563,645	18,563,645	
	b					
	c					
	d					
	e					
	f	All other program service revenue				
	g	**Total.** Add lines 2a–2f . . . . . ▶	18,563,645			
	3	Investment income (including dividends, interest and other similar amounts) . . . . . ▶	4,102,862			4,102,862
	4	Income from investment of tax-exempt bond proceeds . . ▶				
	5	Royalties . . . . . ▶				
		(i) Real / (ii) Personal				
	6a	Gross rents				
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss) . . . . . ▶				
		(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory: 170,592,757				
	b	Less cost or other basis and sales expenses: 169,829,484				
	c	Gain or (loss): 763,273				
	d	Net gain or (loss) . . . . . ▶	763,273			763,273
Other Revenue	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	MISCELLANEOUS INCOME 900099	35,007			35,007
	b					
	c					
	d	All other revenue				
	e	**Total.** Add lines 11a–11d . . . . . ▶	35,007			
	12	**Total revenue.** See Instructions . . . ▶	23,738,641	18,563,645	0	4,901,142

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				
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	2,029,059	1,521,794	507,265	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	597,579	448,184	149,395	
7	Other salaries and wages	7,353,081	5,514,811	1,838,270	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	691,018	414,611	276,407	
9	Other employee benefits	973,310	583,986	389,324	
10	Payroll taxes	517,973	388,480	129,493	
11	Fees for services (non-employees)				
a	Management				
b	Legal	506,475		506,475	
c	Accounting	314,304		314,304	
d	Lobbying	142,553	142,553		
e	Professional fundraising *See Part IV, line 17* . .				
f	Investment management fees	348,038		348,038	
g	Other	3,641,431	3,536,423	105,008	
12	Advertising and promotion	138,879	138,879		
13	Office expenses	341,102	341,102		
14	Information technology	223,094	223,094		
15	Royalties . .				
16	Occupancy	93,273	93,273		
17	Travel	97,478	97,478		
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	600,760	600,760		
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	47,112	47,112		
23	Insurance	120,323	120,323		
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	DUES AND SUBSCRIPTIONS	571,296	571,296		
b	OTHER EXPENSES	-6,439	-6,439		
c					
d					
e					
f	All other expenses				
25	**Total functional expenses.** Add lines 1 through 24f	19,341,699	14,777,720	4,563,979	0
26	**Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		350	1	350
	2	Savings and temporary cash investments		25,012,258	2	24,508,757
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		113,324	4	0
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		527,843	9	428,522
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 1,201,039			
	b	Less accumulated depreciation	10b 829,921	184,745	10c	371,118
	11	Investments—publicly traded securities		117,830,482	11	132,987,542
	12	Investments—other securities See Part IV, line 11		24,359,445	12	24,986,071
	13	Investments—program-related See Part IV, line 11		5,079,777	13	27,668,876
	14	Intangible assets		49,375	14	0
	15	Other assets See Part IV, line 11		2,468,323	15	25,698,525
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		175,625,922	16	236,649,761
Liabilities	17	Accounts payable and accrued expenses		4,221,050	17	4,726,451
	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			25	
	26	**Total liabilities.** Add lines 17 through 25		4,221,050	26	4,726,451
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		171,404,872	27	231,923,310
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		171,404,872	33	231,923,310
	34	Total liabilities and net assets/fund balances		175,625,922	34	236,649,761

Part XI Reconcilliation 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	23,738,641
2	Total expenses (must equal Part IX, column (A), line 25)	2	19,341,699
3	Revenue less expenses Subtract line 2 from line 1	3	4,396,942
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	171,404,872
5	Other changes in net assets or fund balances (explain in Schedule O)	5	56,121,496
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	231,923,310

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

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
PINNACLE HEALTH SYSTEM

Employer identification number
25-1778658

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	Yes	No
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization? **11g(i)**		No
(ii) a family member of a person described in (i) above? **11g(ii)**		No
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		No

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the U S ? Yes	(vi) No	(vii) Amount of support?
(A) PINNACLE HEALTH HOSPITALS	251778644	3		No	Yes		Yes		0
(B) PINNACLE HEALTH MEDICAL SERVICES	251709054	3		No	Yes		Yes		0
(C) COMMUNITY LIFE TEAM	231890444	9		No	Yes		Yes		0
(D) PINNACLE HEALTH FOUNDATION	222691718	LINE 11, II		No	Yes		Yes		0
Total									0

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

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

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

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

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

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

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 A, PART IV, SUPPLEMENTAL INFORMATION FORM 990, SCHEDULE A, PART I, LINE 1H, COLUMN (IV) - IS THE ORGANIZATION LISTED IN YOUR GOVERNING DOCUMENT? THE GOVERNING DOCUMENTS OF PINNACLE HEALTH SYSTEM DO NOT SPECIFICALLY NAME THE ORGANIZATIONS TO WHICH SUPPORT IS PROVIDED, HOWEVER, DO MEET THE REQUIREMENTS OF SECTION 509(A)-4(D)(2)(I) BY DESIGNATING ITS PUBLICLY SUPPORTED ORGANIZATIONS TO BE ANY OTHER ORGANIZATION AFFILIATED WITH THE CORPORATION WHICH QUALIFIES AS AN EXEMPT ORGANIZATION UNDER SECTIONS 501(C)(3), 509(A)(1), OR 509(A)(2) FORM 990, SCHEDULE A, PART I, LINE 1H, COLUMN (VII) - AMOUNT OF SUPPORT PINNACLE HEALTH SYSTEM DOES NOT PROVIDE MONETARY SUPPORT TO ITS SUPPORTING ORGANIZATIONS SUPPORT PROVIDED IS IN THE FORM OF MANAGEMENT AND CONSULTATIVE SERVICES TO ITS AFFILIATED ORGANIZATIONS

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SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

▶ **Complete if the organization is described below.**

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

OMB No 1545-0047

2011

Open to Public Inspection

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

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

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

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

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

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

Name of the organization	Employer identification number
PINNACLE HEALTH SYSTEM	25-1778658

