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Part III

Statement of Program Service Accomplishments

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

☐ Yes ☒ No

1

Briefly describe the organization’s mission

PHOEBE RICHLAND HEALTH CARE CENTER IS AN AFFILIATED ENTITY OF PHOEBE MINISTRIES ITS MISSION ADHERES TO THE PHOEBE MINISTRIES' MISSION "A COMMUNITY OF FAITH, CALLED BY GOD, TO SERVE THE NEEDS AND TO ENHANCE THE LIVES OF OUR ELDER, THEIR FAMILIES AND THE BROADER COMMUNITY"

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ No

If “Yes,” describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

If “Yes,” describe these changes on Schedule O

4

Describe the organization’s program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 \$ 10,827,507 including grants of \$ 0) (Revenue \$ 12,416,894)

1) SKILLED NURSING - PROVIDE QUALITY NURSING CARE IN A COMFORTABLE HEALTH CARE CENTER PHOEBE RICHLAND SKILLED NURSING PROGRAM SERVED 391 INDIVIDUALS FOR THE YEAR ENDED JUNE 30, 2013 THEY HAD 42,561 SKILLED NURSING CARE CENSUS DAYS DURING THAT TIME, WHICH WAS APPROXIMATELY 97 17% OCCUPANCY ADDITIONALLY, 139,938 OF NURSING CARE HOURS WERE DEVOTED TO ACCOMPLISHING THIS PROGRAM SERVICE 2) INDEPENDENT LIVING - PROVIDE COMPREHENSIVE, INDEPENDENT LIVING SERVICES FOR AGING PEOPLE THE PHOEBE RICHLAND INDEPENDENT LIVING PROGRAM SERVED 3 INDIVIDUALS FOR THE YEAR ENDED JUNE 30, 2013 THEY OPERATED AT APPROXIMATELY 100% OCCUPANCY 3) CARE MANAGEMENT - PROVIDE AND COORDINATE QUALITY IN-HOME CARE/SERVICES ENABLING CLIENTS/RESIDENTS TO REMAIN INDEPENDENT THERE WAS AN AVERAGE OF 6 CLIENTS/RESIDENTS DURING THE FISCAL YEAR

4b

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

4c

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

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

PHOEBE RICHLAND PROVIDED CHARITY CARE, SUBSIDIES, AND OTHER SUPPORT OF THOSE IN NEED TO MANY OF THE PROGRAMS AND INDIVIDUALS IT SERVES UNCOMPENSATED CARE TOTALED \$1,667,176 IN 2013, INCLUDING SERVICES PROVIDED TO MEDICAID RESIDENTS WHOSE COSTS EXCEEDED MEDICAID REIMBURSEMENT

4d

Other program services (Describe in Schedule O)



















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

4e

Total program service expenses 10,827,507

Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I 	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II 	4 Yes	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III 	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9 Did the organization report an amount in Part X, line 21 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 Yes	
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 Yes	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII 	11c	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 Yes	
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? <i>If "Yes," complete Schedule I, Parts I and II</i>	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? <i>If "Yes," complete Schedule I, Parts I and III</i>	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? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		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? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 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.	30	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	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.	191	
2b	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).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		No
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		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?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	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?		No
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	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.		
13b	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.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to 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	16	
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			
1b	Enter the number of voting members included in line 1a, above, who are independent	14	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	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
7b	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		
8a	The governing body?	8a	Yes
8b	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
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	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
11b	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
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	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?		
15a	The organization's CEO, Executive Director, or top management official	15a	Yes
15b	Other officers or key employees of the organization	15b	Yes
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	PA
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> 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	REVENA ROSSI SR VP OF FINANCE 1925 TURNER ST ALLENTOWN, PA (610) 794-5012

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) ROBERT BERTOLETTE BOARD MEMBER	2.00	X						0	0	0
(2) WILLIAM C HACKER BOARD MEMBER	2.00	X						0	0	0
(3) MARTHA C DODGE CHAIRPERSON	2.00	X		X				0	0	0
(4) ALAN B MCFALL ESQ BOARD MEMBER	2.00	X						0	0	0
(5) REV ALAN C MILLER BOARD MEMBER	2.00	X						0	0	0
(6) ROBERT MILLER TREASURER	2.00	X		X				0	0	0
(7) REV DANIEL T MOSER II VICE CHAIRPERSON	2.00	X		X				0	0	0
(8) BRIAN R OTT ESQ BOARD MEMBER	2.00	X						0	0	0
(9) RONALD L RIDER BOARD MEMBER	2.00	X						0	0	0
(10) MITCHELL G POSSINGER BOARD MEMBER	2.00	X						0	0	0
(11) DR DEBORAH A SIEGER BOARD MEMBER	2.00	X						0	0	0
(12) CHARLES WILLIAMS BOARD MEMBER	2.00	X						0	0	0
(13) SCOTT R STEVENSON PRESIDENT/CEO/CFO	40.00	X		X				0	830,527	40,785
(14) PETER E FISHER MD MBA BOARD MEMBER	2.00	X						0	0	0
(15) DONALD A SEIBERT SECRETARY	2.00	X		X				0	0	0
(16) REV DR HILARY J BARRETT BOARD MEMBER	2.00	X						0	0	0
(17) LISA B FICHERA EVP & COO	40.00			X				0	352,592	37,994

Part VII

1b	Sub-Total	▼			
c	Total from continuation sheets to Part VII, Section A	▼			
d	Total (add lines 1b and 1c)	▼	109,057	1,413,939	110,096

2 Total number of individuals (including but not limited to those l
\$100,000 of reportable compensation from the organization▶1

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>	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)	(B)	(C)
Name and business address	Description of services	Compensation
CURA HOSPITALITY INC PO BOX 827276 PHILADELPHIA PA 19182	DIETARY SERVICES	937,684
ARAMARK HEALTHCARE SUPPORT SERVICES 24863 NETWORK PLACE CHICAGO IL 60673	HEALTHCARE SUPPORT	613,014
HOLLENBACH CONSTRUCTION INC PO BOX 507 BOYERTOWN PA 19512	CONSTRUCTION SERVICES	109,979

