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<div> <div>Form 990</div> <div>  </div> <div> Department of the Treasury Internal Revenue Service </div> </div>	<div>Return of Organization Exempt From Income Tax</div> <div>Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)</div> <div> <div>▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.</div> <div>▶ Information about Form 990 and its instructions is at www.irs.gov/form990</div> </div>	<div>OMB No 1545-0047</div> <div>2013</div> <div>Open to Public Inspection</div>
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A For the 2013 calendar year, or tax year beginning 07-01-2013 , 2013, and ending 06-30-2014			
B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization ST LUKE'S QUAKERTOWN HOSPITAL		D Employer identification number 23-1352203
	Doing Business As		
	Number and street (or P O box if mail is not delivered to street address) 801 OSTRUM STREET Suite	Room/suite	E Telephone number (484) 526-4000
	City or town, state or province, country, and ZIP or foreign postal code BETHLEHEM, PA 180151000		G Gross receipts \$ 62,027,125
	F Name and address of principal officer THOMAS P LICHTENWALNER 801 OSTRUM STREET BETHLEHEM, PA 180151000		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.SLHN.ORG			
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 1926	M State of legal domicile PA

Part I		Summary	
Activities & Governance	1 Briefly describe the organization's mission or most significant activities TO PROVIDE COMPASSIONATE, EXCELLENT QUALITY AND COST EFFECTIVE HEALTHCARE TO THE RESIDENTS OF THE COMMUNITIES WE SERVE IN A NON-DISCRIMINATORY MANNER		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	15
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	12
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	544
	6 Total number of volunteers (estimate if necessary)	6	100
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
	7b Net unrelated business taxable income from Form 990-T, line 34	7b	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 52,209	Current Year 100,116
	9 Program service revenue (Part VIII, line 2g)	61,752,897	58,512,947
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	138,921	2,695,736
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,225,893	706,717
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	63,169,920	62,015,516
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	16,800
14 Benefits paid to or for members (Part IX, column (A), line 4)		0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)		29,914,641	28,728,302
16a Professional fundraising fees (Part IX, column (A), line 11e)		0	0
16b Total fundraising expenses (Part IX, column (D), line 25) \rightarrow 0			
17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)		28,667,087	28,680,539
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)		58,598,528	57,438,671
19 Revenue less expenses Subtract line 18 from line 12		4,571,392	4,576,845
Net Assets or Fund Balances	Beginning of Current Year		End of Year
	20 Total assets (Part X, line 16)	43,002,104	42,771,497
	21 Total liabilities (Part X, line 26)	13,056,278	8,210,470
	22 Net assets or fund balances Subtract line 21 from line 20	29,945,826	34,561,027

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

Sign Here	***** Signature of officer			2015-05-11 Date	
	THOMAS P LICHTENWALNER SVP FINANCE/CFO Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name Scott J Mariani		Preparer's signature		Date
	Check <input type="checkbox"/> if self-employed			PTIN P00642486	
	Firm's name WithumSmithBrown PC			Firm's EIN	
	Firm's address 465 South St Ste 200 Morristown, NJ 079606497			Phone no (973) 898-9494	

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission

TO PROVIDE COMPASSIONATE, EXCELLENT QUALITY AND COST EFFECTIVE HEALTHCARE TO THE RESIDENTS OF THE COMMUNITIES WE SERVE REGARDLESS OF RACE, COLOR, CREED, SEX, NATIONAL ORIGIN, RELIGION OR ABILITY TO PAY PLEASE REFER TO SCHEDULE O FOR THE ORGANIZATION'S COMMUNITY BENEFIT STATEMENT

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

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?

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 \$ 8,844,821 including grants of \$ 0) (Revenue \$ 9,215,873)
Same Day Surgery the hospital offers a variety of surgical services, from general surgery to laparoscopic procedures In addition, highly specialized procedures not usually performed at a community hospital are offered at the hospital through its membership in St Luke's UNIVERSITY Health Network These include vascular surgery and leading-edge radio frequency ablation surgery for liver cancer Also available is sentinel node lymph node biopsy, a new surgical technique for determining the spread of melanoma, breast and colon cancer Additional frequent surgical diagnoses include kidney and urinary tract procedures, prostatectomy, transurethral procedures, major bladder procedures, thyroid procedures and procedures related to the hospital's extensive wound care program PLEASE REFER TO SCHEDULE O FOR THE ORGANIZATION'S COMMUNITY BENEFIT STATEMENT	

4b	(Code) (Expenses \$ 7,302,787 including grants of \$ 0) (Revenue \$ 7,691,672)
General medicine the hospital has a well-earned reputation for providing quality general medical care with outstanding customer service to adults Coordinated care is provided for common medical illnesses and ongoing management for complex disease states As is typical of general community hospitals, St Luke's Quakertown Hospital's most common medical diagnoses include appendectomy, respiratory, esophageal and duodenal procedures, major and large bowel procedures, anal and stomach procedures, hernia and cholecystectomy PLEASE REFER TO SCHEDULE O FOR THE ORGANIZATION'S COMMUNITY BENEFIT STATEMENT	
























4c	(Code) (Expenses \$ 5,590,864 including grants of \$ 0) (Revenue \$ 5,995,416)
Emergency Department Emergency care at St Luke's Quakertown Campus is provided 24-hours-a-day, seven-days-a-week by the hospital's board-certified emergency medicine physicians More than 13,000 patients are treated annually The experienced emergency room staff offers life-saving expertise for a range of emergency and potentially life-threatening conditions, including chest pain, abdominal pain, shortness of breath, lacerations, broken bones, motor vehicle accidents, seizures, eye injuries, poisonings and severe emotional distress PLEASE REFER TO SCHEDULE O FOR THE ORGANIZATION'S COMMUNITY BENEFIT STATEMENT	

4d	Other program services (Describe in Schedule O)
(Expenses \$ 29,959,313 including grants of \$ 29,830) (Revenue \$ 35,609,986)	

4e	Total program service expenses	51,697,785
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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	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10 Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI 	11a Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII 	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII 	11c Yes	
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11f	No
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? 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 other assistance to or for foreign individuals? 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 Yes	
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 Yes	
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? 	20b Yes	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants or 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 25a</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, 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		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . .	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, 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 or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
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?	Yes	
3b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		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 or note to any line 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	15	
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	12	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
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	Yes
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▶
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 ▶THOMAS P LICHTENWALNER 801 OSTRUM STREET BETHLEHEM,PA 180151000 (484) 526-4000

Part VII

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

Check if Schedule O contains a response or note to any line 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) SUSAN DALE CHAIR - DIRECTOR	1 0	X		X				0	0	0
(2) CHERI FREEH CO-CHAIR - DIRECTOR	1 0	X		X				0	0	0
(3) DAVID FREEMAN CO-CHAIR - DIRECTOR	1 0	X		X				0	0	0
(4) JOSEPH G ONEILL DO CO-CHAIR - DIRECTOR	55 0	X		X				0	224,948	68,197
(5) PETER M CIANFRANI MD DIRECTOR	55 0	X						0	265,254	73,802
(6) GUY COBY DMD DIRECTOR	1 0	X						0	0	0
(7) KATHLEEN EHRHARDT DIRECTOR	1 0	X						0	0	0
(8) SCOTT MCELREE DIRECTOR	1 0	X						0	0	0
(9) LEONARD PAPARO DO DIRECTOR	1 0	X						0	0	0
(10) KEVIN REINOLD MD DIRECTOR	1 0	X						0	0	0
(11) DAVID SLIFER DIRECTOR	1 0	X						0	0	0
(12) STEPHEN SMITH MD DIRECTOR	1 0	X						0	0	0
(13) LUANNE STAUFFER DIRECTOR	1 0	X						0	0	0
(14) JOHN B SYLVIA DIRECTOR, EX-OFFICIO - PRES	55 0	X		X				0	311,719	44,988
(15) HEATHER VASSA DIRECTOR	1 0	X						0	0	0
(16) THOMAS P LICHTENWALNER SVP FINANCE/CFO	55 0			X				0	660,466	207,102
(17) THOMAS A FILIPOWICZ MD VICE PRESIDENT MEDICAL AFFAIRS	55 0				X			0	364,533	79,066

Part VII

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	1,242,200	1,826,920	777,207

2 Total number of individuals (including but not limited to those listed in Item 1) who received more than \$100,000 of reportable compensation from the organization. 7

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	Yes	
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <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) Name and business address	(B) Description of services	(C) Compensation

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

Part VIII

Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a				
	b	Membership dues 1b				
	c	Fundraising events 1c	17,842			
	d	Related organizations 1d				
	e	Government grants (contributions) 1e	7,600			
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	74,674			
	g	Noncash contributions included in lines 1a-1f \$				
	h	Total. Add lines 1a-1f	100,116			
Program Service Revenue	2a	NET PATIENT SERVICE REVENUE	541900	56,352,490	56,352,490	
	b	OTHER HEALTHCARE RELATED REVENUE	541900	2,160,457	2,160,457	
	c					
	d					
	e					
	f	All other program service revenue				
	g	Total. Add lines 2a-2f	58,512,947			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	130,074			130,074
	4	Income from investment of tax-exempt bond proceeds	0			
	5	Royalties	0			
	6a	Gross rents	(i) Real 517,040	(ii) Personal		
	b	Less rental expenses				
	c	Rental income or (loss)	517,040	0		
	d	Net rental income or (loss)	517,040			517,040
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other 2,566,158		
	b	Less cost or other basis and sales expenses	496			
	c	Gain or (loss)	-496	2,566,158		
	d	Net gain or (loss)	2,565,662			2,565,662
	8a	Gross income from fundraising events (not including \$ 17,842 of contributions reported on line 1c) See Part IV, line 18	a 11,113			
	b	Less direct expenses b	11,113			
	c	Net income or (loss) from fundraising events	0			
	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	0			
	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	0			
		Miscellaneous Revenue	Business Code			
	11a	CAFETERIA REVENUE	900099	162,132		162,132
	b	GIFT SHOP REVENUE	453220	27,545		27,545
	c					
	d	All other revenue				
	e	Total. Add lines 11a-11d	189,677			
	12	Total revenue. See Instructions	62,015,516	58,512,947		3,402,453

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 or note to any line 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.	28,330	28,330		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	1,500	1,500		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4	Benefits paid to or for members.	0			
5	Compensation of current officers, directors, trustees, and key employees.	211,101	189,991	21,110	0
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7	Other salaries and wages.	22,969,836	20,672,852	2,296,984	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	1,054,581	949,123	105,458	
9	Other employee benefits.	3,114,867	2,803,380	311,487	
10	Payroll taxes.	1,377,917	1,240,125	137,792	
11	Fees for services (non-employees):				
a	Management.	309,593	278,634	30,959	
b	Legal.	0			
c	Accounting.	0			
d	Lobbying.	0			
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees.	0			
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	30,381	27,343	3,038	
12	Advertising and promotion.	13,236	11,912	1,324	
13	Office expenses.	945,862	851,276	94,586	
14	Information technology.	36,941	33,247	3,694	
15	Royalties.	0			
16	Occupancy.	2,294,828	2,065,345	229,483	
17	Travel.	14,161	12,745	1,416	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	34,307	30,876	3,431	
20	Interest.	326,405	293,765	32,640	
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	3,789,751	3,410,776	378,975	
23	Insurance.	685,487	616,938	68,549	
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	10,154,618	9,139,156	1,015,462	
b	PURCHASED SERVICES	3,407,593	3,066,834	340,759	
c	OTHER SERVICES/SUPPORT	2,585,722	2,327,149	258,573	
d	REPAIRS & MAINTENANCE	909,216	818,294	90,922	
e	All other expenses	3,142,438	2,828,194	314,244	
25	Total functional expenses. Add lines 1 through 24e.	57,438,671	51,697,785	5,740,886	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 or note to any line in this Part X

☒

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		2,385	1	2,385
	2	Savings and temporary cash investments		134,470	2	129,043
	3	Pledges and grants receivable, net		100,589	3	66,751
	4	Accounts receivable, net		16,236,743	4	15,985,962
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		0	5	0
	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		0	6	0
	7	Notes and loans receivable, net		0	7	0
	8	Inventories for sale or use		992,413	8	790,904
	9	Prepaid expenses and deferred charges		256,469	9	208,346
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a73,487,376			
	b	Less accumulated depreciation	10b54,030,632	20,087,865	10c	19,456,744
	11	Investments—publicly traded securities		0	11	0
	12	Investments—other securities See Part IV, line 11		0	12	0
	13	Investments—program-related See Part IV, line 11		5,030,258	13	6,022,925
	14	Intangible assets		0	14	0
	15	Other assets See Part IV, line 11		160,912	15	108,437
	16	Total assets. Add lines 1 through 15 (must equal line 34)		43,002,104	16	42,771,497
Liabilities	17	Accounts payable and accrued expenses		7,414,858	17	5,508,361
	18	Grants payable		0	18	0
	19	Deferred revenue		0	19	0
	20	Tax-exempt bond liabilities		0	20	0
	21	Escrow or custodial account liability Complete Part IV of Schedule D		0	21	0
	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		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties		0	23	0
	24	Unsecured notes and loans payable to unrelated third parties		0	24	0
	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		5,641,420	25	2,702,109
	26	Total liabilities. Add lines 17 through 25		13,056,278	26	8,210,470
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		26,374,338	27	30,325,914
	28	Temporarily restricted net assets		572,639	28	1,122,645
	29	Permanently restricted net assets		2,998,849	29	3,112,468
	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		29,945,826	33	34,561,027
	34	Total liabilities and net assets/fund balances		43,002,104	34	42,771,497

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	62,015,516
2	Total expenses (must equal Part IX, column (A), line 25)	2	57,438,671
3	Revenue less expenses Subtract line 2 from line 1	3	4,576,845
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	29,945,826
5	Net unrealized gains (losses) on investments	5	822,286
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	-783,930
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	34,561,027

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line 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?	Yes	
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	Yes	

SCHEDULE A

(Form 990 or 990EZ)

Department of the
Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization ST LUKE'S QUAKERTOWN HOSPITAL	Employer identification number 23-1352203
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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 33¹/₃% 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 33¹/₃% 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									

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

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2013

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 2013 (line 6, column (f) divided by line 11, column (f))		14				
15 Public support percentage for 2012 Schedule A, Part II, line 14		15				
16a 33 1/3% support test—2013. 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—2012. 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—2013. 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—2012. 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 IIISupport 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage		
15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2013. 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—2012. 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.** 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

Return Reference	Explanation	
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SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527
▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

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 ST LUKE'S QUAKERTOWN HOSPITAL	Employer identification number 23-1352203
---	--

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) 2010	(b) 2011	(c) 2012	(d) 2013	(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)?	Yes		
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?	Yes		
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	Yes		
i	Other activities?		No	
j	Total. Add lines 1c through 1i.			
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

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.

Return Reference	Explanation
SCHEDULE C, PART II-B, QUESTION 1	THE ORGANIZATION IS AN AFFILIATE IN THE ST LUKE'S UNIVERSITY HEALTH NETWORK ("NETWORK"), A TAX-EXEMPT INTEGRATED HEALTHCARE DELIVERY NETWORK. ST LUKE'S HOSPITAL OF BETHLEHEM, PENNSYLVANIA PAYS ALL LOBBYING EXPENDITURES ON BEHALF OF ALL AFFILIATES WITHIN THE NETWORK AND ALLOCATES A PERCENTAGE OF THESE EXPENDITURES TO VARIOUS AFFILIATES. THESE LOBBYING EXPENDITURES INCLUDE (1) PAYMENT TO AN OUTSIDE INDEPENDENT FIRM, (2) AN ALLOCATED PORTION OF THE DUES PAID TO THE HOSPITAL AND HEALTHSYSTEM ASSOCIATION OF PENNSYLVANIA AND (3) A PERCENTAGE OF TOTAL COMPENSATION OF TWO ST LUKE'S UNIVERSITY HEALTH NETWORK SENIOR MANAGEMENT PERSONNEL. THE AMOUNT ALLOCATED TO THIS ORGANIZATION ATTRIBUTABLE TO LOBBYING ACTIVITY FOR THE YEAR ENDED JUNE 30, 2014 IS \$17,714.

[illegible]

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b**
▶ **Attach to Form 990.** ▶ **See separate instructions.** ▶ **Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization ST LUKE'S QUAKERTOWN HOSPITAL	Employer identification number 23-1352203
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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

▶ \$ _____

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	3,571,488	3,188,234	2,957,210	1,803,655	
b Contributions	50,230	5,281	244,566	1,186,273	
c Net investment earnings, gains, and losses	656,892	405,746	69,669	282,771	
d Grants or scholarships					
e Other expenditures for facilities and programs	43,497	27,773	83,211	315,489	
f Administrative expenses					
g End of year balance	4,235,113	3,571,488	3,188,234	2,957,210	

- 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 73 490 %

c

Temporarily restricted endowment 26 510 %

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. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. 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 | | 6,296,367 | | 6,296,367 |
| b Buildings | | 22,992,960 | 16,798,082 | 6,194,878 |
| c Leasehold improvements | | 1,388,134 | 471,310 | 916,824 |
| d Equipment | | 41,150,661 | 36,761,240 | 4,389,421 |
| e Other | | 1,659,254 | | 1,659,254 |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 19,456,744 |
- Schedule D (Form 990) 2013

Part XI

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)		5	

Part XII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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

Part XIII

Supplemental Information

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.

Return Reference	Explanation
SCHEDULE D, PART V, QUESTION 4	

[illegible]

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization ST LUKE'S QUAKERTOWN HOSPITAL	Employer identification number 23-1352203
---	--

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

- 1

Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a

☐ Mail solicitations
- e

☐ Solicitation of non-government grants
- b

☐ Internet and email solicitations
- f

☐ Solicitation of government grants
- c

☐ Phone solicitations
- g

☐ Special fundraising events
- d

☐ In-person solicitations
- 2a

Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?
- ☐ Yes

☐ No
- b

If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total ▶						

- 3

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

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		<u>golf classic</u> (event type)	 (event type)	<u>0</u> (total number)	(add col (a) through col (c))
Revenue	1	Gross receipts	28,955		28,955
	2	Less Contributions . . .	17,842		17,842
	3	Gross income (line 1 minus line 2)	11,113		11,113
Direct Expenses	4	Cash prizes			
	5	Noncash prizes . . .			
	6	Rent/facility costs . . .	500		500
	7	Food and beverages .	4,763		4,763
	8	Entertainment	5,850		5,850
	9	Other direct expenses .			
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			
	11	Net income summary Subtract line 10 from line 3, column (d) ▶			

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

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

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

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

b If "No," explain _____

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

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13	Indicate the percentage of gaming activity operated in		
a	The organization's facility	13a	%
b	An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ _____

Address ▶ _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party

Name ▶ _____

Address ▶ _____

16 Gaming manager information

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

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

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

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

Return Reference	Explanation
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SCHEDULE H
(Form 990)

Department of the Treasury
Internal Revenue Service

Hospitals

► Complete if the organization answered "Yes" to Form 990, Part IV, question 20.
► Attach to Form 990. ► See separate instructions.
► Information about Schedule H (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
ST LUKE'S QUAKERTOWN HOSPITAL

Employer identification number
23-1352203

Part I

Financial Assistance and Certain Other Community Benefits at Cost

		Yes	No	
1a	Did the organization have a financial assistance policy during the tax year? If "No," skip to question 6a	1a	Yes	
b	If "Yes," was it a written policy?	1b	Yes	
2	If the organization had multiple hospital facilities, indicate which of the following best describes application of the financial assistance policy to its various hospital facilities during the tax year <input checked="" type="checkbox"/> Applied uniformly to all hospital facilities <input type="checkbox"/> Applied uniformly to most hospital facilities <input type="checkbox"/> Generally tailored to individual hospital facilities			
3	Answer the following based on the financial assistance eligibility criteria that applied to the largest number of the organization's patients during the tax year a Did the organization use Federal Poverty Guidelines (FPG) as a factor in determining eligibility for providing <i>free</i> care? If "Yes," indicate which of the following was the FPG family income limit for eligibility for <i>free</i> care <input type="checkbox"/> 100% <input type="checkbox"/> 150% <input type="checkbox"/> 200% <input checked="" type="checkbox"/> Other _____ 300 %	3a	Yes	
b	Did the organization use FPG as a factor in determining eligibility for providing <i>discounted</i> care? If "Yes," indicate which of the following was the family income limit for eligibility for discounted care <input type="checkbox"/> 200% <input type="checkbox"/> 250% <input checked="" type="checkbox"/> 300% <input type="checkbox"/> 350% <input type="checkbox"/> 400% <input type="checkbox"/> Other _____ %	3b	Yes	
c	If the organization used factors other than FPG in determining eligibility, describe in Part VI the income based criteria for determining eligibility for free or discounted care. Include in the description whether the organization used an asset test or other threshold, regardless of income, as a factor in determining eligibility for free or discounted care			
4	Did the organization's financial assistance policy that applied to the largest number of its patients during the tax year provide for free or discounted care to the "medically indigent"?	4	Yes	
5a	Did the organization budget amounts for free or discounted care provided under its financial assistance policy during the tax year?	5a	Yes	
b	If "Yes," did the organization's financial assistance expenses exceed the budgeted amount?	5b		No
c	If "Yes" to line 5b, as a result of budget considerations, was the organization unable to provide free or discounted care to a patient who was eligible for free or discounted care?	5c		
6a	Did the organization prepare a community benefit report during the tax year?	6a		No
b	If "Yes," did the organization make it available to the public?	6b		
Complete the following table using the worksheets provided in the Schedule H instructions. Do not submit these worksheets with the Schedule H.				