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

1 Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV

2 Political expenditures ▶ $ _____

3 Volunteer hours _____

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

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

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

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

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV

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

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

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

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

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

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

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

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

A Check ☑ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing Organization's Totals	(b) Affiliated Group Totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)	0	0
b Total lobbying expenditures to influence a legislative body (direct lobbying)	142,553	142,553
c Total lobbying expenditures (add lines 1a and 1b)	142,553	142,553
d Other exempt purpose expenditures	19,199,146	719,685,321
e Total exempt purpose expenditures (add lines 1c and 1d)	19,341,699	719,827,874
f Lobbying nontaxable amount Enter the amount from the following table in both columns	1,000,000	1,000,000
g Grassroots nontaxable amount (enter 25% of line 1f)	250,000	250,000
h Subtract line 1g from line 1a If zero or less, enter -0-	0	0
i Subtract line 1f from line 1c If zero or less, enter -0-	0	0

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

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

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying non-taxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000
c Total lobbying expenditures	184,943	191,027	194,538	142,553	713,061
d Grassroots non-taxable amount	250,000	250,000	250,000	250,000	1,000,000
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000
f Grassroots lobbying expenditures					

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

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

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

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

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

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

Part IV Supplemental Information

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

Identifier	Return Reference	Explanation

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
PINNACLE HEALTH SYSTEM

Employer identification number
25-1778658

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

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit ☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Preservation of an historically importantly land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

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

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

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

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

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

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

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

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

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

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

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

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

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

(ii) Assets included in Form 990, Part X ▶ $ _____

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

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

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

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

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

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

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

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

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

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

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

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

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

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance					
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				
b Buildings				
c Leasehold improvements				
d Equipment		945,667	761,183	184,484
e Other		255,372	68,738	186,634
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				371,118

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) INVESTMENT IN UNITED HEALTH RISK, LTD	10,263,020	C
(B) INVESTMENT IN UNITED CENTRAL PA RECIPROCAL RISK RETENTION GROUP	14,723,051	C
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	24,986,071	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) INVESTMENT IN QUEST BEHAVIORAL HEALTH	1,355	C
(2) INVESTMENT IN CENTRAL PENNSYLVANIA ALLIANCE LABORATORIES	348,831	C
(3) INVESTMENT IN PINNACLE HEALTH CARDIOVASCULAR INSTITUTE	-7,523,774	C
(4) INVESTMENT IN PH VENTURES	30,759,123	C
(5) INVESTMENT IN PH MEDICAL GROUP	4,083,341	C
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶	27,668,876	

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

(a) Description	(b) Book value
(1) CASH SURRENDER VALUE LIFE INSURANCE	128,200
(2) DUE FROM RELATED PARTIES	25,570,325
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	25,698,525

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
See Additional Data Table	
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	

2. Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC740)

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	23,738,641
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	19,341,699
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	4,396,942
4	Net unrealized gains (losses) on investments	4	-919,606
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	57,041,102
9	Total adjustments (net) Add lines 4 - 8	9	56,121,496
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	60,518,438

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	6,726,204
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	-919,606		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	-16,092,831		
e	Add lines **2a** through **2d**			2e	-17,012,437
3	Subtract line **2e** from line **1**			3	23,738,641
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	0
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	23,738,641

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

1	Total expenses and losses per audited financial statements			1	18,888,653
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	18,888,653
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	348,038		
b	Other (Describe in Part XIV)	4b	105,008		
c	Add lines **4a** and **4b**			4c	453,046
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	19,341,699

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
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	THE PINNACLE HEALTH SYSTEM EVALUATES UNCERTAIN TAX POSITIONS USING A TWO-STEP APPROACH FOR RECOGNIZING AND MEASURING TAX BENEFITS TAKEN OR EXPECTED TO BE TAKEN IN AN UNRELATED BUSINESS ACTIVITY TAX RETURN AND DISCLOSURES REGARDING UNCERTAINTIES IN TAX POSITIONS NO ADJUSTMENTS TO THE CONSOLIDATED FINANCIAL STATEMENTS WERE REQUIRED AS A RESULT OF THIS EVALUATION
PART XI, LINE 8 - OTHER ADJUSTMENTS		EQUITY METHOD INCOME - INSURANCE SUB FILING FORM 1120-PC (EIN#13-4224033) 95,869 EQUITY METHOD INCOME - UNITED HEALTH RISK LTD -407,335 EQUITY METHOD INCOME - PINNACLE HEALTH CARDIOVASCULAR INSTITUTE -14,563,914 FUND BALANCE TRANSFER - PINNACLE HEALTH HOSPITALS 12,819,636 FUND BALANCE TRANSFER - PINNACLE HEALTH MEDICAL SERVICES 24,206,623 FUND BALANCE TRANSFER - COMMUNITY LIFE TEAM 1,781,931 FUND BALANCE TRANSFER - PINNACLE HEALTH HOME CARE & HOSPICE 5,337,617 FUND BALANCE TRANSFER - PINNACLE PHCVI 20,378,230 FUND BALANCE TRANSFER - PINNACLE PH VENTURES 133 FUND BALANCE TRANSFER - PINNACLE PH IMAGING -1,923,849 FUND BALANCE TRANSFER - PINNACLE MEDICAL GROUP 3,031,422 EQUITY METHOD INCOME - PINNACLE HEALTH VENTURES INC -191,547 EQUITY METHOD INCOME - PINNACLE HEALTH MEDICAL GROUP -589,004 FUND BALANCE TRANSFER - CARDIOLOGY PRACTICE, INC 7,065,290 TOTAL TO SCHEDULE D, PART XI, LINE 8 57,041,102
PART XII, LINE 2D - OTHER ADJUSTMENTS		EQUITY METHOD INCOME - INSURANCE SUB FILING FORM 1120-PC (EIN#13-4224033) 95,869 EQUITY METHOD INCOME - FOREIGN SUB FILING FORM 5471 -512,343 EQUITY METHOD INCOME - PINNACLE HEALTH CARDIOVASCULAR INSTITUTE -14,563,915 INVESTMENT EXPENSE INCLUDED IN INVESTMENT INCOME ON FINANCIALS -348,038 NET ASSETS RELEASED FROM RESTRICTIONS 16,147 EQUITY METHOD INCOME - PINNACLE HEALTH VENTURES -191,547 EQUITY METHOD INCOME - PINNACLE HEALTH MEDICAL GROUP -589,004
PART XIII, LINE 4B - OTHER ADJUSTMENTS		EXPENSES REPORTED BY FOREIGN SUB FILING FORM 5471 105,008

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SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
PINNACLE HEALTH SYSTEM

Employer identification number
25-1778658

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

(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 g , fundraising, program services, investments, grants to recipients located in the region)	(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
CENTRAL AMERICA AND THE CARIBBEAN -	1	1	INSURANCE COVERAGE	N/A	1,933,447
3a Sub-total	1	1			1,933,447
b Total from continuation sheets to Part I	0	0			0
c **Totals** (add lines 3a and 3b)	1	1			1,933,447

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Check this box if no one recipient received more than $5,000 . . . . . ▶ ☐
Use Part V if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . . ▶ _____

3 Enter total number of other organizations or entities . . . . . ▶

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Use Part V if additional space is needed.