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 ▶3

Part VIII

Statement of Revenue

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

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	38,793			
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		38,793			
Program Service Revenue	2a	RESIDENT REVENUE	Business Code 623000	12,416,894	12,416,894		
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		12,416,894			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	6,166			6,166
4		Income from investment of tax-exempt bond proceeds					
5		Royalties					
6a		Gross rents	(i) Real	(ii) Personal			
		b	Less rental expenses				
		c	Rental income or (loss)				
		d	Net rental income or (loss)				
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
		b	Less cost or other basis and sales expenses				
		c	Gain or (loss)				
		d	Net gain or (loss)				
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
		b	Less direct expenses	b			
		c	Net income or (loss) from fundraising events				
9a		Gross income from gaming activities See Part IV, line 19	a				
		b	Less direct expenses	b			
		c	Net income or (loss) from gaming activities				
10a		Gross sales of inventory, less returns and allowances	a				
		b	Less cost of goods sold	b			
		c	Net income or (loss) from sales of inventory				
		Miscellaneous Revenue		Business Code			
11a		INSURANCE COST REDUCTION	623000	35,265			35,265
b		BEAUTY SHOP	623000	33,036			33,036
c	MISC REVENUE	623000	2,389			2,389	
d	All other revenue		354			354	
e	Total. Add lines 11a-11d		71,044				
12	Total revenue. See Instructions		12,532,897	12,416,894	0	77,210	

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.	5,857,080	5,458,827	398,253	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	164,481	153,297	11,184	
9	Other employee benefits.	700,018	652,420	47,598	
10	Payroll taxes.	438,664	408,837	29,827	
11	Fees for services (non-employees):				
a	Management.	870,913		870,913	
b	Legal.	5,442		5,442	
c	Accounting.	15,677		15,677	
d	Lobbying.	476		476	
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	1,837,612	1,680,170	157,442	
12	Advertising and promotion.	60,831		60,831	
13	Office expenses.	237,862	190,283	47,579	
14	Information technology.	2,304		2,304	
15	Royalties.				
16	Occupancy.	244,670	244,670		
17	Travel.	6,554	1,194	5,360	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.				
20	Interest.	135,254	135,254		
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	875,985	875,985		
23	Insurance.	138,858	138,858		
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	MEDICAL SUPPLIES	507,219	507,219		
b	LICENSE, FEES, TAXES, A	295,810	277,135	18,675	
c	BAD DEBT EXPENSE	92,803	92,803		
d	DUES, MEMBERSHIPS, AND	19,552	789	18,763	
e	All other expenses	19,507	9,766	9,741	
25	Total functional expenses. Add lines 1 through 24e.	12,527,572	10,827,507	1,700,065	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 <input type="checkbox"/> 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)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			1	
	2	Savings and temporary cash investments			2	2,750,000
	3	Pledges and grants receivable, net		3,152	3	3,586
	4	Accounts receivable, net		1,225,970	4	1,141,293
	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		141,500	7	141,500
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		86,789	9	54,894
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	9,794,168		
	b	Less accumulated depreciation	10b	4,610,773	5,358,242	10c 5,183,395
	11	Investments—publicly traded securities		472,554	11	581,087
	12	Investments—other securities See Part IV, line 11		499,941	12	535,206
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets		479,722	14	55,972
	15	Other assets See Part IV, line 11		33,309	15	23,663
	16	Total assets. Add lines 1 through 15 (must equal line 34)		8,301,179	16	10,470,596
Liabilities	17	Accounts payable and accrued expenses		1,287,783	17	1,458,246
	18	Grants payable			18	
	19	Deferred revenue		15,850	19	14,444
	20	Tax-exempt bond liabilities		2,912,059	20	2,715,125
	21	Escrow or custodial account liability Complete Part IV of Schedule D		33,309	21	23,662
	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		3,255,376	25	5,456,992
	26	Total liabilities. Add lines 17 through 25		7,504,377	26	9,668,469
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		799,697	27	808,986
	28	Temporarily restricted net assets		-2,895	28	-6,859
	29	Permanently restricted net assets			29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		796,802	33	802,127
	34	Total liabilities and net assets/fund balances		8,301,179	34	10,470,596

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	12,532,897
2	Total expenses (must equal Part IX, column (A), line 25)	2	12,527,572
3	Revenue less expenses Subtract line 2 from line 1	3	5,325
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	796,802
5	Net unrealized gains (losses) on investments	5	
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	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	802,127

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

Open to Public Inspection

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

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

Department of the Treasury
Internal Revenue Service

Name of the organization
PHOEBE RICHLAND HEALTH CARE CENTER INC

Employer identification number
23-3045622

Part I

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

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

- 1

☐

A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9

☒

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10

☐

An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11

☐

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

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Non-functionally integrated
- e

☐

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

☐

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

☐

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

(i)

A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii)

A family member of a person described in (i) above?

(iii)

A 35% controlled entity of a person described in (i) or (ii) above?
- h

☐

Provide the following information about the supported organization(s)

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

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

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage						
14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))		14				
15 Public support percentage for 2011 Schedule A, Part II, line 14		15				
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						▶
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						▶
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions						▶

Part IIIPart III

Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	46,728	37,740	38,155	31,530	38,793	192,946
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	12,360,125	12,585,025	12,309,046	12,452,025	12,416,894	62,123,115
3 Gross receipts from activities that are not an unrelated trade or business under section 513	33,738	36,149	23,233	29,531	33,391	156,042
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	12,440,591	12,658,914	12,370,434	12,513,086	12,489,078	62,472,103
7a Amounts included on lines 1, 2, and 3 received from disqualified persons		250		725		975
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b		250		725		975
8 Public support (Subtract line 7c from line 6.)						62,471,128

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	12,440,591	12,658,914	12,370,434	12,513,086	12,489,078	62,472,103
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,559	1,712	1,362	2,263	6,166	13,062
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975	-10,234					-10,234
c Add lines 10a and 10b	-8,675	1,712	1,362	2,263	6,166	2,828
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	351	71,269	88,972	222,440	37,654	420,686
13 Total support. (Add lines 9, 10c, 11, and 12.)	12,432,267	12,731,895	12,460,768	12,737,789	12,532,898	62,895,617
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage			
15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	99 330 %	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	99 390 %	

Section D. Computation of Investment Income Percentage			
17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	0 %	
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18		
19a 33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶			
b 33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶			
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶			

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

Facts And Circumstances Test

Explanation									
SCHEDULE A, PART II, LINE 12, EXPLANATION OF OTHER INCOME OTHER - 2008 AMOUNT \$ 351 2009 AMOUNT \$ 500 2010 AMOUNT \$ 275 2011 AMOUNT \$ 1,308 2012 AMOUNT \$ 2,389 INSURANCE COST REDUCTION - 2009 AMOUNT \$ 70,769 2010 AMOUNT \$ 88,697 2011 AMOUNT \$ 20,280 2012 AMOUNT \$ 35,265 BAD DEBT EXPENSE RECOVERY - 2011 AMOUNT \$ 200,852									