7

Financial Assistance and Certain Other Community Benefits at Cost

Financial Assistance and Means-Tested Government Programs	(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community benefit expense	(d) Direct offsetting revenue	(e) Net community benefit expense	(f) Percent of total expense
a Financial Assistance at cost (from Worksheet 1)			880,258	0	880,258	1 530 %
b Medicaid (from Worksheet 3, column a)			6,281,988	4,295,361	1,986,627	3 460 %
c Costs of other means-tested government programs (from Worksheet 3, column b)						
d Total Financial Assistance and Means-Tested Government Programs			7,162,246	4,295,361	2,866,885	4 990 %
Other Benefits						
e Community health improvement services and community benefit operations (from Worksheet 4)			105,217	1,720	103,497	0 180 %
f Health professions education (from Worksheet 5)						
g Subsidized health services (from Worksheet 6)			3,098,708	2,479,565	619,143	1 080 %
h Research (from Worksheet 7)						
i Cash and in-kind contributions for community benefit (from Worksheet 8)			29,830	0	29,830	0 050 %
j Total Other Benefits			3,233,755	2,481,285	752,470	1 310 %
k Total. Add lines 7d and 7j			10,396,001	6,776,646	3,619,355	6 300 %

Part IICommunity Building Activities

Complete this table if the organization conducted any community building activities during the tax year, and describe in Part VI how its community building activities promoted the health of the communities it serves.

	(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community building expense	(d) Direct offsetting revenue	(e) Net community building expense	(f) Percent of total expense
1	Physical improvements and housing					
2	Economic development					
3	Community support					
4	Environmental improvements					
5	Leadership development and training for community members					
6	Coalition building					
7	Community health improvement advocacy					
8	Workforce development					
9	Other					
10	Total					

Part IIIBad Debt, Medicare, & Collection Practices

Section A. Bad Debt Expense

1

Did the organization report bad debt expense in accordance with Heathcare Financial Management Association Statement No. 15?

1

Yes

2

Enter the amount of the organization's bad debt expense. Explain in Part VI the methodology used by the organization to estimate this amount.

2

8,341,444

3

Enter the estimated amount of the organization's bad debt expense attributable to patients eligible under the organization's financial assistance policy. Explain in Part VI the methodology used by the organization to estimate this amount and the rationale, if any, for including this portion of bad debt as community benefit.

3

1,156,134

4

Provide in Part VI the text of the footnote to the organization's financial statements that describes bad debt expense or the page number on which this footnote is contained in the attached financial statements.

Section B. Medicare

5

Enter total revenue received from Medicare (including DSH and IME).

5

16,071,645

6

Enter Medicare allowable costs of care relating to payments on line 5.

6

16,332,082

7

Subtract line 6 from line 5. This is the surplus (or shortfall).

7

-260,437

8

Describe in Part VI the extent to which any shortfall reported in line 7 should be treated as community benefit. Also describe in Part VI the costing methodology or source used to determine the amount reported on line 6. Check the box that describes the method used.
☐ Cost accounting system ☒ Cost to charge ratio ☐ Other

Section C. Collection Practices

9a

Did the organization have a written debt collection policy during the tax year?

9a

Yes

b

If "Yes," did the organization's collection policy that applied to the largest number of its patients during the tax year contain provisions on the collection practices to be followed for patients who are known to qualify for financial assistance? Describe in Part VI.

9b

Yes

Part IVManagement Companies and Joint Ventures

(owned 10% or more by officers, directors, trustees, key employees, and physicians—see instructions)

(a) Name of entity	(b) Description of primary activity of entity	(c) Organization's profit % or stock ownership %	(d) Officers, directors, trustees, or key employees' profit % or stock ownership %	(e) Physicians' profit % or stock ownership %
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				

Part V

Facility Information

Section A. Hospital Facilities

(list in order of size from largest to smallest—see instructions)
How many hospital facilities did the organization operate during the tax year?
1

Name, address, primary website address, and state license number

		Licensed hospital	General medical & surgical	Children's hospital	Teaching hospital	Critical access hospital	Research facility	ER-24 hours	ER-other	Other (Describe)	Facility reporting group
	See Additional Data Table										

Part V Facility Information (continued)

Section B. Facility Policies and Practices

(Complete a separate Section B for each of the hospital facilities or facility reporting groups listed in Part V, Section A)

ST LUKE'S QUAKERTOWN HOSPITAL

Name of hospital facility or facility reporting group

If reporting on Part V, Section B for a single hospital facility only: line number of hospital facility (from Schedule H, Part V, Section A)

	Yes	No
Community Health Needs Assessment (Lines 1 through 8c are optional for tax years beginning on or before March 23, 2012)		
1 During the tax year or either of the two immediately preceding tax years, did the hospital facility conduct a community health needs assessment (CHNA)? If "No," skip to line 9 If "Yes," indicate what the CHNA report describes (check all that apply)	1 Yes	
a <input checked="" type="checkbox"/> A definition of the community served by the hospital facility		
b <input checked="" type="checkbox"/> Demographics of the community		
c <input checked="" type="checkbox"/> Existing health care facilities and resources within the community that are available to respond to the health needs of the community		
d <input checked="" type="checkbox"/> How data was obtained		
e <input checked="" type="checkbox"/> The health needs of the community		
f <input checked="" type="checkbox"/> Primary and chronic disease needs and other health issues of uninsured persons, low-income persons, and minority groups		
g <input checked="" type="checkbox"/> The process for identifying and prioritizing community health needs and services to meet the community health needs		
h <input checked="" type="checkbox"/> The process for consulting with persons representing the community's interests		
i <input checked="" type="checkbox"/> Information gaps that limit the hospital facility's ability to assess the community's health needs		
j <input type="checkbox"/> Other (describe in Part VI)		
2 Indicate the tax year the hospital facility last conducted a CHNA 20 <u>12</u>		
3 In conducting its most recent CHNA, did the hospital facility take into account input from persons who represent the broad interests of the community served by the hospital facility, including those with special knowledge of or expertise in public health? If "Yes," describe in Part VI how the hospital facility took into account input from persons who represent the community, and identify the persons the hospital facility consulted	3 Yes	
4 Was the hospital facility's CHNA conducted with one or more other hospital facilities? If "Yes," list the other hospital facilities in Part VI	4 Yes	
5 Did the hospital facility make its CHNA report widely available to the public? If "Yes," indicate how the CHNA report was made widely available (check all that apply)	5 Yes	
a <input checked="" type="checkbox"/> Hospital facility's website (list url) <u>WWW.SLHN.ORG</u>		
b <input type="checkbox"/> Other website (list url)		
c <input checked="" type="checkbox"/> Available upon request from the hospital facility		
d <input type="checkbox"/> Other (describe in Part VI)		
6 If the hospital facility addressed needs identified in its most recently conducted CHNA, indicate how (check all that apply as of the end of the tax year)		
a <input checked="" type="checkbox"/> Adoption of an implementation strategy that addresses each of the community health needs identified through the CHNA		
b <input checked="" type="checkbox"/> Execution of the implementation strategy		
c <input checked="" type="checkbox"/> Participation in the development of a community-wide plan		
d <input checked="" type="checkbox"/> Participation in the execution of a community-wide plan		
e <input checked="" type="checkbox"/> Inclusion of a community benefit section in operational plans		
f <input checked="" type="checkbox"/> Adoption of a budget for provision of services that address the needs identified in the CHNA		
g <input checked="" type="checkbox"/> Prioritization of health needs in its community		
h <input checked="" type="checkbox"/> Prioritization of services that the hospital facility will undertake to meet health needs in its community		
i <input type="checkbox"/> Other (describe in Part VI)		
7 Did the hospital facility address all of the needs identified in its most recently conducted CHNA? If "No," explain in Part VI which needs it has not addressed and the reasons why it has not addressed such needs	7	No
8a Did the organization incur an excise tax under section 4959 for the hospital facility's failure to conduct a CHNA as required by section 501(r)(3)?	8a	No
b If "Yes" to line 8a, did the organization file Form 4720 to report the section 4959 excise tax?	8b	
c If "Yes" to line 8b, what is the total amount of section 4959 excise tax the organization reported on Form 4720 for all of its hospital facilities? \$		

Part V

Facility Information *(continued)*

Financial Assistance Policy		Yes	No
9	Did the hospital facility have in place during the tax year a written financial assistance policy that Explained eligibility criteria for financial assistance, and whether such assistance includes free or discounted care?	9 Yes	
10	Used federal poverty guidelines (FPG) to determine eligibility for providing <i>free</i> care? If "Yes," indicate the FPG family income limit for eligibility for free care <u>300</u> % If "No," explain in Part VI the criteria the hospital facility used	10 Yes	
11	Used FPG to determine eligibility for providing <i>discounted</i> care? If "Yes," indicate the FPG family income limit for eligibility for discounted care <u>300</u> % If "No," explain in Part VI the criteria the hospital facility used	11 Yes	
12	Explained the basis for calculating amounts charged to patients? If "Yes," indicate the factors used in determining such amounts (check all that apply)	12 Yes	
a	<input checked="" type="checkbox"/> Income level		
b	<input checked="" type="checkbox"/> Asset level		
c	<input checked="" type="checkbox"/> Medical indigency		
d	<input checked="" type="checkbox"/> Insurance status		
e	<input checked="" type="checkbox"/> Uninsured discount		
f	<input type="checkbox"/> Medicaid/Medicare		
g	<input type="checkbox"/> State regulation		
h	<input type="checkbox"/> Residency		
i	<input type="checkbox"/> Other (describe in Part VI)		
13	Explained the method for applying for financial assistance?	13 Yes	
14	Included measures to publicize the policy within the community served by the hospital facility? If "Yes," indicate how the hospital facility publicized the policy (check all that apply)	14 Yes	
a	<input checked="" type="checkbox"/> The policy was posted on the hospital facility's website		
b	<input type="checkbox"/> The policy was attached to billing invoices		
c	<input checked="" type="checkbox"/> The policy was posted in the hospital facility's emergency rooms or waiting rooms		
d	<input checked="" type="checkbox"/> The policy was posted in the hospital facility's admissions offices		
e	<input type="checkbox"/> The policy was provided, in writing, to patients on admission to the hospital facility		
f	<input checked="" type="checkbox"/> The policy was available upon request		
g	<input checked="" type="checkbox"/> Other (describe in Part VI)		
Billing and Collections			
15	Did the hospital facility have in place during the tax year a separate billing and collections policy, or a written financial assistance policy (FAP) that explained actions the hospital facility may take upon non-payment?	15 Yes	
16	Check all of the following actions against an individual that were permitted under the hospital facility's policies during the tax year before making reasonable efforts to determine the individual's eligibility under the facility's FAP		
a	<input type="checkbox"/> Reporting to credit agency		
b	<input type="checkbox"/> Lawsuits		
c	<input type="checkbox"/> Liens on residences		
d	<input type="checkbox"/> Body attachments		
e	<input type="checkbox"/> Other similar actions (describe in Section C)		
17	Did the hospital facility or an authorized third party perform any of the following actions during the tax year before making reasonable efforts to determine the individual's eligibility under the facility's FAP? If "Yes," check all actions in which the hospital facility or a third party engaged	17	No
a	<input type="checkbox"/> Reporting to credit agency		
b	<input type="checkbox"/> Lawsuits		
c	<input type="checkbox"/> Liens on residences		
d	<input type="checkbox"/> Body attachments		
e	<input type="checkbox"/> Other similar actions (describe in Section C)		

Part V

Facility Information *(continued)*

- 18** Indicate which efforts the hospital facility made before initiating any of the actions listed in line 17 (check all that apply)
- a**

☐

Notified individuals of the financial assistance policy on admission
- b**

☒

Notified individuals of the financial assistance policy prior to discharge
- c**

☒

Notified individuals of the financial assistance policy in communications with the individuals regarding the individuals' bills
- d**

☒

Documented its determination of whether individuals were eligible for financial assistance under the hospital facility's financial assistance policy
- e**

☐

Other (describe in Section C)

Policy Relating to Emergency Medical Care

	Yes	No
19 Did the hospital facility have in place during the tax year a written policy relating to emergency medical care that requires the hospital facility to provide, without discrimination, care for emergency medical conditions to individuals regardless of their eligibility under the hospital facility's financial assistance policy? If "No," indicate why	Yes	
<div><div>a</div><div><input type="checkbox"/></div><div>The hospital facility did not provide care for any emergency medical conditions</div></div> <div><div>b</div><div><input type="checkbox"/></div><div>The hospital facility's policy was not in writing</div></div> <div><div>c</div><div><input type="checkbox"/></div><div>The hospital facility limited who was eligible to receive care for emergency medical conditions (describe in Part VI)</div></div> <div><div>d</div><div><input type="checkbox"/></div><div>Other (describe in Part VI)</div></div>		

Charges to Individuals Eligible for Assistance under the FAP (FAP-Eligible Individuals)

20 Indicate how the hospital facility determined, during the tax year, the maximum amounts that can be charged to FAP-eligible individuals for emergency or other medically necessary care		
<div><div>a</div><div><input type="checkbox"/></div><div>The hospital facility used its lowest negotiated commercial insurance rate when calculating the maximum amounts that can be charged</div></div> <div><div>b</div><div><input type="checkbox"/></div><div>The hospital facility used the average of its three lowest negotiated commercial insurance rates when calculating the maximum amounts that can be charged</div></div> <div><div>c</div><div><input type="checkbox"/></div><div>The hospital facility used the Medicare rates when calculating the maximum amounts that can be charged</div></div> <div><div>d</div><div><input checked="" type="checkbox"/></div><div>Other (describe in Part VI)</div></div>		
21 During the tax year, did the hospital facility charge any FAP-eligible individual to whom the hospital facility provided emergency or other medically necessary services more than the amounts generally billed to individuals who had insurance covering such care? If "Yes," explain in Part VI		No
22 During the tax year, did the hospital facility charge any FAP-eligible individual an amount equal to the gross charge for any service provided to that individual? If "Yes," explain in Part VI		No

Part V Facility Information (continued)

Section C. Supplemental Information for Part V, Section B. Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

[illegible]

Part V

Facility Information *(continued)*

Section D. Other Health Care Facilities That Are Not Licensed, Registered, or Similarly Recognized as a Hospital Facility
(list in order of size, from largest to smallest)

How many non-hospital health care facilities did the organization operate during the tax year? **5**

Name and address		Type of Facility (describe)
1	ST LUKE'S BONE & JOINT INSTITUTE 1534 PARK AVENUE QUAKERTOWN, PA 18951	REHABILITATION, DIAGNOSTIC & OUTPATIENT CENTER
2	ST LUKE'S UPPER PERKIOMEN OP CENTER 2793 GERYVILLE PIKE PENNSBURG, PA 18073	DIAGNOSTIC CENTER, LAB DRAW SITE, REHABILITATION
3	ST LUKE'S PHYSICAL THERAPY - CV 5848 OLD BETHLEHEM PIKE SUITE 102 CENTER VALLEY, PA 18034	REHABILITATION
4	WOMEN'S IMAGING CENTER 121 S 11TH STREET QUAKERTOWN, PA 18951	DIAGNOSTIC CENTER
5	HEART & VASCULAR CENTER 1532 PARK AVENUE QUAKERTOWN, PA 18951	OUTPATIENT SERVICE - CARDIAC & VASCULAR SERVICES
6		
7		
8		
9		
10		

Part VI

Supplemental Information

Provide the following information

- 1** **Required descriptions.** Provide the descriptions required for Part I, lines 3c, 6a, and 7, Part II and Part III, lines 2, 3, 4, 8 and 9b
- 2** **Needs assessment.** Describe how the organization assesses the health care needs of the communities it serves, in addition to any CHNAs reported in Part V, Section B
- 3** **Patient education of eligibility for assistance.** Describe how the organization informs and educates patients and persons who may be billed for patient care about their eligibility for assistance under federal, state, or local government programs or under the organization's financial assistance policy
- 4** **Community information.** Describe the community the organization serves, taking into account the geographic area and demographic constituents it serves
- 5** **Promotion of community health.** Provide any other information important to describing how the organization's hospital facilities or other health care facilities further its exempt purpose by promoting the health of the community (e g , open medical staff, community board, use of surplus funds, etc)
- 6** **Affiliated health care system.** If the organization is part of an affiliated health care system, describe the respective roles of the organization and its affiliates in promoting the health of the communities served
- 7** **State filing of community benefit report.** If applicable, identify all states with which the organization, or a related organization, files a community benefit report

Form and Line Reference	Explanation
SCHEDULE H, PART I, LINE 6A	Not applicable

Form and Line Reference	Explanation
SCHEDULE H, PART I, LINE 7	The Mckesson, Horizon performance management costing application was the tool utilized to determine the cost of financial assistance, unreimbursed Medicaid, Medicaid HMO , and subsidized health services. The entire activity was costed through the Mckesson HPM application, to include inpatient, outpatient, emergency room, and all payers. Costing consisted of allocating cost from the departmental level down to the service item level. Once costs were determined at the service item level, we then aggregated encounters into the defined targeted groups. For determination of the unreimbursed costs for Medicaid, Medicaid HMO , and subsidized services reported on Part I, Line 7, we excluded charity care, bad debt, and all overlapping cases reported elsewhere. We utilized the ratio of patient care cost to charges to determine the charity care. The development of the ratio conforms to the Form 990 instructions. The Medicare shortfall/surplus was determined using the Medicare complex cost reporting form utilizing allowable Medicare costs. No costs relating to subsidized healthcare services are attributable to any physician clinics.

Form and Line Reference	Explanation
SCHEDULE H, PART II	St Luke's Quakertown Hospital has direct involvement in numerous community building activities that promote and improve the health status and general betterment of the communities served by the hospital. This is accomplished through service on state and regional advocacy committees and boards, volunteerism with local community-based non-profit advocacy groups, and participation in conferences and other educational activities to promote understanding of the root causes of health concerns. This organization provides educational materials, conducts community health fairs and holds health education seminars and outreach sessions for its patients and for community providers. Presentations are provided by physicians, nurses and other healthcare professionals.