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

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

Part V Supplemental Information

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

Identifier	Return Reference	Explanation
METHOD USED TO ACCCOUNT FOR EXPENDITURES		SCHEDULE F, PART I, LINE 3 INSURANCE PREMIUMS PAID BASED ON CLAIMS EXPERIENCE

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
PINNACLE HEALTH SYSTEM

Employer identification number
25-1778658

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax idemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☑ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**	Yes	
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**	Yes	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply			
	☑ Compensation committee	☑ Written employment contract		
	☑ Independent compensation consultant	☑ Compensation survey or study		
	☐ Form 990 of other organizations	☑ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**	Yes	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**	Yes	
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		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 II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

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

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) FELIX GUTIERREZ MD	(i)	0	0	0	0	0	0	0
	(ii)	301,509	36,891	13,098	22,774	8,627	382,899	0
(2) MICHAEL A YOUNG	(i)	310,826	146,255	78,783	0	5,167	541,031	0
	(ii)	0	0	0	0	0	0	0
(3) WILLIAM H PUGH	(i)	339,223	47,600	14,578	14,700	30,660	446,761	0
	(ii)	0	0	0	0	0	0	0
(4) CHRISTOPHER P MARKLEY ESQ	(i)	279,185	46,200	28,311	14,803	32,632	401,131	0
	(ii)	0	0	0	0	0	0	0
(5) RICHARD C SENECA ESQ	(i)	0	0	0	0	0	0	0
	(ii)	278,280	0	0	0	0	278,280	0
(6) NANCY HAMMONDS	(i)	127,097	12,400	5,834	20,947	14,613	180,891	0
	(ii)	0	0	0	0	0	0	0
(7) PHILIP GUARNESCHELLI	(i)	388,375	280,460	52,264	14,803	47,074	782,976	0
	(ii)	0	0	0	0	0	0	0
(8) DANA KELLIS MD	(i)	344,446	58,000	28,664	14,784	51,076	496,970	0
	(ii)	0	0	0	0	0	0	0
(9) COREY RIGBERG	(i)	243,620	34,500	4,873	14,806	38,871	336,670	0
	(ii)	0	0	0	0	0	0	0
(10) NIRMAL JOSHI	(i)	231,984	32,100	3,498	14,373	36,093	318,048	0
	(ii)	0	0	0	0	0	0	0
(11) STEVEN ROTH	(i)	221,972	37,600	3,816	13,719	35,522	312,629	0
	(ii)	0	0	0	0	0	0	0
(12) ROGER LONGENDERFER MD	(i)	592,010	17,760	6,103	103	151	616,127	0
	(ii)	0	0	0	0	0	0	0

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 1A	ROGER LONGENDERFER, M D , A FORMER PRESIDENT AND CEO, RECEIVED A REIMBURSEMENT FOR PERSONAL FINANCIAL SERVICES THE REIMBURSEMENT WAS INCLUDED IN HIS TAXABLE COMPENSATION
	PART I, LINES 4A-B	ROGER LONGENDERFER, M D , A FORMER PRESIDENT AND CEO, WAS PAID SEVERANCE IN THE FORM OF SALARY AND BENEFITS TOTALING $616,127 IN 2011 AS PART OF HIS RETIREMENT PACKAGE DR FELIX GUTIERREZ IS A MEMBER OF THE BOARD OF DIRECTORS AND IS EMPLOYED AS A CARDIOLOGIST IN A RELATED ENTITY HE WAS COVERED BY A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN IN CALENDAR YEAR 2011 AT A TOTAL COST OF $12,323
	PART I, LINE 7	THE COMPENSATION COMMITTEE OF THE BOARD WITH ASSISTANCE FROM AN INDEPENDENT OUTSIDE ADVISOR ESTABLISHES A COMPENSATION PHILOSOPHY TO COMPENSATE LEADERS OF THE ORGANIZATION AT THE MARKET MEDIAN WITH AN INCENTIVE OPPORTUNITY TO REACH THE 75TH PERECENTILE OF THE MARKET FOR THEIR POSITION THE INCENTIVE OPPORTUNITY IS DIVIDED BETWEEN PERSONAL GOALS AND SYSTEM LEVEL GOALS ALL GOALS ARE MEASURABLE AND ARE DESIGNED TO IMPROVE QUALITY OF CARE, PATIENT SAFETY, PATIENT EXPERIENCE, AND MANAGEMENT OF RESOURCES PERFORMANCE IS REWARDED AT THREE LEVELS, THRESHOLD (IMPROVEMENT OVER THE BASELINE) , TARGET (SIGNIFICANT IMPROVEMENT OVER THE PRIOR YEAR) AND OPTIMUM (STRETCH)

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

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

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2011

Open to Public Inspection

Name of the organization
PINNACLE HEALTH SYSTEM

Employer identification number
25-1778658

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

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

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

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

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

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

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

Part III Grants or Assistance Benefitting Interested Persons.

