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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

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 07-01-2012 , 2012, and ending 06-30-2013

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

C Name of organization
GEISINGER HEALTH PLAN

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
100 NORTH ACADEMY AVENUE MC 49-70

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

D Employer identification number
23-2311553

E Telephone number
(570) 271-6624

G Gross receipts $ 1,262,599,025

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

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

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

H(c) Group exemption number ▶

I Tax-exempt status ☐ 501(c)(3) ☑ 501(c) (4) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW GEISINGER ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶ | **L** Year of formation 1972 | **M** State of legal domicile PA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
GEISINGER HEALTH PLAN BENEFITS THE COMMUNITIES IT SERVES BY PROVIDING HIGHER QUALITY FOR EACH PERSONS HEALTH CARE DOLLAR THROUGH INNOVATIVE MODELS OF CARE AND COVERAGE THAT SUPPORT THE GEISINGER HEALTH SYSTEMS CHARITABLE MISSION

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

Activities & Governance

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**	11
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	**5**	0
6	Total number of volunteers (estimate if necessary)	**6**	
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	13,903,283
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	

		Prior Year	Current Year
Revenue **8**	Contributions and grants (Part VIII, line 1h)		0
9	Program service revenue (Part VIII, line 2g)	1,002,456,597	1,216,729,952
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	6,223,648	7,403,272
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,034,662	3,347,082
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,009,714,907	1,227,480,306
Expenses **13**	Grants and similar amounts paid (Part IX, column (A), lines 1–3)		0
14	Benefits paid to or for members (Part IX, column (A), line 4)		0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)		0
16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	972,189,662	1,178,555,473
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	972,189,662	1,178,555,473
19	Revenue less expenses Subtract line 18 from line 12	37,525,245	48,924,833

		Beginning of Current Year	End of Year
Net Assets or Fund Balances **20**	Total assets (Part X, line 16)	261,890,522	315,337,680
21	Total liabilities (Part X, line 26)	125,579,875	127,997,438
22	Net assets or fund balances Subtract line 21 from line 20	136,310,647	187,340,242

Part II Signature Block

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

Sign Here

▶ Signature of officer — Date: 2014-05-02

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
		2014-05-13		
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

GEISINGER HEALTH PLAN BENEFITS THE COMMUNITIES IT SERVES BY PROVIDING HIGHER QUALITY FOR EACH PERSONS HEALTH CARE DOLLAR THROUGH INNOVATIVE MODELS OF CARE AND COVERAGE THAT SUPPORT THE GEISINGER HEALTH SYSTEMS CHARITABLE MISSION

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 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 $ 1,114,793,643 including grants of $) (Revenue $)

INSURANCE SEE SCHEDULE O I GENERAL INFORMATION GEISINGER HEALTH PLAN (GHP) IS A NONPROFIT ORGANIZATION THAT OPERATES A HEALTH MAINTENANCE ORGANIZATION (HMO) BASED IN DANVILLE, PENNSYLVANIA GHP PROVIDES PRE-PAID MANAGED HEALTH CARE TO ITS MEMBERS AND IS A COST- EFFECTIVE ALTERNATIVE TO TRADITIONAL INDEMNITY HEALTH INSURANCE AT THE END OF THE 2013 FISCAL YEAR, GHP WAS PREDOMINATELY PROVIDING MANAGED HEALTH CARE TO GOVERNMENT PROGRAMS INCLUDING 116,000 MEDICAID MEMBERS, 47,000 MEDICARE ADVANTAGE MEMBERS AND 9,000 CHIP MEMBERS IN ADDITION, GHP PROVIDED MANAGED HEALTH CARE TO 99,000 COMMERCIAL MEMBERS FOUNDED IN 1972, INCORPORATED IN 1984, AND INITIALLY LICENSED BY THE DEPARTMENT OF INSURANCE IN 1985, GHP CURRENTLY OPERATES IN 43 CONTIGUOUS COUNTIES OF PREDOMINATELY RURAL CENTRAL AND NORTHEASTERN PENNSYLVANIA IN ADDITION, GHP CONTRACTS WITH MORE THAN 37,000 PROVIDERS AND 158 HOSPITALS GHP HAS BEEN RECOGNIZED AS ONE OF THE LARGEST RURAL HEALTH PLANS IN THE UNITED STATES AND HAS MAINTAINED THE HIGHEST LEVEL OF ACCREDITATION FROM THE NATIONAL COMMITTEE FOR QUALITY ASSURANCE (NCQA) SINCE 1993 GHP IS RANKED AMONG THE TOP PRIVATE AND MEDICARE HEALTH PLANS NATIONALLY AND IS THE 1 MEDICARE PLANS IN PENNSYLVANIA IN THE 2013-2014 NATIONAL COMMITTEE FOR QUALITY ASSURANCE HEALTH INSURANCE PLAN RANKINGS NEW FACILITIES AND MORE SERVICES BECAUSE GHP IS A NONPROFIT ORGANIZATION, REVENUES IN EXCESS OF THE COST OF THE HEALTH CARE PROVIDED TO MEMBERS ARE USED TO IMPROVE FACILITIES AND SERVICES, INCREASE BENEFITS AND PROVIDE AFFORDABLE RATES GHP TYPICALLY MAKES ANNUAL CONTRIBUTIONS TO THE GEISINGER HEALTH SYSTEM FOUNDATION ("THE FOUNDATION") TO ENHANCE TEACHING, EDUCATION, AND RESEARCH PROJECTS THAT BENEFIT ALL PENNSYLVANIANS THESE CONTRIBUTIONS ARE USED TO FUND THE DEVELOPMENT OF NEW FACILITIES AND TO ADD MORE SERVICES TO OUR EXISTING HOSPITALS AND PHYSICIAN CLINICS THIS DIRECTLY SUPPORTS THE CHARITABLE MISSION OF THE FOUNDATION AND IT'S CHARITABLE AFFILIATES BY MAKING IT POSSIBLE TO ENHANCE HEALTH CARE PROGRAMS AND SERVICES THROUGHOUT THE REGION WHILE IMPROVING THE AVAILABILITY OF CARE FOR PATIENTS IN OUR SERVICE AREA PROVIDING AFFORDABLE, HIGH QUALITY, COMPREHENSIVE HEALTH CARE AND BENEFITS INCREASES THE ACCESS OF CARE TO THOSE WHO MIGHT NOT OTHERWISE BE ABLE TO AFFORD HEALTH CARE AND CONTRIBUTES TO THE QUALITY OF LIFE IN ALL OF THE COMMUNITIES WE SERVE GHP PROVIDES COMPREHENSIVE HEALTH CARE SERVICES ON A PREPAID BASIS THROUGH AN INTEGRATED HEALTH CARE DELIVERY SYSTEM, WHICH PROVIDES HEALTH CARE TO THE COMMUNITY AS A WHOLE AS PART OF AN INTEGRATED HEALTH SYSTEM, GHP IS ABLE TO CHANNEL EXPERIENCE, KNOWLEDGE AND FUNDS TO PURSUE UNIQUE PROJECTS WITH THE GEISINGER HEALTH SYSTEM NO OTHER ORGANIZATION IN THIS REGION HAS BOTH PROVIDER AND PAYER JOINED TOGETHER TO CREATE SYNERGIES THAT IMPROVE THE HEALTH OF THE COMMUNITIES THAT WE SERVE GHP'S PROVENHEALTH NAVIGATOR(R) AND THE NORTHEAST COLLABORATIVE HEALTH NAVIGATOR IS A PARTNERSHIP BETWEEN PATIENTS, PRIMARY CARE PROVIDERS AND GHP TO IMPROVE MEMBERS' HEALTH ALSO KNOWN AS A "MEDICAL HOME," GHP PROVIDES A CASE MANAGER WHO WORKS CLOSELY WITH THE MEMBER'S HEALTH-CARE PROVIDERS, THE MEMBER AND THEIR FAMILY BY COORDINATING CARE WITH HOSPITAL, SPECIALISTS, PHARMACISTS AND SKILLED NURSING FACILITIES THE MODEL GEISINGER HEALTH SYSTEM EMPLOYS BLENDS ASPECTS OF A CHRONIC CARE MODEL, A MEDICAL HOME MODEL AND A PATIENT-CENTERED PRIMARY CARE MODEL ADDITIONAL FUNCTIONAL COMPONENTS ARE INCLUDED, CREATING A NEW HEALTH CARE DELIVERY VEHICLE HEALTH NAVIGATOR ACTING AS THE FIRST-LINE CAREGIVER AND GUIDE, GEISINGER HEALTH PLAN NURSE CASE MANAGERS HELP PATIENTS NAVIGATE THE HEALTH-CARE SYSTEM THE KEY STRATEGY OF HEALTH NAVIGATOR IS TO OFFER PATIENTS ACCESS TO A HEALTH NAVIGATOR CASE MANAGER 24 HOURS A DAY, 7 DAYS A WEEK THE PRIMARY CARE PRACTICE TEAM AND GHP, WORKING WITH THE PATIENT AT THE CENTER OF THE SYSTEM, ACCEPT RESPONSIBILITY TO OPTIMIZE HEALTH STATUS FOR EVERY INDIVIDUAL AND TO MEET PRE-ESTABLISHED QUALITY, EFFICIENCY, AND PATIENT SATISFACTION OUTCOMES TARGETS FOR THE PRACTICE POPULATION GHP IS ALSO PARTICIPATING IN THE NORTHEAST COLLABORATIVE OF THE PENNSYLVANIA CHRONIC CARE INITIATIVE THE CHRONIC CARE INITIATIVE, CREATED BY FORMER PENNSYLVANIA GOVERNOR EDWARD RENDELL, IS A STRATEGIC PLAN THAT CALLS FOR IMPLEMENTING THE CHRONIC CARE MODEL IN ALL PRIMARY CARE PRACTICES ACROSS THE COMMONWEALTH USING GHP'S PROVENHEALTH NAVIGATOR PROGRAM AS A MODEL, THE NORTHEAST COLLABORATIVE PROMOTES STRONG COLLABORATION BY PROVIDERS, PAYERS, AND PROFESSIONAL ORGANIZATIONS TO BENEFIT ALL PATIENTS IN NORTHEAST PENNSYLVANIA THE INITIATIVE INCORPORATES GHP'S PRIMARY CARE MEDICAL HOME STANDARDS AND OUR USE OF CASE MANAGERS AS A VALIDATION TOOL THAT PRACTICES ARE TRANSFORMING THEIR CARE DELIVERY TO EFFECTIVELY MANAGE CHRONICALLY ILL PATIENTS THE NORTHEAST COLLABORATIVE IS ONE OF SEVEN REGIONAL LEARNING COLLABORATIVES UNDERWAY ACROSS THE COMMONWEALTH IN FISCAL YEAR 2013, GHP'S UNREIMBURSED COST OF PROVIDING HEALTH NAVIGATOR'S SERVICES TO OUR MEMBERS WAS 13 7 MILLION ADDITIONALLY, 6 2 MILLION WAS USED TO SUPPORT NON- MEMBERS'PARTICIPANTION IN THE HEALTHNAVIGATOR PROGRAM IN ADDITION, GHP PAID 11,605 TOWARD THE NORTHEAST COLLABORATIVE INITIATIVE PROVENCARE(R)- CHRONIC DISEASE GEISINGER HEALTH SYSTEM IDENTIFIED THE MOST COMMON CHRONIC DISEASES (DIABETES, CORONARY ARTERY DISEASE, CONGESTIVE HEART FAILURE) AND ADULT PREVENTION TREATMENTS (IMMUNIZATIONS, COLONOSCOPIES, ETC) USING EVIDENCE-BASED BEST PRACTICES, CARE WAS "BUNDLED" INTO THE MOST EFFECTIVE TREATMENT CARE IS MEASURED BY MEETING 100% OF THE BUNDLE REQUIREMENTS, AS TRACKED OVER TIME THERE HAS BEEN SIGNIFICANT IMPROVEMENT IN MEETING MORE OF THE BUNDLE REQUIREMENTS FOR ITS BUNDLES OF CARE PROVENCARE(R)-ACUTE EPISODIC CARE (THE "WARRANTY") BEGINNING WITH CORONARY ARTERY BYPASS GRAFTS (CABG), THE PROCESS INCLUDES IDENTIFYING HIGH-VOLUME DRGS, DETERMINING BEST PRACTICE TECHNIQUES, AND DELIVERING EVIDENCE-BASED CARE WORKING WITH GHP, THE GEISINGER HEALTH SYSTEM CLINICAL ENTERPRISE ESTABLISHED A GLOBAL FEE THAT INCLUDES PRE-OPERATIVE CARE, HOSPITALIZATION, PHYSICIAN FEES, REHABILITATION, AND ANY CARE (ADMISSIONS DUE TO COMPLICATIONS) RELATED TO THE SURGERY WITHIN 90 DAYS THIS ADDITIONAL CARE IS NOT CHARGED (IF THEY ARE SEEN AT A GEISINGER HEALTH SYSTEM FACILITY) THIS "WARRANTED" CARE HAS BEEN VERY SUCCESSFUL AND WRITTEN UP IN THE NEW YORK TIMES AND PUBLISHED IN THE ANNALS OF SURGERY IN ADDITION TO CABG, GEISINGER HEALTH SYSTEM NOW HAS PROGRAMS FOR ANGIOPLASTY WITH AN ACUTE MYOCARDIAL INFARCTION (HEART ATTACK), HIP REPLACEMENT, CATARACTS, ERYTHROPOIETIN (EPO) - A DRUG USED FOR KIDNEY PATIENTS, PERINATAL CARE, LOW BACK PAIN AND BARIATRIC SURGERY TRANSITIONS OF CARE BEGUN IN JANUARY 2008, THIS PROGRAM IS A JOINT QUALITY/EFFICIENCY INITIATIVE THAT COMPLEMENTS HEALTH NAVIGATOR IT SMOOTHES OUT THE TRANSITION OF CARE AS A PATIENT MOVES FROM INPATIENT THROUGH OUTPATIENT SETTINGS TO DATE, IT HAS BEEN FOCUSED ON NARROW POPULATIONS SUCH AS MEMBERS WHO HAVE HEART FAILURE IT HAS SUCCESSFULLY REDUCED READMISSIONS, PROGRAM EXPANSION IS PLANNED ELECTRONIC HEALTH RECORD (EHR) GEISINGER HEALTH SYSTEM IS ON THE FOREFRONT IN THE DEVELOPMENT AND USE OF THE EHR GHP HELPED SUPPORT THE 100 MILLION INVESTED IN THE EHR OVER THE LAST SEVERAL YEARS THE POSSIBILITIES FOR IMPROVING THE QUALITY OF CARE WITH THE EHR ARE ENDLESS CURRENTLY, GHP USES THE EHR TO COMMUNICATE WITH MEMBERS WHO ARE INVOLVED IN MEDICAL OR DISEASE MANAGEMENT PROGRAMS AND THEIR PHYSICIANS GEISINGER HEALTH SYSTEM ALSO ALLOWS COMMUNITY HOSPITALS AND PHYSICIANS TO ACCESS PATIENT INFORMATION DISEASE AND CASE MANAGEMENT SERVICES TO IMPROVE THE HEALTH OF MEMBERS, GHP PROVIDES DISEASE AND CASE MANAGEMENT PROGRAMS AND SERVICES TO COORDINATE CARE FOR THOSE WITH CHRONIC CONDITIONS THE PROGRAMS ARE FOCUSED ON CONGESTIVE HEART FAILURE, HYPERTENSION, DIABETES, CORONARY ARTERY DISEASE, OSTEOPOROSIS, CHRONIC OBSTRUCTIVE PULMONARY DISEASE, CHRONIC KIDNEY DISEASE, ASTHMA, TOBACCO CESSATION AND WEIGHT MANAGEMENT THESE IN-DEPTH PROGRAMS WERE THE RESULT OF A COLLABORATION OF EXPERTISE BETWEEN GHP AND PROVIDERS IN THE GEISINGER HEALTH SYSTEM AND HAVE ATTAINED NATIONAL RECOGNITION BY HEALTH MANAGEMENT ORGANIZATIONS AND INDUSTRY GROUPS THE SUCCESS OF THIS COLLABORATION IS ONE EXAMPLE OF HOW THIS UNIQUE RELATIONSHIP CAN BENEFIT THE COMMUNITY SILVER SNEAKERS MEMBERS ENROLLED IN GHP'S MEDICARE ADVANTAGE PLANS ARE OFFERED FITNESS PROGRAMS AT NO ADDITIONAL COST, DEPENDING ON THE PLAN SELECTED THE SILVER SNEAKERS PROGRAM PROVIDES MEMBERS WITH A FREE FITNESS CENTER MEMBERSHIP, CUSTOMIZED FITNESS CLASSES DESIGNED FOR OLDER ADULTS, HEALTH EDUCATION SEMINARS AND SOCIAL EVENTS THE UNREIMBURSED COST OF PROVIDING THE SILVER SNEAKERS PROGRAM TO SENIORS WITHIN THE COMMUNITIES WAS 2,509,836 HEALTH FAIRS, EDUCATIONAL PROGRAMS, AND EDUCATIONAL MATERIALS THROUGH HEALTH FAIRS AND EDUCATIONAL PROGRAMS, GHP EMPLOYEES PROVIDE THE PUBLIC INFORMATI