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527
▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

OMB No 1545-0047

2012

Open to Public Inspection

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

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

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

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

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

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

Name of the organization PHOEBE RICHLAND HEALTH CARE CENTER INC	Employer identification number 23-3045622
--	--

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

1	Provide a description of the organization’s direct and indirect political campaign activities in Part IV	
2	Political expenditures	▶ \$
3	Volunteer hours	

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

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No
4a	Was a correction made?	<input type="checkbox"/> Yes <input type="checkbox"/> No
b	If “Yes,” describe in Part IV	

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

1	Enter the amount directly expended by the filing organization for section 527 exempt function activities	▶ \$
2	Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities	▶ \$
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b	▶ \$
4	Did the filing organization file Form 1120-POL for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization’s funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV	

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

Part II-A

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

- A
- Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B
- Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)															
d Other exempt purpose expenditures															
e Total exempt purpose expenditures (add lines 1c and 1d)															
f Lobbying nontaxable amount Enter the amount from the following table in both columns															
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)															
h Subtract line 1g from line 1a If zero or less, enter -0-															
i Subtract line 1f from line 1c If zero or less, enter -0-															
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No													

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B

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

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?		No	
e	Publications, or published or broadcast statements?		No	
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?		No	
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i	Other activities?	Yes		476
j	Total. Add lines 1c through 1i.			476
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A

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

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

Part III-B

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

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

Part IV

Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation
EXPLANATION OF LOBBYING ACTIVITIES	PART II-B, LINE 1	PHOEBE RICHLAND HEALTH CARE CENTER PAYS DUES TO LEADINGAGE AND LEADINGAGE PA. A PORTION OF THE DUES PAID TO THESE ORGANIZATIONS IS ALLOCABLE TO LOBBYING EXPENSES. THE TOTAL AMOUNT OF DUES PAID BY PHOEBE RICHLAND THAT IS ALLOCABLE TO LOBBYING IS \$476.

SCHEDULE D
(Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
PHOEBE RICHLAND HEALTH CARE CENTER INC

Employer identification number
23-3045622

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? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	
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? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	

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

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

▶\$ _____

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

Cat No 52283D

Schedule D (Form 990) 2012

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
1c	
1d	
1e	
1f	

2a

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

☒ Yes

☐ No

b

If "Yes," explain the arrangement in Part 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

(i)

unrelated organizations

3a(i)

☐ Yes

☐ No

(ii)

related organizations

3a(ii)

☐ Yes

☐ No

b

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

3b

☐ Yes

☐ No

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		600,000		600,000
b Buildings		6,727,178	2,977,180	3,749,998
c Leasehold improvements				
d Equipment		2,041,270	1,633,593	407,677
e Other		425,720		425,720
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				5,183,395

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	12,496,000
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	-1,632
e	Add lines 2a through 2d	2e	-1,632
3	Subtract line 2e from line 1	3	12,497,632
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	35,265
c	Add lines 4a and 4b	4c	35,265
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	12,532,897

Part XII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	12,491,000
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	-36,572
e	Add lines 2a through 2d	2e	-36,572
3	Subtract line 2e from line 1	3	12,527,572
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	0
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	12,527,572

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
	PART IV, LINE 2B	WHEN A RESIDENT ESTABLISHES A RESIDENT FUND MANAGEMENT SERVICE ACCOUNT, THEY AUTHORIZE PHOEBE RICHLAND TO ESTABLISH AND MANAGE AN FDIC INSURED INTEREST BEARING RESIDENT FUND OR BURIAL ACCOUNT. THEY UNDERSTAND THAT THEY MAY HAVE RECURRING CHECKS DEPOSITED DIRECTLY INTO THEIR ACCOUNT AND THAT THEY MAY MAKE DEPOSITS TO AND WITHDRAWALS FROM THE ACCOUNT. THE RESIDENT RECEIVES A QUARTERLY STATEMENT OF ACCOUNT. IN THE EVENT OF A RESIDENT'S DEATH, ANY FUNDS OWED OR ADVANCED TO THEM BY PHOEBE RICHLAND PRIOR TO THEIR DEATH ARE PAID TO PHOEBE RICHLAND WITH ANY REMAINING BALANCE IN THE ACCOUNT BECOMING A PART OF THEIR ESTATE.
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	THE ORGANIZATION ACCOUNTS FOR UNCERTAINTY IN INCOME TAXES USING A RECOGNITION THRESHOLD OF MORE-LIKELY-THAN-NOT TO BE SUSTAINED UPON EXAMINATION BY THE APPROPRIATE TAXING AUTHORITY. MEASUREMENT OF THE TAX UNCERTAINTY OCCURS IF THE RECOGNITION THRESHOLD HAS BEEN MET. MANAGEMENT DETERMINED THERE WERE NO MATERIAL TAX UNCERTAINTIES THAT MET THE RECOGNITION THRESHOLD IN 2013 AND 2012. THE ORGANIZATION'S AND ITS AFFILIATES' FEDERAL EXEMPT ORGANIZATION BUSINESS INCOME TAX RETURNS FOR THE YEARS ENDED JUNE 30, 2012, 2011, AND 2010 REMAIN SUBJECT TO EXAMINATION BY THE INTERNAL REVENUE SERVICE. IN ADDITION, THE FEDERAL AND STATE INCOME TAX RETURNS FOR THE FOR-PROFIT AFFILIATES REMAIN SUBJECT TO EXAMINATION BY THE RESPECTIVE TAXING AUTHORITIES FOR THE TAX YEARS 2012, 2011, AND 2010.
PART XI, LINE 2D - OTHER ADJUSTMENTS		ROUNDING ADJUSTMENT -1,632
PART XI, LINE 4B - OTHER ADJUSTMENTS		INSURANCE REIMBURSEMENT 35,265
PART XII, LINE 2D - OTHER ADJUSTMENTS		INSURANCE REIMBURSEMENT -35,265 ROUNDING ADJUSTMENT -1,307

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
PHOEBE RICHLAND HEALTH CARE CENTER INC