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

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

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	(e) Sharing of organization's revenues? No
(1) M&T BANK	DIRECTOR,JOHN CAMPBELL IS ADMINISTRATIVE VP OF PERSONAL TRUST WITH M&T BANK	125,467	SEE PART V - INVESTMENT MANAGEMENT SERVICES PROVIDED BY M&T BANK		No
(2) RIVERSIDE CARDIOLOGY	DIRECTOR, FELIX GUTIERREZ IS A PARTNER IN RIVERSIDE CARDIOLOGY		SEE PART V - RENTAL INCOME PAID TO RIVERSIDE BY PINNACLE HEALTH HOSPITALS PAYMENTS MADE BY THIS ORGANIZATION AND ALL RELATED TAX-EXEMPT ORGANIZATIONS ARE AGGREGATED AND REPORTED ON FORM 990 FOR EACH OF THE TAX-EXEMPT ORGANIZATIONS IF THE THRESHOLD IS MET AT ANY OF THE TAX-EXEMPT ENTITIES		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
PINNACLE HEALTH SYSTEM

Employer identification number
25-1778658

Identifier	Return Reference	Explanation
	FORM 990, PART V, LINE 1	PINNACLE HEALTH SYSTEM, THE PARENT COMPANY, IS THE COMMON REPORTING AGENT FOR THE GROUP OF RELATED TAX-EXEMPT ORGANIZATIONS AND FILES ALL 1099 FORMS FOR THE FOLLOWING COMMUNITY LIFE TEAM, PINNACLE HEALTH FOUNDATION, PINNACLE HEALTH HOSPITALS, PINNACLE HEALTH HOME CARE & HOSPICE, AND PINNACLE HEALTH MEDICAL SERVICES

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE AUTHORITY AND RESPONSIBILITY FOR REVIEW OF THE FORM 990 FOR PINNACLE HEALTH SYSTEM AND ASSOCIATED SUBSIDIARIES IS DELEGATED TO THE FINANCE AND AUDIT COMMITTEE OF THE SYSTEM BOARD IN ORDER TO ACCOMPLISH THIS, ALL MEMBERS OF THE FINANCE AND AUDIT COMMITTEE ARE PROVIDED WITH A REASONABLE OPPORTUNITY TO REVIEW AND COMMENT TO EXECUTIVE LEADERSHIP ON THE IRS FORMS 990 OF THE PINNACLE HEALTH SYSTEM AND ITS SUBSIDIARIES, INCLUDING PINNACLE HEALTH HOSPITALS, PINNACLE HEALTH MEDICAL SERVICES, PINNACLE HEALTH FOUNDATION, PINNACLE HEALTH HOME CARE & HOSPICE AND COMMUNITY LIFE TEAM BEFORE THEY ARE FILED WITH THE INTERNAL REVENUE SERVICE. IN ADDITION, EACH MEMBER OF EACH RESPECTIVE BOARD OF DIRECTORS WILL BE GIVEN ACCESS TO VIEW THEIR INDIVIDUAL FORM 990 VIA A SHARED, PASSWORD-PROTECTED WEBSITE.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	IN THE PERFORMANCE OF THEIR DUTIES TO PINNACLE HEALTH SYSTEM AND SUBSIDIARIES (COLLECTIVELY REFERRED TO AS "PHS"), COVERED PERSONS SHALL SEEK TO ACT IN THE BEST INTERESTS OF PHS, AND SHALL EXERCISE GOOD FAITH, LOYALTY, DILIGENCE AND HONESTY A COVERED PERSON IS ANY INDIVIDUAL WHO SERVES IN A FIDUCIARY CAPACITY TO, OR WHO HAS LEGAL AUTHORITY TO REPRESENT OR OBLIGATE, THE PINNACLE HEALTH SYSTEM OR ANY OF ITS AFFILIATED ORGANIZATIONS INCLUDING, BUT NOT LIMITED TO, DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS COVERED PERSONS ALSO INCLUDE A) IMMEDIATE FAMILIES (SPOUSES, CHILDREN, SIBLINGS, PARENTS, OR SPOUSE'S PARENTS), B) ANY ORGANIZATION IN WHICH THEY OR THEIR IMMEDIATE FAMILIES DIRECTLY OR INDIRECTLY I) HAVE A MATERIAL FINANCIAL OR BENEFICIAL INTEREST, OR II) SERVE AS A DIRECTOR, OFFICER, EMPLOYEE, AGENT, ATTORNEY OR SIMILAR CAPACITY A COVERED PERSON SHALL DISCLOSE ANY BUSINESS OR PERSONAL INTERESTS OR RELATIONSHIPS WHICH MAY BE IN CONFLICT WITH THE INTEREST OF PHS, INCLUDING, BUT NOT LIMITED TO (A) ENGAGING IN OR SEEKING TO BE ENGAGED IN (I) THE DELIVERY OF HEALTH CARE SERVICES OR (II) THE DELIVERY OF GOODS OR SERVICES TO PHS, OR (B) ANY TRANSACTION OR ARRANGEMENT WITH PHS WHICH WOULD RESULT IN BENEFIT TO COVERED PERSONS THE GOVERNANCE COMMITTEE OF THE PHS BOARD REVIEWS ALL CONFLICT OF INTEREST STATEMENTS AND DETERMINES WHETHER EACH DIRECTOR ON THE BOARD IS INDEPENDENT COVERED PERSONS WHO ARE DIRECTORS MUST COMPLY WITH THE PINNACLE HEALTH SYSTEM GUIDELINES FOR DETERMINING DIRECTOR INDEPENDENCE AND APPLYING DIRECTOR INDEPENDENCE REQUIREMENTS COVERED PERSONS WITH A CONFLICT OF INTEREST SHALL NOT VOTE ON THE MATTER, AND THE PHS BOARD OR COMMITTEE MUST APPROVE, AUTHORIZE, OR RATIFY THE TRANSACTION OR ARRANGEMENT BY A MAJORITY VOTE OF THE NON-INTERESTED DIRECTORS OR COMMITTEE MEMBERS PRESENT AT A MEETING THAT HAS A QUORUM VIOLATIONS OF THIS STATEMENT OF POLICY MAY SUBJECT COVERED PERSONS TO APPROPRIATE SANCTIONS, INCLUDING REMOVAL FROM THEIR POSITIONS WITH PHS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	THE COMPENSATION COMMITTEE OF THE PINNACLE HEALTH SYSTEM ("PHS") BOARD OF DIRECTORS HAS THE AUTHORITY TO DEVELOP AND MAINTAIN EXECUTIVE AND PHYSICIAN COMPENSATION TO BE APPROVED BY THE PINNACLE HEALTH SYSTEM BOARD THE COMPENSATION COMMITTEE WILL FOLLOW A DILIGENT PROCESS THAT MEETS REGULATORY REQUIREMENTS FOR A REBUTTABLE PRESUMPTION OF REASONABLENESS AND PROMOTES EFFECTIVE GOVERNANCE OF EXECUTIVE COMPENSATION, CONSISTENT WITH THE PHS COMPENSATION PHILOSOPHY 1 FOLLOW A PROCESS THAT ESTABLISHES AND MAINTAINS A REBUTTABLE PRESUMPTION OF REASONABLENESS FOR ALL EXECUTIVES AND PHYSICIANS POTENTIALLY SUBJECT TO INTERMEDIATE SANCTIONS 2 PREPARE MINUTES FOR EACH MEETING TO RECORD THE TERMS OF THE COMMITTEE'S DECISIONS AND THE PROCESS FOLLOWED IN REACHING THOSE DECISIONS THESE MINUTES MUST INCLUDE INDICATIONS THAT THE COMMITTEE IS FOLLOWING GOOD PRACTICES IN DEALING WITH CONFLICTS OF INTEREST AND IN OBTAINING AND RELYING ON APPROPRIATE COMPARABILITY DATA ON TOTAL COMPENSATION 3 SELECT AND DIRECTLY ENGAGE AND SUPERVISE ANY CONSULTANT HIRED BY PHS TO ADVISE THE COMMITTEE ON EXECUTIVE AND PHYSICIAN COMPENSATION 4 PERIODICALLY EVALUATE THE APPROPRIATENESS OF THIS CHARTER AND THE EFFECTIVENESS OF THE PROCESS THE COMMITTEE USES IN GOVERNING EXECUTIVE AND PHYSICIAN COMPENSATION AND REPORT THIS EVALUATION TO THE BOARD 5 PROVIDE THE BOARD WITH AN ANNUAL REPORT ON THE COMMITTEE'S ACTIONS 6 MONITOR CHANGES IN LAWS AND REGULATIONS PERTAINING TO EXECUTIVE COMPENSATION AND BENEFITS TO SEE THAT PHS COMPLIES WITH THEM 7 SEEK OUTSIDE REVIEW OF COMMITTEE OPERATIONS TO ENSURE COMPLIANCE WITH THE IRS REBUTTABLE PRESUMPTION OF REASONABLENESS 8 REVIEW ACTUAL EXECUTIVE COMPENSATION AND BENEFITS PROVIDED TO CONFIRM CONSISTENCY WITH COMPENSATION AND BENEFITS APPROVED BY THE COMMITTEE.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION DOES NOT MAKE ITS GOVERNING DOCUMENTS OR CONFLICT OF INTEREST POLICY AVAILABLE FOR PUBLIC INSPECTION AS THIS IS NOT REQUIRED BY FEDERAL OR STATE LAW THE ORGANIZATION INCLUDES A COPY OF ITS FINANCIAL STATEMENTS WITH THE STATE REGISTRATION FILED WITH THE PENNSYLVANIA DEPARTMENT OF STATE, BUREAU OF CHARITABLE ORGANIZATIONS THESE DOCUMENTS ARE A MATTER OF PUBLIC RECORD AND CAN BE VIEWED AT THE BUREAU OFFICE