Form and Line Reference	Explanation
SCHEDULE H, PART III, LINE 4	<p>Bad debt expense was calculated using the organization's bad debt expense from its audited financial statements. The organization and its affiliates prepare and issue audited consolidated financial statements. The system's allowance for doubtful accounts (bad debt expense) methodology and charity care policies are consistently applied across all hospital affiliates. The attached text was obtained from the footnotes to the audited financial statements of the organization. Patient accounts receivable. The Network's patient accounts receivable consist of unsecured amounts due for patient services billed to patients and other third-party payors such as Medicare, Medical Assistance, Blue Cross and various commercial insurance companies and managed care companies. The primary service area of the Network is located in Lehigh, Northampton, Carbon, Schuylkill and Bucks Counties, Pennsylvania. The ability of these patients to pay is subject to changes in general economic conditions of the Network's service area. The Network performs ongoing credit evaluations and maintains reserves for potential credit losses. Charity care. The Network provides care to all patients who meet certain criteria under its charity care policy without charge or at amounts less than its established rates. Charges for services to patients who meet the Network's guidelines for charity care are not reflected in the accompanying consolidated financial statements. The charges associated with these services for charity care provided by the Network approximate \$105,400,000 and \$116,300,000 in 2014 and 2013, respectively. The costs incurred to provide such care is determined using a cost to charge ratio and were approximately \$89,066,000 and \$98,330,000 for 2014 and 2013, respectively.</p>

Form and Line Reference	Explanation
<p>SCHEDULE H, PART III, LINE 8</p>	<p>Medicare costs were derived from the Medicare cost report filed by the organization. Medicare underpayments and bad debt are community benefit and associated costs are includable on the Form 990, Schedule H, Part I. The organization feels that Medicare underpayments (shortfall) and bad debt are community benefit and associated costs are includable on the Form 990, Schedule H, Part I. As outlined more fully below, the organization believes that these services and related costs promote the health of the community as a whole and are rendered in conjunction with the organization's charitable tax-exempt purposes and mission in providing medically necessary healthcare services to all individuals in a non-discriminatory manner without regard to race, color, creed, sex, national origin, religion or ability to pay and consistent with the community benefit standard promulgated by the IRS. The community benefit standard is the current standard for a hospital for recognition as a tax-exempt and charitable organization under Internal Revenue Code ("IRC") 501(c)(3). The organization is recognized as a tax-exempt entity and charitable organization under 501(c)(3) of the IRC. Although there is no definition in the tax code for the term "charitable", a regulation promulgated by the department of the treasury provides some guidance and states that "[t]he term charitable is used in 501(c)(3) in its generally accepted legal sense," and provides examples of charitable purposes, including the relief of the poor or unprivileged, the promotion of social welfare, and the advancement of education, religion, and science. Note it does not explicitly address the activities of hospitals. In the absence of explicit statutory or regulatory requirements applying the term "charitable" to hospitals, it has been left to the IRS to determine the criteria hospitals must meet to qualify as IRC 501(c)(3) charitable organizations. The original standard was known as the charity care standard. This standard was replaced by the IRS with the community benefit standard which is the current standard. Charity care standard: In 1956, the IRS issued Revenue Ruling 56-185, which addressed the requirements hospitals needed to meet in order to qualify for IRC 501(c)(3) status. One of these requirements is known as the "charity care standard." Under the standard, a hospital had to provide, to the extent of its financial ability, free or reduced-cost care to patients unable to pay for it. A hospital that expected full payment did not, according to the ruling, provide charity care based on the fact that some patients ultimately failed to pay. The ruling emphasized that a low level of charity care did not necessarily mean that a hospital had failed to meet the requirement since that level could reflect its financial ability to provide such care. The ruling also noted that publicly supported community hospitals would normally qualify as charitable organizations because they serve the entire community, and a low level of charity care would not affect a hospital's exempt status if it was due to the surrounding community's lack of charitable demands. Community benefit standard: In 1969, the IRS issued Revenue Ruling 69-545, which "remove[d]" from Revenue Ruling 56-185 "the requirements relating to caring for patients without charge or at rates below cost" under the standard developed in Revenue Ruling 69-545, which is known as the "community benefit standard," hospitals are judged on whether they promote the health of a broad class of individuals in the community. The ruling involved a hospital that only admitted individuals who could pay for the services (by themselves, private insurance, or public programs such as Medicare), but operated a full-time emergency room that was open to everyone. The IRS ruled that the hospital qualified as a charitable organization because it promoted the health of people in its community. The IRS reasoned that because the promotion of health was a charitable purpose according to the general law of charity, it fell within the "generally accepted legal sense" of the term "charitable," as required by Treas. Reg. 1.501(c)(3)-1(d)(2). The IRS ruling stated that the promotion of health, like the relief of poverty and the advancement of education and religion, is one of the purposes in the general law of charity that is deemed beneficial to the community as a whole even though the class of beneficiaries eligible to receive a direct benefit from its activities does not include all members of the community, such as indigent members of the community, provided that the class is not so small that its relief is not of benefit to the community. The IRS concluded that the hospital was "promoting the health of a class of persons that is broad enough to benefit the community" because its emergency room was open to all and it provided care to everyone who could pay, whether directly or through third-party reimbursement. Other characteristics of the hosp</p>

Form and Line Reference	Explanation
<p>SCHEDULE H, PART III, LINE 8</p>	<p>ital that the IRS highlighted included the following its surplus funds were used to improve patient care, expand hospital facilities, and advance medical training, education, and research, it was controlled by a board of trustees that consisted of independent civic leaders, and hospital medical staff privileges were available to all qualified physicians Medicare underpayments and bad debt are community benefit and associated costs are includable on the Form 990, Schedule H, Part I The American Hospital Association ("AHA") feels that Medicare underpayments (shortfall) and bad debt are community benefit and thus includable on the Form 990, Schedule H, Part I This organization agrees with the AHA position As outlined in the aha letter to the IRS dated August 21, 2007 with respect to the first published draft of the new Form 990 and Schedule H, the AHA felt that the IRS should incorporate the full value of the community benefit that hospitals provide by counting Medicare underpayments (shortfall) and bad debt as quantifiable community benefit for the following reasons - PROVIDING CARE FOR THE ELDERLY AND SERVING MEDICARE PATIENTS IS AN ESSENTIAL PART OF THE COMMUNITY BENEFIT STANDARD - MEDICARE, LIKE MEDICAID, DOES NOT PAY THE FULL COST OF CARE RECENTLY, MEDICARE REIMBURSES HOSPITALS ONLY 92 CENTS FOR EVERY DOLLAR THEY SPEND TO TAKE CARE OF MEDICARE PATIENTS THE MEDICARE PAYMENT ADVISORY COMMISSION ("MEDPAC") IN ITS MARCH 2007 REPORT TO CONGRESS CAUTIONED THAT UNDERPAYMENT WILL GET EVEN WORSE, WITH MARGINS REACHING A 10-YEAR LOW AT NEGATIVE 54 PERCENT - MANY MEDICARE BENEFICIARIES, LIKE THEIR MEDICAID COUNTERPARTS, ARE POOR MORE THAN 46 PERCENT OF MEDICARE SPENDING IS FOR BENEFICIARIES WHOSE INCOME IS BELOW 200 PERCENT OF THE FEDERAL POVERTY LEVEL MANY OF THOSE MEDICARE BENEFICIARIES ARE ALSO ELIGIBLE FOR MEDICAID - - SO CALLED "DUAL ELIGIBLES " THERE IS EVERY COMPELLING PUBLIC POLICY REASON TO TREAT MEDICARE AND MEDICAID UNDERPAYMENTS SIMILARLY FOR PURPOSES OF A HOSPITAL'S COMMUNITY BENEFIT AND INCLUDE THESE COSTS ON FORM 990 , SCHEDULE H, PART I MEDICARE UNDERPAYMENT MUST BE SHOULDERED BY THE HOSPITAL IN ORDER TO CONTINUE TREATING THE COMMUNITY'S ELDERLY AND POOR THESE UNDERPAYMENTS REPRESENT A REAL COST OF SERVING THE COMMUNITY AND SHOULD COUNT AS A QUANTIFIABLE COMMUNITY BENEFIT Both the AHA and this organization also feel that patient bad debt is a community benefit and thus includable on the Form 990, Schedule H, Part I There are compelling reasons that patient bad debt should be counted as quantifiable community benefit as follows - a significant majority of bad debt is attributable to low-income patients, who, for many reasons, decline to complete the forms required to establish eligibility for hospitals' charity care or financial assistance programs A 2006 congressional budget office ("cbo") report, nonprofit hospitals and the provision of community benefits, cited two studies indicating that "the great majority of bad debt was attributable to patients with incomes below 200% of the federal poverty line " - the report also noted that a substantial portion of bad debt is pending charity care Unlike bad debt in other industries, hospital bad debt is complicated by the fact that hospitals follow their mission to the community and treat every patient that comes through their emergency department, regardless of ability to pay Patients who have outstanding bills are not turned away, unlike other industries Bad debt is further complicated by the auditing industry's standards on reporting charity care Many patients cannot or do not provide the necessary, extensive documentation required to be deemed charity care by auditors As a result, roughly 10% of bad debt is pending charity care - the cbo concluded that its findings "support the validity of the use of uncompensated care [bad debt and charity care] as a measure of community benefits" assuming the findings are generalizable nationwide, the experience of</p>

Form and Line Reference	Explanation
SCHEDULE H, PART III, LINE 9B	<p>Accounts considered to be charity care are not included in the bad debt expense, but rather, are accounted for as an allowance against the organization's patient service revenue. St. Luke's financial assistance program. St. Luke's is a non-profit organization dedicated to the care and treatment of the sick and the prevention of illness. The first consideration in the admission and placement or treatment of a patient is the medical needs of the patient. Patients shall be provided and encouraged to obtain medically necessary care regardless of ability to pay or eligibility for financial assistance. However, all patients will be required to pay for the care which they receive if they are financially able to do so. Advance payment will not be required for any medically necessary service. Some individuals fail to obtain necessary care due to financial concerns. In order to encourage such patients to obtain appropriate care, St. Luke's shall operate a Financial Assistance program for the uninsured indigent population and a discount program for all other uninsured patients. All patients presenting for medically necessary services with no insurance will have the opportunity to qualify for St. Luke's Financial Assistance Program. Services excluded from the program include but are not limited to, cosmetic, bariatric, IVF, IUDs, tubal ligations, sleep study. St. Luke's reserves the right to exclude services if upon review it is determined that they are not medically necessary. In addition, patients scheduled for elective procedures or studies will be assessed for medical need and timing for the procedure along with ability to pay for a portion of the procedure. Eligibility for the Patient Fair Care program will be reviewed and application required if eligible. Medical Assistance application may be required and completed prior to service for elective cases. Patients who meet a hardship exemption for the Affordable Care Act (ACA) may apply for Financial Assistance upon signing an attestation form of hardship eligibility. Patients receiving inpatient or high dollar outpatient services will be evaluated for Medical Assistance eligibility and ACA in order to qualify for the St. Luke's Hospital Financial Assistance Program. Individuals will not be eligible for financial assistance if Medical Assistance or ACA coverage is denied due to lack of cooperation (i.e., timeliness or failure to produce required documentation). Any patient payments made for services that subsequently receive Medical Assistance approval will be refunded to the patient. Financial Assistance. Individuals with family income at or below 300% of the current federal poverty guidelines may be eligible for a 10.0% financial assistance allowance on the cost of their medically necessary services, after a minimum copay amount for certain outpatient services as follows, Clinic visits, including the hospital family practice centers, rural health centers, women's and children's clinics = \$10. Other programs within the clinics may establish a flat rate minimum amount due for elective procedures that are at or below the Medical Assistance fee schedule for patients not eligible for Medical Assistance but are under the 300% federal poverty guidelines. Urgent care center visits = \$15. Emergency room visits = \$25. Uninsured patients with income exceeding 300% of federal poverty guidelines will automatically receive an 80% discount on hospital charges. No proof of income is required for this discount and this is not considered Financial Assistance. Patients with routine co-pays and deductibles from managed care and commercial insurances are not eligible for financial assistance or a discount unless a financial hardship can be proven. Patients having limited benefit coverage through insurance and who demonstrate a financial hardship may be eligible for the Financial Assistance program. Patients who have received financial assistance in the past but who are having services that are elective or high dollar procedures, visits will be required to comply with the process of Medical Assistance eligibility or eligibility for programs such as ACA. Case by case decisions will be made re financial liability in each instance. Determining Eligibility for Financial Assistance. Designated business service department employees will utilize independent third party income estimation software information as the determinant of eligibility. The income estimation software application utilized by St. Luke's is based upon a statistically validated methodology to provide income and family size determination. This information is then automatically cross-walked to St. Luke's financial assistance eligibility matrix ranging from 0% to 300% of the current federal poverty guidelines to determine the level of financial assistance to be applied. When insufficient information is returned via the software application, the manual process below will be utilized to determine eligibility. In determining family income and</p>

Form and Line Reference	Explanation
<p>SCHEDULE H, PART III, LINE 9B</p>	<p>family size, a family unit will be defined as immediate family members /significant other/ domestic partner living in the household All income of occupants will be considered in determining total household income In determining income the following will be considered - Wages - Pension - Annuities - Social Security - Interest, Dividend, and other Investment Income such as Capital Gains - Unemployment Compensation - Workers Comp - Disability Benefits - Child Support - Alimony - Public Assistance - Net Rental Income (Income Less Expenses) as calculated for Federal Tax purposes Assets may be considered in determining eligibility and the level of discount approved for financial assistance Designated business service department employees may also discuss financial assistance with patients who upon receiving a billing statement express an inability to pay for services rendered Financial assistance applications may be supplied to these patients along with the information regarding required documentation or the income estimation software may be used to determine eligibility status Medical Indigence Assessment If the patient does not qualify for any of the financial assistance categories identified above, but the medical expenses exceed an ability to pay, the patient will be encouraged to write a hardship letter to be submitted to the Associate Vice President of Finance for consideration of a hardship write-off of all or part of the outstanding medical liability In the case of foreign visitors, the hospital will attempt to identify the person who sponsored the visitor's entry into the United States If the sponsor is legally responsible for the visitor's medical bills, the hospital will apply its normal collection efforts in attempting to collect from the sponsor Application for financial assistance will be based on the sponsor's income St Luke's Hospital reserves the right to deny an application for financial assistance based upon lack of reasonably required documentation or the submission of fraudulent documentation If information is not provided, an application may be denied unless the information was not provided for reasons beyond the applicant's control In these cases the patient will not be eligible for the financial assistance program Notification to Patient All patients receiving inpatient or high dollar OP services will receive a notice of determination from the business office with the amount of financial assistance granted and any remaining financial liability Patients may provide documentation if they feel the automatic estimation of income and assets is incorrect or incomplete The business office will assess and revise the determination as appropriate for future encounters based on the software information provided All patient statements will have the phone number to call for patients having difficulty meeting financial obligations St Luke's credit and collection policy The Credit and Collection policy is established and is to be administered in accordance with the mission and values of the hospital as well as federal and state law The policy is designed to promote appropriate access to medical care for all patients regardless of their ability to pay while maintaining the Network's fiscal responsibility to maximize reimbursement and minimize bad debt All medically necessary hospital services are provided without consideration of ability to pay and are not delayed pending application and/or approval of Medical Assistance or St Luke's Financial Assistance Program Advance payment is not required for any medically necessary service This Credit and Collection policy is intended to take into account each individual's ability to contribute to the cost of his or her care Patients will be assisted in obtaining health insurance coverage from privately and publicly funded sources whenever possible All Patient Business Service department representatives will be educated on all aspects of the Credit and Collection</p>

Form and Line Reference	Explanation
Schedule H, Part VI, Question 2	<p>St Luke's University Health Network's department of community health oversees assessment of the healthcare needs of the communities served by hospitals within the network, including this organization. The department is led by Dr. Bonnie Coyle, board certified in preventative medicine, with 16 years' experience in public and preventative health. Analysis of information from the following sources is part of the department's ongoing health needs assessment process: vital statistics, Pennsylvania Department of Health data, hospital discharge data, the Robert Wood Johnson County health profiles and other county data available from various other state agencies. In addition, the department collects ongoing statistics from its comprehensive community outreach initiatives and from financial support for the Bethlehem partnership for a health community. Established in 1996 by the board of directors of St. Luke's University Health Network, the partnership is a national model for collaborative efforts to improve access to healthcare services. Currently more than 165 participating/funding agencies, representing local business, government, educational and community organizations are actively involved in partnership programs which serve the greater Lehigh Valley. Through community ownership and shared responsibility, the partnership strives to enhance the physical, mental, emotional and spiritual wellness of individuals and communities, thereby improving the quality of life for all. The department's healthcare needs assessment process is enhanced by data obtained through the Bethlehem partnership's various school-based programs, such as numbers of children failing dental and vision examinations and number of children not receiving medical examinations. The department also utilizes guidelines for adolescent preventive services (GAPS) in the Bethlehem partnership's various mobile van service programs to collect data on risk factors for students and to monitor community health problems. For example, data has been tracked on risk factors such as smoking, obesity, seatbelt use and drug and alcohol use. GAPS is also used on an ongoing basis to build and modify programs. Most recently, the network has contracted with the Lehigh Valley Research Consortium to conduct a formal health needs assessment for the greater Lehigh Valley and Upper Bucks County area, served by St. Luke's Hospital (Allentown/Bethlehem), St. Luke's Quakertown Hospital and the Visiting Nurse Association of St. Luke's. The process will be completed by the IRS required date.</p>

Form and Line Reference	Explanation
SCHEDULE H, PART VI, QUESTION 3	<p>As a not for-profit entity, St Luke's Quakertown Hospital's first consideration in the admission and placement or treatment of any patient is the patient's medical needs. Some patients hesitate to obtain necessary care because of their financial concerns. In order to encourage such patients to obtain appropriate care, in December 2008, the network's board of directors redesigned the network's charity care program for patient system access to discounted hospital services. This policy is updated annually. The network also established a community benefit tracking system to comply with new IRS Form 990 guidelines (effective 2009) to report community benefit activities/expenditures. The charity care program is widely communicated in both English and Spanish. A bilingual notice of the program is posted in all outpatient and inpatient registration areas. All patient statements include a number for patients to call if they are having difficulty paying their bills. St Luke's website has extensive information regarding the financial assistance program, including eligibility guidelines and contact information. Additionally, St Luke's financial counselors assess each patient for eligibility for coverage through medical assistance, CHIP, adult basic and other programs. Bilingual counselors are available.</p>

Form and Line Reference	Explanation
SCHEDULE H, PART VI, QUESTION 4	St Luke's Quakertown Hospital's primary service area consists of a suburban population in Upper Bucks County in Southeastern Pennsylvania with a total population of 116,588. The average household income is \$83,271 and 6.4 percent of the population has income below the poverty level. Four hospitals serve the primary service area and 17 percent of hospital discharges are Medicaid patients and 4 percent are uninsured. The median age of the population is 39.8 years and 92.15 percent are Caucasian. Growth in population ages 65 years and older in Upper Bucks and Montgomery County is projected to increase by 19 percent by 2014. Quakertown is considered a fast-growing bedroom community and regional shopping and service center for Bucks County and Philadelphia.