Employer identification number
23-3045622

Part I	Questions Regarding Compensation		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>			
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. <div><div><input type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Written employment contract</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input type="checkbox"/> Approval by the board or compensation committee</div></div>			
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		No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a	The organization?	5a		No
b	Any related organization?	5b		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
a	The organization?	6a		No
b	Any related organization?	6b		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	Yes	
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	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				
(1)SCOTT R STEVENSON PRESIDENT/CEO/CFO	(i)	0	0	0	0	0	0	0
	(ii)	727,272	96,904	6,351	17,000	23,785	871,312	0
(2)LISA B FICHERA EVP & COO	(i)	0	0	0	0	0	0	0
	(ii)	301,122	48,002	3,468	17,000	20,994	390,586	0
(3)SANDRA A MASSETTI EVP/CHIEF HEALTHCARE OFFICER	(i)	0	0	0	0	0	0	0
	(ii)	196,820	34,000	0	0	11,162	241,982	0

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
	PART I, LINE 3	ALL OFFICERS ARE COMPENSATED BY THE RELATED AFFILIATE, PHOEBE SERVICES (EIN 23-2586359). THESE METHODS INCLUDE THE USE OF A BOARD-LEVEL COMPENSATION COMMITTEE, COMPENSATION SURVEYS USING COMPARABLE DATA FROM OTHER ORGANIZATIONS, AND APPROVAL BY THE BOARD. A FULLER DESCRIPTION OF THE COMPENSATION DETERMINATION PROCESS CAN BE FOUND ON SCHEDULE, O, WITHIN THE EXPLANATION FOR PART VI, LINES 15A AND 15B.
	PART I, LINE 7	THE PHOEBE MINISTRIES INCENTIVE PAY PROGRAM RECOGNIZES THE ACHIEVEMENT OF ORGANIZATIONAL AND DIVISIONAL OBJECTIVES THROUGH A TWO LEVEL INCENTIVE PAY STRUCTURE. THE PERFORMANCE APPRAISAL OBJECTIVES ARE EVALUATED ON A FISCAL YEAR BASIS. THIS PROGRAM IS AVAILABLE TO THE PRESIDENT/CEO, OFFICERS, KEY EMPLOYEES, AND DEPARTMENT HEADS. THE INCENTIVES ARE BASED ON BOTH CASH ON HAND MEASUREMENTS, OPERATING MARGIN ACHIEVEMENTS AND ANNUAL PERFORMANCE APPRAISALS. THERE ARE INCENTIVE LEVELS BASED UPON TITLE/ROLE IN THE ORGANIZATION.

Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
PHOEBE RICHLAND HEALTH CARE CENTER INC

Supplemental Information on Tax Exempt Bonds

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

OMB No 1545-0047

2012

Open to Public Inspection

Employer identification number
23-3045622

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A THE BOROUGH OF LANGHORNE MANOR HIGHER EDUCATION AND HEALTH AUTHORITY	23-2581246	NONEAVAIL	11-17-2008	3,541,091	REFINANCE LOAN USED TO PURCHASE HCC, REFUNDING OF SERIES 2003		X		X		X

Part II Proceeds

		A		B		C		D	
1	Amount of bonds retired	825,966							
2	Amount of bonds legally defeased								
3	Total proceeds of issue	3,541,091							
4	Gross proceeds in reserve funds								
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrows								
7	Issuance costs from proceeds								
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds								
11	Other spent proceeds	3,541,091							
12	Other unspent proceeds								
13	Year of substantial completion	2008							
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X							
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

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

Part III

Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use of bond-financed property?	X							
b	If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X							
c	Are there any research agreements that may result in private business use of bond-financed property?		X						
d	If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	0 00000%							
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	0 00000%							
6	Total of lines 4 and 5	0 00000%							
7	Does the bond issue meet the private security or payment test?		X						
8a	Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b	If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9	Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X							

Part IV

Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the issuer filed Form 8038-T?		X						
2	If "No" to line 1, did the following apply?								
a	Rebate not due yet?		X						
b	Exception to rebate?	X							
c	No rebate due?		X						
	If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3	Is the bond issue a variable rate issue?	X							
4a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b	Name of provider								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								

Part IV

Arbitrage (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
5a	Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b	Name of provider								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6	Were any gross proceeds invested beyond an available temporary period?		X						
7	Has the organization established written procedures to monitor the requirements of section 148?	X							

Part V

Procedures To Undertake Corrective Action

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X							

Part VI

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

Identifier	Return Reference	Explanation
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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.

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization PHOEBE RICHLAND HEALTH CARE CENTER INC	Employer identification number 23-3045622
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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?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?	(i) Written agreement?	
			To	From			Yes	No		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
(1) MITCH POSSINGER	BOARD MEMBER OF PHOEBE AND OFFICER OF CURA	843,109	PAYMENTS FOR FOOD SERVICES PROVIDED BY VENDOR. ALL TRANSACTIONS ARE AT ARM'S LENGTH		No

Part V Supplemental Information

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

Identifier	Return Reference	Explanation
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SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization PHOEBE RICHLAND HEALTH CARE CENTER INC	Employer identification number 23-3045622
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Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	PHOEBE-DEVITT HOMES IS THE SOLE MEMBER OF PHOEBE RICHLAND HEALTH CARE CENTER

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY A BOARD TOTALING NOT MORE THAN FIFTEEN, IN ADDITION TO THE PRESIDENT/CEO. ELECTED TRUSTEES, NOT LESS THAN SEVEN, SHALL BE ELECTED BY THE BOARD ITSELF AND THREE OF WHOM SHALL BE ELECTED AS FOLLOWS: ONE BY THE PENNSYLVANIA NORTHEAST CONFERENCE OF THE UNITED CHURCH OF CHRIST CONFERENCE OR MINISTER DESIGNATE, ONE BY THE PENNSYLVANIA CENTRAL CONFERENCE OF THE UNITED CHURCH OF CHRIST CONFERENCE OR MINISTER DESIGNATE, AND ONE BY THE PENNSYLVANIA SOUTHEAST CONFERENCE OF THE UNITED CHURCH OF CHRIST CONFERENCE OR MINISTER DESIGNATE. IF A CONFERENCE MINISTER CANNOT FULFILL THE ROLE AND RESPONSIBILITIES OF AN ACTIVE MEMBER OF THE GOVERNING BOARD, THE GOVERNING BOARD WILL CONSULT WITH THE CONFERENCE MINISTER AS TO AN APPROPRIATE REPRESENTATIVE OF THE CONFERENCE LEADERSHIP. ALL NOMINEES FOR ELECTION BY THE BOARD SHALL BE SELECTED BY THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD. ALL PERSONS SELECTED FOR NOMINATIONS SHALL BE SELECTED ON THE BASIS OF THEIR CONCERN AND INTEREST IN PHOEBE-DEVITT HOMES AND ITS SUBSIDIARY CORPORATIONS. NO SALARIED OFFICER OR EMPLOYEE OF THE HOMES OR ITS SUBSIDIARY CORPORATIONS, WITH THE EXCEPTION OF THE PRESIDENT OF THE HOMES, SHALL BE ELIGIBLE FOR TRUSTEESHIP.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	INITIAL REVIEW OF THE TAX RETURN IS DONE BY THE CONTROLLER OF PHOEBE MINISTRIES AFTER INITIAL APPROVAL, THE RETURN IS REVIEWED BY SENIOR MANAGEMENT FOLLOWING FINAL APPROVAL BY SENIOR MANAGEMENT, THE RETURN IS MADE AVAILABLE TO THE ENTIRE BOARD OF DIRECTORS FOR REVIEW ONCE THIS PROCESS IS COMPLETE, THE RETURN IS FILED