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** ▶ 1,114,793,643

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		No
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2		No
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		
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 for escrow or custodial account liability, 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, line 10? *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		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	Yes	
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		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	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 and XII 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		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts 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 United States? *If "Yes," complete Schedule F, Parts 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 (see instructions)*	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 hospital facilities? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to any government or organization 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, line 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 lines 24b through 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, highest 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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *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 direct or indirect 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, Part II, III, or IV, and Part V, line 1*	**34**	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	**35a**	Yes	
b	If 'Yes' to line 35a, 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**		
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 11b 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	4,055		
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	0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b			
3a	Did the organization have unrelated business gross income of $1,000 or more during the year? . . .	3a		Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b		Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .	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 as charitable contributions? . . .	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			
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			
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			
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	7f			
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.** See the instructions for additional information the organization must report on Schedule O	13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the 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		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b	Enter the number of voting members included in line 1a, above, who are independent	**1b**	11		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?			**2** Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .			**3**	No
4	Did the organization make any significant changes to its 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** Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?			**7a** Yes	
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 this 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**	Yes	
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**	Yes	

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 ☐ Other (explain in Schedule O)

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 during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ GEORGE A SCHNEIDER CFO 100 NORTH ACADEMY AVENUE MC 32-20 DANVILLE, PA (570) 271-5409

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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) HEATHER M ACKER DIRECTOR	1 00 50	X						0	0	0
(2) WILLIAM H ALEXANDER DIRECTOR	25 5 25	X						0	0	0
(3) ALFRED S CASALE MD FACC FACS DIRECTOR	0 00 40 00	X						0	1,004,775	108,981
(4) EARL FOURA DIRECTOR	1 00 50	X						0	0	0
(5) RICHARD A GRAFMYRE DIRECTOR	25 5 25	X						0	0	0
(6) R BROOKS GRONLUND DIRECTOR	1 00 50	X						0	0	0
(7) JOHN D MORAN JR DIRECTOR	25 1 75	X						0	0	0
(8) DUANE E DAVIS MD PRES , CEO,	0 00 40 00	X		X				0	695,877	32,509
(9) JONATHAN P HOSEY MD DIRECTOR	0 00 40 00	X						0	318,342	35,039
(10) JOSEPH J MOWAD MD DIRECTOR	0 00 40 00	X						0	367,403	55,464
(11) THOMAS H LEE JR MD DIRECTOR	25 5 00	X						0	0	0
(12) V CHRIS HOLCOMBE PE DIRECTOR	1 00 50	X						0	0	0
(13) GLENN D STEELE JR MD PHD CHAIR, DIREC	0 00 40 00	X		X				0	2,062,556	418,454
(14) KAREN E DAVIS PHD DIRECTOR	25 1 50	X						0	0	0
(15) DON A ROSINI DIRECTOR	25 5 25	X						0	0	0
(16) MARYLA PETERS SCRANTON DIRECTOR	25 75	X						0	0	0
(17) WILLIAM E SORDONI DIRECTOR (EM	1 00 50	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 (list any hours for related organizations below dotted line)	(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) CHRISTOPHER B SULLIVAN DIRECTOR	1 00 50	X						0	0	0
(19) FRANK J TREMBULAK SR VP,TREASU	0 00 40 00	X		X				0	1,245,352	216,867
(20) DAVID J FELICIO ESQUIRE CLO, SECRETA	0 00 40 00			X				0	512,681	140,659
(21) DAVID J WEADER ESQUIRE ASSISTANT SE	0 00 40 00			X				0	261,827	35,931
(22) KEVIN F BRENNAN CPA FHFMA EVP, FINANCE	0 00 40 00			X				0	1,079,326	202,187
(23) GEORGE A SCHNEIDER ASSISTANT TR	0 00 40 00			X				0	446,320	35,525
(24) KEVIN J KERESTUS CIA FORMER KEY E	0 00 40 00						X	0	232,997	36,505
(25) JEAN HAYNES FORMER OFFIC	0 00 40 00						X	0	244,203	185,496