Identifier	Return Reference	Explanation
	FORM 990, PART VII, SECTION A	THE FOLLOWING OFFICERS, DIRECTORS, KEY EMPLOYEES, AND HIGHLY COMPENSATED EMPLOYEES HAVE WORKED AN AVERAGE OF 40 HOURS PER WEEK FOR PINNACLE HEALTH SYSTEM, THE PARENT COMPANY, AND ALL RELATED ORGANIZATIONS PHILIP GUARNESCHELLI CHRISTOPHER P MARKLEY, ESQ RICHARD C SENECA, ESQ WILLIAM H PUGH DANA KELLIS, MD COREY RIGBERG STEVEN ROTH NIRMAL JOSHI MIKE YOUNG NANCY HAMMONDS THE FOLLOWING DIRECTORS ARE ALSO DIRECTORS OF PINNACLE HEALTH HOSPITAL, A RELATED ORGANIZATION ROBERT L LYON GEORGE F GRODE JOHN O CAMPBELL FELIX GUTIERREZ, MD M RICHARD KLEIMAN DEBORAH S MILLER LARRY L SOLLENBERGER, MD CLARENCE E ASBURY DENNIS WALSH BONY R DAWOOD DENISE F HARR, MD GREGORY CAVOLI DOUGLAS C DYER STEVEN C KUSIC KENNETH OKEN, MD MICHAEL L FERNANDEZ, MD JOHN C HICKEY CAROLYN KREAMER, PHD MICHAEL A YOUNG DIRECTOR M RICHARD KLEIMAN IS ALSO A DIRECTOR OF PINNACLE HEALTH FOUNDATION, A RELATED ORGANIZATION DIRECTOR DEBORAH S MILLER IS ALSO A DIRECTOR OF PINNACLE HEALTH MEDICAL SERVICES, A RELATED ORGANIZATION

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -919,606 EQUITY METHOD INCOME - INSURANCE SUB FILING FORM 1120-PC (EIN#13-4224033) 95,869 EQUITY METHOD INCOME - UNITED HEALTH RISK LTD -407,335 EQUITY METHOD INCOME - PINNACLE HEALTH CARDIOVASCULAR INSTITUTE -14,563,914 FUND BALANCE TRANSFER - PINNACLE HEALTH HOSPITALS 12,819,636 FUND BALANCE TRANSFER - PINNACLE HEALTH MEDICAL SERVICES 24,206,623 FUND BALANCE TRANSFER - COMMUNITY LIFE TEAM 1,781,931 FUND BALANCE TRANSFER - PINNACLE HEALTH HOME CARE & HOSPICE 5,337,617 FUND BALANCE TRANSFER - PINNACLE PHCVI 20,378,230 FUND BALANCE TRANSFER - PINNACLE PH VENTURES 133 FUND BALANCE TRANSFER - PINNACLE PH IMAGING -1,923,849 FUND BALANCE TRANSFER - PINNACLE MEDICAL GROUP 3,031,422 EQUITY METHOD INCOME - PINNACLE HEALTH VENTURES INC -191,547 EQUITY METHOD INCOME - PINNACLE HEALTH MEDICAL GROUP -589,004 FUND BALANCE TRANSFER - CARDIOLOGY PRACTICE, INC 7,065,290 TOTAL TO FORM 990, PART XI, LINE 5 56,121,496