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	ANY NEW EMPLOYEE OR BOARD MEMBER MEETING THE DEFINITION OF INTERESTED PERSON IS PROVIDED A LETTER REGARDING THEIR RESPONSIBILITY TO DISCLOSE ANY CONFLICTS OF INTEREST WHICH INCLUDE THE FULL POLICY AND THE CONFLICT OF INTEREST STATEMENT FOR SIGNATURE. THE CONFLICT OF INTEREST STATEMENT IS RENEWED AT THE BEGINNING OF EACH FISCAL YEAR. THE COMPLIANCE OFFICER REVIEWS ALL ACKNOWLEDGEMENT STATEMENTS FOR ANY CONFLICTS OF INTEREST. IF A CONFLICT IS DETERMINED TO EXIST, IT WILL BE REVIEWED BY THE GOVERNING BOARD TO DETERMINE WHETHER THE CONFLICT IS ACCEPTABLE. IF A BOARD MEMBER HAS A CONFLICT, HE OR SHE WOULD ABSTAIN FROM ANY VOTES THAT WERE IN THE AREA OF THEIR CONFLICT. ALL DOCUMENTS ARE MAINTAINED IN THE OFFICE OF THE COMPLIANCE OFFICER.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	EACH YEAR A COMPENSATION SURVEY REVIEW IS COMPLETED FOR OFFICERS AND KEY EMPLOYEES INFORMATION IS COMPILED AND COMPARED WITH CURRENT INTERNAL AND EXTERNAL DATA FOR BENCHMARKING BASED ON THIS ANALYSIS, THE OVERALL COMPENSATION ADJUSTMENTS AND PLAN CRITERIA ARE PRESENTED TO THE COMPENSATION COMMITTEE FOR REVIEW THE YEARLY PLAN FOR OVERALL ADJUSTMENTS IS VOTED ON BY THE COMPENSATION COMMITTEE AND PRESENTED TO THE GOVERNING BOARD FOR APPROVAL THE COMPENSATION COMMITTEE OF THE GOVERNING BOARD IS RESPONSIBLE FOR SETTING THE COMPENSATION AND BENEFITS FOR THE PRESIDENT/CEO/CFO ALL COMPENSATION DECISIONS MADE BY THE COMMITTEE ARE DETERMINED IN KEEPING WITHIN FAIR MARKET VALUE RANGE FOR THE INDUSTRY THE COMPENSATION COMMITTEE DISCUSSIONS ARE RECORDED IN THEIR RESPECTIVE MINUTES A GENERAL SUMMARY IS PROVIDED BY THE CHAIR OF THE COMPENSATION COMMITTEE TO THE GOVERNING BOARD MEMBERS THROUGH DISCUSSION IN EXECUTIVE SESSION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE FINANCIAL STATEMENTS ARE AVAILABLE THROUGH THE ORGANIZATION'S WEB SITE AND THE 990 IS POSTED TO THE WEB SITE GUIDESTAR.ORG OTHER DOCUMENTS ARE NOT MADE AVAILABLE

Identifier	Return Reference	Explanation
HOURS WORKED FOR RELATED ORGANIZATIONS	FORM 990,PAGE 7, PART VII, COLUMN B	THE OFFICERS OF PHOEBE MINISTRIES DEVOTE THEIR TIME TO EACH ORGANIZATION IN THE GROUP (SEE SCHEDULE R) HOWEVER, THE TIME NEEDED FOR EACH ORGANIZATION VARIES WIDELY FROM WEEK TO WEEK, MONTH TO MONTH, ETC , AND CONSEQUENTLY , IT WOULD BE EXTREMELY DIFFICULT TO PROVIDE AN ACCURATE ANALY SIS OF THE APPROXIMATE TIME DEVOTED TO EACH ENTITY PHOEBE MINISTRIES PREFERS NOT TO PROVIDE INFORMATION THAT IT CANNOT SUBSTANTIATE AND THEREFORE WILL LIST 40 HOURS PER WEEK FOR EACH OF ITS OFFICERS AS AN ALTERNATIVE TO REPORTING HOURS WORKED FOR RELATED ORGANIZATIONS

Identifier	Return Reference	Explanation
OTHER FEES	FORM 990, PART IX, LINE 11G	PHYSICIAN AND MEDICAL FEES PROGRAM SERVICE EXPENSES 72,852 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 72,852 TRANSPORTATION SERVICES PROGRAM SERVICE EXPENSES 19,577 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 19,577 OTHER PROFESSIONAL FEES PROGRAM SERVICE EXPENSES 620,170 MANAGEMENT AND GENERAL EXPENSES 143,151 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 763,321 REPAIR AND MAINTENANCE SERVICES PROGRAM SERVICE EXPENSES 61,502 MANAGEMENT AND GENERAL EXPENSES 3,596 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 65,098 PURCHASED SERVICES PROGRAM SERVICE EXPENSES 44,770 MANAGEMENT AND GENERAL EXPENSES 10,695 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 55,465 DIETARY SERVICES PROGRAM SERVICE EXPENSES 861,299 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 861,299