Form and Line Reference	Explanation
Schedule H, Part VI, Q uestion 5	The organization and the entire St Luke's University Health Network promote the health of the community on a daily basis throughout the year The network coordinates and offers numerous community benefit programs, activities and support groups to the community Please refer to schedule o for a detailed community benefit statement

Form and Line Reference	Explanation
SCHEDULE H, PART VI, QUESTION 6	<p>Outlined below is a summary of the entities which comprise the St Luke's University Health Network. Not-for-profit St Luke's University Health Network entities: St Luke's Health Network, Inc. St Luke's Health Network, Inc. is the tax-exempt parent of the St Luke's University Health Network ("St Luke's"). This integrated healthcare delivery system consists of a group of affiliated healthcare organizations. This organization is the sole member or stockholder of each affiliated entity. St Luke's is an integrated network of healthcare providers throughout the states of Pennsylvania and New Jersey. St Luke's Health Network, Inc. is an organization recognized by the Internal Revenue Service as tax-exempt pursuant to Internal Revenue Code 501(c)(3) and as a non-private foundation pursuant to Internal Revenue Code 509(a)(3). As the parent organization, St Luke's Health Network, Inc. strives to continually develop and operate a multi-hospital healthcare network which provides substantial community benefit through the provision of a comprehensive spectrum of healthcare services to the residents of Pennsylvania and New Jersey and surrounding communities. St Luke's Health Network, Inc. ensures that its network provides medically necessary healthcare services to all individuals regardless of race, color, creed, sex, national origin, religion or ability to pay. No individuals are denied necessary medical care, treatment or services. St Luke's active hospitals include St Luke's Hospital of Bethlehem, PA, St Luke's Quakertown Hospital, Carbon-Schuylkill Community Hospital, Inc., St Luke's Hospital Anderson Campus and St Luke's Warren Hospital. Each of these hospitals operates consistently with the following criteria outlined in IRS Revenue Ruling 69-545: 1. Each provides medically necessary healthcare services to all individuals regardless of ability to pay, including charity care, self-pay, Medicare and Medicaid patients; 2. Each operates an active emergency room for all persons, which is open 24 hours a day, 7 days a week, 365 days per year; 3. Each maintains an open medical staff, with privileges available to all qualified physicians; 4. Control of each rests with its board of directors and the board of directors of St Luke's Health Network, Inc. Both boards are comprised of a majority of independent civic leaders and other prominent members of the community; and 5. Surplus funds are used to improve the quality of patient care, expand and renovate facilities and advance medical care, programs and activities. St Luke's Hospital of Bethlehem, Pennsylvania. St Luke's Hospital of Bethlehem, Pennsylvania is comprised of two non-profit hospital campuses: a 480-bed campus in Bethlehem, Pennsylvania and a 158-bed campus in Allentown, Pennsylvania. St Luke's Hospital of Bethlehem, Pennsylvania is recognized by the Internal Revenue Service as an Internal Revenue Code 501(c)(3) tax-exempt organization. Pursuant to its charitable purposes, the organization provides medically necessary healthcare services to all individuals regardless of race, color, creed, sex, national origin, religion or ability to pay. Moreover, St Luke's Hospital of Bethlehem, Pennsylvania operates consistently with the criteria outlined in IRS Revenue Ruling 69-545. Cancer Immunotherapies, LLC. A limited liability company disregarded for federal income tax purposes owned by St Luke's Hospital of Bethlehem, Pennsylvania. This entity is currently inactive. St Luke's Airmed, LLC. A limited liability company disregarded for federal income tax purposes owned by St Luke's Hospital of Bethlehem, Pennsylvania. This entity is currently inactive. St Luke's Homestar Services, LLC. A limited liability company disregarded for federal income tax purposes owned by St Luke's Hospital of Bethlehem, Pennsylvania. This entity provides outpatient services in Bethlehem, Pennsylvania. St Luke's Windgap Property, LLC. A limited liability company disregarded for federal income tax purposes owned by St Luke's Hospital of Bethlehem, Pennsylvania. This entity is currently inactive. Pocono MRI Imaging and Diagnostic Center, LLC. A limited liability company disregarded for federal income tax purposes owned by St Luke's Hospital of Bethlehem, Pennsylvania. This entity provides outpatient services in Bethlehem, Pennsylvania. Evantage Health, LLC. A limited liability company disregarded for federal income tax purposes owned by St Luke's Hospital of Bethlehem, Pennsylvania. This entity is currently inactive. St Luke's Hospital Anderson Campus. St Luke's Hospital Anderson Campus is a 108-bed non-profit hospital located in Easton, Pennsylvania. St Luke's Hospital Anderson Campus is recognized by the Internal Revenue Service as an Internal Revenue Code 501(c)(3) tax-exempt organization. Pursuant to its charitable purposes, the organization provides medically necessary healthcare services to all individuals regardless of race, color, creed, sex, national</p>

Form and Line Reference	Explanation
<p>SCHEDULE H, PART VI, QUESTION 6</p>	<p>origin, religion or ability to pay Moreover, St Luke's Hospital Anderson Campus operates consistently with the criteria outlined in IRS Revenue Ruling 69-545 St Luke's Quakertown Hospital St Luke's Quakertown Hospital is a 62-bed non-profit hospital located in Quakertown, Pennsylvania St Luke's Quakertown Hospital is recognized by the Internal Revenue Service as an Internal Revenue Code 501(c)(3) tax-exempt organization Pursuant to its charitable purposes, the organization provides medically necessary healthcare services to all individuals regardless of race, color, creed, sex, national origin, religion or ability to pay Moreover, St Luke's Quakertown Hospital operates consistently with the criteria outlined in IRS Revenue Ruling 69-545 Carbon-Schuylkill Community Hospital, Inc Carbon-Schuylkill Community Hospital, Inc is a 45-bed non-profit acute care hospital located in Coaldale, Pennsylvania Carbon-Schuylkill Community Hospital, Inc is recognized by the Internal Revenue Service as an Internal Revenue Code 501(c)(3) tax-exempt organization Pursuant to its charitable purposes, the organization provides medically necessary healthcare services to all individuals regardless of race, color, creed, sex, national origin, religion or ability to pay Moreover, Carbon-Schuylkill Community Hospital, Inc operates consistently with the criteria outlined in IRS Revenue Ruling 69-545 St Luke's Hospital Monroe Campus St Luke's Hospital Monroe Campus is currently under construction and is a proposed 108-bed non-profit community hospital located in Bartonsville, Pennsylvania, Monroe County St Luke's Hospital Monroe Campus is recognized by the Internal Revenue Service as an Internal Revenue Code 501(c)(3) tax-exempt organization Pursuant to its charitable purposes, the organization will provide medically necessary healthcare services to all individuals regardless of race, color, creed, sex, national origin, religion or ability to pay when construction is completed, likely in 2016 St Luke's Warren Hospital, Inc St Luke's Warren Hospital, Inc is a 198-bed non-profit acute care hospital located in Phillipsburg, New Jersey St Luke's Warren Hospital, Inc is recognized by the Internal Revenue Service as an Internal Revenue Code 501(c)(3) tax-exempt organization Pursuant to its charitable purposes, the organization provides medically necessary healthcare services to all individuals regardless of race, color, creed, sex, national origin, religion or ability to pay Moreover, St Luke's Warren Hospital, Inc operates consistently with the criteria outlined in IRS Revenue Ruling 69-545 St Luke's Warren Hospital Foundation, Inc St Luke's Warren Hospital Foundation, Inc is an organization recognized by the Internal Revenue Service as tax-exempt pursuant to Internal Revenue Code 501(c)(3) and as a non-private foundation pursuant to Internal Revenue Code 509(a)(3) The organization supports St Luke's Warren Hospital, a related Internal Revenue Code Section 501(c)(3) tax-exempt organization, and its affiliates in providing medically necessary healthcare services to the community in a non-discriminatory manner regardless of race, color, creed, sex, national origin, religion or ability to pay St Luke's Physician Group, Inc St Luke's Physician Group, Inc is an organization recognized by the Internal Revenue Service as tax-exempt pursuant to Internal Revenue Code 501(c)(3) and as a non-private foundation pursuant to Internal Revenue Code 509(a)(3) The organization provides medically necessary healthcare services to all individuals regardless of race, color, creed, sex, national origin, religion or ability to pay St Luke's Emergency & Transport Services, Inc St Luke's Emergency & Transport Services, Inc is an organization recognized by the Internal Revenue Service as tax-exempt pursuant to Internal Revenue Code 501(c)(3) and as a non-private foundation pursuant to Internal Revenue Code 170(b)(1)(a)(iii) The organization</p>

Form and Line Reference	Explanation
SCHEDULE H, PART VI, QUESTION 7	Not applicable The entity and related provider organizations are located in Pennsylvania and New Jersey No community benefit report is required to be filed with either Pennsylvania or New Jersey

Additional Data

Software ID:
Software Version:
EIN: 23-1352203
Name: ST LUKE'S QUAKERTOWN HOSPITAL

Section C. Supplemental Information for Part V, Section B. Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
SCHEDULE H, PART V, SECTION B, QUESTIONS 1J, 5C & 6I	Not applicable

Section C. Supplemental Information for Part V, Section B.Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
SCHEDULE H, PART V, SECTION B, QUESTIONS 3 & 4	THE COALITION OF HOSPITALS HELD FOUR SEPARATE PUBLIC MEETINGS IN THE LEHIGH VALLEY THAT INCLUDED MEMBERS OF THE ALLENTOWN AND BETHLEHEM BUREAUS OF HEALTH, MANY MEMBERS OF THE PUBLIC AND HEALTHCARE PROFESSIONALS INCLUDING THOSE NOT AFFILIATED WITH OUR HOSPITALS AS AN ACTIVE MEMBER OF THE HEALTH CARE COUNCIL OF THE LEHIGH VALLEY ("HCCLV"), ST LUKE'S HEALTH NETWORK WORKED IN COLLABORATION WITH FOUR OTHER REGIONAL, NON-PROFIT ACUTE AND POST-ACUTE CARE HOSPITALS AND THE DOROTHY RIDER POOL TRUST TO DEVELOP THE REGION'S COMMUNITY HEALTH NEEDS ASSESSMENT THE HOSPITAL PARTNERS OF THE HCCLV INCLUDE - SACRED HEART HEALTHCARE SYSTEM - LEHIGH VALLEY HEALTH NETWORK - ST LUKE'S UNIVERSITY HEALTH NETWORK - GOOD SHEPHERD REHABILITATION HOSPITAL - KIDSPEACE THE HCCLV'S APPROACH TO THE CHNA INCORPORATES BEST PRACTICE STANDARDS RECOMMENDED BY THE AMERICAN PUBLIC HEALTH ASSOCIATION ("APHA") AND THE ASSOCIATION FOR COMMUNITY HEALTH IMPROVEMENT ("ACHI") AND HAS ACTIVELY PARTNERED WITH MANY STAKEHOLDERS, COMMUNITY BASED ORGANIZATIONS AND COMMUNITY MEMBERS THE DOROTHY RIDER POOL TRUST REACHED OUT TO TWO COMMUNITY-BASED ORGANIZATIONS, THE HISPANIC CENTER LEHIGH VALLEY IN BETHLEHEM AND THE RESURRECTED COMMUNITY DEVELOPMENT CORPORATION IN ALLENTOWN, AS ORGANIZATIONS TRUSTED WITHIN EACH COMMUNITY TO HOST THE FORUMS THESE ORGANIZATIONS PUBLICIZED THE EVENTS AMONG STAKEHOLDERS, RECRUITED ATTENDEES, ORGANIZED REFRESHMENTS FROM LOCAL INDEPENDENT VENDORS, AND PROVIDED WELCOME AND INTRODUCTIONS AT THE START OF EACH FORUM

Section C. Supplemental Information for Part V, Section B.Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
SCHEDULE H, PART V, SECTION B, QUESTION 7	THE REQUIRED COMMUNITY HEALTH NEEDS ASSESSMENT ("CHNA") WAS COMPLETED AND MADE WIDELY AVAILABLE PRIOR TO FISCAL YEAR END JUNE 30, 2013. A MULTI-DISCIPLINARY TEAM MET AND THROUGH A RIGOROUS PROCESS AN IMPLEMENTATION PLAN WAS ADOPTED TO MEET CERTAIN OF THE IDENTIFIED UNMET NEEDS WHICH WERE WITHIN THE HOSPITAL'S MISSION AND ABILITY TO POSITIVELY IMPACT. PLEASE SEE ATTACHED ADOPTED IMPLEMENTATION PLAN. HOSPITALS ARE NOT REQUIRED TO, NOR CAN THEY MEET ALL UNMET NEEDS IN THE COMMUNITY. ANY UNMET NEEDS NOT ADDRESSED BY THE ADOPTED IMPLEMENTATION PLAN ARE ALREADY BEING ADDRESSED IN THE SERVICE AREA BY THE HOSPITAL, OTHER HEALTHCARE PROVIDERS, GOVERNMENT, AND LOCAL NON-PROFIT ORGANIZATIONS, AMONGST OTHERS. THERE HAVE BEEN NO NEW PROGRAMS IMPLEMENTED BY THE HOSPITAL DURING THE CURRENT YEAR THAT ADDRESS THE UNMET NEEDS IDENTIFIED IN THE ATTACHED IMPLEMENTATION PLAN. OUR PRIORITY UNMET NEEDS IN THE IMPLEMENTATION PLAN ARE INTEGRAL TO OUR COMMUNITY BENEFIT STRATEGY. ST. LUKE'S LEADERS CONTINUE TO MONITOR NEW PROGRAM DEVELOPMENTS AND SERVICES.

Section C. Supplemental Information for Part V, Section B. Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.	
Form and Line Reference	Explanation
SCH H, PART V, SECTION B, QUESTIONS 10,11,12H,16E,17E,18E,19C,19D,21&22	Not applicable

Section C. Supplemental Information for Part V, Section B.Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
SCHEDULE H, PART V, SECTION B, QUESTION 14G	Other measures to publicize the hospital's financial assistance policy include individual financial counseling meetings with patients without health insurance to review the financial assistance policy and to discuss payment options

Section C. Supplemental Information for Part V, Section B.Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
SCHEDULE H, PART V, SECTION B, QUESTION 20D	Individuals with family income at or below 300% of the current federal poverty guidelines may be eligible for a 100% financial assistance allowance on the cost of their medically necessary services, after a minimum copay amount for certain outpatient services as follows, Clinic visits, including the hospital family practice centers, rural health centers, women's and children's clinics = \$10 Other programs within the clinics may establish a flat rate minimum amount due for elective procedures that are at or below the Medical Assistance fee schedule for patients not eligible for Medical Assistance but are under the 300% federal poverty guidelines Urgent care center visits = \$15 Emergency room visits= \$25 Uninsured Patients with income exceeding 300% of federal poverty guidelines will automatically receive an 80% discount on hospital charges No proof of income is required for this discount and this is not considered Financial Assistance

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
ST LUKE'S QUAKERTOWN HOSPITAL

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public
Inspection

Employer identification number
23-1352203

Part I

General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) BUCKS COUNTY HEALTH IMPROVEMENT PARTNERSHIP INC 828C NEWTOWN-YARDLEY ROAD SUITE 30 NEWTOWN, PA 18940	23-2862339	501(C)(3)	25,000				PROGRAM SUPPORT

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 1

3 Enter total number of other organizations listed in the line 1 table 0

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

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

Part IV

Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
SCHEDULE I, PART I, QUESTION 2	GRANTS ARE MONITORED BY THE ORGANIZATION'S FINANCE PERSONNEL THROUGH THE UTILIZATION OF COST CENTERS AND OTHER INFORMATION, INCLUDING WRITTEN DOCUMENTATION AND RECEIPTS

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
ST LUKE'S QUAKERTOWN HOSPITAL

Employer identification number
23-1352203

Part I

Questions Regarding Compensation

	Yes	No
<div><div>1a</div><div>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><div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div></div>		
<div><div>b</div><div>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</div></div>	1b	
<div><div>2</div><div>Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?</div></div>	2	
<div><div>3</div><div>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><div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Form 990 of other organizations</div></div><div><div><input type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div></div></div>		
<div><div>4</div><div>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</div></div>		
<div><div>a</div><div>Receive a severance payment or change-of-control payment?</div></div>	4a	No
<div><div>b</div><div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div></div>	4b	Yes
<div><div>c</div><div>Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</div>	4c	No
<div><div></div><div>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</div></div>		
<div><div>5</div><div>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</div></div>		
<div><div>a</div><div>The organization?</div></div>	5a	No
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 5a or 5b, describe in Part III</div>	5b	No
<div><div>6</div><div>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</div></div>		
<div><div>a</div><div>The organization?</div></div>	6a	Yes
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 6a or 6b, describe in Part III</div>	6b	Yes
<div><div>7</div><div>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</div></div>	7	Yes
<div><div>8</div><div>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</div></div>	8	No
<div><div>9</div><div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</div></div>	9	

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table								

Part IIISupplemental Information

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.

Return Reference	Explanation
PART VII AND SCHEDULE J	TAXABLE COMPENSATION REPORTED HEREIN IS DERIVED FROM 2013 FORMS W-2
SCHEDULE J, PART I, QUESTION 3	Compensation Review Executive compensation for the health network consists of fixed salary, at-risk compensation and other deferred compensation arrangements. Total compensation for network executives is approved annually by the network's Board of directors. The recommended compensation is established through a multi-faceted approach including use of an independent consultant engaged on an ongoing basis by the Board of DIRECTORS and who works directly with the Executive Compensation Committee of the board. Also included is the review of forms 990 and compensation surveys of other comparable healthcare organizations. Bonus/Incentive The at-risk compensation is approved by the Executive Compensation Committee of the board and is based on several qualitative and quantitative components, including Joint Commission, Pennsylvania Department of Health and Pennsylvania Trauma Systems Foundation accreditations, evidence-based hospital process of care measures, outcome measures, such as patient satisfaction, mortality rate, and length of stay, efficiency measures as demonstrated by cost-per-adjusted discharge and net income. Other Reportable Compensation Other benefits include deferred compensation benefits that had accumulated over years of service and was reported and distributed in accordance with vesting requirements and Internal Revenue Service rules and regulations. Deferred Compensation Deferred compensation represents retirement benefits earned during the reporting period, yet not recognized as compensation on the employee's 2013 form W-2. Nontaxable Benefits Health and welfare benefits.
SCHEDULE J, PART I, QUESTION 4B	COLUMN B(III) FOR CERTAIN INDIVIDUALS INCLUDED IN SCHEDULE J, PART II INCLUDES A VESTED CAPITAL ACCUMULATION ACCOUNT AMOUNT FOR POST-RETIREMENT DEATH BENEFITS WHICH WAS INCLUDED IN EACH INDIVIDUAL'S 2013 FORM W-2, BOX 5, AS TAXABLE MEDICARE WAGES. THE DEFERRED COMPENSATION AMOUNT IN COLUMN C FOR THE FOLLOWING INDIVIDUAL INCLUDES UNVESTED BENEFITS IN AN INTERNAL REVENUE CODE SECTION 457(F) PLAN (NON-QUALIFIED DEFERRED COMPENSATION PLAN) WHICH ARE SUBJECT TO A SUBSTANTIAL RISK OF COMPLETE FORFEITURE. ACCORDINGLY, THE INDIVIDUAL MAY NEVER ACTUALLY RECEIVE THIS UNVESTED BENEFIT AMOUNT. THE AMOUNT OUTLINED HEREIN WAS NOT INCLUDED IN THE INDIVIDUAL'S 2013 FORM W-2, BOX 5, AS TAXABLE MEDICARE WAGES. THOMAS P. LICHTENWALNER, \$128,749.
SCHEDULE J, PART I, QUESTIONS 6A AND 6B	The executive compensation package for the health network consists of both a fixed salary and additional at-risk compensation that is based on several qualitative and quantitative components. The components of the at-risk compensation plan includes JCAHO, Department of Health and Trauma Center accreditations, evidence based hospital process of care measures, outcome measures such as patient satisfaction, mortality rate, and length of stay, efficiency measures as demonstrated by cost per adjusted discharge and finally net income.
SCHEDULE J, PART I, QUESTION 7	CERTAIN INDIVIDUALS INCLUDED IN SCHEDULE J, PART II RECEIVED AT-RISK COMPENSATION DURING CALENDAR YEAR 2013 WHICH AMOUNTS WERE INCLUDED IN COLUMN B(II) HEREIN AND IN EACH INDIVIDUAL'S 2013 FORM W-2, BOX 5, AS TAXABLE MEDICARE WAGES. PLEASE REFER TO THIS SECTION OF THE FORM 990, SCHEDULE J FOR THIS INFORMATION BY PERSON BY AMOUNT.

Additional Data

Software ID:

Software Version:

EIN: 23-1352203

Name: ST LUKE'S QUAKERTOWN HOSPITAL

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
JOSEPH G ONEILL DO CO-CHAIR - DIRECTOR	(i)	0	0	0	0	0	0	0
	(ii)	145,141	79,537	270	43,668	24,529	293,145	0
PETER M CIANFRANI MD DIRECTOR	(i)	0	0	0	0	0	0	0
	(ii)	179,388	68,752	17,114	64,565	9,237	339,056	0
JOHN B SYLVIA DIRECTOR, EX- OFFICIO - PRES	(i)	0	0	0	0	0	0	0
	(ii)	220,861	90,558	300	17,771	27,217	356,707	0
THOMAS P LICHTENWALNER SVP FINANCE/CFO	(i)	0	0	0	0	0	0	0
	(ii)	384,776	186,231	89,459	197,313	9,789	867,568	0
THOMAS A FILIPOWICZ MD VICE PRESIDENT MEDICAL AFFAIRS	(i)	0	0	0	0	0	0	0
	(ii)	336,148	27,095	1,290	57,097	21,969	443,599	0
KATHY P RAMSON VP PATIENT SERVICES	(i)	141,885	30,381	649	28,116	10,070	211,101	0
	(ii)	0	0	0	0	0	0	0
KENNETH CHECKEYE PHARMACY MANAGER	(i)	133,258	11,466	679	27,894	17,627	190,924	0
	(ii)	0	0	0	0	0	0	0
ROBERT T COLEMAN PHARMACY MANAGER	(i)	126,860	0	657	25,651	9,711	162,879	0
	(ii)	0	0	0	0	0	0	0
LAURA B HILLEN PHARMACIST	(i)	119,764	0	355	18,135	24,072	162,326	0
	(ii)	0	0	0	0	0	0	0
JAMES C WORTHINGTON PHARMACIST	(i)	114,427	0	190	11,958	34,620	161,195	0
	(ii)	0	0	0	0	0	0	0
EDWARD R NAWROCKI FORMER OFFICER	(i)	266,821	116,066	66,760	28,408	29,909	507,964	0
	(ii)	0	0	0	0	0	0	0

2013

Open to Public
Inspection

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.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.