Identifier	Return Reference	Explanation
	FORM 990, PART XI, LINE 2C	THE FINANCE AND AUDIT COMMITTEE OF THE PINNACLE HEALTH SYSTEM BOARD ASSUMES THE RESPONSIBILITY FOR THE OVERSIGHT OF THE AUDIT AND THE SELECTION OF THE INDEPENDENT ACCOUNTANT THIS PROCESS HAS NOT CHANGED DURING THE TAX YEAR

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

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Name of the organization
PINNACLE HEALTH SYSTEM

Employer identification number
25-1778658

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) PINNACLE HEALTH MEDICAL SERVICES 409 SOUTH SECOND STREET PO BOX 8700 HARRISBURG, PA 171058700 25-1709054	PHYSICIAN SERVICES	PA	501(C)(3)	LINE 3	PINNACLE HEALTH SYSTEM	Yes	
(2) PINNACLE HEALTH HOME CARE & HOSPICE 409 SOUTH SECOND STREET PO BOX 8700 HARRISBURG, PA 171058700 23-2024121	SKILLED HOMECARE SERVICES AND SERVICES TO THE TERMINALLY ILL	PA	501(C)(3)	LINE 3	PINNACLE HEALTH HOSPITALS	Yes	
(3) PINNACLE HEALTH HOSPITALS 409 SOUTH SECOND STREET PO BOX 8700 HARRISBURG, PA 171058700 25-1778644	INPATIENT AND OUTPATIENT HEALTHCARE SERVICES	PA	501(C)(3)	LINE 3	PINNACLE HEALTH SYSTEM	Yes	
(4) PINNACLE HEALTH FOUNDATION 409 SOUTH SECOND STREET PO BOX 8700 HARRISBURG, PA 171058700 22-2691718	INVESTMENT AND FUNDRAISING ACTIVITIES FOR RELATED TAX-EXEMPT ORGANIZATIONS	PA	501(C)(3)	LINE 11B, II	PINNACLE HEALTH SYSTEM	Yes	
(5) COMMUNITY LIFE TEAM 409 SOUTH SECOND STREET PO BOX 8700 HARRISBURG, PA 171058700 23-1890444	MEDICAL TRANSPORT SERVICES	PA	501(C)(3)	LINE 9	PINNACLE HEALTH SYSTEM	Yes	

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? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1) WEST SHORE SURGERY CENTER LTD 409 SOUTH SECOND STREET PO BOX 8700 HARRISBURG, PA 171058700 25-1821415	SURGICAL CARE - MEDICAL SERVICES	PA	N/A									

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) UNITED CENTRAL PA RISK RETENTION GROUP 76 ST PAUL ST SUITE 500 BURLINGTON, VT 054014477 13-4224033	CAPTIVE INSURANCE	VT	N/A	C	-266,320	20,177,484	100 000 %
(2) UNITED HEALTH RISK LTD PO BOX 2450 HAMILTON HM JX BD	CAPTIVE INSURANCE	BD	N/A	C	938,092	13,422,187	100 000 %
(3) PINNACLE HEALTH CARDIOVASCULAR INSTITUTE PO BOX 8700 HARRISBURG, PA 17105 32-0321362	PHYSICIAN SERVICES	PA	PINNACLE HEALTH SYSTEM	C	-7,660,564	5,042,910	100 000 %
(4) CARDIOLOGY PRACTICE INC PO BOX 8700 HARRISBURG, PA 17105 80-0658616	PHYSICIAN SERVICES	PA	PINNACLE HEALTH CARDIOVASCULAR INSTITUTE	C	-6,400,446	4,779,356	100 000 %
(5) PINNACLE HEALTH MEDICAL GROUP PO BOX 8700 HARRISBURG, PA 17105 80-0771040	PHYSICIAN SERVICES	PA	PINNACLE HEALTH SYSTEM	C	-779,983	7,094,354	100 000 %
(6) PINNACLE HEALTH VENTURES INC PO BOX 8700 HARRISBURG, PA 17105 61-1677624	HOLDING COMPANY	PA	PINNACLE HEALTH SYSTEM	C	-67	30,539,658	100 000 %
(7) PINNACLE HEALTH IMAGING INC PO BOX 8700 HARRISBURG, PA 17105 23-1718571	RADIOLOGY SERVICES	PA	PINNACLE HEALTH VENTURES INC	C	182,843	39,105,446	100 000 %

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

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

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) See Additional Data Table			
(2)			
(3)			
(4)			
(5)			
(6)			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate 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		Yes	No	

Schedule R (Form 990) 2011

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation
TRANSACTIONS WITH RELATED ORGANIZATIONS	PART V, LINE 2	PINNACLE HEALTH SYSTEM CANNOT SEPARATELY STATE AMOUNTS FOR EACH TRANSACTION IDENTIFIED WITH A RELATED ORGANIZATION ITS ACCOUNTING SYSTEM NETS ALL TRANSACTIONS INTO A SINGLE AMOUNT, WHICH IS REPORTED AS A GIFT, GRANT AND/OR CAPITAL CONTRIBUTION TO OR FROM RELATED ORGANIZATIONS