Identifier	Return Reference	Explanation
PHOEBE MINISTRIES NARRATIVE	FORM 990	<p>PHOEBE-DEVITT HOMES (D/B/A PHOEBE MINISTRIES) IS A PENNSYLVANIA NOT-FOR-PROFIT CORPORATION THAT PROVIDES A FULL CONTINUUM OF RESIDENTIAL, HEALTH AND COMMUNITY SUPPORT SERVICES AND PROGRAMS DESIGNED TO MEET THE NEEDS OF SENIOR ADULTS AND THEIR FAMILIES. A FAITH-BASED ORGANIZATION AFFILIATED WITH THE UNITED CHURCH OF CHRIST, PHOEBE HAS BEEN IN OPERATION SINCE 1903. OUR SERVICES INCLUDE LONG-TERM CARE, INDEPENDENT LIVING, SKILLED NURSING, PERSONAL CARE, SHORT-TERM AND OUTPATIENT REHABILITATION, PHARMACY CONSULTING AND DISTRIBUTION, IN-HOME SERVICES AND GERIATRIC CARE MANAGEMENT, AWARD-WINNING MEMORY SUPPORT PROGRAMMING, TELEHEALTH (VIRTUAL MEDICAL CARE) AND RESPITE CARE. WE SERVE THOUSANDS OF SENIORS AND THEIR FAMILIES ANNUALLY AND PROVIDED NEARLY \$11.5 MILLION IN CHARITABLE AND BENEVOLENT CARE. PHOEBE'S PRIMARY SERVICE AREA INCLUDES COMMUNITIES IN BERKS, BUCKS, LEHIGH, MONTGOMERY, NORTHAMPTON AND UNION COUNTIES IN PENNSYLVANIA. PHOEBE'S CHARITABLE CARE BENEFIT: PHOEBE PROVIDES THE HIGHEST QUALITY CARE TO ALL RESIDENTS, REGARDLESS OF ABILITY TO PAY. CHARITABLE AND BENEVOLENT CARE ROSE SUBSTANTIALLY TO \$11.5 MILLION DURING THE 2012-2013 FISCAL YEAR. THIS IS A TREND THAT HAS BEEN INCREASING OVER THE LAST FEW YEARS AND IS LINKED TO UNREIMBURSED MEDICAL CARE FOR OUR RESIDENTS. PHOEBE REMAINS COMMITTED TO OUR RESIDENTS AND EMPLOYS COMPREHENSIVE CHARITABLE CARE PROGRAMMING TO ALLOW RESIDENTS TO RECEIVE UNCOMPROMISED CARE EVEN WHEN THEY EXHAUST THEIR FUNDS. THIS IS A CLEAR DEMONSTRATION OF PHOEBE'S ENDURING LEGACY OF CARE AND COMPASSION. THOSE SERVED BY CHARITABLE AND BENEVOLENT CARE ARE ABLE TO RECEIVE OUR QUALITY CARE AND PROGRAMMING, ENSURING THAT EACH AND EVERY PERSON AT PHOEBE IS EXPERIENCING THE JOYS, COMFORTS, AND HAPPINESS EXPECTED IN LIFE. PHOEBE'S WORKFORCE BENEFIT: PHOEBE SERVES AS A STABLE EMPLOYER WITH COMPETITIVE SALARIES, EXCELLENT BENEFITS AND OPPORTUNITIES FOR ONGOING GROWTH AND EDUCATION WITHIN THE HEALTH CARE PROFESSION. LAST YEAR, PHOEBE MINISTRIES CONTINUED AS A LEADER IN PROVIDING JOBS TO PEOPLE IN THE COMMUNITY, EMPLOYING 1,166 INDIVIDUALS. OVER THE PAST FISCAL YEAR, PHOEBE HIRED 287 EMPLOYEES. VOLUNTEERISM AT PHOEBE: PHOEBE IS ABLE TO DELIVER THE BEST SERVICES TO SENIORS WITH THE HELP OF WELL-TRAINED STAFF AND DEDICATED VOLUNTEERS. PHOEBE WORKS WITH A NUMBER OF ORGANIZATIONS THAT OFFER THEIR MEMBERS AS VALUABLE RESOURCES TO ASSIST THOSE WHO LIVE IN PHOEBE COMMUNITIES. PHOEBE WORKS WITH MORE THAN 896 VOLUNTEERS WHO HELP WITH ACTIVITIES RANGING FROM OFFICE WORK TO CHAPLAIN DUTIES. LAST YEAR, DEDICATED PHOEBE VOLUNTEERS LOGGED 67,533 HOURS OF WORK (NOT INCLUDING GOVERNING BOARD AND COMMITTEE HOURS). PHOEBE ALSO WELCOMES YOUTH VOLUNTEERS EVERY SUMMER, PROVIDING THEM WITH MENTORING OPPORTUNITIES AND VALUABLE EXPOSURE TO CAREERS IN THE HEALTH CARE INDUSTRY. COMMUNITY EDUCATION: PHOEBE COMMUNITIES SERVE AS CLINICAL TRAINING SETTINGS FOR STUDENTS IN CERTIFIED NURSING ASSISTANT (CNA), LICENSED PRACTICAL NURSE (LPN) AND REGISTERED NURSING (RN) PROGRAMS AT AREA SCHOOLS. WE ALSO PROVIDE A ROTATION SITE FOR MEDICAL RESIDENTS OF AREA HOSPITALS. PHOEBE SERVICES PHARMACY IS A TEACHING FACILITY AND ROTATION SITE FOR DOCTOR OF PHARMACY CANDIDATES. ADDITIONALLY, PHOEBE SERVES AS A TEACHING FACILITY FOR REHABILITATION SERVICES (PHYSICAL THERAPY, OCCUPATIONAL THERAPY AND SPEECH THERAPY) AS WELL AS A TRAINING SITE FOR MASTER'S DEGREE-LEVEL SOCIAL WORK INTERNS. PHOEBE'S CLINICAL PASTORAL EDUCATION (CPE) PROGRAM HAS TRAINED MORE THAN 164 CLERGY, SEMINARIANS AND QUALIFIED LAY PERSONS OF ALL FAITHS IN THE ART AND SKILL OF PASTORAL CARE. OUR LONG-TERM CARE COMMUNITIES ALSO SUPPORT INTERNSHIP POSITIONS FOR STUDENTS AT AREA COLLEGES IN FIELDS SUCH AS BUSINESS, COMMUNICATIONS, NUTRITION AND INFORMATION TECHNOLOGY. THE PHOEBE INSTITUTE ON AGING PROVIDES FORUMS FOR DISCUSSION AND LEARNING, INCLUDING EDUCATIONAL PROGRAMS, COOPERATIVE VENTURES AND OUTREACH ACTIVITIES THAT PROMOTE IMPROVED QUALITY OF LIFE AND CARE FOR THE AGING AND THEIR FAMILIES IN THE REGION PHOEBE SERVES. LAST YEAR, THE ANNUAL INSTITUTE BENEFIT RAISED MORE THAN \$35,000. THESE FUNDS SUPPORTED TWO FREE COMMUNITY CONFERENCES THAT WERE ATTENDED BY NEARLY 600 CAREGIVERS, PROFESSIONALS AND STUDENTS. PHOEBE ALSO PROACTIVELY HELPS THOSE IN THE COMMUNITY TO STAY INDEPENDENT. PHOEBE AT HOME SERVICES IS A GERIATRIC CARE MANAGEMENT PROGRAM DEDICATED TO EXPLORING NEW WAYS TO PROVIDE CARE TO OLDER PERSONS LIVING AT HOME. IN-HOME SERVICES ARE BASED ON THE INDIVIDUAL'S NEEDS, INTERESTS AND VALUES. SINCE THE LAUNCH OF PHOEBE AT HOME SERVICES, THE GERIATRIC CARE MANAGEMENT PROGRAM HAS HELPED NEARLY 400 CLIENTS IN THE COMMUNITY STAY INDEPENDENT LONGER. PHOEBE MINISTRIES ALSO OFFERS ALZHEIMER'S AWARENESS EVENTS, SUPPORT GROUPS, SENIOR EXPOS, NEIGHBORHOOD CHURCH SERVICES AND INFORMATIONAL AGING FORUMS AS FREE PROGRAMS TO EDUCATE THE COMMUNITY. PASTORAL CARE: PASTORAL CARE IS FOUNDATIONAL TO PHOEBE'S CONTINUUM OF CARE. PHOEBE EMPLOYS FOUR FULL-TIME CHAPLAINS WHO ARE BOARD CERTIFIED.</p>