Name of the organization
ST LUKE'S QUAKERTOWN HOSPITAL

Employer identification number

23-1352203

Return Reference	Explanation	
	CORE FORM, PART III, STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS	<p>St Luke's Quakertown Hospital ("SL-Quakertown") is a Joint Commission-accredited, not-for-profit, 62-licensed bed acute care hospital located in Quakertown, Bucks County, Pennsylvania SL-Quakertown provides care primarily to residents of Upper Bucks County, Upper Montgomery County and the southern sections of Lehigh Valley, Lehigh County SL-Quakertown annually provides care for more than 3,220 observations and admissions, 74,530 outpatient visits and 14,720 ED visits and is recognized by the IRS as an Internal Revenue code section 501(C)(3) tax-exempt organization Pursuant to its charitable purposes, SL-Quakertown provides medically necessary healthcare services to all individuals in a non-discriminatory manner regardless of race, color, creed, sex, national origin, religion or ability to pay Moreover, SL-Quakertown operates consistently with the following criteria outlines in the IRS Revenue Ruling 69-545</p> <p>1 St Luke's Quakertown Hospital provides medically necessary healthcare services to all individuals regardless of ability to pay, including charity care, self-pay, Medicare and Medicaid patients,</p> <p>2 St Luke's Quakertown Hospital operates an active emergency room for all persons, which is open 24 hours a day, 7 days a week, 365 days per year,</p> <p>3 St Luke's Quakertown Hospital maintains an open medical staff, with privileges available to all qualified physicians,</p> <p>4 Control of St Luke's Quakertown Hospital rests with its Board of Directors and the Board of Directors of St Luke's Health Network, Inc, dba St Luke's University Health Network Both boards are comprised of a majority of independent civic leaders and other prominent members of the community, as well as physicians on the Hospital/Network medical staff, and</p> <p>5 Surplus funds are used to improve the quality of patient care, expand and renovate facilities and advance medical care, programs and activities The operations of St Luke's Quakertown Hospital, as shown through the factors outlined above and other information contained herein, clearly demonstrate that the use and control of St Luke's Quakertown Hospital is for the benefit of the public and that no part of the income or net earnings of the organization inures to the benefit of any private individual nor is any private interest being served other than incidentally</p> <p>Founded in 1926, SL-Quakertown was acquired by nationally recognized St Luke's University Health Network ("Network") in 1995 Since joining the Network, SL-Quakertown admissions have increased by 39 percent The Hospital provides patients with access to more than 370 physicians across 47 medical specialties The Hospital achieved an "A" rating for four consecutive years (2011 - 2014) as determined by its Leapfrog Hospital Safety Score and is the only Bucks County hospital to receive an "A" rating Additionally, the SL-Quakertown was named a 2014 Premier QUEST Quality Award finalist for achieving top decile performance in 5 of 6 measurements (mortality, cost of care, evidence-based care, patient experience and readmission), and the Joint Commission ranked the Hospital's performance in 22 measures (including heart attack, heart failure, pneumonia and surgical care) top decile performance SL-Quakertown was ranked in the top decile for mortality in a national comparison of Premier Quality Advisor Data among more than 850 US hospitals, FY '14 The Hospital's specialty services include the following - Behavioral Health - Cardiology - Dialysis and Hemodialysis - Emergency Services - Endocrinology - Infusion Services - Nephrology - Neurology/Neurosurgery - Oncology/Hematology - Orthopedics, joint and muscle disorders - Otolaryngology/ ENT - Pain Management - Pulmonology - Radiology (advanced) - Sleep Disorders - Sports Medicine, Physical and Occupational Therapy, Rehabilitation - Surgery (general and laparoscopic) - Urology - Vascular Services - Women's Health - Wound Management</p> <p>The Network has invested approximately \$75 million in technical and facility improvements at SL-Quakertown since 1995, including outpatient centers which offer advanced technology and physician services, further enhancing patients' ability to easily access state-of-the-art healthcare Recent major improvements include the 22,905 sq ft, \$8.5 million St Luke's Bone & Joint Institute, the 6,620 sq ft, \$775,000 renovation of St Luke's Heart & Vascular Center, and the 21,728 Sq ft, \$8.7 million St Luke's Upper Perkiomen Outpatient center</p> <p>Additional improvements included nearly \$1 million in new patient monitoring equipment in FY '13 and in FY '14 installation of new cardiac monitors and new HEV boards, purchase of life support medical simulator, upgrade to barcode scanners and purchase of a new PICC line insertion system Additionally, funds were used to develop an urgent care center which opened in November 2014 The Hospital has significantly expanded medical expertise through the addition of the following services - Direct access to or</p>

Return Reference	Explanation	
	CORE FORM, PART III, STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS	thopedic surgeons providing the most advanced diagnosis, treatment and rehabilitation for patients with musculoskeletal disorders and injuries, - Direct access to highly trained ca rdiac team w hich includes experienced and skilled cardiologists, cardiac and vascular surg eons, interventional radiologists and electrophysiologists, - Direct access to oncologists and a w ide range of oncology specialists, and - Direct access to hospitalists Mission -- ----- The mission of St Luke's Quakertow n Hospital is to provide compassionate, excellent quality and cost-effective healthcare to residents of the communities served regardless o f race, color, creed, sex, national origin, religion or ability to pay The mission of St Luke's Quakertow n Hospital is an unw avering commitment to excellence as w e care for the s ick and injured, educate physicians, nurses and other healthcare providers, and improve ac cess to care in the communities w e serve, regardless of a patient's ability to pay for the ir care

Return Reference	Explanation
CORE FORM, PART III, STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS	<p>Community Outreach ----- In keeping with its commitment to the communities it serves SL-Quakertown annually reaches more than 10,000 people through its community outreach endeavors The Hospital offers a variety of free screenings/services for community-run events throughout the year Community outreach, includes, but is not limited to, the following - utilized numerous media outlets to educate the community about health issues that may impact them, - hosted numerous community events such as Tail on the Trail, Harvest Fest, Play it Safe and community leaders meetings, - developed numerous nutrition/weight management events and materials, such as nutrition brochures for hospital waiting rooms and cafeteria, distributed healthy recipes, offered nutrition website list to patients and created community Create Your Weight program, - participated or sponsored more than 25 community events such as YMCA 5K, YMCA Healthy Kids Day, Walk for a Healthy Community, American Foundation for Suicide Prevention Walk, - hosted Network's dental van traveled to area high/middle schools and adolescent shelters in Bucks County providing dental visits to at-risk, uninsured students, - provided free screenings and diagnostic services to free clinic patients, - participated in the Open Line a multi-service agency offering programs, resources and services designed to meet the basic needs of individuals and families in the Upper Perkiomen Valley, - provided cancer education programs for Upper Perkiomen Relay for Life and Upper Bucks Relay for Life, - conducted CPR and first aid courses, - provided educational programs on various topics and participated in various community health fairs, and - provided flu and/or pneumonia immunizations to community residents The Hospital has actively pursued expanded relationships and health improvement advocacy with the communities it serves through various coalition building activities including - conducting Community Leaders Breakfast, - membership on the YMCA Board of Directors and committee participation, - membership on the Upper Perkiomen Legislative Affairs Committee, participation in 19 community events such as community days celebrated by Pennsburg, Springfield Township, Coopersburg, Richlandtown Borough, Richland Township and Quakertown Borough, - hospital employees sponsorship of several types of collections to support community non-profits such as the eyeglasses for the Lions Eye Bank, book drives for at-risk children and food to support area food banks, - participation in National Night Out Fight Against Crime, Upper Bucks YMCA, Upper Bucks Work Force Development, Quakertown Alive, Bucks County Health Improvement Partners, Upper Perkiomen and Upper Bucks Chambers of Commerce, Upper Perkiomen Community Service Coalition, Volunteer Doctor's Care Free Clinic Board, - conducted a health fair/in-service day at Southern Lehigh Intermediate School providing information that included diabetes education and health screenings, and - hosted Medical Career Pathways Program for Palisades High School seniors The Hospital provides a free Family Health Resource Center for the community The Center features a library devoted to health information for adults and children of all ages and includes internet access, brochures and magazines</p>

Return Reference	Explanation
CORE FORM, PART III, QUESTION 4D	EXPENSES INCURRED IN PROVIDING VARIOUS OTHER MEDICALLY NECESSARY HEALTHCARE SERVICES TO ALL INDIVIDUALS IN A NON-DISCRIMINATORY MANNER REGARDLESS OF RACE, COLOR, NATIONAL ORIGIN, RELIGION OR ABILITY TO PAY PLEASE REFER TO THE ORGANIZATION'S COMMUNITY BENEFIT STATEMENT INCLUDED IN SCHEDULE O

Return Reference	Explanation
CORE FORM, PART VI, SECTION A, QUESTION 2	SUSAN DALE AND GUY COBY, D M D - FAMILY RELATIONSHIP

Return Reference	Explanation
CORE FORM, PART VI, SECTION A, QUESTIONS 6 & 7	ST. LUKE'S HEALTH NETWORK, INC. IS THE SOLE MEMBER OF THIS ORGANIZATION. ST. LUKE'S HEALTH NETWORK, INC. HAS THE RIGHT TO ELECT THE MEMBERS OF THIS ORGANIZATION'S BOARD OF TRUSTEES AND HAS CERTAIN RESERVED POWERS AS DEFINED IN THIS ORGANIZATION'S BYLAWS.

Return Reference	Explanation
CORE FORM, PART VI, SECTION B, QUESTION 11B	<p>THE ORGANIZATION IS AN AFFILIATE IN THE ST LUKE'S UNIVERSITY HEALTH NETWORK ("NETWORK"), A TAX-EXEMPT INTEGRATED HEALTHCARE DELIVERY NETWORK. ST LUKE'S HEALTH NETWORK, INC. IS THE PARENT ENTITY OF THE NETWORK. THE ORGANIZATION'S FEDERAL FORM 990 WAS PROVIDED TO EACH VOTING MEMBER OF THE ORGANIZATION'S GOVERNING BODY (ITS BOARD OF DIRECTORS) PRIOR TO THE FILING WITH THE IRS. IN ADDITION, THE ST LUKE'S UNIVERSITY HEALTH NETWORK FINANCE COMMITTEE WAS UPDATED AS TO THIS ORGANIZATION'S CURRENT YEAR FORM 990 PRIOR TO FILING. ST LUKE'S HEALTH NETWORK, INC. BOARD OF DIRECTORS HAS DELEGATED TO THE FINANCE COMMITTEE THE RESPONSIBILITY TO OVERSEE AND COORDINATE THE FEDERAL FORM 990 PREPARATION AND FILING PROCESS FOR THE TAX-EXEMPT AFFILIATES OF THE NETWORK. AS PART OF THE ORGANIZATION'S FEDERAL FORM 990 TAX RETURN PREPARATION PROCESS, THE ORGANIZATION HIRED A PROFESSIONAL CPA FIRM WITH EXPERIENCE AND EXPERTISE IN BOTH HEALTHCARE AND NOT-FOR-PROFIT TAX RETURN PREPARATION TO PREPARE THE FEDERAL FORM 990. THE CPA FIRM'S TAX PROFESSIONALS WORKED CLOSELY WITH THE ORGANIZATION'S VICE PRESIDENT FINANCE AND SENIOR VICE PRESIDENT FINANCE AND VARIOUS OTHER INDIVIDUALS OF THE NETWORK TO OBTAIN THE INFORMATION NEEDED IN ORDER TO PREPARE A COMPLETE AND ACCURATE TAX RETURN. THE CPA FIRM PREPARED A DRAFT FEDERAL FORM 990 AND FURNISHED IT TO THE ORGANIZATION'S INTERNAL WORKING GROUP, INCLUDING, BUT NOT LIMITED TO, THOSE INDIVIDUALS OUTLINED ABOVE, FOR THEIR REVIEW. THE ORGANIZATION'S INTERNAL WORKING GROUP AND OTHER INDIVIDUALS REVIEWED THE DRAFT FEDERAL FORM 990 AND DISCUSSED QUESTIONS AND COMMENTS WITH THE CPA FIRM. REVISIONS WERE MADE TO THE DRAFT FEDERAL FORM 990 WHERE NECESSARY AND A FINAL DRAFT WAS FURNISHED BY THE CPA FIRM TO THE ORGANIZATION'S INTERNAL WORKING GROUP AND VARIOUS OTHER INDIVIDUALS FOR FINAL REVIEW AND APPROVAL PRIOR TO PRESENTATION OF THE FEDERAL FORM 990 TO THE MEMBERS OF THE ST LUKE'S HEALTH NETWORK, INC. FINANCE COMMITTEE. FOLLOWING THE FINANCE COMMITTEE'S REVIEW, THE FINAL FEDERAL FORM 990 WAS PROVIDED TO EACH VOTING MEMBER OF THE ORGANIZATION'S GOVERNING BODY PRIOR TO THE FILING WITH THE IRS.</p>

Return Reference	Explanation
CORE FORM, PART VI, SECTION B, QUESTION 12	THE ORGANIZATION HAS A WRITTEN CONFLICT OF INTEREST POLICY AND REGULARLY MONITORS AND ENFORCES COMPLIANCE WITH THAT POLICY. THE POLICY REQUIRES THAT A CONFLICT OF INTEREST DISCLOSURE FORM CONSISTENT WITH BEST GOVERNANCE PRACTICES AND INTERNAL REVENUE SERVICE GUIDELINES BE CIRCULATED TO OFFICERS, DIRECTORS, AND KEY EMPLOYEES ANNUALLY. THE NETWORK'S CORPORATE COMPLIANCE OFFICER AND SENIOR VICE PRESIDENT/GENERAL COUNSEL ASSUME RESPONSIBILITY FOR THE COMPLETION OF THE CONFLICT OF INTEREST QUESTIONNAIRES AND ENFORCEMENT WITH THE POLICY. IF A DIRECTOR DISCLOSES AN INTEREST THAT COULD GIVE RISE TO A CONFLICT, THE DIRECTOR'S POTENTIAL CONFLICT MAY BE DISCLOSED TO THE BOARD OF DIRECTORS, WHICH EVALUATES THE CONFLICT AND ITS POTENTIAL IMPACT ON THE DIRECTOR'S PARTICIPATION ON THE BOARD. AFTER CONSULTATION AND DISCUSSION, THE BOARD OF DIRECTORS MAY TAKE ACTION, IF APPROPRIATE AND NECESSARY, TO ADDRESS ANY SUCH CONFLICT IN A MANNER CONSISTENT WITH THE ORGANIZATION'S CONFLICT OF INTEREST POLICY.

Return Reference	Explanation
CORE FORM, PART VI, SECTION B, QUESTION 15	<p>Compensation Review Executive compensation for the health network consists of fixed salary, at-risk compensation and other deferred compensation arrangements Total compensation for network executives is approved annually by the network's Board of directors The recommended compensation is established through a multi-faceted approach including use of an independent consultant engaged on an ongoing basis by the Board of DIRECTORS and who works directly with the Executive Compensation Committee of the board Also included is the review of forms 990 and compensation surveys of other comparable healthcare organizations Please refer to the schedule J, part III response to Schedule J, Part I, Question 3 for a more detailed description</p>

Return Reference	Explanation
CORE FORM, PART VI, SECTION C, QUESTION 19	THE ORGANIZATION'S FILED CERTIFICATE OF INCORPORATION AND ANY AMENDMENTS CAN BE OBTAINED AND REVIEWED THROUGH THE COMMONWEALTH OF PENNSYLVANIA SECRETARY OF STATE

Return Reference	Explanation
CORE FORM, PART VII AND SCHEDULE J	PART VII AND SCHEDULE J REFLECT CERTAIN BOARD MEMBERS AND OFFICERS RECEIVING COMPENSATION AND BENEFITS FROM A RELATED ORGANIZATION PLEASE NOTE THIS REMUNERATION WAS FOR SERVICES RENDERED AS FULL-TIME EMPLOYEES OF THIS ORGANIZATION AND RELATED ORGANIZATIONS AND NOT FOR SERVICES RENDERED AS A VOTING MEMBER OR OFFICER OF THIS ORGANIZATION'S BOARD OF DIRECTORS

Return Reference	Explanation
CORE FORM, PART VII, SECTION A, COLUMN B	THE ORGANIZATION IS AN AFFILIATE IN THE ST LUKE'S UNIVERSITY HEALTH NETWORK ("NETWORK"), A TAX-EXEMPT INTEGRATED HEALTHCARE DELIVERY NETWORK. THE NETWORK INCLUDES BOTH FOR-PROFIT AND NOT FOR-PROFIT ORGANIZATIONS. CERTAIN BOARD OF DIRECTOR MEMBERS, OFFICERS AND/OR DIRECTORS LISTED ON CORE FORM, PART VII AND SCHEDULE J OF THIS FORM 990 MAY HOLD SIMILAR POSITIONS WITH BOTH THIS ORGANIZATION AND OTHER AFFILIATES WITHIN THE NETWORK. THE HOURS SHOWN ON THIS FORM 990 FOR BOARD MEMBERS WHO RECEIVE NO COMPENSATION FOR SERVICES RENDERED IN A NON-BOARD CAPACITY, REPRESENTS THE ESTIMATED HOURS DEVOTED PER WEEK FOR THIS ORGANIZATION. TO THE EXTENT THESE INDIVIDUALS SERVE AS A MEMBER OF THE BOARD OF DIRECTORS OF OTHER RELATED ORGANIZATIONS IN THE NETWORK, THEIR RESPECTIVE HOURS PER WEEK PER ORGANIZATION ARE APPROXIMATELY ONE HOUR. THE HOURS REFLECTED ON PART VII OF THIS FORM 990, FOR BOARD MEMBERS WHO RECEIVE COMPENSATION FOR SERVICES RENDERED IN A NON-BOARD CAPACITY, PAID OFFICERS AND KEY EMPLOYEES, REFLECT TOTAL HOURS WORKED PER WEEK ON BEHALF OF THE NETWORK, NOT SOLELY THIS ORGANIZATION.

Return Reference	Explanation
CORE FORM, PART VII AND SCHEDULE J	EDWARD R. NAWROCKI, FORMER PRESIDENT OF THIS ORGANIZATION, IS STILL EMPLOYED WITHIN THE ST. LUKE'S UNIVERSITY HEALTH NETWORK AS PRESIDENT OF ST. LUKE'S HOSPITAL ANDERSON CAMPUS, A RELATED INTERNAL REVENUE CODE SECTION 501(C)(3) TAX-EXEMPT HOSPITAL ORGANIZATION

Return Reference	Explanation
CORE FORM, PART VII, SECTION B	<p>This organization is an affiliate within the St Luke's UNIVERSITY Health Network, a tax-exempt integrated healthcare delivery NETWORK. This organization's Form 990 reflects no top five independent contractors for services and that no Forms 1099 were filed with the Internal Revenue Service. A tax-exempt affiliate within the St Luke's UNIVERSITY Health Network, St Luke's Hospital of Bethlehem, Pennsylvania, pays all outstanding accounts payable invoices on behalf of this organization. In conjunction with this service, St Luke's Hospital of Bethlehem, Pennsylvania also prepares and issues Forms 1099 to these vendors receiving payments where applicable and also files these Forms 1099 with the Internal Revenue Service. St Luke's Hospital of Bethlehem, Pennsylvania allocates these payments to this organization via an intercompany account.</p>

Return Reference	Explanation
CORE FORM, PART XI, QUESTION 9	OTHER CHANGES IN NET ASSETS OR FUND BALANCES INCLUDE - NET ASSETS RELEASED FROM RESTRICTIONS USED FOR PURCHASES OF PROPERTY AND EQUIPMENT, \$32,987, - CHANGE IN ADDITIONAL PENSION LIABILITY, (\$773,904), - PLEDGES RECEIVED - TEMPORARILY RESTRICTED, (\$40,303), - NEW PLEDGES - TEMPORARILY RESTRICTED, \$9,659, - NET ASSETS RELEASED FROM RESTRICTIONS USED FOR PROPERTY & EQUIPMENT - TEMPORARILY RESTRICTED, (\$3,775), - NET ASSETS RELEASED FROM RESTRICTIONS USED FOR OPERATIONS - TEMPORARILY RESTRICTED, (\$5,400), - ALLOWANCE FOR PLEDGES WRITTEN OFF AND ACTUAL WRITE-OFFS - TEMPORARILY RESTRICTED, (\$3,194), - APPRECIATED TRANSFER FROM ENDOWMENT - TEMPORARILY RESTRICTED, \$563,589, AND - APPRECIATION TRANSFER TO TEMPORARILY RESTRICTED - PERMANENTLY RESTRICTED, (\$563,589)

Return Reference	Explanation
CORE FORM, PART XII, QUESTION 2	THE ORGANIZATION IS AN AFFILIATE WITHIN THE ST. LUKE'S UNIVERSITY HEALTH NETWORK ("NETWORK"), A TAX-EXEMPT INTEGRATED HEALTHCARE DELIVERY NETWORK. THE NETWORK'S PARENT ENTITY IS ST. LUKE'S HEALTH NETWORK, INC. AN INDEPENDENT CPA FIRM AUDITED THE CONSOLIDATED FINANCIAL STATEMENTS OF THE TAXPAYER AND ALL AFFILIATES FOR THE YEARS ENDED JUNE 30, 2014 AND JUNE 30, 2013, RESPECTIVELY AND ISSUED A CONSOLIDATED FINANCIAL STATEMENT WITH CONSOLIDATING SCHEDULES BY ENTITY. AN UNQUALIFIED OPINION WAS ISSUED EACH YEAR BY THE INDEPENDENT CPA FIRM. THE NETWORK'S FINANCE COMMITTEE ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF THE NETWORK'S CONSOLIDATED FINANCIAL STATEMENTS AND THE SELECTION OF AN INDEPENDENT AUDITOR.