1b	**Sub-Total** . . . . . ▶			
c	**Total from continuation sheets to Part VII, Section A** . . . . ▶			
d	**Total (add lines 1b and 1c)** . . . . . ▶		8,471,659	1,503,617

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▶

			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
INOVALON INC 4321 COLLINGTON ROAD BOWIE MD 20716	CONSULTING FEES	6,073,614
THE PETER GROUP INC 437 MADISON AVENUE 4TH FLOOR NEW YORK NY 10022	ADVERTISING	4,158,057
MATRIX MEDICAL NETWORK 9201 E MOUNTAIN VIEW SUITE 220 SCOTTSDALE AZ 852585172	MEDICAL MGMT	3,738,395
TEKSYSTEMS PO BOX 198568 ATLANTA GA 303848568	BROKER FEES	3,302,327
HTMS (AN EMDEON CO) 3055 LEBANON PIKE SUITE 100 NASHVILLE TN 37214	CONSULTING FEES	2,368,647

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 ▶105

Part VIII Statement of Revenue

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

			(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				
	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 . . . . . ▶				
Program Service Revenue		Business Code				
	2a	INSURANCE PREMIUMS	524114	1,121,010,000	1,121,010,000	
	b	IC SHARED SERVICE-SCHEDULE O	541900	82,304,624	82,304,624	
	c	INSURANCE PREMIUMS (POS)	524114	13,761,196		13,761,196
	d	PARTNERSHIP LOSS (MERIDIAN)	541900	-345,868	-345,868	
	e					
	f	All other program service revenue				
	g	**Total.** Add lines 2a–2f . . . . . ▶		1,216,729,952		
	3	Investment income (including dividends, interest, and other similar amounts) . . . . . ▶		5,745,248		5,745,248
	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: 36,776,743				
	b	Less cost or other basis and sales expenses: 34,550,881 / 567,838				
	c	Gain or (loss): 2,225,862 / -567,838				
	d	Net gain or (loss) . . . . . ▶		1,658,024		1,658,024
	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 . . ▶				
Other Revenue		Miscellaneous Revenue / Business Code				
	11a	ADMIN EXPENSE RECOVERY 900099		2,889,559	2,889,559	
	b	COMMISSION INCOME 524298		142,087		142,087
	c	PHARMACEUTICAL SETTLEMENTS 524298		97,896	97,896	
	d	All other revenue		217,540	217,540	
	e	**Total.** Add lines 11a–11d . . . . . ▶		3,347,082		
	12	**Total revenue.** See Instructions . . . . . ▶		1,227,480,306	1,206,173,751	13,903,272	7,403,272

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)

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				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal	110,695		110,695	
c Accounting	470,690	17,100	453,590	
d Lobbying	122,471		122,471	
e Professional fundraising services See Part IV, line 17				
f Investment management fees	1,423,844	40,301	1,383,543	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	147,273,320	106,633,197	40,640,123	
12 Advertising and promotion	6,437,603	6,437,128	475	
13 Office expenses	10,663,280	8,629,331	2,033,949	
14 Information technology	5,409,782	60,031	5,349,751	
15 Royalties . .				
16 Occupancy	1,835,501	1,734,760	100,741	
17 Travel	1,667,810	1,353,595	314,215	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	191,997	144,856	47,141	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	874,186	826,207	47,979	
23 Insurance	1,587,774	836,235	751,539	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a CLAIM PAYMENTS	958,086,153	958,086,153		
b INTER-ENTITY EXPENSE	32,171,158	29,254,474	2,916,684	
c TAXES - OTHER	9,143,864	160,537	8,983,327	
d LICENSE, FEES, AND DUES	789,274	340,395	448,879	
e All other expenses	296,071	239,343	56,728	
25 **Total functional expenses.** Add lines 1 through 24e	1,178,555,473	1,114,793,643	63,761,830	0
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		6,281,205	1	12,785,638
	2	Savings and temporary cash investments		38,088,412	2	2,267,025
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		26,222,307	4	111,602,281
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) 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		833,803	9	2,436,958
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 15,395,626			
	b	Less accumulated depreciation	10b 2,650,254	12,241,745	10c	12,745,372
	11	Investments—publicly traded securities		171,150,226	11	171,049,982
	12	Investments—other securities See Part IV, line 11			12	
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	152,180
	15	Other assets See Part IV, line 11		7,072,824	15	2,298,244
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		261,890,522	16	315,337,680
Liabilities	17	Accounts payable and accrued expenses		59,948,812	17	96,990,072
	18	Grants payable			18	
	19	Deferred revenue		64,979,703	19	25,955,028
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other 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		651,360	25	5,052,338
	26	**Total liabilities.** Add lines 17 through 25		125,579,875	26	127,997,438
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		136,310,647	27	187,340,242
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117 (ASC 958), 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		136,310,647	33	187,340,242
	34	Total liabilities and net assets/fund balances		261,890,522	34	315,337,680

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	1,227,480,306
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,178,555,473
3	Revenue less expenses Subtract line 2 from line 1	3	48,924,833
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	136,310,647
5	Net unrealized gains (losses) on investments	5	2,104,762
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	187,340,242

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
	If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
	If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☑ Consolidated basis ☐ Both consolidated and separate basis			
c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	Yes	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
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	Yes	
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	Yes	

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
GEISINGER HEALTH PLAN

Employer identification number
23-2311553

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 can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ 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 education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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 XIII 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 XIII Check here if the explanation has been provided in Part XIII . . . . . ☐

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

		(a) Current year	(b) Prior year	(b) (c) Two years back	(d) Three years back	(e) Four years back
1a	Beginning of year balance					
b	Contributions					
c	Net investment earnings, gains, and losses					
d	Grants or scholarships					
e	Other expenditures for facilities and programs					
f	Administrative expenses					
g	End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a Board designated or quasi-endowment ▶
- b Permanent endowment ▶
- c Temporarily restricted endowment ▶

The percentages in lines 2a, 2b, and 2c should equal 100%

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 XIII 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		429,575		429,575
b Buildings		11,823,491	1,911,721	9,911,770
c Leasehold improvements		1,026,963	205,819	821,144
d Equipment		613,157	430,393	182,764
e Other		1,502,440	102,321	1,400,119
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				12,745,372

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		
Other		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶		

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) must equal Form 990, Part X, col (B) line 13)* ▶		

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

(a) Description	(b) Book value
Total. *(Column (b) must equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	

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

1 (a) Description of liability	(b) Book value
Federal income taxes	
PA MANAGED CARE GROSS RECEIPTS TAX	3,872,175
DUE TO AFFILIATES	639,211
MEDICAL LEGAL CLAIMS ALLOWANCE	342,000
OTHER LIABILITIES	198,952
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	5,052,338

2. Fin 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII ☐

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
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 XIII)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	

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

1	Total expenses and losses per audited financial statements			1	
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 XIII)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c.** (This must equal Form 990, Part I, line 18)			5	

Part XIII Supplemental Information

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

Identifier	Return Reference	Explanation
SUPPLEMENTAL FINANCIAL INFORMATION	SCHEDULE D, PAGE 4, PART XIII	EFFECTIVE JULY 1, 2007, GEISINGER HEALTH SYSTEM(1) ("GHS") ADOPTED FASB INTERPRETATION NO 48, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, AN INTERPRETATION OF FASB STATEMENT NO 109 ("FIN 48") FIN 48 CLARIFIES THE ACCOUNTING AND REPORTING FOR INCOME TAXES WHERE INTERPRETATION OF THE TAX LAW MAY BE UNCERTAIN FIN 48 PRESCRIBES A COMPREHENSIVE MODEL FOR THE FINANCIAL STATEMENT RECOGNITION, MEASUREMENT, PRESENTATION AND DISCLOSURE OF INCOME TAX UNCERTAINTIES WITH RESPECT TO POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN INCOME TAX RETURNS THE ADOPTION OF FIN 48 HAD NO IMPACT ON UNRESTRICTED NET ASSETS AS OF JUNE 30, 2013 OR ANY PREVIOUS YEARS SINCE ADOPTION ACCORDINGLY, NO FIN 48 FOOTNOTE DISCLOSURE WAS MADE IN THE JUNE 30, 2013 GHS CONSOLIDATED FINANCIAL STATEMENTS (1) THROUGHOUT THIS DOCUMENT, THE ACRONYM "GHS" OR THE TERMS "SYSTEM", "GEISINGER", OR "GEISINGER HEALTH SYSTEM" SHALL REFER TO THE ENTIRE HEALTHCARE SYSTEM COMPRISED OF THE GEISINGER HEALTH SYSTEM FOUNDATION ("THE FOUNDATION") AS PARENT AND ALL SUBSIDIARY CORPORATE ENTITIES COMPRISING THE SYSTEM

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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

2012

Open to Public Inspection

Name of the organization
GEISINGER HEALTH PLAN

Employer identification number
23-2311553

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 or provision of all of the expenses described above? If "No," complete Part III to explain	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III ☐ Compensation committee ☐ Written employment contract ☐ Independent compensation consultant ☐ Compensation survey or study ☐ Form 990 of other organizations ☐ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
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 Regulations 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 duplicate copies if additional space is needed.

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

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

(A) Name and Title	**(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 as deferred in prior Form 990
	(i) Base compensation	**(ii)** Bonus & incentive compensation	**(iii)** Other reportable compensation				
See Additional Data Table							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II
Also complete this part for any additional information

Identifier	Return Reference	Explanation
SEVERANCE, NONQUALIFIED, AND EQUITY-BASED PAYMENTS	SCHEDULE J, PAGE 1, PART I, LINE 4	ALFRED S CASALE, M D , FACC, FACS 0 75,612 0 FRANK J TREMBULAK 0 276,507 0 KEVIN F BRENNAN, CPA, FHFMA 0 247,768 0
OTHER ADDITIONAL INFORMATION	SCHEDULE J, PART III	PART I, LINE 4B - SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN COMPENSATION FOR ELIGIBLE EMPLOYEES MAY BE DEFERRED TO A 457(F) NONQUALIFIED PLAN THAT VESTS WITH COMPLETION OF SERVICE, DEATH AND/OR PERMANENT DISABILITY _____ FOOTNOTE _____ THROUGHOUT FORM 990, THE TERMS "GEISINGER HEALTH SYSTEM" AND "SYSTEM" OR THE ACRONYM "GHS" SHALL REFER TO THE ENTIRE HEALTHCARE SYSTEM COMPRISED OF GEISINGER HEALTH SYSTEM FOUNDATION ("THE FOUNDATION") AS PARENT AND ALL SUBSIDIARY CORPORATIONS COMPRISING THE SYSTEM

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 23-2311553
Name: GEISINGER HEALTH PLAN