Identifier	Return Reference	Explanation
PHOEBE MINISTRIES NARRATIVE	FORM 990	D BY THE ASSOCIATION OF PROFESSIONAL CHAPLAINS AND THREE PART-TIME CHAPLAINS ECUMENICAL W ORSHIP, SPIRITUAL ASSESSMENTS, LIFE REVIEW, POETRY THERAPY , COUNSELING, BEREAVEMENT AND SP IRITUAL SUPPORT GROUPS, FUNERALS AND MEMORIAL SERVICES ARE PROVIDED FOR RESIDENTS AND THEI R FAMILIES PHOEBE CHAPLAINS SHARE THEIR EXPERTISE WITH LOCAL CONGREGATIONS, AGENCIES, SEN IOR CENTERS AND OTHER COMMUNITY GROUPS THROUGH CONFERENCES AND COMMUNITY PRESENTATIONS

Identifier	Return Reference	Explanation
		<p>DONOR SUPPORT OF OUR MISSION SUPPORT FROM OUR DONORS FUNDS EXCEPTIONAL CARE AND PROGRAMMING FOR OUR RESIDENTS AND ALSO ENHANCES EDUCATION FOR THOSE WHO SERVE OUR AGING POPULATION UNRESTRICTED GIFTS REMAIN THE BACKBONE OF SUPPORTING PHOEBE'S MISSION AND PLAY A PART IN MANY PROJECTS COMPLETED AT PHOEBE THROUGHOUT THE YEAR UNRESTRICTED GIVING PROVIDES PHOEBE WITH THE OPPORTUNITY TO USE THE MONEY WHERE IT IS NEEDED MOST AND WHERE IT WILL HAVE THE GREATEST IMPACT AN UNRESTRICTED GIFT MAY BE USED TO SUPPORT CHARITABLE CARE OR COMMUNITY LIFE PROGRAMMING, EQUIPMENT REPAIRS, PASTORAL CARE PROGRAMMING OR EVEN COMMUNITY ENHANCEMENTS PHOEBE ALSO ACCEPTS RESTRICTED GIFTS THAT ARE DEEMED REASONABLE BY THE INSTITUTIONAL ADVANCEMENT DEPARTMENT DONORS ARE ENCOURAGED TO FIRST DISCUSS THEIR IDEAS FOR RESTRICTED GIFTS WITH THE INSTITUTIONAL ADVANCEMENT DEPARTMENT TO ASSURE THE APPROPRIATE USE OF THEIR CHARITABLE GIFT AND OFFICIAL ACCEPTANCE MANY OF OUR DONORS ALSO CHOOSE TO REMEMBER PHOEBE MINISTRIES IN THEIR ESTATE PLANS THEIR THOUGHTFULLY ARRANGED DEFERRED GIFTS HAVE A SIGNIFICANT IMPACT ON PHOEBE'S MISSION AND MINISTRY EVEN AFTER THEIR DEATH PHOEBE IS ALSO BLESSED BY DONORS WHO HAVE ESTABLISHED PERMANENT ENDOWMENTS THAT ARE PRUDENTLY INVESTED AND PROVIDE AN ONGOING INCOME STREAM TO PHOEBE IN PERPETUITY DONORS ALSO PROVIDE SUPPORT TO PHOEBE THROUGH TRUSTS OF VARIOUS TYPES, WHILE OTHERS CHOOSE TO UTILIZE CHARITABLE GIFT ANNUITIES (A SIMPLE CONTRACT WITH PHOEBE MINISTRIES) AS A MEANS OF MAKING A SIGNIFICANT GIFT TO PHOEBE WHILE RETAINING A LIFE INCOME STREAM DONORS MAY CONTACT THE INSTITUTIONAL ADVANCEMENT OFFICE (610-794-5132) TO EXPLORE GIFT PLANNING OPTIONS ADDITIONALLY, PHOEBE ENCOURAGES DONORS TO CONSULT THEIR PROFESSIONAL ADVISORS WHEN CONSIDERING SIGNIFICANT CHARITABLE GIFTS THE INSTITUTIONAL ADVANCEMENT STAFF FREQUENTLY WORK WITH DONOR ADVISORS TO ACCOMPLISH THE DONORS' GOALS AND DESIRED OUTCOMES GENERAL GIFT PLANNING INFORMATION IS ALSO AVAILABLE AT PHOEBE.ORG/GIFTPLANNING PHOEBE AS AN INNOVATOR DEMENTIA CARE PHOEBE MINISTRIES IS PROUD TO BE SELECTED AS THE SOLE RECIPIENT OF THE ALZHEIMER'S FOUNDATION OF AMERICA (AFA) BRODSKY INNOVATION GRANT, AWARDED EACH YEAR TO AN INNOVATIVE SERVICE OR PROGRAM THAT IMPROVES THE LIVES OF INDIVIDUALS WITH ALZHEIMER'S DISEASE OR OTHER RELATED ILLNESSES THIS AWARD WILL BE USED TO CREATE A COMPREHENSIVE REHABILITATION PROGRAM AT PHOEBE THAT ENGAGES INDIVIDUALS WITH DEMENTIA IN OCCUPATIONAL, PHYSICAL AND SPEECH THERAPIES APPROPRIATE TO THEIR COGNITIVE ABILITIES, INTERESTS AND NEEDS PHOEBE ALSO RECENTLY ADDED A PART-TIME CHAPLAIN TO WORK DIRECTLY WITH THE PHOEBE CENTER FOR EXCELLENCE IN DEMENTIA CARE TO DEVELOP PASTORAL CARE PROGRAMS AND SERVICES BASED ON MONTESSORI METHODOLOGIES PHOEBE'S FIRST EARLY STAGE ALZHEIMER'S SUPPORT GROUP WAS ESTABLISHED AS PART OF A PARTNERSHIP WITH A LOCAL CHURCH TO OFFER AND DELIVER DEMENTIA EDUCATION WORKSHOPS TO MEMBERS OF THEIR CONGREGATION AND THE COMMUNITY AT LARGE KELLY CARNEY, PH.D., CMC, EXECUTIVE DIRECTOR OF THE PHOEBE CENTER FOR EXCELLENCE IN DEMENTIA CARE, WAS APPOINTED TO THE PENNSYLVANIA ALZHEIMER'S DISEASE STATE PLANNING COMMITTEE BY GOVERNOR TOM CORBETT LEADERSHIP PHOEBE RECENTLY RECEIVED TWO DISTINGUISHED SERVICE AWARDS FROM LEADINGAGE PA, THE PENNSYLVANIA STATE ASSOCIATION FOR NON-PROFIT SENIOR SERVICES PROVIDERS MARY KAY MCMAHON, EXECUTIVE DIRECTOR OF PHOEBE BERKS, WAS CHOSEN AS THE RECIPIENT OF THE LEADINGAGE PA 2013 LEADER OF THE YEAR AWARD SHE WAS RECOGNIZED FOR PROVIDING CREATIVE SERVICE, SUPPORT AND EDUCATION TO LEADINGAGE PA MEMBERS THROUGH SHARING BEST PRACTICES IN OPERATIONS, MARKETING INITIATIVES, INSTITUTIONAL ADVANCEMENT STRATEGIES AND COMMUNITY OUTREACH PHOEBE WYNCOTE WAS AWARDED THE LEADINGAGE PA 2013 INNOVATION OF THE YEAR RECOGNITION FOR ITS CHANGE TO CARE PROGRAM CHANGE TO CARE IS A DAILY PROGRAM AT PHOEBE WYNCOTE DESIGNED TO REDUCE FALL RATES AND MAINTAIN THE HIGHEST STANDARDS OF CARE FOR SKILLED NURSING RESIDENTS PHOEBE WYNCOTE WAS ALSO LISTED AS ONE OF AMERICA'S BEST NURSING HOME BY U.S. NEWS AND WORLD REPORT AND RECEIVED THE HIGHEST AVAILABLE 5-STAR RATING FROM THE CENTERS FOR MEDICARE & MEDICAID SERVICES FOR THE SECOND YEAR IN A ROW FOR OVER A CENTURY, PHOEBE'S TRADITION OF EXCELLENCE AND PASSION FOR CARING HAVE MADE US THE LEADER IN SERVICES TO SENIOR ADULTS AND THEIR FAMILY MEMBERS</p>