Return Reference	Explanation
CORE FORM, PART XII, QUESTION 3	THIS ORGANIZATION IS AN AFFILIATE IN THE ST. LUKE'S UNIVERSITY HEALTH NETWORK ("NETWORK"). THE NETWORK'S FINANCE COMMITTEE ENGAGED AN INDEPENDENT ACCOUNTING FIRM TO PREPARE AND ISSUE A NETWORK WIDE CONSOLIDATED A-133 AUDIT. THIS ORGANIZATION WAS INCLUDED IN THE NETWORK WIDE A-133 AUDIT.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
ST LUKE'S QUAKERTOWN HOSPITAL

Employer identification number
23-1352203

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on 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" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
See Additional Data Table							

Part III

Identification of Related Organizations Taxable as a Partnership

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) WIND GAP PROF 3435 WINCHESTER ROAD SUITE 300 ALLENTOWN, PA 181042284 23-2641715	HEALTHCARE SVCS	PA	BETHLEHEM									

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) ST LUKE'S HEALTH NETWORK INSURANCE COMP 801 OSTRUM STREET BETHLEHEM, PA 180151000 75-2993150	FINANCIAL VEHICLE	VT		C CORP					No
(2) ST LUKE'S PHYSICIAN HOSPITAL ORG INC 801 OSTRUM STREET BETHLEHEM, PA 180151000 23-2786818	HEALTHCARE SVCS	PA		C CORP					No
(3) HILLCREST EMERGENCY SERVICES PC 185 ROSEBERRY STREET PHILLIPSBURG, NJ 08865 20-4429976	HEALTHCARE SVCS	NJ		C CORP					No
(4) TWO RIVERS ENTERPRISES INC 185 ROSEBERRY STREET PHILLIPSBURG, NJ 08865 52-1552606	REAL ESTATE	NJ		C CORP					No
(5) WARREN PA PROFESSIONAL ALLIANCE INC 185 ROSEBERRY STREET PHILLIPSBURG, NJ 08865 20-2652788	HEALTHCARE SVCS	NJ		C CORP					No
(6) ST LUKE'S WARREN PHYSICIAN GROUP PC 185 ROSEBERRY STREET PHILLIPSBURG, NJ 08865 22-3837316	HEALTHCARE SVCS	NJ		C CORP					No
(7) WARREN RISK RETENTION GROUP INC 865 MEMORIAL PARKWAY PHILLIPSBURG, NJ 08865 20-0250315	FINANCIAL VEHICLE	VT		C CORP					No

Part V

Transactions With Related Organizations

Complete if the organization answered "Yes" on 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?		Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		No
b Gift, grant, or capital contribution to related organization(s)	1b		No
c Gift, grant, or capital contribution from related organization(s)	1c		No
d Loans or loan guarantees to or for related organization(s)	1d	Yes	
e Loans or loan guarantees by related organization(s)	1e	Yes	
f Dividends from related organization(s)	1f		No
g Sale of assets to related organization(s)	1g		No
h Purchase of assets from related organization(s)	1h		No
i Exchange of assets with related organization(s)	1i		No
j Lease of facilities, equipment, or other assets to related organization(s)	1j		No
k Lease of facilities, equipment, or other assets from related organization(s)	1k		No
l Performance of services or membership or fundraising solicitations for related organization(s)	1l		No
m Performance of services or membership or fundraising solicitations by related organization(s)	1m		No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	Yes	
o Sharing of paid employees with related organization(s)	1o	Yes	
p Reimbursement paid to related organization(s) for expenses	1p	Yes	
q Reimbursement paid by related organization(s) for expenses	1q	Yes	
r Other transfer of cash or property to related organization(s)	1r	Yes	
s Other transfer of cash or property from related organization(s)	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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

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]

Part VII

Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
SCHEDULE R, PART V	ST LUKE'S HOSPITAL OF BETHLEHEM PA ROUTINELY PAYS EXPENSES FOR VARIOUS AFFILIATES WITHIN THE ST LUKE'S UNIVERSITY HEALTH NETWORK IN THE ORDINARY COURSE OF BUSINESS, INCLUDING THIS ORGANIZATION THESE RELATED PARTY TRANSACTIONS ARE RECORDED ON THE REVENUE/EXPENSE AND BALANCE SHEET STATEMENTS OF THIS ORGANIZATION AND ITS AFFILIATES THESE ENTITIES WORK TOGETHER TO DELIVER HIGH QUALITY HEALTHCARE AND WELLNESS SERVICES TO THE COMMUNITIES IN WHICH THEY ARE SITUATED

Additional Data

Software ID:

Software Version:

EIN: 23-1352203

Name: ST LUKE'S QUAKERTOWN HOSPITAL

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
(1) ST LUKE'S HEALTH NETWORK INC 801 OSTRUM STREET BETHLEHEM, PA 18015 23-2384282	HEALTH SVCS	PA	501(C)(3)	509(A)(3)	NA		No
(1) ST LUKE'S HOSPITAL OF BETHLEHEM PA 801 OSTRUM STREET BETHLEHEM, PA 18015 23-1352213	HEALTH SVCS	PA	501(C)(3)	HOSPITAL	SLHN INC		No
(2) CARBON-SCHUYLKILL COMMUNITY HOSPITAL 801 OSTRUM STREET BETHLEHEM, PA 18015 25-1550350	HEALTH SVCS	PA	501(C)(3)	HOSPITAL	SLHN INC		No
(3) QUAKERTOWN REHABILITATION CENTER 801 OSTRUM STREET BETHLEHEM, PA 18015 23-2543924	HEALTH SVCS	PA	501(C)(3)	170B1AIII	SLHN INC		No
(4) ST LUKE'S EMERGENCY & TRANSPORT SVCS 801 OSTRUM STREET BETHLEHEM, PA 18015 23-2179542	HEALTH SVCS	PA	501(C)(3)	170B1AIII	SLHN INC		No
(5) ST LUKE'S PHYSICIAN GROUP INC 801 OSTRUM STREET BETHLEHEM, PA 18015 23-2380812	HEALTH SVCS	PA	501(C)(3)	509(A)(3)	SLHN INC		No
(6) VNA OF ST LUKE'S - HOME HEALTHHOSPICE 801 OSTRUM STREET BETHLEHEM, PA 18015 24-0795497	HEALTH SVCS	PA	501(C)(3)	509(A)(1)	BETHLEHEM		No
(7) HOMESTAR MEDICAL EQUIP & INFUSION SVCS 801 OSTRUM STREET BETHLEHEM, PA 18015 23-2418254	INACTIVE	PA	501(C)(3)	509(A)(2)	VNA		No
(8) ST LUKE'S HHN AUXILIARY INC 801 OSTRUM STREET BETHLEHEM, PA 18015 23-2134479	FUNDRAISING	PA	501(C)(3)	170B1AIII	NA		No
(9) ST LUKE'S WARREN HOSPITAL INC 185 ROSEBERRY STREET PHILLIPSBURG, NJ 08865 22-1494454	HEALTH SVCS	NJ	501(C)(3)	HOSPITAL	SLHN INC		No
(10) ST LUKE'S WARREN HOSPITAL FDN INC 185 ROSEBERRY STREET PHILLIPSBURG, NJ 08865 22-2522476	SUPPORT SLWH	NJ	501(C)(3)	509(A)(3)	SLWH INC		No
(11) ST LUKE'S HOSPITAL ANDERSON CAMPUS 801 OSTRUM STREET BETHLEHEM, PA 18015 45-4394739	inactive	PA	501(C)(3)	HOSPITAL	SLHN INC		No
(12) ST LUKE'S HOSPITAL MONROE CAMPUS 801 OSTRUM STREET BETHLEHEM, PA 18015 46-5143606	INACTIVE	PA	501(C)(3)	HOSPITAL	SLHN INC		No

St. Luke's Hospital and University Health Network Quakertown Community Health Implementation Plan

Approved by the Quakertown Board April 25, 2013

OVERALL PROCESS AND PROJECT SUMMARY

Strategic Planning Task Force Members

- Arpi Artinian, St. Luke's Community Health
- Carol Kukitz, Quakertown School District
- Dorrit Trate, St. Luke's Quakertown Hospital
- Doug Wilhelm, Borough of Quakertown
- Dr. Bonnie Coyle, St. Luke's Community Health
- Dr. Gerrienne Burke, Quakertown Internal Medicine Associates
- Greg Dickey, The Open Line,
- Hollie Gibbons, St. Luke's Community Health
- Lilibet Coe, The Open Line
- Linda Young, St. Luke's Quakertown Hospital
- Lisa Hathaway, DeSales University
- Michael Tannous, Upper Perk YMCA
- Pam Brown, Community Leader
- Pat Edwards, Upper Bucks YMCA
- Rose O'Brien, St. Luke's Quakertown Hospital
- Sally Fabian, BCHIP
- Scott McElree, Quakertown Borough

Process

The Patient Protection and Affordable Care Act of 2010 requires all nonprofit hospitals to conduct a community health needs assessment (CHNA) of their local communities and develop an implementation plan to meet the priority needs every three years. St. Luke's University Health Network has a long history of promoting community health, and has actively partnered with the community to complete a CHNA and implementation plan for the Greater Lehigh Valley area.

SLUHN commissioned the Lehigh Valley Research Consortium (LVRC) to conduct a CHNA of the Lehigh Valley Community and the St. Luke's Network service areas during 2011-12. The needs assessment included two separate data collection strategies:

1. A random survey of Lehigh Valley and portions of Bucks and Montgomery County households
2. An analysis of existing community health measures and secondary data

These documents are available to the public on the St. Luke's University Health Network's website.

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The Quakertown service area, which is the focus of this plan, is defined as the portions of Bucks and Montgomery Counties with the following zip codes: 18930, 18077, 18955, 18073, 18041, 18951. This service area was selected because it includes the communities from which the majority of patient admissions originate. In addition, to obtain more detailed information about specific health priorities in the Quakertown service area, LVRC conducted a focus group discussion with key leaders from the greater Quakertown community. The focus group results are attached as Appendix B to this strategic plan. These same community representatives were invited to participate in a strategic planning process to identify priority health issues and create an implementation plan to address these issues. The strategic planning process was conducted through four meetings held between May 2012 and September 2012, and included representatives with knowledge and expertise about the community and about the field of public health. The Task Force reviewed and evaluated the CHNA data and the focus group findings, identified the priority health needs for Quakertown service area residents, identified root causes for the priority health issues, and suggested potential strategies to promote the health of local residents. The committee voted for the top health priorities using the Delphi method. The four priority health areas identified were Mental Health, Healthy Lifestyles, Access to Oral Health Services, and Elder Health.

OVERALL PLAN SUMMARY

Plan Focus

General goals for the development and implementation of the community health plan include:

1. Advocate and seek funding for a full-time Community Health employee at Quakertown Hospital to expand capabilities and implement Plan B – Healthy Lifestyle, Mental Health, Access to Oral Health Services, and Elder Health (see Appendix A).
2. Create a collaborative Quakertown Community Health Task Force/Partnership with members from the hospital and local community to identify best practices, implement strategies, and evaluate efforts on an ongoing basis.

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The specific goals of St. Luke's Hospital – Quakertown Campus implementation plan for the next three years are:

1. Promote and encourage opportunities for physical activity and healthy choices to prevent and to reduce overweight and obesity among community residents and to reduce incidence of associated chronic disease.
2. Increase access to a seamless, integrated system of support and care that promotes behavioral and mental wellness.
3. Increase access to quality oral health care by eliminating barriers that contribute to oral health disparities.
4. Adopt a broader, more integrated health care perspective in order to prevent and reduce morbidity and mortality among older adults.

How We'll Accomplish The Goals

In order to implement this community health strategic plan at Quakertown campus with no additional staffing resources, a committee process will be developed to oversee and implement identified strategies. A Development Committee has been created as a subcommittee of the Quakertown Board of Trustees, including the SLQ President, Community Leaders and Physicians. Members of this committee will meet at least two times per year to identify and research opportunities for community health improvement activities. The Community Benefits Steering Committee, consisting of the SLQ President and SLQ Management, will then seek to implement effective strategies and evaluate progress in meeting established goals. Members of the Community Benefits Steering Committee will serve as chairs for task forces to address specific health priority interventions. At a minimum, the steering committee will consist of:

- Director, Community Health
- President, Quakertown Campus
- Vice President, Patient Care Services, Quakertown Campus
- Case Manager involved with Patient Navigator models
- Emergency Department representative
- Development representative

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- C/M representative
- Social Worker
- Other staff as deemed appropriate for strategy implementation

Health Priority Goals

Based on our focus, specific strategies that will be addressed by the Quakertown Community Health Task Force/Partnership will be to:

Healthy Lifestyle

- a. Build relationships with the local community to explore the possibility of becoming a Let's Move city or town addressing childhood obesity.
- b. Support development and awareness of healthy eating programs in the community, such as community supported agriculture (CSA), Farmer's Markets, and community gardens.
- c. Recruit additional local restaurants to enroll in the St. Luke's Heart Smart program in order to provide the community with healthy recipes, serving suggestions, and food substitutions.
- d. Expand the point of purchase food labeling in the hospital cafeteria to promote healthier food selections for employees and visitors.

Mental Health

- a. Promote community and physician awareness of community resources of available behavioral and mental health services.
- b. Develop partnerships with educational institutions that offer graduate social service, behavioral health, or clinical internship programs to increase integration of mental health services into primary care settings.
- c. Participate in network-wide planning initiative to reduce ER utilization or hospital readmission rates for mental health diagnoses.
- d. Participate in network-wide development of mental health awareness initiative.

Access to Care/Oral Health Services

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- a. Continue Dental Health Initiative in partnership with Bucks County Health Improvement Project (BCHIP) to provide oral health services to children in the Quakertown School District.
- b. Collaborate with BCHIP to explore opportunities to provide oral health services to adults.
- c. Continue support to the BCHIP Free Care Clinic to improve access to care for uninsured adults in the Quakertown service area.

Elder Health

- a. Increase awareness of available programs for seniors in the community.
- b. Identify and collaborate with other agencies and initiatives in the local area addressing elder health.

SPECIFIC PLAN DETAILS

Goal #1: Healthy Lifestyle

Promote and encourage opportunities for physical activity and healthy choices to prevent and reduce overweight and obesity within the community, as well as prevent premature morbidity and mortality.

Background

Physical inactivity, poor dietary choices, and associated overweight and obesity affect all people regardless of age, gender, or race. Together, they increase a person's risk of developing chronic diseases and ultimately affect their quality and length of life. Data obtained from the St. Luke's CHNA illustrate that Quakertown service area residents have poor status for physical activity and nutrition and have high rates of obesity and diabetes. Research confirms that avoiding sedentary behaviors and promoting healthy eating habits, known as the primary contributors to obesity, can prevent many chronic health conditions including cardiovascular diseases, diabetes, some cancers, arthritis, and disability. As a result, Healthy People 2020 indicate nutrition, physical activity, and healthy body weight as leading health indicators that

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affect a person's overall health and well-being and set goals and objectives to improve healthy lifestyles.

Objectives

- 1a. Increase awareness and understanding among community members of the major public health threat that being overweight and obese poses.
- 1b. Collaborate with community partners to build a network that provides evidence-based interventions and programs to promote healthy lifestyles for those at high risk of developing type 2 diabetes.
- 1c. Increase access and availability of affordable, healthy food choices.
- 1d. Promote school-based approaches to promote healthy behaviors.
- 1e. Promote lifelong physical activity and decrease exposure to sedentary behavior.
- 1f. Seek funding opportunities for healthy lifestyle/obesity initiatives.

Evidence-Based Best Practices: What Works

- 1. Community-wide campaigns and informal approaches to increase physical activity include a multicomponent strategy comprised of social support interventions in a community setting such as walking groups, risk factor screening, or health education (HP2020; Kahn et al, 2002; Task Force on Community Preventive Services, 2001).
- 2. Physician/community liaisons to connect medical practices to community resources in order to promote physician awareness and help patients reduce risky behaviors using CHERL (AHRQ Innovations Exchange, 2012; Holtrop, Dosh, Torres & Thum, 2008).
- 3. Healthy Eating Active Communities (HEAC) model (Boyle, Lawrence, Schwarte, Samuels & McCarthy, 2009).
- 4. The Food Trust campaign and Pennsylvania Fresh Food Financing Initiative support the development of supermarkets in underserved areas to prevent obesity (Karpyn, Manon, Treuhaft, Giang, Harries & McCoubrey, 2010)

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Strategies

1. Initiate organization of Quakertown community committee to:
 - a. Build relationships with the local community to explore the possibility of becoming a Let's Move city or town addressing childhood obesity.
 - b. Support development and awareness of healthy eating programs in the community, such as community supported agriculture (CSA), Farmer's Markets, and community gardens.
 - c. Recruit additional local restaurants to enroll in the St. Luke's Heart Smart program in order to provide the community with healthy recipes, serving suggestions, and food substitutions.
 - d. Expand the point of purchase food labeling in the hospital cafeteria to promote healthier food selections for employees and visitors.

Key Participants and Resources

1. Partnership with the YMCA to collaborate on the National Diabetes Prevention Program and Silver Sneakers program
2. Quakertown School District
3. Recruitment of local restaurants
4. Collaborate with local produce providers and other organizations to increase availability and affordability of fresh fruits and vegetables through CSAs and community gardens
5. Partnerships with schools and community organizations to encourage afterschool activities and programs
6. Collaboration with local hospitals, medical practices, and health organizations
7. Funding for Rails to Trails system and Live Your Life campaign

Goal #2: Mental Health

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Increase access to a seamless, integrated system of support and care that promotes behavioral and mental wellness.

Background

Mental health disorders are among the most common causes of disability. The burden of mental illness affects a person's well-being, social relations, ability to adapt and cope with challenges, maintain physical health and participate in healthy behaviors, and live a full and productive life. In the Lehigh Valley, mental health is a more significant health problem than physical health, with females and low-income residents reporting a higher occurrence of current or past mental health problems. Literature indicates that early intervention and increased collaboration between medical providers, community organizations, schools, social service organizations, and mental health treatment services positively influence mental health risks and outcomes.

Objectives

- 2a. Promote the seamless integration of primary care and behavioral health.
- 2b. Increase awareness of primary care physicians through continued medical education courses in order to accurately screen for depression.
- 2c. Increase the proportion of individuals with mental disorders who receive treatment including children, adolescents, and adults (HP2020).
- 2d. Develop and encourage collaboration with community organizations to ensure availability and access to mental and behavioral health services.
- 2e. Provide evidence-based group support.

Evidence-Based Best Practices: What Works

- 1. Collaborative Care for the Management of Depressive Disorders intervention uses case managers to link primary care providers, patients, and mental health specialists through increased provider knowledge and patient awareness (Community Preventive Services Task Force, 2012).

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2. Placing mental health specialists in primary care settings enhances patient engagement, produces favorable results relative to evidence-based care uses comprehensive assessments and promotes coordinated care planning and treatment (Krahn et al, 2006; AHRQ Innovations Exchange, 2008).
3. Telemedicine-based Collaborative Care: designed to improve patient depression outcomes in rural primary care practices that lack on-site mental health specialists using technologies (SAMHSA NREPP; Fortney et al, 2007).
4. Coping and Support Training (CAST) targets adolescents and delivers life-skills training and social support in a small-group format aiming to improve mood management and school performance, and decrease drug involvement (SAMHSA NREPP; Eggert Thompson, Randell & Pike, 2002).