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
ALFRED S CASALE MD FACC FACS	(I) (II)	665,111	234,050	105,614	86,597	22,384	1,113,756	75,612
DUANE E DAVIS MD	(I) (II)	429,430	216,332	50,115	18,096	14,413	728,386	
JONATHAN P HOSEY MD	(I) (II)	255,540	37,956	24,846	18,096	16,943	353,381	
JOSEPH J MOWAD MD	(I) (II)	308,076	9,010	50,317	42,096	13,368	422,867	
GLENN D STEELE JR MD PHD	(I) (II)	1,021,563	920,000	120,993	388,588	29,866	2,481,010	
FRANK J TREMBULAK	(I) (II)	592,806	305,296	347,250	203,077	13,790	1,462,219	274,280
DAVID J FELICIO ESQUIRE	(I) (II)	313,540	152,506	46,635	120,520	20,139	653,340	
DAVID J WEADER ESQUIRE	(I) (II)	204,681	54,441	2,705	18,096	17,835	297,758	
KEVIN F BRENNAN CPA FHFMA	(I) (II)	501,671	290,967	286,688	181,114	21,073	1,281,513	247,768
GEORGE A SCHNEIDER	(I) (II)	310,128	106,002	30,190	18,096	17,429	481,845	
KEVIN J KERESTUS CIA	(I) (II)	179,748	48,224	5,025	16,563	19,942	269,502	
JEAN HAYNES	(I) (II)	201,178		43,025	174,906	10,590	429,699	

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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, line 38a or 40b.**

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

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2012

Open to Public Inspection

Name of the organization
GEISINGER HEALTH PLAN

Employer identification number
23-2311553

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) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected? Yes	No

2 Enter the amount of tax incurred by 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-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

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

Part III Grants or Assistance Benefitting Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

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

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

Part V Supplemental Information

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

Identifier	Return Reference	Explanation
ADDITIONAL INFORMATION	SCHEDULE L PART V	GEISINGER HEALTH PLAN GHP IS CLOSELY AFFILIATED WITH SEVERAL OTHER ORGANIZATIONS IN THE NORMAL COURSE OF OPERATIONS OF THESE AFFILIATED ORGANIZATIONS THERE ARE NUMEROUS INTERORGANIZATIONAL TRANSACTIONS WHICH MAY INCLUDE SALES EXCHANGES AND LEASE OF PROPERTY EXTENSIONS OF CREDIT FURNISHING OF GOODS SERVICES AND FACILITIES AND TRANSFERS OF ASSETS THESE TYPES OF INTERORGANIZATIONAL TRANSACTIONS WERE DESCRIBED TO THE INTERNAL REVENUE SERVICE IRS IN A RULING APPLICATION AND WERE RECOGNIZED BY THE NATIONAL OFFICE OF THE IRS IN A SERIES OF PRIVATE LETTER RULINGS AS BEING ENTIRELY CONSISTENT WITH THE ORGANIZATIONS TAX EXEMPT STATUS THE FOLLOWING ORGANIZATIONS REPRESENT THE AFFILIATED FORPROFIT ORGANIZATIONS WITHIN THE GEISINGER HEALTH SYSTEM FOR WHOM BUSINESS TRANSACTIONS MUST BE DISCLOSED FOR PURPOSES OF SCHEDULE L PART IV TRANSACTIONS WITH INTERESTED PERSONS GEISINGER MEDICAL MANAGEMENT CORPORATION GEISINGER QUALITY OPTIONS INC GEISINGER INDEMNITY INSURANCE COMPANY INTERNATIONAL SHARED SERVICES INC MERIDIAN GEISINGER HEALTH NETWORK LLC THE FOLLOWING OFFICERS ANDOR DIRECTORS OF GEISINGER HEALTH PLAN MAY BE OFFICERS ANDOR DIRECTORS OF THESE ORGANIZATIONS HEATHER M ACKER WILLIAM H ALEXANDER ALFRED S CASALE MD DUANE E DAVIS MD KAREN E DAVIS PHD DAVID J FELICIO ESQUIRE EARL FOURA RICHARD A GRAFMYRE R BROOKS GRONLUND V CHRISTOPHER HOLCOMBE PE JONATHAN P HOSEY MD THOMAS H LEE JR MD JOHN D MORAN JR JOSEPH J MOWAD MD MARYLA PETERS SCRANTON DON A ROSINI GEORGE A SCHNEIDER WILLIAM E SORDONI CHRISTOPHER B SULLIVAN GLENN D STEELE MD PHD FRANK J TREMBULAK DAVID J WEADER ESQUIRE FOOTNOTE THROUGHOUT FORM 990 THE TERMS GEISINGER HEALTH SYSTEM AND SYSTEM OR THE ACRONYM GHS SHALL REFER TO THE ENTIRE HEALTHCARE SYSTEM COMPRISED OF GEISINGER HEALTH SYSTEM FOUNDATION THE FOUNDATION AS PARENT AND ALL SUBSIDIARY CORPORATIONS COMPRISING THE SYSTEM

Additional Data

Software ID:
Software Version:
EIN: 23-2311553
Name: GEISINGER HEALTH PLAN

Form 990, Schedule L, Part IV - Business Transactions Involving Interested Persons

(a) Name of interested person	**(b)** Relationship between interested person and the organization	**(c)** Amount of transaction	**(d)** Description of transaction	**(e)** Sharing of organization's revenues?	
				Yes	**No**
(1) GEISINGER MEDICAL MANAGEMENT CORP	BUSINESS	295,904	IC SHARED SERV REV		No
(2) GEISINGER MEDICAL MANAGEMENT CORP	BUSINESS	12,358,344	IC SHARED SERV EXP		No
(3) INTERNATIONAL SHARED SERVICES INC	BUSINESS	34,565	IC SHARED SERV EXP		No
(4) GEISINGER INDEMNITY INSURANCE COMP	BUSINESS	39,257,461	IC SHARED SERV REV		No
(5) GEISINGER QUALITY OPTIONS INC	BUSINESS	42,751,259	IC SHARED SERV REV		No
(6) MERIDIAN GEISINGER HLTH NETWORKLLC	BUSINESS	1,800,000	CAPITAL CONTRIBUTION		No
(7) MERIDIAN GEISINGER HLTH NETWORKLLC	BUSINESS	1,301,952	INC FOR SRVCS & SUPP		No

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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

2012

Open to Public Inspection

Name of the organization
GEISINGER HEALTH PLAN

Employer identification number
23-2311553

Identifier	Return Reference	Explanation
ORGANIZATION'S MISSION	FORM 990 - ORGANIZATION'S MISSION	GEISINGER HEALTH PLAN BENEFITS THE COMMUNITIES IT SERVES BY PROVIDING HIGHER QUALITY FOR EACH PERSONS HEALTH CARE DOLLAR THROUGH INNOVATIVE MODELS OF CARE AND COVERAGE THAT SUPPORT THE GEISINGER HEALTH SYSTEMS CHARITABLE MISSION