Additional Data

Software ID:
Software Version:
EIN: 25-1778658
Name: PINNACLE HEALTH SYSTEM

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
ROBERT L LYON CHAIRMAN	70	X		X				0	0	0
GEORGE F GRODE VICE-CHAIR	70	X		X				0	0	0
JOHN O CAMPBELL DIRECTOR	70	X						0	0	0
FELIX GUTIERREZ MD DIRECTOR	30	X						0	351,498	31,401
M RICHARD KLEIMAN DIRECTOR	30	X						0	0	0
DEBORAH S MILLER DIRECTOR	50	X						0	0	0
LARRY L SOLLENBERGER MD DIRECTOR	70	X						0	0	0
DENNIS WALSH DIRECTOR	20	X						0	0	0
BONY R DAWOOD DIRECTOR	70	X						0	0	0
DENISE F HARR MD DIRECTOR (THRU APR 2012)	20	X						0	0	0
GREGORY CAVOLI DIRECTOR	20	X						0	0	0
DOUGLAS C DYER DIRECTOR (THRU SEP 2011)	20	X						0	0	0
STEVEN C KUSIC DIRECTOR	60	X						0	0	0
KENNETH OKEN MD DIRECTOR	40	X						0	0	0
MICHAEL L FERNANDEZ MD DIRECTOR	30	X						0	0	0
JOHN C HICKEY DIRECTOR	50	X						0	0	0
CAROLYN KREAMER PHD DIRECTOR	40	X						0	0	0
MICHAEL A YOUNG PRESIDENT & CEO	28 20	X		X				535,864	0	5,167
CLARENCE ASBURY DIRECTOR	70	X						0	0	0
WILLIAM H PUGH TREASURER	5 10			X				401,401	0	45,360
CHRISTOPHER P MARKLEY ESQ SECRETARY	6 00			X				353,696	0	47,435
RICHARD C SENECA ESQ ASSISTANT SECRETARY	10			X				0	278,280	0
NANCY HAMMONDS ASSISTANT TREASURER	2 00			X				145,331	0	35,560
PHILIP GUARNESCHELLI SR VICE PRESIDENT/COO	6 00					X		721,099	0	61,877
DANA KELLIS MD SR VP MEDICAL AFFAIRS	8 00					X		431,110	0	65,860

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
COREY RIGBERG VP MEDICAL AFFAIRS, GME	10 80					X		282,993	0	53,677
NIRMAL JOSHI VP MEDICAL EDUCATION, RESEARCH & CLIN INFO	32 00					X		267,582	0	50,466
STEVEN ROTH VP INFORMATIONS SYSTEMS/ CIO	2 00					X		263,388	0	49,241
ROGER LONGENDERFER MD FORMER PRESIDENT/CEO	0 00						X	615,873	0	254

Additional Data

Software ID:
Software Version:
EIN: 25-1778658
Name: PINNACLE HEALTH SYSTEM

Form 990, Schedule A, Part I, Line 11h - Provide the following information about the organizations the organization supports.

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
(A) PINNACLE HEALTH HOSPITALS	251778644	3		No	Yes		Yes		0
(B) PINNACLE HEALTH MEDICAL SERVICES	251709054	3		No	Yes		Yes		0
(C) COMMUNITY LIFE TEAM	231890444	9		No	Yes		Yes		0
(D) PINNACLE HEALTH FOUNDATION	222691718	LINE 11, II		No	Yes		Yes		0

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 25-1778658
Name: PINNACLE HEALTH SYSTEM

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income ($)	(g) Share of end-of-year assets ($)	(h) Percentage ownership
UNITED CENTRAL PA RISK RETENTION GROUP 76 ST PAUL ST SUITE 500 BURLINGTON, VT 054014477 13-4224033	CAPTIVE INSURANCE	VT	N/A	C	-266,320	20,177,484	100 000 %
UNITED HEALTH RISK LTD PO BOX 2450 HAMILTON HM JX BD	CAPTIVE INSURANCE	BD	N/A	C	938,092	13,422,187	100 000 %
PINNACLE HEALTH CARDIOVASCULAR INSTITUTE PO BOX 8700 HARRISBURG, PA 17105 32-0321362	PHYSICIAN SERVICES	PA	PINNACLE HEALTH SYSTEM	C	-7,660,564	5,042,910	100 000 %
CARDIOLOGY PRACTICE INC PO BOX 8700 HARRISBURG, PA 17105 80-0658616	PHYSICIAN SERVICES	PA	PINNACLE HEALTH CARDIOVASCULAR INSTITUTE	C	-6,400,446	4,779,356	100 000 %
PINNACLE HEALTH MEDICAL GROUP PO BOX 8700 HARRISBURG, PA 17105 80-0771040	PHYSICIAN SERVICES	PA	PINNACLE HEALTH SYSTEM	C	-779,983	7,094,354	100 000 %
PINNACLE HEALTH VENTURES INC PO BOX 8700 HARRISBURG, PA 17105 61-1677624	HOLDING COMPANY	PA	PINNACLE HEALTH SYSTEM	C	-67	30,539,658	100 000 %
PINNACLE HEALTH IMAGING INC PO BOX 8700 HARRISBURG, PA 17105 23-1718571	RADIOLOGY SERVICES	PA	PINNACLE HEALTH VENTURES INC	C	182,843	39,105,446	100 000 %

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved ($)	(d) Method of determining amount involved
(1)	PINNACLE HEALTH HOSPITALS	C	12,819,636	FMV
(2)	PINNACLE HEALTH MEDICAL SERVICES	C	24,206,623	FMV
(3)	COMMUNITY LIFE TEAM	C	1,781,931	FMV
(4)	PINNACLE HEALTH HOME CARE & HOSPICE	C	5,337,617	FMV
(5)	PINNACLE HEALTH FOUNDATION	C	273,854	FMV
(6)	PINNACLE HEALTH CARDIOVASCULAR INSTITUTE	C	20,378,230	FMV
(7)	PINNACLE HEALTH VENTURES	C	133	FMV
(8)	PINNACLE HEALTH MEDICAL GROUP	C	3,031,422	FMV
(9)	PINNACLE HEALTH IMAGING	B	1,923,849	FMV
(10)	CARDIOLOGY PRACTICE INC	C	7,065,290	FMV
(11)	CARDIOLOGY PRACTICE INC	R	4,564,900	FMV
(12)	PINNACLE HEALTH CARDIOVASCULAR INSTITUTE	R	4,517,590	FMV
(13)	PINNACLE HEALTH MEDICAL GROUP	R	2,386,517	FMV
(14)	PINNACLE HEALTH IMAGING	R	7,122,501	FMV

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TY 2011 Affiliated Group Schedule