Strategies

1. Initiate organization of Quakertown community committee to:
 - a. Promote community and physician awareness of community resources of available behavioral and mental health services.
 - b. Develop partnerships with educational institutions that offer graduate social service, behavioral health, or clinical internship programs to increase integration of mental health services into primary care settings.
 - c. Participate in network-wide planning initiative to reduce ER utilization or hospital readmission rates for mental health diagnoses.
 - d. Participate in network-wide development of mental health awareness initiative.

Key Participants and Resources

1. Helping Upper Bucks Be Universally Better (HUBBUB): a group of area agencies and ministries working together to generate the most effective efforts possible for coordinated interests and goals

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Quakertown Community Health Implementation Plan**

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2. Local educational institutions that offer graduate behavioral health programs with the inclusion of a field practicum component incorporated into the curriculum
3. Staff to provide CMEs for physicians at primary care level
4. Bucks County Opportunity Council (geared toward lower income individuals)
5. Bucks County Health Improvement Partnership (BCHIP)
6. Tri-County Respite New Vitae Mental Health Center – young adult services

Goal #3: Access to Care/Oral Health Services

Increase access to primary care and quality oral health care by eliminating barriers that contribute to oral health disparities.

Background

Oral health is essential to a person's overall health and well-being. However, lack of access to oral health care contributes to profound oral health disparities and remains a public health challenge. Access to oral care is hampered by a variety of social, cultural, economic, structural, and geographic factors with varying opportunities in public health dentistry to reduce barriers. According to the Community Needs Study Survey, approximately 20% of the Lehigh Valley population and 10% of Quakertown residents have not visited a dentist or dental clinic in over five years. Income was reported as being the single largest predictor of access to dental care among residents. Furthermore, 18% of respondents report needing but forgoing dental care in the past year due to cost. Accordingly Healthy People 2020 indicates objectives to increase the proportion of adults, as well as children and adolescents, who use oral health care services by improving access to oral preventive services.

Objectives

- 3a. Increase the proportion of adults who utilize oral health care services (HP 2020).

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- 3b. Reduce the proportion of adults with untreated dental decay and permanent tooth extraction due to dental caries or periodontal disease (HP 2020).
- 3c. Increase the proportion of adults who receive preventive interventions in dental facilities including oral cancer screenings and health education (HP 2020).
- 3d. Reduce or eliminate disparities in oral health.

Promising Practices

- 1. Integrating oral health care into overall health care of patients (Institute of Medicine, 2011)
- 2. Providing dental students with clinical experiences in community-based settings to improve ability to care for vulnerable populations and complex health care needs (Institute of Medicine, 2011)

Strategies

- 1. Initiate organization of Quakertown community committee to:
 - a. Continue Dental Health Initiative in partnership with Bucks County Health Improvement Project (BCHIP) to provide oral health services to children in the Quakertown School District.
 - b. Collaborate with BCHIP to explore opportunities to provide oral health services to adults.
 - c. Continue support to the BCHIP Free Care Clinic to improve access to care for uninsured adults in the Quakertown service area.

Key Participants and Resources

- 1. BCHIP
- 2. Explore structure of dental program at Ann Silverman Community Health Clinic and Temple University and the feasibility of a collective effort to improve dental access in Quakertown.
- 3. Local dental practices accepting patients enrolled in medical assistance programs.

**St. Luke's Hospital and University Health Network
Quakertown Community Health Implementation Plan**

Approved by the Quakertown Board April 25, 2013

4. Local physicians

Goal #4: Elder Health

Adopt a broader, more integrated health care perspective in order to prevent and reduce morbidity and mortality among older adults.

Background

Older adults are among the fastest growing age groups and are at high risk for developing chronic conditions and related disabilities. Accordingly, preventive health services are critical in maintaining the quality of life and wellness of older adults. The Patient Protection and Affordable Care Act includes provisions that offer seniors a range of preventive services, such as screenings, with no cost-sharing under Medicare. Furthermore, Healthy People 2020 indicate efforts to improve health of the elder population include coordinated care, self-management of care, establishing quality measures, and identifying research and training opportunities for providers and individuals to meet the needs of older adults. According to the Lehigh Valley Community Study Survey, the two major needs among seniors are access to quality care and caregiver education. Approximately 3% of the respondents reported forgoing medical care over the past year due to cost and 4% missed or postponed care due to high shared costs.

Objectives

- 4a. Increase the proportion of older adults with chronic health conditions who report confidence in managing their illness (HP 2020)
- 4b. Increase the proportion of health care providers with geriatric healthcare capabilities.
- 4c. Decrease the number of potentially preventable readmission rates for Medicare patients (PPACA 3025 & 3026; P.L. 111-148).

Evidence-Based Practices: What Works

St. Luke's Hospital and University Health Network Quakertown Community Health Implementation Plan

Approved by the Quakertown Board April 25, 2013

1. Patient navigation – Health navigators support self-management with primary care patients by encouraging adoption of healthier behaviors
(PPACA 3510; AHRQ Innovations Exchange, 2010)
2. Behavioral and social approaches to increase physical activity provided by social support interventions in community settings aim to change physical activity behavior through building, strengthening, and maintaining social networks
(Task Force on Community Preventive Services, 2001)
3. Diabetes prevention and control through self-management education
(Task Force on Community Preventive Services, 2001)
- c. Fall risk assessment tool (FRAT) (Stapleton et al, 2009) Identify and collaborate with other agencies and initiatives in the local area addressing elder health.

Strategies

1. Initiate organization of Quakertown community committee to:
 - a. Increase awareness of available programs for seniors in the community.
 - b. Identify and collaborate with other agencies and initiatives in the local area addressing elder health.

Key Participants and Resources

1. Upper Bucks YMCA
2. Senior Citizens Center – Milford
3. Area Agency on Aging
4. United Way of the Greater Lehigh Valley

**St. Luke's Hospital and University Health Network
Quakertown Community Health Implementation Plan**

Approved by the Quakertown Board April 25, 2013

APPENDIX A

Plan B – Potential Healthy Lifestyle Additional Strategies *

1. Collaborate with the Quakertown School District and community schools to promote healthy lifestyles by:
 - a. Exploring the feasibility of re-engaging staff in the Quakertown School District Health Council and whether St. Luke's Health Network can participate in creating collaborative models to promote health.
 - b. Discussing the potentiality of open use agreements of facilities with schools or school district.
2. Initiate collaborative efforts with the Upper Bucks YMCA to
 - a. encourage scholarship availability for afterschool youth programs.
 - b. promote enrollment in the National Diabetes Prevention Program funded by the CDC, which aims to increase knowledge and adopt evidence-based healthy eating and physical activity habits to reduce the risk of developing chronic diseases, such as type 2 diabetes.
3. Utilization of physician liaisons to improve awareness of primary care providers (PCPs) regarding available healthy lifestyle and nutritional programs.
4. Increase the proportion of schools and youth centers that encourage nutrition and physical activity environments in response to childhood obesity by:
 - a. Exploring funding opportunities to assist in development and promotion of the Live Your Life campaign, which is designed to improve health by making gradual changes in diets and activity levels.
5. Assist in improving the Rails to Trails system.
6. Advocate for state level policy changes that will help communities create healthier food and physical activity environments.

** Implementation of strategies requires additional time commitment of current or prospective staff member from St. Luke's Quakertown Hospital.*

**St. Luke's Hospital and University Health Network
Quakertown Community Health Implementation Plan**

Approved by the Quakertown Board April 25, 2013

**St. Luke's Hospital and University Health Network
Quakertown Community Health Implementation Plan**

Approved by the Quakertown Board April 25, 2013

Plan B – Potential Mental Health Additional Strategies*

1. Follow evidence-based best practices within employed SDt. Luke's primary care offices in the Quakertown service area to promote the integration of mental health with primary care practices.
2. Create a continuing medical education (CME) course for primary care physicians to effectively identify and address mental health and behavioral issues.
3. Provide a model for evidence-based group support, such as school-based support group counseling, safe shared places for peoples to interact including parks and churches, which can support positive mental health.
4. Identify collaborative funding opportunities that promote community-wide support and interventions.

Plan B – Potential Access to Oral Health Services Additional Strategies*

1. Explore possible options for:
 - a. prospective dental professionals inclined to deliver charitable dental care.
 - b. funding for dental care programs, benefits, and clinics.
 - c. expanding St. Luke's dental van services to serve adults.
 - d. collaborating with local educational institutions with dental or hygienist programs
2. Integrate dental and general health care by training non-dental health care professionals, such as PCPs, nurses, physician assistants, and pharmacists, to screen for oral diseases and deliver preventive care services.

Plan B – Potential Elder Health Additional Strategies*

1. Integrate patient navigator models into primary care practices in order to effectively coordinate treatment and care, in turn improving quality of life for seniors.
2. Offer continuing medical education (CME) courses for PCPs and other health care professionals concerning improvement of geriatric-friendly culture.
3. Encourage providers to incorporate evidence-based fall risk assessments into practices.

**St. Luke's Hospital and University Health Network
Quakertown Community Health Implementation Plan**

Approved by the Quakertown Board April 25, 2013

** Implementation of strategies requires additional time commitment of current or prospective staff member from St. Luke's Quakertown Hospital.*

St. Luke's University Health Network, Inc. and Controlled Entities

**Consolidated Financial Statements and
Supplemental Information
June 30, 2014 and 2013**

St. Luke's University Health Network, Inc. and Controlled Entities

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June 30, 2014 and 2013

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Independent Auditor's Report

To The Board of Trustees
St Luke's University Health Network, Inc

We have audited the accompanying consolidated financial statements of St Luke's University Health Network, Inc and its controlled entities (collectively, the "Network"), which comprise the consolidated balance sheets as of June 30, 2014 and 2013, and the related consolidated statement of operations, changes in net assets and their cash flows for the years then ended

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error

Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Network's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Network's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of St Luke's University Health Network, Inc and its controlled entities at June 30, 2014 and 2013, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.



Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The consolidating information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The consolidating information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves and other additional procedures, in accordance with auditing standards generally accepted in the United States of America. In our opinion, the consolidating information is fairly stated, in all material respects, in relation to the consolidated financial statements taken as a whole. The consolidating information is presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position, results of operations and cash flows of the individual companies and is not a required part of the consolidated financial statements. Accordingly, we do not express an opinion on the financial position, results of operations and cash flows of the individual companies.

PricewaterhouseCoopers LLP

October 31, 2014

St. Luke's University Health Network, Inc. and Controlled Entities
Consolidated Balance Sheet
June 30, 2014 and 2013

	2014	2013
Assets		
Current		
Cash and cash equivalents	\$ 79,281,175	\$ 76,885,975
Patient accounts receivable, net of allowance for uncollectible accounts of \$45,097,227 and \$64,108,720, respectively	201,064,314	200,352,091
Other accounts receivable	12,555,169	7,922,929
Investments	88,431,526	64,339,935
Inventories	16,104,632	18,020,219
Prepaid expenses	21,107,295	17,939,420
Total current assets	418,544,111	385,460,569
Assets limited as to use, net of current portion		
Funds held by trustee	30,694,585	55,721,443
Under bond indenture	31,865,328	35,975,983
Board designated funds	280,290,293	245,808,543
	342,850,206	337,505,969
Property and equipment, net	629,387,369	618,382,126
Goodwill, net	34,886,729	31,836,348
Investments temporarily restricted as to use	29,112,021	23,246,639
Investments permanently restricted as to use	30,813,985	27,564,669
Deferred financing costs	6,772,124	6,872,570
Annuity contracts	15,347,341	11,497,695
Other assets	39,786,428	28,286,665
Total assets	\$ 1,547,500,314	\$ 1,470,653,250
Liabilities and Net Assets		
Current		
Accounts payable	\$ 61,182,819	\$ 57,821,988
Accrued salaries, wages and taxes	29,446,719	27,010,449
Accrued vacation and bonus	35,520,445	33,068,755
Current portion of self insurance reserves	19,404,786	19,059,744
Deferred income	4,441,143	3,744,655
Advance from third-party payors	2,398,101	2,398,101
Patient credit balances	10,935,159	18,312,107
Current portion of long-term debt	11,758,905	10,943,434
Current portion of accrued compensation payable	3,812,853	3,755,831
Accrued interest on long-term debt	10,093,300	8,625,460
Other Current Liabilities	14,808,683	5,576,580
Estimated third-party payor settlements	5,431,319	13,019,923
Total current liabilities	209,234,232	203,337,027
Long-term debt, net of current portion	502,918,395	509,838,008
Asset retirement obligation	3,561,211	3,560,486
Accrued compensation payable	91,508,461	90,139,947
Self insurance reserves	39,397,596	38,697,057
Swap contracts	67,932,360	66,942,036
Other noncurrent liabilities	13,637,798	10,987,224
Total liabilities	928,190,053	923,501,785
Net assets		
Unrestricted net assets	550,604,391	485,141,398
Temporarily restricted net assets	37,891,885	34,445,398
Permanently restricted net assets	30,813,985	27,564,669
Total net assets	619,310,261	547,151,465
Total liabilities and net assets	\$ 1,547,500,314	\$ 1,470,653,250

The accompanying notes are an integral part of these consolidated financial statements

St. Luke's University Health Network, Inc. and Controlled Entities
Consolidated Statement of Operations
Years Ended June 30, 2014 and 2013

	2014	2013
Revenues and gains		
Patient service revenue (net of contractual allowances and discounts)	\$1,235,483,095	\$1,183,242,414
Provision for bad debts	(123,382,063)	(100,673,411)
Net patient service revenue less provision for bad debts	1,112,101,032	1,082,569,003
Other operating revenue and gains	35,106,782	38,041,186
Net assets released from restrictions used for operations	2,472,852	1,439,002
Total revenue and gains	1,149,680,666	1,122,049,191
Operating expenses		
Salaries and employee benefits	633,842,716	616,820,978
Supplies and other	392,429,721	386,672,107
Depreciation and amortization	73,569,540	66,850,152
Interest	24,556,392	23,366,221
Total expenses	1,124,398,369	1,093,709,458
Income from operations	25,282,297	28,339,733
Nonoperating gains (losses)		
Unrestricted investment income from assets limited as to use	6,971,040	7,389,399
Realized gains on unrestricted investment	1,969,155	1,105,410
Gifts, grants and bequests	112,321	214,059
Unrestricted investment income from restricted net assets	263,059	249,493
Income from equity method investments	17,677,259	3,214,438
Gain/(loss) on disposal of property and equipment	1,991,700	(38,336)
Restructuring costs	(2,317,206)	(974,968)
Pre-acquisition/merger costs	-	(138)
Donations to other organizations	(606,785)	(498,834)
Change in fair value of derivative instruments	1,888,763	2,006,392
Goodwill impairment	(15,031)	(547,850)
Gain on retirement/purchase of bonds	-	1,088,875
Nonoperating gains	27,934,275	13,207,940
Excess of revenue and gains over expenses	53,216,572	41,547,673
Net assets released from restrictions used for purchase of property and equipment	9,322,002	1,799,151
Contribution of building	-	722,300
Other Changes in Unrestricted Assets	(2,224,120)	(886,251)
Loss on sale of joint venture	(19,312)	(2,661,253)
Net assets released to specific purpose fund	(163,817)	(89,873)
Pension adjustment	(23,621,237)	72,293,018
Beginning unrestricted net assets	-	293,351
Change in unrealized gains on investments	31,831,993	16,065,163
Change in fair market value of interest rate swaps	(2,879,088)	26,862,226
Increase in unrestricted net assets	\$ 65,462,993	\$ 155,945,505

The accompanying notes are an integral part of these consolidated financial statements

St. Luke's University Health Network, Inc. and Controlled Entities
Consolidated Statements of Changes in Net Assets
Years Ended June 30, 2014 and 2013

	2014	2013
Unrestricted net assets		
Excess of revenue and gains over expenses	\$ 53,216,572	\$ 41,547,673
Beginning unrestricted net assets	-	293,351
Net assets contributed and released from restrictions used for purchase of property and equipment	9,322,002	1,799,151
Contribution of building	-	722,300
Loss on sale of joint venture	(19,312)	(2,661,253)
Net assets released to specific purpose fund	(163,817)	(89,873)
Pension adjustment	(23,621,237)	72,293,018
Other changes in unrestricted assets	(2,224,120)	(886,251)
Change in unrealized gains on investments	31,831,993	16,065,163
Change in fair market value of derivatives	(2,879,088)	26,862,226
Increase in unrestricted net assets	65,462,993	155,945,505
Temporarily restricted net assets		
Contributions received	5,569,615	11,927,550
Net realized/unrealized gains on investments	7,265,417	4,159,787
Net assets released from restrictions	(9,388,545)	(2,804,069)
Increase in temporarily restricted net assets	3,446,487	13,283,268
Permanently restricted net assets		
Contributions received	2,836,308	1,434,687
Net realized/unrealized losses on investments	413,008	(317,653)
Increase in permanently restricted net assets	3,249,316	1,117,034
Increase in net assets	72,158,796	170,345,807
Net assets		
Beginning of year	547,151,465	376,805,658
End of year	\$ 619,310,261	\$ 547,151,465

The accompanying notes are an integral part of these consolidated financial statements

St. Luke's University Health Network, Inc. and Controlled Entities **Consolidated Statements of Cash Flows** **Years Ended June 30, 2014 and 2013**

	2014	2013
Cash flows provided by operating activities		
Change in net assets	\$ 72,158,796	\$ 170,345,807
Adjustments to reconcile change in net assets to net cash from operating activities		
(Gain) Loss on disposal of equipment	(1,991,700)	38,336
Depreciation and amortization	73,569,540	66,850,152
Equity gains from joint ventures	(17,766,404)	(47,530)
Change in unrealized gains on unrestricted investments	(31,831,993)	(16,065,163)
Net realized gain on restricted investments	(152,502)	(26,920)
Net unrealized gain on restricted investments	(7,525,923)	(3,924,384)
Net realized gain on unrestricted investments	(1,969,155)	(1,105,410)
Pension adjustments	23,621,237	(72,293,018)
Sw ap contracts	990,324	(16,268,616)
Other changes in unrestricted assets	2,224,120	886,251
Restricted contributions received	(3,405,923)	(13,362,237)
Provision for bad debts	123,382,063	100,673,411
Change in cash due to changes in operating assets and liabilities		
Patient accounts receivable	(124,094,286)	(135,223,074)
Other receivables	(4,632,240)	2,504,989
Inventories	1,915,587	(1,070,623)
Prepaid expenses	(3,167,875)	(2,662,734)
Other assets	(13,657,267)	(20,931,557)
Accounts payable and accrued liabilities	(2,285,532)	232,107
Patient credit balances	(7,376,948)	6,080,721
Net estimated third-party payor settlements	(7,588,604)	(5,137,009)
Deferred income	696,488	456,346
Net cash provided by operating activities	71,111,803	59,949,845
Cash flows used by investing activities		
Purchases of property, plant and equipment	(76,138,800)	(82,692,062)
Distributions from equity method investments	7,154,733	-
Proceeds from sale of equipment	36,635	1,095,762
Decrease in assets whose use is limited, net	(3,375,546)	(68,918,012)
Sales of investments, net	6,304,595	10,846,244
Net cash used in investing activities	(66,018,383)	(139,668,068)
Cash flows provided by (used in) financing activities		
Proceeds from issuance of long-term debt	5,851,288	105,716,853
Repayments of long-term debt	(11,955,431)	(1,874,261)
Repurchase of St. Luke's bonds	-	(42,150,000)
Proceeds from restricted contributions	3,405,923	13,362,237
Net cash provided by financing activities	(2,698,220)	75,054,829
Increase (Decrease) in cash and cash equivalents	2,395,200	(4,663,394)
Cash and cash equivalents		
Beginning of year	76,885,975	81,549,369
End of year	\$ 79,281,175	\$ 76,885,975
Construction in progress included in accounts payable	\$ 2,734,720	\$ 5,192,818
Cash paid for interest	\$ 23,868,761	\$ 24,620,607

The accompanying notes are an integral part of these consolidated financial statements

St. Luke's University Health Network, Inc. and Controlled Entities

Notes to Consolidated Financial Statements

June 30, 2014 and 2013

1. Organization, Mission and Basis of Presentation

St Luke's University Health Network, Inc ("Parent") is a not-for-profit, tax-exempt corporation which controls the following acute care hospitals, organization of physician practices, and other health care related organizations serving the western New Jersey and Eastern Pennsylvania regions

- St Luke's Hospital of Bethlehem, Pennsylvania ("St Luke's Hospital"), which includes the following entities
 - St Luke's University Health Network Insurance Company ("SLRRG")
 - St Luke's Hospital of Bethlehem, Pennsylvania Ambulatory Surgery, Ltd
 - Cancer Immunotherapies, LLC
 - St Luke's Eighth & Eaton Holding's, Inc
 - Eighth & Eaton Professional Building, L P
 - St Luke's HomeStar Services, LLC
 - St Luke's AirMed, LLC
 - Pocono MRI Imaging & Diagnostic Center, LLC
 - St Luke's VNA ("VNA"), which includes the following two entities
 - VNA Home Health and Hospice
 - HomeStar Medical Equipment and Infusion Services
- St Luke's Quakertown Hospital
- St Luke's Physician Group, Inc
- St Luke's Emergency and Transport Services
- Quakertown Rehabilitation Center DBA St Luke's Rehabilitation Center
 - New Valley Rehab, LLC
- Carbon-Schuylkill Community Hospital, Inc DBA St Luke's Miners Memorial Medical Center ("MMMC")
- St Luke's Hospital - Anderson Campus
- St Luke's Warren Hospital Inc
 - Warren PA Professional Alliance, Inc
 - St Luke's Warren Hospital Foundation, Inc
 - St Luke's Warren Physician Group
 - Hillcrest Emergency Services, Inc
- Two Rivers Enterprises, Inc
- Hillcrest Management Services Organization, Inc

The Parent and controlled entities are referred to collectively as the St Luke's University Health Network, Inc (the "Network")

St. Luke's University Health Network, Inc. and Controlled Entities

Notes to Consolidated Financial Statements

June 30, 2014 and 2013

The Network also participates in various joint ventures and partnerships. These arrangements enable the Network to provide healthcare services to the broader community through involvement in other healthcare organizations. See Note 8 for additional information on investments in joint ventures and partnerships.