Identifier	Return Reference	Explanation
FIRST ACCOMPLISHMENT DESCRIPTION	FORM 990, PAGE 2, PART III, LINE 4A	I GENERAL INFORMATION GEISINGER HEALTH PLAN (GHP) IS A NONPROFIT ORGANIZATION THAT OPERATE S A HEALTH MAINTENANCE ORGANIZATION (HMO) BASED IN DANVILLE, PENNSYLVANIA GHP PROVIDES PR E-PAID MANAGED HEALTH CARE TO ITS MEMBERS AND IS A COST- EFFECTIVE ALTERNATIVE TO TRADITIO NAL INDEMNITY HEALTH INSURANCE AT THE END OF THE 2013 FISCAL YEAR, GHP WAS PREDOMINATELY PROVIDING MANAGED HEALTH CARE TO GOVERNMENT PROGRAMS INCLUDING 116,000 MEDICAID MEMBERS, 4 7,000 MEDICARE ADVANTAGE MEMBERS AND 9,000 CHIP MEMBERS IN ADDITION, GHP PROVIDED MANAGED HEALTH CARE TO 99,000 COMMERCIAL MEMBERS FOUNDED IN 1972, INCORPORATED IN 1984, AND INIT IALLY LICENSED BY THE DEPARTMENT OF INSURANCE IN 1985, GHP CURRENTLY OPERATES IN 43 CONTIG UOUS COUNTIES OF PREDOMINATELY RURAL CENTRAL AND NORTHEASTERN PENNSYLVANIA IN ADDITION, G HP CONTRACTS WITH MORE THAN 37,000 PROVIDERS AND 158 HOSPITALS GHP HAS BEEN RECOGNIZED AS ONE OF THE LARGEST RURAL HEALTH PLANS IN THE UNITED STATES AND HAS MAINTAINED THE HIGHEST LEVEL OF ACCREDITATION FROM THE NATIONAL COMMITTEE FOR QUALITY ASSURANCE (NCQA) SINCE 199 3 GHP IS RANKED AMONG THE TOP PRIVATE AND MEDICARE HEALTH PLANS NATIONALLY AND IS THE 1 M EDICARE PLANS IN PENNSYLVANIA IN THE 2013-2014 NATIONAL COMMITTEE FOR QUALITY ASSURANCE HE ALTH INSURANCE PLAN RANKINGS NEW FACILITIES AND MORE SERVICES BECAUSE GHP IS A NONPROFIT ORGANIZATION, REVENUES IN EXCESS OF THE COST OF THE HEALTH CARE PROVIDED TO MEMBERS ARE US ED TO IMPROVE FACILITIES AND SERVICES, INCREASE BENEFITS AND PROVIDE AFFORDABLE RATES GHP TYPICALLY MAKES ANNUAL CONTRIBUTIONS TO THE GEISINGER HEALTH SYSTEM FOUNDATION ("THE FOUN DATION") TO ENHANCE TEACHING, EDUCATION, AND RESEARCH PROJECTS THAT BENEFIT ALL PENNSYLVAN IANS THESE CONTRIBUTIONS ARE USED TO FUND THE DEVELOPMENT OF NEW FACILITIES AND TO ADD MO RE SERVICES TO OUR EXISTING HOSPITALS AND PHYSICIAN CLINICS THIS DIRECTLY SUPPORTS THE CH ARITABLE MISSION OF THE FOUNDATION AND IT'S CHARITABLE AFFILIATES BY MAKING IT POSSIBLE TO ENHANCE HEALTH CARE PROGRAMS AND SERVICES THROUGHOUT THE REGION WHILE IMPROVING THE AVAIL ABILITY OF CARE FOR PATIENTS IN OUR SERVICE AREA PROVIDING AFFORDABLE, HIGH QUALITY, COMP REHENSIVE HEALTH CARE AND BENEFITS INCREASES THE ACCESS OF CARE TO THOSE WHO MIGHT NOT OTH ERWISE BE ABLE TO AFFORD HEALTH CARE AND CONTRIBUTES TO THE QUALITY OF LIFE IN ALL OF THE COMMUNITIES WE SERVE GHP PROVIDES COMPREHENSIVE HEALTH CARE SERVICES ON A PREPAID BASIS T HROUGH AN INTEGRATED HEALTH CARE DELIVERY SYSTEM, WHICH PROVIDES HEALTH CARE TO THE COMMUN ITY AS A WHOLE AS PART OF AN INTEGRATED HEALTH SYSTEM, GHP IS ABLE TO CHANNEL EXPERIENCE, KNOWLEDGE AND FUNDS TO PURSUE UNIQUE PROJECTS WITH THE GEISINGER HEALTH SYSTEM NO OTHER ORGANIZATION IN THIS REGION HAS BOTH PROVIDER AND PAYER JOINED TOGETHER TO CREATE SYNERGIE S THAT IMPROVE THE HEALTH OF THE COMMUNITIES THAT WE SERVE GHP'S PROVENHEALTH NAVIGATOR(R) AND THE NORTHEAST COLLABORATIVE HEALTH NAVIGATOR IS A PARTNERSHIP BETWEEN PATIENTS, PRIM ARY CARE PROVIDERS AND GHP TO IMPROVE MEMBERS' HEALTH ALSO KNOWN AS A "MEDICAL HOME," GHP PROVIDES A CASE MANAGER WHO WORKS CLOSELY WITH THE MEMBER'S HEALTH-CARE PROVIDERS, THE ME MBER AND THEIR FAMILY BY COORDINATING CARE WITH HOSPITAL, SPECIALISTS, PHARMACISTS AND SKI LLED NURSING FACILITIES THE MODEL GEISINGER HEALTH SYSTEM EMPLOYS BLENDS ASPECTS OF A CHR ONIC CARE MODEL, A MEDICAL HOME MODEL AND A PATIENT-CENTERED PRIMARY CARE MODEL ADDITIONA L FUNCTIONAL COMPONENTS ARE INCLUDED, CREATING A NEW HEALTH CARE DELIVERY VEHICLE HEALTH NAVIGATOR ACTING AS THE FIRST-LINE CAREGIVER AND GUIDE, GEISINGER HEALTH PLAN NURSE CASE MANAGERS HELP PATIENTS NAVIGATE THE HEALTH-CARE SYSTEM THE KEY STRATEGY OF HEALTH NAVIGAT OR IS TO OFFER PATIENTS ACCESS TO A HEALTH NAVIGATOR CASE MANAGER 24 HOURS A DAY, 7 DAYS A WEEK THE PRIMARY CARE PRACTICE TEAM AND GHP, WORKING WITH THE PATIENT AT THE CENTER OF T HE SYSTEM, ACCEPT RESPONSIBILITY TO OPTIMIZE HEALTH STATUS FOR EVERY INDIVIDUAL AND TO MEE T PRE-ESTABLISHED QUALITY, EFFICIENCY, AND PATIENT SATISFACTION OUTCOMES TARGETS FOR THE P RACTICE POPULATION GHP IS ALSO PARTICIPATING IN THE NORTHEAST COLLABORATIVE OF THE PENNSY LVANIA CHRONIC CARE INITIATIVE THE CHRONIC CARE INITIATIVE, CREATED BY FORMER PENNSYLVANI A GOVERNOR EDWARD RENDELL, IS A STRATEGIC PLAN THAT CALLS FOR IMPLEMENTING THE CHRONIC CAR E MODEL IN ALL PRIMARY CARE PRACTICES ACROSS THE COMMONWEALTH USING GHP'S PROVENHEALTH NA VIGATOR PROGRAM AS A MODEL, THE NORTHEAST COLLABORATIVE PROMOTES STRONG COLLABORATION BY P ROVIDERS, PAYERS, AND PROFESSIONAL ORGANIZATIONS TO BENEFIT ALL PATIENTS IN NORTHEAST PENN SYLVANIA THE INITIATIVE INCORPORATES GHP'S PRIMARY CARE MEDICAL HOME STANDARDS AND OUR US E OF CASE MANAGERS AS A VALIDATION TOOL THAT PRACTICES ARE TRANSFORMING THEIR CARE DELIVER Y TO EFFECTIVELY MANAGE CHRONICALLY ILL PATIENTS THE NORTHEAST COLLABORATIVE IS ONE OF SE VEN REGIONAL LEARNING COLLABORATIVES UNDERWAY ACROSS THE COMMONWEALTH IN FISCAL YEAR 2013 , GHP'S UNREIMBURSED COST OF PROVIDING HEALTH NAVI

Identifier	Return Reference	Explanation
FIRST ACCOMPLISHMENT DESCRIPTION	FORM 990, PAGE 2, PART III, LINE 4A	GATOR'S SERVICES TO OUR MEMBERS WAS 13 7 MILLION ADDITIONALLY, 6 2 MILLION WAS USED TO SU PPORT NON- MEMBERS'PARTICIPANTION IN THE HEALTHNAVIGATOR PROGRAM IN ADDITION, GHP PAID 11 ,605 TOWARD THE NORTHEAST COLLABORATIVE INITIATIVE PROVENCARE(R)- CHRONIC DISEASE GEISING ER HEALTH SYSTEM IDENTIFIED THE MOST COMMON CHRONIC DISEASES (DIABETES, CORONARY ARTERY DI SEASE, CONGESTIVE HEART FAILURE) AND ADULT PREVENTION TREATMENTS (IMMUNIZATIONS, COLONOSCO PIES, ETC) USING EVIDENCE-BASED BEST PRACTICES, CARE WAS "BUNDLED" INTO THE MOST EFFECTIV E TREATMENT CARE IS MEASURED BY MEETING 100% OF THE BUNDLE REQUIREMENTS, AS TRACKED OVER TIME. THERE HAS BEEN SIGNIFICANT IMPROVEMENT IN MEETING MORE OF THE BUNDLE REQUIREMENTS FO R ITS BUNDLES OF CARE PROVENCARE(R)-ACUTE EPISODIC CARE (THE "WARRANTY") BEGINNING WITH C ORONARY ARTERY BYPASS GRAFTS (CABG), THE PROCESS INCLUDES IDENTIFY ING HIGH-VOLUME DRGS, DE TERMINING BEST PRACTICE TECHNIQUES, AND DELIVERING EVIDENCE-BASED CARE WORKING WITH GHP, THE GEISINGER HEALTH SYSTEM CLINICAL ENTERPRISE ESTABLISHED A GLOBAL FEE THAT INCLUDES PRE -OPERATIVE CARE, HOSPITALIZATION, PHYSICIAN FEES, REHABILITATION, AND ANY CARE (ADMISSIONS DUE TO COMPLICATIONS) RELATED TO THE SURGERY WITHIN 90 DAYS THIS ADDITIONAL CARE IS NOT CHARGED (IF THEY ARE SEEN AT A GEISINGER HEALTH SYSTEM FACILITY) THIS "WARRANTED" CARE HA S BEEN VERY SUCCESSFUL AND WRITTEN UP IN THE NEW YORK TIMES AND PUBLISHED IN THE ANNALS OF SURGERY IN ADDITION TO CABG, GEISINGER HEALTH SYSTEM NOW HAS PROGRAMS FOR ANGIOPLASTY WI TH AN ACUTE MY OCARDIAL INFARCTION (HEART ATTACK), HIP REPLACEMENT, CATARACTS, ERY THROPOIET IN (EPO) - A DRUG USED FOR KIDNEY PATIENTS, PERINATAL CARE, LOW BACK PAIN AND BARIATRIC SU RGERY TRANSITIONS OF CARE BEGUN IN JANUARY 2008, THIS PROGRAM IS A JOINT QUALITY/EFFICIEN CY INITIATIVE THAT COMPLEMENTS HEALTH NAVIGATOR IT SMOOTHES OUT THE TRANSITION OF CARE AS A PATIENT MOVES FROM INPATIENT THROUGH OUTPATIENT SETTINGS TO DATE, IT HAS BEEN FOCUSED ON NARROW POPULATIONS SUCH AS MEMBERS WHO HAVE HEART FAILURE IT HAS SUCCESSFULLY REDUCED READMISSIONS, PROGRAM EXPANSION IS PLANNED ELECTRONIC HEALTH RECORD (EHR) GEISINGER HEALT H SYSTEM IS ON THE FOREFRONT IN THE DEVELOPMENT AND USE OF THE EHR GHP HELPED SUPPORT THE 100 MILLION INVESTED IN THE EHR OVER THE LAST SEVERAL Y EARS THE POSSIBILITIES FOR IMPROV ING THE QUALITY OF CARE WITH THE EHR ARE ENDLESS CURRENTLY, GHP USES THE EHR TO COMMUNICA TE WITH MEMBERS WHO ARE INVOLVED IN MEDICAL OR DISEASE MANAGEMENT PROGRAMS AND THEIR PHYSI CIANS GEISINGER HEALTH SYSTEM ALSO ALLOWS COMMUNITY HOSPITALS AND PHYSICIANS TO ACCESS PA TIENT INFORMATION DISEASE AND CASE MANAGEMENT SERVICES TO IMPROVE THE HEALTH OF MEMBERS, GHP PROVIDES DISEASE AND CASE MANAGEMENT PROGRAMS AND SERVICES TO COORDINATE CARE FOR THOS E WITH CHRONIC CONDITIONS THE PROGRAMS ARE FOCUSED ON CONGESTIVE HEART FAILURE, HY PERTENS ION, DIABETES, CORONARY ARTERY DISEASE, OSTEOPOROSIS, CHRONIC OBSTRUCTIVE PULMONARY DISEAS E, CHRONIC KIDNEY DISEASE, ASTHMA, TOBACCO CESSATION AND WEIGHT MANAGEMENT THESE IN-DEPTH PROGRAMS WERE THE RESULT OF A COLLABORATION OF EXPERTISE BETWEEN GHP AND PROVIDERS IN THE GEISINGER HEALTH SYSTEM AND HAVE ATTAINED NATIONAL RECOGNITION BY HEALTH MANAGEMENT ORGAN IZATIONS AND INDUSTRY GROUPS THE SUCCESS OF THIS COLLABORATION IS ONE EXAMPLE OF HOW THIS UNIQUE RELATIONSHIP CAN BENEFIT THE COMMUNITY SILVER SNEAKERS MEMBERS ENROLLED IN GHP'S MEDICARE ADVANTAGE PLANS ARE OFFERED FITNESS PROGRAMS AT NO ADDITIONAL COST, DEPENDING ON THE PLAN SELECTED THE SILVER SNEAKERS PROGRAM PROVIDES MEMBERS WITH A FREE FITNESS CENTER MEMBERSHIP, CUSTOMIZED FITNESS CLASSES DESIGNED FOR OLDER ADULTS, HEALTH EDUCATION SEMINA RS AND SOCIAL EVENTS THE UNREIMBURSED COST OF PROVIDING THE SILVER SNEAKERS PROGRAM TO SE NIORS WITHIN THE COMMUNITIES WAS 2,509,836 HEALTH FAIRS, EDUCATIONAL PROGRAMS, AND EDUCAT IONAL MATERIALS THROUGH HEALTH FAIRS AND EDUCATIONAL PROGRAMS, GHP EMPLOYEES PROVIDE THE P UBLIC INFORMATION ON TOPICS SUCH AS MEDI