Name: PINNACLE HEALTH SYSTEM
EIN: 25-1778658

Affiliated Group Business Name:	PINNACLE HEALTH SYSTEM
Address. Either US or Foreign Type:	409 S SECOND STREET PO BOX 8700 HARRISBURG, PA 17105
EIN:	25-1778658
Electing Organization Checkbox:	☑
Total Grassroots Lobbying:	0
Total Direct Lobbying:	142,553
Total Lobbying Expenditures:	142,553
Other Exempt Purpose Expenditures:	19,199,146
Total Exempt Purpose Expenditures:	19,341,699
Lobbying Nontaxable Amount:	1,000,000
Grassroots Nontaxable Amount:	250,000
Tot Lobbying Grassroot Minus Non Tx:	0
Tot Lobby Expend Mns Lobbying Non Tx:	0
Share Of Excess Lobbying:	0

Affiliated Group Business Name:	PINNACLE HEALTH HOSPITALS
Address. Either US or Foreign Type:	409 S SECOND STREET PO BOX 8700 HARRISBURG, PA 17105
EIN:	25-1778644
Electing Organization Checkbox:	☐
Total Grassroots Lobbying:	0
Total Direct Lobbying:	0
Total Lobbying Expenditures:	0
Other Exempt Purpose Expenditures:	615,684,505
Total Exempt Purpose Expenditures:	615,684,505
Lobbying Nontaxable Amount:	1,000,000
Grassroots Nontaxable Amount:	250,000
Tot Lobbying Grassroot Minus Non Tx:	0
Tot Lobby Expend Mns Lobbying Non Tx:	0
Share Of Excess Lobbying:	0

Affiliated Group Business Name:	PINNACLE HEALTH HOME CARE & HOSPICE
Address. Either US or Foreign Type:	409 S SECOND STREET PO BOX 8700 HARRISBURG, PA 17105
EIN:	23-2024121
Electing Organization Checkbox:	☐
Total Grassroots Lobbying:	0
Total Direct Lobbying:	0
Total Lobbying Expenditures:	0
Other Exempt Purpose Expenditures:	8,099,459
Total Exempt Purpose Expenditures:	8,099,459
Lobbying Nontaxable Amount:	554,973
Grassroots Nontaxable Amount:	138,743
Tot Lobbying Grassroot Minus Non Tx:	0
Tot Lobby Expend Mns Lobbying Non Tx:	0
Share Of Excess Lobbying:	0

Affiliated Group Business Name:	PINNACLE HEALTH MEDICAL SERVICES
Address. Either US or Foreign Type:	409 S SECOND STREET PO BOX 8700 HARRISBURG, PA 17105
EIN:	25-1709054
Electing Organization Checkbox:	☐
Total Grassroots Lobbying:	0
Total Direct Lobbying:	0
Total Lobbying Expenditures:	0
Other Exempt Purpose Expenditures:	68,067,125
Total Exempt Purpose Expenditures:	68,067,125
Lobbying Nontaxable Amount:	1,000,000
Grassroots Nontaxable Amount:	250,000
Tot Lobbying Grassroot Minus Non Tx:	0
Tot Lobby Expend Mns Lobbying Non Tx:	0
Share Of Excess Lobbying:	0

Affiliated Group Business Name:	PINNACLE HEALTH FOUNDATION
Address. Either US or Foreign Type:	409 S SECOND STREET PO BOX 8700 HARRISBURG, PA 17105
EIN:	22-2691718
Electing Organization Checkbox:	☐
Total Grassroots Lobbying:	0
Total Direct Lobbying:	0
Total Lobbying Expenditures:	0
Other Exempt Purpose Expenditures:	1,330,369
Total Exempt Purpose Expenditures:	1,330,369
Lobbying Nontaxable Amount:	208,037
Grassroots Nontaxable Amount:	52,009
Tot Lobbying Grassroot Minus Non Tx:	0
Tot Lobby Expend Mns Lobbying Non Tx:	0
Share Of Excess Lobbying:	0

Affiliated Group Business Name:	COMMUNITY LIFE TEAM
Address. Either US or Foreign Type:	409 S SECOND STREET PO BOX 8700 HARRISBURG, PA 17105
EIN:	23-1890444
Electing Organization Checkbox:	☐
Total Grassroots Lobbying:	0
Total Direct Lobbying:	0
Total Lobbying Expenditures:	0
Other Exempt Purpose Expenditures:	7,304,717
Total Exempt Purpose Expenditures:	7,304,717
Lobbying Nontaxable Amount:	515,236
Grassroots Nontaxable Amount:	128,809
Tot Lobbying Grassroot Minus Non Tx:	0
Tot Lobby Expend Mns Lobbying Non Tx:	0
Share Of Excess Lobbying:	0

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TY 2011 Category 3 filer statement

Name: PINNACLE HEALTH SYSTEM

EIN: 25-1778658

Amount Of Indebtedness	Type Of Indebtedness	Name	Address	Identifying Number	Number Of Shares
	N/A	NA			

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TY 2011 Itemized Other Current Assets Schedule

Name: PINNACLE HEALTH SYSTEM

EIN: 25-1778658

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
UNITED HEALTH RISK LTD		ACCRUED INVESTMENT INCOME	14,490	14,137
		PREMIUMS RECEIVABLE	375,000	405,000
		PREPAID EXPENSES	7,525	7,590

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TY 2011 Other Deductions Schedule

Name: PINNACLE HEALTH SYSTEM

EIN: 25-1778658

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
PROFESSIONAL FEES		105,008

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TY 2011 Itemized Other Investments Schedule

Name: PINNACLE HEALTH SYSTEM

EIN: 25-1778658

Corporation Name	Corporation EIN	Other Investments Description	Beginning Amount	Ending Amount
UNITED HEALTH RISK LTD		SHORT-TERM INVESTMENTS	12,077,959	12,935,525

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TY 2011 Itemized Other Liabilities Schedule

Name: PINNACLE HEALTH SYSTEM

EIN: 25-1778658

TY 2011 Itemized Other Liabilities Schedule

Corporation Name	Corporation EIN	Other Liabilities Description	Beginning Amount	Ending Amount
UNITED HEALTH RISK LTD		UNEARNED PREMIUM RESERVE	437,583	468,436
		OUTSTANDING LOSS RESERVES	2,443,111	2,166,106

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TY 2011 Other Income Statement

Name: PINNACLE HEALTH SYSTEM

EIN: 25-1778658

Description	Foreign Amount	Amount
NET UNDERWRITING PREMIUMS		992,652
AMORTIZATION-MARKETABLE INVESTMENTS		-12,026