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
PHOEBE RICHLAND HEALTH CARE CENTER INC

Employer identification number
23-3045622

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	No
(1) PHOEBE APARTMENTS INC 1901 LINDEN ST ALLENTOWN, PA 18104 23-1674396	HUD HOUSING	PA	501(C)(4)		PHOEBE-DEVITT HOMES		No
(2) PHOEBE HOME INC 1925 TURNER ST ALLENTOWN, PA 18104 23-2302675	CONTINUING CARE RETIREMENT COMMUNITY	PA	501(C)(3)	9	PHOEBE-DEVITT HOMES		No
(3) PHOEBE-DEVITT HOMES 1925 TURNER ST ALLENTOWN, PA 18104 23-1396838	ADMINISTRATIVE/FUNDRAISING	PA	501(C)(3)	7	N/A		No
(4) PHOEBE HOUSING INC 1925 TURNER ST ALLENTOWN, PA 18104 23-2821149	ADMINISTRATIVE	PA	501(C)(3)	9	PHOEBE-DEVITT HOMES		No
(5) PHOEBE BERKS HEALTH CARE CENTER INC ONE HEIDELBERG DRIVE WERNERSVILLE, PA 19565 23-2560952	CONTINUING CARE RETIREMENT COMMUNITY	PA	501(C)(3)	9	PHOEBE-DEVITT HOMES		No
(6) PHOEBE SERVICES INC 1925 TURNER ST ALLENTOWN, PA 18104 23-2586359	ADMINISTRATIVE & PHARMACY	PA	501(C)(3)	9	PHOEBE-DEVITT HOMES		No
(7) WYNCOTE CHURCH HOME INC 208 FERNBROOK AVE WYNCOTE, PA 19095 23-1352525	CONTINUING CARE RETIREMENT COMMUNITY	PA	501(C)(3)	9	PHOEBE-DEVITT HOMES		No

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) Dispropportionate 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	

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
(1) PHOEBE RECIPROCAL RISK RETENTION GROUP 177 MEETING ST STE 470 CHARLESTON, SC 29401 20-0972649	INSURANCE RELATED	SC	PHOEBE-DEVITT HOMES	C	35,265	535,206	15 280 %		No

Part V

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

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

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

a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

j Lease of facilities, equipment, or other assets to related organization(s)

k Lease of facilities, equipment, or other assets from related organization(s)

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related organization(s)

Yes

No

1a

No

1b

No

1c

No

1d

Yes

1e

Yes

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

Yes

1n

Yes

1o

Yes

1p

Yes

1q

Yes

1r

Yes

1s

Yes

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

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

Schedule R (Form 990) 2012

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.

[illegible]

Software ID:
Software Version:
EIN: 23-3045622
Name: PHOEBE RICHLAND HEALTH CARE CENTER INC

Part VII **Supplemental Information**

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

Identifier	Return Reference	Explanation	
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