Identifier	Return Reference	Explanation
ADDITIONAL INFORMATION	FORM 990, PART V	FORM 990, PART V, LINE 1A ENTER THE NUMBER REPORTED IN BOX 3 OF FORM 1096, ANNUAL SUMMARY AND TRANSMITTAL OF U S INFORMATION RETURNS GEISINGER SYSTEM SERVICES (GSS), AN AFFILIATE OF THE ORGANIZATION, PROVIDES A CENTRALIZED ACCOUNTS PAYABLE FUNCTION FOR ALL ORGANIZATIONS OF THE GEISINGER HEALTH SYSTEM AS THE ACCOUNTS PAYABLE PROCESSOR, GSS PREPARES AND FILES FORM 1099 UNDER ITS EIN FOR CERTAIN REPORTABLE PAYMENTS OF THE FILING ORGANIZATION THE NUMBER OF FORM 1099'S FILED BY GSS FOR THE 2012 REPORTING PERIOD ON BEHALF OF ITSELF AND ITS AFFILIATES WAS 1,386 THE RESPONSE ENTERED ON LINE 1A FOR THE ORGANIZATION INCLUDES ONLY THOSE FORM 1099'S FILED UNDER THE ORGANIZATION'S EIN IT DOES NOT INCLUDE THOSE FILED BY GSS ON ITS BEHALF

Identifier	Return Reference	Explanation
ADDITIONAL INFORMATION	FORM 990, PART VI	FORM 990, PART I, SECTION A, LINE 4 FORM 990, PART VI, SECTION A, LINE 1B ENTER THE NUMBER OF VOTING MEMBERS THAT ARE INDEPENDENT BASED ON THE FORM 990 DEFINITION OF "INDEPENDENCE" AS IT RELATES TO VOTING MEMBERS OF THE GOVERNING BODY, SIX VOTING MEMBERS ARE NOT INDEPENDENT BECAUSE THEY ARE COMPENSATED AS EMPLOYEES OF RELATED TAX-EXEMPT ORGANIZATIONS INCLUDING THE VOTING MEMBERS DESCRIBED ABOVE, A TOTAL OF SEVENTEEN VOTING MEMBERS OF THE GOVERNING BODY ARE ALSO VOTING MEMBERS OF RELATED TAXABLE ORGANIZATIONS FOR WHICH BUSINESS TRANSACTIONS, BETWEEN GHP AND THE RELATED TAXABLE ORGANIZATIONS, ARE REPORTED ON SCHEDULE L, PART VI HOWEVER, IF THE RELATED TAXABLE ORGANIZATIONS WERE REQUIRED TO FILE SCHEDULE L, THESE TRANSACTIONS WOULD NOT BE OF A TYPE THAT WOULD BE REPORTABLE ON THEIR SCHEDULE L IN ADDITION, THESE VOTING MEMBERS ARE NOT COMPENSATED BY THE RELATED TAXABLE ORGANIZATIONS FOR WHICH TRANSACTIONS ARE DISCLOSED IN SCHEDULE L, PART IV, DO NOT HAVE AN OWNERSHIP INTEREST IN OR RECEIVE ANY ECONOMIC BENEFIT FROM THE ACTIVITIES OF THESE RELATED TAXABLE ORGANIZATIONS, RECEIVE NO PRIVATE INUREMENT / PRIVATE BENEFIT FROM THE TRANSACTIONS WITH THE RELATED TAXABLE ORGANIZATIONS AND THE VOTING MEMBERS OF THE GOVERNING BODY ABSTAIN FROM VOTING AND ARE ABSENT FROM BOARD DELIBERATIONS AND DECISIONS ON MATTERS IF A CONFLICT EXISTS REFER TO THE RESPONSE FOR FORM 990, PART VI, SECTION B, QUESTION 12A, 12B, AND 12C REGARDING THE GEISINGER HEALTH SYSTEM CONFLICTS OF INTEREST POLICY, DISCLOSURE, AND ENFORCEMENT FORM 990, PART VI, SECTION A, LINE 2 DID ANY OFFICER, DIRECTOR, TRUSTEE, OR KEY EMPLOYEE HAVE A FAMILY RELATION- SHIP OR BUSINESS RELATIONSHIP WITH ANY OTHER OFFICER, DIRECTOR, TRUSTEE, OR KEY EMPLOYEE? GLENN D STEELE, JR M D , PH D , DAVID J FELICIO, ESQUIRE, FRANK J TREMBULAK, DAVID J WEADER, ESQUIRE, WILLIAM H ALEXANDER, HEATHER M ACKER, ALFRED S CASALE, M D , KAREN E DAVIS, PH D , RICHARD A GRAFMYRE, R BROOKS GRONLUND, WILLIAM E SORDONI, V CHRIS HOLCOMBE, JONATHAN P HOSEY, M D , THOMAS H LEE, JR , M D , JOHN D MORAN, JR , JOSEPH J MOWAD, M D , DON A ROSINI, MARY LA PETERS SCRANTON, GEORGE A SCHNEIDER, DUANE E DAVIS, M D , EARL FOURA, AND CHRISTOPHER B SULLIVAN ALL HAVE A BUSINESS RELATIONSHIP WITH ONE ANOTHER BECAUSE THEY SERVE AS OFFICERS AND/OR DIRECTORS FOR ONE OR MORE FOR-PROFIT AFFILIATES OF GEISINGER HEALTH PLAN ALL OF THE AFFILIATES ARE A PART OF THE GEISINGER HEALTH SYSTEM

Identifier	Return Reference	Explanation
CLASSES OF MEMBERS OR STOCKHOLDERS	FORM 990, PAGE 6, PART VI, LINE 6	THE MEMBERS OF THE CORPORATION HAVE THE POWER AND AUTHORITY TO ELECT AND REMOVE DIRECTORS, ELECT AND REMOVE THE PRESIDENT AND FILL ANY VACANCY IN THE OFFICE OF THE PRESIDENT OF THE CORPORATION AND APPROVE AMENDMENTS TO THE CORPORATE BYLAWS THE MEMBERS ALSO HAVE THE RESERVE POWERS AS SET FORTH IN THE PENNSYLVANIA NONPROFIT CORPORATION LAW

Identifier	Return Reference	Explanation
ELECTION OF MEMBERS AND THEIR RIGHTS	FORM 990, PAGE 6, PART VI, LINE 7A	THE BOARD OF DIRECTORS OF THE CORPORATION SHALL SERVE AS THE GOVERNING BODY OF THE CORPORATION THE PRESIDENT OF THE CORPORATION SHALL BE A DIRECTOR BY REASON OF HOLDING SUCH OFFICE THE REMAINING DIRECTORS SHALL BE ELECTED BY THE MEMBERS AT THE ANNUAL MEETING OF THE MEMBERS THE MEMBERS OF THE CORPORATION MAY SERVE AS DIRECTORS AND DIRECTORS MAY SUCCEED THEMSELVES FROM TERM TO TERM VACANCIES ON THE BOARD OF DIRECTORS SHALL BE FILLED BY THE MEMBERS AT THEIR DISCRETION AT THE ANNUAL MEETING OF THE MEMBERS OR AT A SPECIAL MEETING CALLED FOR SUCH PURPOSE.

Identifier	Return Reference	Explanation
ORGANIZATION'S PROCESS USED TO REVIEW FORM 990	FORM 990, PAGE 6, PART VI, LINE 11B	ALL OFFICERS AND DIRECTORS WERE ELECTRONICALLY PROVIDED A FINAL COPY OF THE FORM 990 PRIOR TO FILING THE RETURN WITH THE IRS AN EXECUTIVE SUMMARY OF THE INFORMATION REPORTED ON THE RETURN IS PROVIDED TO ASSIST IN THE REVIEW IN ACCORDANCE WITH THE GEISINGER HEALTH SYSTEM FOUNDATION BOARD OF DIRECTOR'S FINANCE COMMITTEE CHARTER, STAFF PERIODICALLY REVIEWS THE GHS ORGANIZATIONS' FORM 990 FILINGS THE FORM 990 IS PREPARED BY THE GEISINGER HEALTH SYSTEM (GHS) TAX AND FINANCIAL REPORTING DEPARTMENTS WITH INFORMATION PROVIDED FROM FINANCE, TAX, HUMAN RESOURCES, LEGAL SERVICES AND OTHER RELEVANT DEPARTMENTS WITHIN THE GEISINGER HEALTH SYSTEM THE CHIEF FINANCIAL OFFICER (CFO) OF GHS AND THE INDIVIDUAL ORGANIZATIONS SENIOR FINANCIAL MANAGERS REVIEW THEIR RESPECTIVE FORM 990 PRIOR TO MAKING THE FINAL RETURN AVAILABLE TO THE BOARD IN ADDITION, THE CHIEF LEGAL OFFICER AND CHIEF HUMAN RESOURCE OFFICER OF GHS REVIEW THE INFORMATION DISCLOSED ON THE FORM 990 RELEVANT TO THEIR RESPECTIVE AREAS OF RESPONSIBILITY FOR PURPOSES OF THEIR ANNUAL AUDIT OF THE GHS CONSOLIDATED FINANCIAL STATEMENTS, INDEPENDENT AUDITORS REVIEW ALL FEDERAL TAX RETURNS FILED BY THE GHS ORGANIZATIONS TO IDENTIFY MATERIAL ITEMS, INCLUDING IF THERE ARE ANY UNCERTAIN TAX POSITIONS THAT MAY BE REQUIRED TO BE RECOGNIZED THE COMPANY HAD NO UNCERTAIN TAX POSITIONS REQUIRED TO BE REPORTED FOR FISCAL YEAR-ENDED JUNE 30, 2013

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

Identifier	Return Reference	Explanation
COMPENSATION PROCESS FOR TOP OFFICIAL	FORM 990, PAGE 6, PART VI, LINE 15A	THE PROCESS TO REVIEW AND APPROVE THE COMPENSATION OF GHS EMPLOYED BOARD DIRECTORS, OFFICERS AND EXECUTIVE MANAGEMENT IS DESIGNED TO SATISFY THE REBUTTABLE PRESUMPTION PROCEDURE AVAILABLE FOR INTERMEDIATE SANCTION PURPOSES THE PROCESS REQUIRES A REVIEW OF COMPENSATION DETERMINATIONS BY DISINTERESTED PARTIES, USE OF APPROPRIATE COMPARABILITY DATA AND CONTEMPORANEOUS DOCUMENTATION OF THE PROCESS ON AN ANNUAL BASIS AN INDEPENDENT, NATIONALLY RECOGNIZED COMPENSATION CONSULTANT COMPLETES A COMPARATIVE ASSESSMENT OF COMPENSATION FOR THE CEO AND SENIOR MANAGEMENT WITHIN GHS THE CONSULTANT'S REPORT IS PRESENTED TO THE MANAGEMENT AND COMPENSATION COMMITTEE PRIOR TO ANY COMPENSATION ADJUSTMENT THE REPORT SUPPORTS THE RIGOROUS REVIEW COMPLETED BY THE MANAGEMENT AND COMPENSATION COMMITTEE TO ENSURE THAT THE PROGRAM IS RESPONSIBLE TO THE GEISINGER CHARITABLE MISSION, REFLECTS REASONABLE COMPENSATION WITHIN THE NONPROFIT MARKET AND IS COMPLIANT WITH THE IRS'S INTERMEDIATE SANCTION REQUIREMENTS THE SURVEY DATA IN THE COMPARATIVE ANALYSIS IS CAPTURED FOR FUNCTIONALLY COMPARABLE POSITIONS IN MULTIPLE SIMILAR NONPROFIT ORGANIZATIONS AND REFLECTS TOTAL REMUNERATION PROVIDED IN THE MARKET ALL SURVEYS ARE CONDUCTED BY THIRD PARTY ORGANIZATIONS AND NOT CONDUCTED AT THE SPECIFIC DIRECTION OF GEISINGER ANY COMPENSATION ADJUSTMENTS ARE APPROVED BY MANAGEMENT AND COMPENSATION COMMITTEE PRIOR TO THE EFFECTIVE DATE OF THE PAYMENT THE MANAGEMENT AND COMPENSATION COMMITTEE AT ITS SOLE DISCRETION MAY POSITIVELY OR NEGATIVELY ADJUST ANY RECOMMENDED COMPENSATION

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

Identifier	Return Reference	Explanation
GOVERNING DOCUMENTS DISCLOSURE EXPLANATION	FORM 990, PAGE 6, PART VI, LINE 19	THE MISSION STATEMENT IS AVAILABLE ON THE GEISINGER HEALTH SYSTEM WEBSITE AT WWW GEISINGER ORG THE ANNUAL REPORT FOR GEISINGER HEALTH SYSTEM, CONTAINING COMMUNITY BENEFIT INFORMATION, CONSOLIDATED FINANCIAL INFORMATION AND OTHER INFORMATION, ARE AVAILABLE ON THE GEISINGER HEALTH SYSTEM WEBSITE GO TO WWW GEISINGER ORG/ABOUT/MISSION HTML AND SELECT 2013 ANNUAL REPORT FINANCIAL STATEMENTS, THE COMPLETE FORM 990 AND FORM 990-T, THE CONFLICTS OF INTEREST POLICY, AND OTHER GOVERNING DOCUMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST

Identifier	Return Reference	Explanation
ADDITIONAL INFORMATION	FORM 990, PART VIII	FORM 990, PART VIII, LINE 2B THE IC SUPPORT SERVICE REVENUE REPRESENTS REVENUE FROM INTERCOMPANY MANAGEMENT, ADMINISTRATIVE, AND CONSULTING SERVICES PROVIDED TO RELATED TAXABLE ORGANIZATIONS THE ORGANIZATION AND RELATED TAXABLE ORGANIZATIONS ARE ALL CONTROLLED BY GEISINGER HEALTH SYSTEM FOUNDATION THE SERVICES, PROVIDED AT OR BELOW COST, ARE PERFORMED WITHOUT A PROFIT MOTIVE TO PROMOTE THE EFFICIENT OPERATION OF THE GEISINGER HEALTH SYSTEM IN CARRYING OUT ITS CHARITABLE MISSION THE SERVICES ARE NOT OFFERED TO UNRELATED ORGANIZATIONS OR TO THE GENERAL PUBLIC UNDER IRS ADVISORY DATED MARCH 7, 2014, THESE INTERCOMPANY SHARED SERVICES ARE NOT INCLUDED IN THE DEFINITION OF UNRELATED BUSINESS INCOME AND SHOULD NOT TO BE INCLUDED ON FORM 990-T DUE TO THE ABSENCE OF THE FOLLOWING TWO CONDITIONS (1) THE SERVICES MUST BE ABOVE COST OR AT FAIR MARKET VALUE, AND (2) THERE MUST BE A PROFIT MOTIVE.

Identifier	Return Reference	Explanation
OTHER FEES FOR SERVICES	FORM 990, PART IX, LINE 11G	OUTSIDE PURCHASED SERVICES 87,400,580 26,782,139 0 BROKER FEES 14,425,295 0 0 CONSULTING FEES 1,902,399 11,695,113 0 COST CONTAINMENT 663,237 264,474 0 PHARMACY ADMINISTRATION FEES 2,102,386 0 0 REPAIRS 3,149 31,489 0 OTHER 79,722 190,748 0 RECRUITMENT 56,429 100,906 0 CLAIMS PROCESSING 0 1,575,254 0

Identifier	Return Reference	Explanation
ADDITIONAL INFORMATION	FORM 990, PART XII	FORM 990, PART XII, LINE 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? FEDERAL AWARDS ARE AUDITED AS A PART OF THE GEISINGER HEALTH SYSTEM'S CONSOLIDATED REPORT ON FEDERAL AWARDS IN ACCORDANCE WITH OMB CIRCULAR A-133 FOOTNOTE THROUGHOUT FORM 990, THE TERMS "GEISINGER HEALTH SYSTEM" AND "SYSTEM" OR THE ACRONYM "GHS" SHALL REFER TO THE ENTIRE HEALTHCARE SYSTEM COMPRISED OF GEISINGER HEALTH SYSTEM FOUNDATION ("THE FOUNDATION") AS PARENT AND ALL SUBSIDIARY CORPORATIONS COMPRISING THE SYSTEM

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
GEISINGER HEALTH PLAN

Employer identification number
23-2311553

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

(a) Name, address, and EIN (if applicable) 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" to 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 entity? Yes	(g) No
See Additional Data Table							

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(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	
See Additional Data Table												

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to 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	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
See Additional Data Table									

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

		Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule			
1 During the tax year, did the 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 or **(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		No
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 Dividends from related organization(s)	1f		No
g Sale of assets to related organization(s)	1g		No
h Purchase of assets from related organization(s)	1h		No
i Exchange of assets with related organization(s)	1i		No
j Lease of facilities, equipment, or other assets to related organization(s)	1j		No
k Lease of facilities, equipment, or other assets from related organization(s)	1k	Yes	
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	Yes	
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	Yes	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		No
o Sharing of paid employees with related organization(s)	1o		No
p Reimbursement paid to related organization(s) for expenses	1p		No
q Reimbursement paid by related organization(s) for expenses	1q	Yes	
r Other transfer of cash or property to related organization(s)	1r		No
s Other transfer of cash or property from related organization(s)	1s		No

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
See Additional Data Table			

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to 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 section 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	

Software ID:
Software Version:
EIN: 23-2311553
Name: GEISINGER HEALTH PLAN

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation
ADDITIONAL INFORMATION	SCHEDULE R	FORM 990 SCHEDULE R PART V TRANSACTIONS WITH RELATED ORGANIZATIONS AS SHOWN IN THE RESPONSE TO FORM 990 SCHEDULE R GEISINGER HEALTH PLAN IS CLOSELY AFFILIATED WITH SEVERAL OTHER ORGANIZATIONS IN THE NORMAL COURSE OF THE OPERATIONS OF THESE AFFILIATED ORGANIZATIONS THERE ARE NUMEROUS INTER ORGANIZATIONAL TRANSACTIONS WHICH MAY INCLUDE SALES EXCHANGES AND LEASES OF PROPERTY EXTENSIONS OF CREDIT FURNISHING OF GOODS SERVICES AND FACILITIES AND TRANSFERS OF ASSETS THESE INTER ORGANIZATION TRANSACTIONS PROMOTE THE EFFICIENT OPERATION OF THE VARIOUS ORGANIZATIONS AND THE ATTAINMENT OF THEIR TAX EXEMPT PURPOSES THESE TYPES OF INTER ORGANIZATION TRANSACTIONS WERE DESCRIBED TO THE INTERNAL REVENUE SERVICE IN A RULING APPLICATION AND WERE RECOGNIZED BY THE NATIONAL OFFICE OF THE IRS IN A SERIES OF GHS PRIVATE RULINGS AS BEING ENTIRELY CONSISTENT WITH THE ORGANIZATIONS TAX EXEMPT STATUS

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations? Yes	(h) No	(i) Code V-UBI amount on Box 20 of K-1	(j) General or Managing Partner? Yes	(j) No	(k) Percentage ownership
KEYSTONE ACCOUNTABLE CARE ORG LLC 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 45-4475297	ACO	PA	N/A					No			No	
LIFESOURCE GEISINGER BLOOD CTR LLC 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 36-4718005	BLOOD COLL	PA	N/A					No			No	
MERIDIAN GEISINGER HLTH NTWRK LLC 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 45-5484165	ORG DL SYS	NJ	GHP	RELATED	-831,309	454,528		No			No	30 000 %
HEALTHSOUTH GHS LLC 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 72-1398803	PHY THERAP	PA	N/A					No			No	
EVANGELICAL-GEISINGER HEALTH LLC 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 46-0567687	HEALTHCARE	PA	N/A					No			No	
GEISINGER-SCA HOLDINGS LLC 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 46-1615328	HOLDING CO	DE	N/A					No			No	
LACKAWANNA PHYSICIANS AMB SURG CTR 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 23-3024998	HEALTHCARE	PA	N/A					No			No	
KEYSTONE ACCOUNTABLE CARE ORG LLC 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 45-4475297	ACO	PA	N/A					No			No	
LIFESOURCE GEISINGER BLOOD CTR LLC 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 36-4718005	BLOOD COLL	PA	N/A					No			No	
MERIDIAN GEISINGER HLTH NTWRK LLC 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 45-5484165	ORG DL SYS	NJ	GHP	RELATED	-831,309	454,528		No			No	30 000 %
HEALTHSOUTH GHS LLC 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 72-1398803	PHY THERAP	PA	N/A					No			No	
EVANGELICAL-GEISINGER HEALTH LLC 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 46-0567687	HEALTHCARE	PA	N/A					No			No	
GEISINGER-SCA HOLDINGS LLC 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 46-1615328	HOLDING CO	DE	N/A					No			No	
LACKAWANNA PHYSICIANS AMB SURG CTR 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 23-3024998	HEALTHCARE	PA	N/A					No			No	

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	(i) Section 512(b)(13) controlled entity?	
								Yes	No
GEISINGER ASSURANCE COMPANY LTD PO BOX 2196GT GRAND CAYMAN CJ 98-1016737	INSURANCE	CJ	N/A					Yes	
GEISINGER INDEMNITY INSURANCE COMP 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 23-2815174	HLTH INSUR	PA	N/A					Yes	
GEISINGER MEDICAL MANAGEMENT CORP 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 23-2077663	HOTEL/REST	PA	N/A					Yes	
GEISINGER QUALITY OPTIONS INC 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 20-4275139	HLTH INSUR	PA	N/A					Yes	
INTERNATIONAL SHARED SERVICES INC 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 23-2159597	COMPUTER	PA	N/A					Yes	
XG HEALTH SOLUTIONS INC 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 46-1657345	CONSULTING	DE	N/A					Yes	
GEISINGER ASSURANCE COMPANY LTD PO BOX 2196GT GRAND CAYMAN CJ 98-1016737	INSURANCE	CJ	N/A					Yes	
GEISINGER INDEMNITY INSURANCE COMP 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 23-2815174	HLTH INSUR	PA	N/A					Yes	
GEISINGER MEDICAL MANAGEMENT CORP 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 23-2077663	HOTEL/REST	PA	N/A					Yes	
GEISINGER QUALITY OPTIONS INC 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 20-4275139	HLTH INSUR	PA	N/A					Yes	
INTERNATIONAL SHARED SERVICES INC 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 23-2159597	COMPUTER	PA	N/A					Yes	
XG HEALTH SOLUTIONS INC 100 NORTH ACADEMY AVENUE MC 49-70 DANVILLE, PA 17822 46-1657345	CONSULTING	DE	N/A					Yes	

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
BLOOMSBURG PHYSICIANS SERVICES	L	91,341	GAAP
BLOOMSBURG PHYSICIANS SERVICES	M	287,613	GAAP
COLUMBIA-MONTOUR HOME HEALTH SVC	L	94,815	GAAP
COLUMBIA-MONTOUR HOME HEALTH SVC	M	143,566	GAAP
COMMUNITY MEDICAL CENTER	M	19,298,545	GAAP
COMMUNITY MEDICAL CENTER	L	5,488,053	GAAP
COMMUNITY MEDICAL CARE INC	M	449,381	GAAP
GEISINGER CLINIC	M	164,610,856	GAAP
GEISINGER COMMUNITY HEALTH SERVICES	M	6,641,231	GAAP
GEISINGER INDEMNITY INSURANCE CO	Q	39,257,461	GAAP
GEISINGER MEDICAL CENTER	M	159,008,416	GAAP
GEISINGER MEDICAL MANAGEMENT CORP	M	12,358,344	GAAP
GEISINGER MEDICAL MANAGEMENT CORP	Q	295,904	GAAP
GEISINGER QUALITY OPTIONS INC	Q	42,751,259	GAAP
GEISINGER SYSTEM SERVICES	L	104,868,404	GAAP
GEISINGER SYSTEM SERVICES	Q	32,132,876	GAAP
GEISINGER SYSTEM SERVICES	M	92,072,822	GAAP
GEISINGER SYSTEM SERVICES	K	201,258	FMV
GEISINGER WYOMING VALLEY MED CTR	M	78,047,841	GAAP
GEISINGER-BLOOMSBURG HEALTHCARE CTR	L	470,383	GAAP
GEISINGER-BLOOMSBURG HEALTHCARE CTR	M	847,039	GAAP
GEISINGER-BLOOMSBURG HOSPITAL	L	1,734,649	GAAP
GEISINGER-BLOOMSBURG HOSPITAL	M	5,198,107	GAAP
MOUNTAIN VIEW NURSING HOME INC	L	943,027	GAAP
MOUNTAIN VIEW NURSING HOME INC	M	538,219	GAAP

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
MERIDIAN GEISINGER HLTH NTWRK LLC	B	1,800,000	FMV
MERIDIAN GEISINGER HLTH NTWRK LLC	L	1,301,952	GAAP
INTERNATIONAL SHARED SERVICES INC	M	34,565	GAAP
BLOOMSBURG PHYSICIANS SERVICES	L	91,341	GAAP
BLOOMSBURG PHYSICIANS SERVICES	M	287,613	GAAP
COLUMBIA-MONTOUR HOME HEALTH SVC	L	94,815	GAAP
COLUMBIA-MONTOUR HOME HEALTH SVC	M	143,566	GAAP
COMMUNITY MEDICAL CENTER	M	19,298,545	GAAP
COMMUNITY MEDICAL CENTER	L	5,488,053	GAAP
COMMUNITY MEDICAL CARE INC	M	449,381	GAAP
GEISINGER CLINIC	M	164,610,856	GAAP
GEISINGER COMMUNITY HEALTH SERVICES	M	6,641,231	GAAP
GEISINGER INDEMNITY INSURANCE CO	Q	39,257,461	GAAP
GEISINGER MEDICAL CENTER	M	159,008,416	GAAP
GEISINGER MEDICAL MANAGEMENT CORP	M	12,358,344	GAAP
GEISINGER MEDICAL MANAGEMENT CORP	Q	295,904	GAAP
GEISINGER QUALITY OPTIONS INC	Q	42,751,259	GAAP
GEISINGER SYSTEM SERVICES	L	104,868,404	GAAP
GEISINGER SYSTEM SERVICES	Q	32,132,876	GAAP
GEISINGER SYSTEM SERVICES	M	92,072,822	GAAP
GEISINGER SYSTEM SERVICES	K	201,258	FMV
GEISINGER WYOMING VALLEY MED CTR	M	78,047,841	GAAP
GEISINGER-BLOOMSBURG HEALTHCARE CTR	L	470,383	GAAP
GEISINGER-BLOOMSBURG HEALTHCARE CTR	M	847,039	GAAP
GEISINGER-BLOOMSBURG HOSPITAL	L	1,734,649	GAAP

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
GEISINGER-BLOOMSBURG HOSPITAL	M	5,198,107	GAAP
MOUNTAIN VIEW NURSING HOME INC	L	943,027	GAAP
MOUNTAIN VIEW NURSING HOME INC	M	538,219	GAAP
MERIDIAN GEISINGER HLTH NTWRK LLC	B	1,800,000	FMV
MERIDIAN GEISINGER HLTH NTWRK LLC	L	1,301,952	GAAP
INTERNATIONAL SHARED SERVICES INC	M	34,565	GAAP
BLOOMSBURG PHYSICIANS SERVICES	L	91,341	GAAP
BLOOMSBURG PHYSICIANS SERVICES	M	287,613	GAAP
COLUMBIA-MONTOUR HOME HEALTH SVC	L	94,815	GAAP
COLUMBIA-MONTOUR HOME HEALTH SVC	M	143,566	GAAP
COMMUNITY MEDICAL CENTER	M	19,298,545	GAAP
COMMUNITY MEDICAL CENTER	L	5,488,053	GAAP
COMMUNITY MEDICAL CARE INC	M	449,381	GAAP
GEISINGER CLINIC	M	164,610,856	GAAP
GEISINGER COMMUNITY HEALTH SERVICES	M	6,641,231	GAAP
GEISINGER INDEMNITY INSURANCE CO	Q	39,257,461	GAAP
GEISINGER MEDICAL CENTER	M	159,008,416	GAAP
GEISINGER MEDICAL MANAGEMENT CORP	M	12,358,344	GAAP
GEISINGER MEDICAL MANAGEMENT CORP	Q	295,904	GAAP
GEISINGER QUALITY OPTIONS INC	Q	42,751,259	GAAP
GEISINGER SYSTEM SERVICES	L	104,868,404	GAAP
GEISINGER SYSTEM SERVICES	Q	32,132,876	GAAP
GEISINGER SYSTEM SERVICES	M	92,072,822	GAAP
GEISINGER SYSTEM SERVICES	K	201,258	FMV
GEISINGER WYOMING VALLEY MED CTR	M	78,047,841	GAAP

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
GEISINGER-BLOOMSBURG HEALTHCARE CTR	L	470,383	GAAP
GEISINGER-BLOOMSBURG HEALTHCARE CTR	M	847,039	GAAP
GEISINGER-BLOOMSBURG HOSPITAL	L	1,734,649	GAAP
GEISINGER-BLOOMSBURG HOSPITAL	M	5,198,107	GAAP
MOUNTAIN VIEW NURSING HOME INC	L	943,027	GAAP
MOUNTAIN VIEW NURSING HOME INC	M	538,219	GAAP
MERIDIAN GEISINGER HLTH NTWRK LLC	B	1,800,000	FMV
MERIDIAN GEISINGER HLTH NTWRK LLC	L	1,301,952	GAAP
INTERNATIONAL SHARED SERVICES INC	M	34,565	GAAP
BLOOMSBURG PHYSICIANS SERVICES	L	91,341	GAAP
BLOOMSBURG PHYSICIANS SERVICES	M	287,613	GAAP
COLUMBIA-MONTOUR HOME HEALTH SVC	L	94,815	GAAP
COLUMBIA-MONTOUR HOME HEALTH SVC	M	143,566	GAAP
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COMMUNITY MEDICAL CENTER	L	5,488,053	GAAP
COMMUNITY MEDICAL CARE INC	M	449,381	GAAP
GEISINGER CLINIC	M	164,610,856	GAAP
GEISINGER COMMUNITY HEALTH SERVICES	M	6,641,231	GAAP
GEISINGER INDEMNITY INSURANCE CO	Q	39,257,461	GAAP
GEISINGER MEDICAL CENTER	M	159,008,416	GAAP
GEISINGER MEDICAL MANAGEMENT CORP	M	12,358,344	GAAP
GEISINGER MEDICAL MANAGEMENT CORP	Q	295,904	GAAP
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GEISINGER SYSTEM SERVICES	L	104,868,404	GAAP
GEISINGER SYSTEM SERVICES	Q	32,132,876	GAAP

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GEISINGER INDEMNITY INSURANCE CO	Q	39,257,461	GAAP
GEISINGER MEDICAL CENTER	M	159,008,416	GAAP
GEISINGER MEDICAL MANAGEMENT CORP	M	12,358,344	GAAP
GEISINGER MEDICAL MANAGEMENT CORP	Q	295,904	GAAP

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(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
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GEISINGER SYSTEM SERVICES	L	104,868,404	GAAP
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GEISINGER-BLOOMSBURG HOSPITAL	M	5,198,107	GAAP
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