2. Summary of Significant Accounting Policies

Basis of Accounting

The consolidated financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America and in accordance with the American Institute of Certified Public Accountants' Audit and Accounting Guide, *Health Care Organizations*, and other pronouncements applicable to not-for-profit healthcare organizations.

Basis of Consolidation

The consolidated financial statements include the accounts of the Parent and its controlled entities. The Parent exercises control over its controlled entities through the appointment of members to the controlled entities' Board of Trustees ("Board"). The accounts of the controlled entities have been included in the consolidated financial statements to reflect the results of operations of entities under common control. All significant intercompany balances and transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include cash management funds with original maturities of three months or less, excluding amounts whose use is limited by Board designation or other arrangements under trust agreements. The carrying value of cash and cash equivalents approximates market value.

Investments and Investment Income

Investments are measured at fair value in the balance sheet. Investment income or loss (including interest, dividends and realized gains and losses on unrestricted investments), is included in the excess of revenues over expenses unless the income or loss is restricted by donor or law. Unrealized gains and losses on unrestricted investments are reported below the excess of revenues over expenses within net asset changes. Realized and unrealized gains and losses on donor restricted investments are reported as changes in temporarily and permanently restricted net assets as stipulated by the donor.

The Network conducted an analysis and evaluation of securities for any potential "other than temporary impairment" of investments. If the decline in the market value of an investment below cost was deemed to be other than temporary, an adjustment would be made to reduce the cost basis of the investment(s) and a realized loss would be recorded in the excess of revenue over expenses. The Network did not have an "other than temporary impairment" adjustment for the years ended June 30, 2014 and 2013.

St. Luke's University Health Network, Inc. and Controlled Entities

Notes to Consolidated Financial Statements

June 30, 2014 and 2013

Investment income and the change in unrealized gains (losses) on investments was comprised of the following for the years ended June 30

	2014	2013
Interest and dividend income	\$ 8,590,878	\$ 8,949,423
Realized gains on sales of investments	\$ 3,600,296	\$ 2,718,903
Net unrealized gains on investments	\$ 31,831,993	\$ 16,065,163

Assets Limited as to Use

Assets limited as to use primarily include assets held by trustees under indenture agreements and designated assets set aside by the board of trustees for future capital improvements, over which the board retains control and may at its discretion subsequently use for other purposes

Inventories

Inventory is valued at average cost, net of reserves for obsolescence Nonstock or nonstoreroom inventory is valued at the last purchase price or last in first out (LIFO)

Property and Equipment

Property and equipment acquisitions are recorded at cost for purchased items and fair value at the date of contribution for contributed items Depreciation is expensed over the estimated useful life of each class of depreciable asset and is computed using the straight-line method Equipment under capital lease obligations is amortized on the straight-line method over the shorter period of the lease term or the estimated useful life of the equipment Such amortization is included in depreciation and amortization in the consolidated statements of operations Interest costs incurred on borrowed funds during the period of construction of capital assets is capitalized as a component of the cost of constructing those assets Upon sale or retirement, the cost and related accumulated depreciation of such assets are removed from the accounts and any resulting gain or loss realized is credited or charged to income for the period Expenditures for maintenance and repairs are expensed as incurred Significant renewals, improvements and betterments are capitalized

Long Lived Assets

The Network evaluates the carrying value of its long lived assets for impairment when impairment indicators are identified In the event that the carrying value of a long-lived asset is not supported by the fair value, the network will recognize an impairment loss for the difference Fair value is based on available market prices or discounted cash flows

Gifts of long-lived assets such as land, building, or equipment are reported as unrestricted support, and are excluded from the excess of revenue and gains over expenses, unless explicit donor stipulations specify how the donated assets must be used Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support Absent explicit donor stipulations about how long these long-lived assets must be maintained, expirations of donor restrictions are reported when the donated or acquired long-lived assets are placed in service

Goodwill

Goodwill recorded in the accompanying consolidated balance sheets represents the excess of the fair market value of assets acquired over the purchase price Management reviews goodwill for impairment annually or when events and circumstances indicate that the carrying amount may not be recoverable

St. Luke's University Health Network, Inc. and Controlled Entities

Notes to Consolidated Financial Statements

June 30, 2014 and 2013

Deferred Financing Costs

Deferred financing costs represent costs incurred in connection with the issuance of bonds and are amortized over the life of the related debt using the effective interest method

Annuity Contracts and Accrued Compensation Payable

The Network maintains a deferred compensation plan which provides supplemental retirement benefits for former officers and key management personnel. The Network has purchased annuity contracts to fund these benefits. These annuity contracts are included in the consolidated balance sheets at their current surrender value.

Self Insurance Reserves

Accrued insurance costs consist of discounted reserves for reported and incurred-but-not-reported (IBNR) claims related to medical malpractice incidents and the Network's self-insured retention for workers' compensation and employee health insurance incidents. For the years ended June 30, malpractice reserves and workers compensation reserves are discounted using a discount rate of 4.69% and 4.69%, respectively, in 2014 and 5.29% and 5.29%, respectively, in 2013.

Gift Annuities

The Hospital receives assets from donors in exchange for the promise to make fixed payments, over a specified period of time, to a recipient as designated by the donor. The Hospital discounts (this past year the discount rate averaged 1.25%) the liability for annuity contracts based on the annuitant's estimated life expectancy. These amounts are included in other noncurrent liabilities on the balance sheets. Any restricted assets remaining at the end of the annuity contract are placed into an endowment fund and the earnings on those funds are available for the general operations of the Network. Any unrestricted assets remaining at the end of the annuity contract are available for the general operations of the Network. The Network revalues the liability for annuity contracts quarterly and the related change is included as a change in net assets.

Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets include assets whose use by the Network has been limited by donors to a specific time period or purpose. Also included in temporarily restricted net assets are unrecognized gains and losses on permanently restricted net assets. Permanently restricted net assets have been restricted by donors to be maintained by the Network in perpetuity.

Donor Restricted Gifts

Unconditional promises to give cash and other assets to the Network are reported at fair value at the date the promise is received. Conditional promises to give and indications of intentions to give are reported at fair value at the date the gift is received and conditions have been met. The gifts are reported as either temporarily or permanently restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or the purpose restriction is accomplished, temporarily restricted net assets are reclassified as unrestricted net assets and reported in the consolidated statements of operations as net assets released from restrictions. Donor-restricted contributions whose restrictions are met within the same year as received are reported as unrestricted gifts, grants and bequests in the accompanying consolidated financial statements.

Net Patient Service Revenue

The Network has agreements with third-party payors who provide payments to the Network at amounts different from its established rates. Payment arrangements include prospectively determined rates per discharge, reimbursed costs, discounted from established charges and per diem payments. Net patient service revenue is reported at the estimated net realizable amounts from patients, third-party payors, and

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others for services rendered, including estimated retroactive adjustments due to future audits, reviews and investigations. Retroactive adjustments are accrued on an estimated basis in the period the related services are rendered and adjusted in future periods as final settlements are determined or as years are no longer subject to such audits, reviews and investigations.

Included in net patient service revenue are changes in liability adjustments from third party payors with an overall net favorable adjustment of \$8,172,948 for 2014 as compared to a favorable adjustment of \$5,137,009 for 2013.

In July 2010 the Pennsylvania General Assembly passed the Public Welfare Code amendment (Act 49) which was signed into law by the Governor, establishing a new program referred to as Medicaid Modernization. The program was subsequently approved by the federal Centers for Medicare and Medicaid Services. The program is designed to provide additional funding to Pennsylvania hospitals for the purpose of enhancing access to quality healthcare for qualifying Medicaid beneficiaries, helping to partially mitigate the losses incurred by hospitals resulting from low reimbursement rates. To accomplish this objective, for fiscal years 2011 through 2014, the program provides participating hospitals with improved inpatient fee-for-service hospital payments, establishes enhanced hospital payments through Medicaid managed care organizations (MCOs), and secures additional federal matching Medicaid funds through a Quality Care Assessment, under which hospitals pay the state a percentage of their net inpatient revenue for fiscal year 2011. The cost of the assessment due to the state was \$12,421,533 and \$13,617,226 for years ended June 30, 2014 and 2013, respectively. The Network recognized additional net patient service revenue of \$6,503,909 and \$4,509,682 for the years ended June 30, 2014 and 2013, respectively, from the Pennsylvania Medicaid Modernization program.

Allowance for Doubtful Accounts

The Network records an allowance for doubtful accounts for estimated losses resulting from the unwillingness of patients to make payments for services. The allowance is determined by analyzing historical data and trends. Accounts receivable are written off against the allowance for doubtful accounts when management determines that recovery is unlikely and collection efforts cease.

Charity Care

The Network provides care to all patients who meet certain criteria under its charity care policy without charge or at amounts less than its established rates. Charges for services to patients who meet the Network's guidelines for charity care are not reflected in the accompanying consolidated financial statements. The charges associated with these services for charity care provided by the Network approximate \$105,400,000 and \$116,300,000 in 2014 and 2013, respectively. The costs incurred to provide such care is determined using a cost to charge ratio and were approximately \$89,066,000 and \$98,330,000 for 2014 and 2013, respectively.

Excess of Revenue and Gains over Expenses

The consolidated statements of operations include the excess of revenue and gains over expenses. Changes in unrestricted net assets which are excluded from the excess of revenue and gains over expenses, consistent with industry practice, include assets released from donor restrictions to be used for purchases of property and equipment, donations of long-lived assets, net unrealized gains and losses on available for sale investments, pension adjustments, and change in fair market value of interest rate swaps meeting hedging criteria.

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Income Taxes

The Parent and its controlled hospital entities, are Pennsylvania and New Jersey not-for-profit corporations and have been recognized as tax-exempt pursuant to Section 501(c)(3) of the Internal Revenue Code. On such basis, the Parent and its controlled hospital entities will not incur any liability for federal income taxes, except for possible unrelated business income.

St. Luke's University Health Network Insurance Company is a taxable reciprocal insurer.

St. Luke's HomeStar Services, LLC is a taxable distributor of pharmacy services.

St. Luke's Warren Physician Group, P.C., PA Alliance, Hillcrest Emergency Services, P.C. and Two Rivers are for-profit entities providing outpatient health care services in Pennsylvania and New Jersey. Prior to January 1, 2009, St. Luke's Warren Physician Group, P.C. and Hillcrest Emergency Services, P.C. elected, under the applicable provisions of the Internal Revenue Code and applicable state codes, to have the physician owner recognize their respective share of net income or loss on their individual tax returns. Accordingly, St. Luke's Warren Physician Group, P.C. and Hillcrest Emergency Services, P.C. did not record a liability for Federal and state income taxes. Effective January 1, 2009, St. Luke's Warren Physician Group, P.C. and Hillcrest Emergency Services, P.C. commenced operating as a for-profit "C" corporation. The deferred tax assets arising from net operating losses and other temporary items generated by for-profit entities, approximately \$4.6 million at June 30, 2014, are subject to a full valuation allowance as the realization of such deferred tax assets cannot be considered more likely than not at June 30, 2014.

Interest Rate Swaps

The Network recognizes all derivative financial instruments in the balance sheet at fair value. The change in the fair value of derivatives that do not qualify for hedge accounting is recognized as a component of excess of revenues over expenses for the years ended June 30, 2014 and 2013. The change in the fair value of derivatives that qualify for hedge accounting are recognized through changes in unrestricted net assets on the statement of operations for the years ended June 30, 2014 and 2013.

3. Risks and Uncertainties

The health care industry is subject to numerous laws and regulations of federal, state and local governments. Compliance with these laws and regulations can be subject to future government review and interpretation as well as regulatory actions unknown or unasserted at the time. Recently, government activity has increased with respect to investigations and allegations concerning possible violations by health care providers of fraud and abuse statutes and regulations, which could result in the imposition of significant fines and penalties as well as significant repayments for patient services previously billed. Compliance with such laws and regulations are subject to future government review and interpretations as well as regulatory actions unknown or unasserted at this time.

4. Concentrations of Credit Risk

Financial instruments which subject the Network to concentrations of credit risk consist primarily of cash and cash equivalents, investments, assets limited as to use, and patient accounts receivable.

The Network maintains cash, investments and assets limited as to use in banks, which include cash equivalents consisting of overnight repurchase agreements. Amounts are invested in a variety of financial instruments. The related values, as presented in the consolidated financial statements, are subject to various market fluctuations which include changes in the equity markets, interest rate

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environment and the general economic conditions. The FDIC insures funds up to \$250,000 per depositor.

The Network's patient accounts receivable consist of unsecured amounts due for patient services billed to patients and other third-party payors such as Medicare, Medical Assistance, Blue Cross and various commercial insurance companies and managed care companies. The primary service area of the Network is located in Lehigh, Northampton, Carbon, Schuylkill and Bucks Counties, Pennsylvania. The ability of these patients to pay is subject to changes in general economic conditions of the Network's service area. The Network performs ongoing credit evaluations and maintains reserves for potential credit losses.

The mix of receivables from patients and third-party payors at June 30, 2014 and 2013 was as follows:

	2014	2013
Medicare	20.9%	21.8%
Medical Assistance	10.4%	9.1%
Blue Cross/Highmark Blue Shield	23.1%	20.7%
Commercial/HMO/Other (includes Medicare HMO)	33.1%	27.1%
Self pay (includes balances of patients filing for Medicaid but not yet approved)	12.5%	21.3%
	<u>100%</u>	<u>100%</u>

5. Charity Care and Community Service

The Network maintains records to identify and monitor the level of charity care and community service it provides. These records include the amount of charges foregone based on established rates for services and the estimated cost of those services furnished under its charity care policy. Additionally, the Network sponsors certain other service programs and charity services which provide substantial benefit to the broader community. Such programs include services to needy populations and support including HIV treatments, medical and dental mobile vans, health fairs, community-based medical clinics, and teen pregnancy counseling.

The Network also participates in the Medical Assistance program which makes payment for services provided to financially needy patients at rates which are less than the cost of such services. Additionally, the Network provides services through the emergency room and clinics at a substantial loss.

6. Third-Party Agreements

For the years ended June 30, 2014 and 2013, payment arrangements with the Network and third-party payors were as follows:

Medicare

Payments to St. Luke's Hospital, St. Luke's Quakertown Hospital, MMMC and St. Luke's Warren from the Medicare program for inpatient acute care services are made on a prospective basis. Under this program, payments are made at a predetermined specific rate for each discharge based on the patient's diagnosis.

Outpatient services are reimbursed under the Ambulatory Payment Classification System except for clinical lab which is paid on a fee schedule and a prospective predetermined rate for renal.

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Capital Blue Cross/Highmark Blue Shield

Inpatient services rendered to Capital Blue Cross/Highmark Blue Shield subscribers are reimbursed at prospectively determined per case rates. St. Luke's Quakertown Hospital is subject to a retroactive adjustment under the current Capital Blue Cross contract. Outpatient services for Capital Blue Cross are reimbursed on an interim basis on a percentage of charges for St. Luke's Quakertown Hospital, MMMC's and payments are later reconciled using a cost report device. There is no final settlement process for St. Luke's Hospital.

Inpatient services rendered to Blue Cross/Highmark Blue Shield subscribers are reimbursed at a per case basis. Outpatient services are reimbursed based upon established fee schedules.

Medicaid

The Pennsylvania Medical Assistance program ("PMA") reimburses St. Luke's Hospital, St. Luke's Quakertown Hospital, MMMC and St. Luke's Warren for inpatient services and capital costs on a prospective basis. Payments for inpatient services are made at a predetermined specific rate for each discharge based on the patient's diagnosis. Outpatient services are reimbursed on the basis of an established fee schedule.

Other

The Network has also entered into payment agreements with certain commercial insurance carriers, health maintenance organizations and preferred provider organizations. The basis for payment to the Network under these agreements includes prospectively determined rates per discharge, discounts from established charges, prospectively determined daily rates and capitated payment arrangements.

7. Fair Value Measurements

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

The accounting guidance establishes a hierarchy of valuation inputs based on the extent to which the inputs are observable in the marketplace. A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Financial instruments measured at fair value are based on valuation techniques noted below consistent with fair value guidance. The following describes the hierarchy of inputs used to measure fair value and the primary valuation methodologies used by the Network for financial instruments measured at fair value on a recurring basis. The three levels of inputs are as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities. Market price data is generally obtained from exchange or dealer markets. The Network does not adjust the quoted price for such assets and liabilities.

Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the same term of the assets or liabilities. Inputs are obtained from various sources including market participants, dealers, and brokers.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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Interest rate swaps are valued using both observable and unobservable inputs, such as quotations received from the counterparty, dealers or brokers, whenever available and considered reliable. In instances where models are used, the value of the interest rate swap depends upon the contractual terms of, and specific risks inherent in, the instrument as well as the availability and reliability of observable inputs. Such inputs include market prices for reference securities, yield curves, credit curves, measures of volatility, prepayment rates, assumptions for nonperformance risk, and correlations of such inputs. Certain interest rate swap arrangements have inputs which can generally be corroborated by market data and are therefore classified within level 2.

The total return swaps are less liquid and inputs are unobservable and as such are classified within level 3. While the valuation of these less liquid derivatives may utilize some level 1 and/or level 2 inputs, they also include other unobservable inputs which are considered significant to the fair value determination. At each measurement date, the Network updates the level 1 and level 2 inputs to reflect observable inputs, though the resulting gains and losses are reflected within level 3 due to the significance of the unobservable inputs. The significant unobservable inputs used in the fair value measurement of the Network's total return swaps are discounted cash flow rates, underlying bond prices with little to no trading history and credit risk assumptions used to record any discount on the liability.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Network believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

Financial instruments carried at fair value as of June 30, 2014, and 2013 are as follows:

June 30, 2014				
	Significant			
	Quoted Prices in	Other	Significant	
	Active Markets	Observable	Unobservable	
	(Level 1)	Inputs	Inputs	Total
		(Level 2)	(Level 3)	Fair Value
Investments				
Cash & Cash Equivalents	\$ 79,281,175	\$ -	\$ -	\$ 79,281,175
Money Market Funds	23,200,967	-	-	23,200,967
Government Securities	132,650,140	-	-	132,650,140
Corporate Bonds	21,441,647	-	-	21,441,647
Common & Preferred Stock	58,881,611	-	-	58,881,611
Mutual Funds	255,033,373	-	-	255,033,373
Total Investments	\$ 570,488,913	\$ -	\$ -	\$ 570,488,913
Derivative Financial Instruments				
Cost of Funds Hedge -				
Floating to Fixed Rate	\$ -	\$ 57,413,456	\$ -	\$ 57,413,456
Total Return Swap	-	-	10,518,904	10,518,904
Interest Rate Swaps-Liability	\$ -	\$ 57,413,456	\$ 10,518,904	\$ 67,932,360

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	June 30, 2013			
	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Investments				
Cash & Cash Equivalents	\$ 76,885,975	\$ -	\$ -	\$ 76,885,975
Money Market Funds	81,190,062	-	-	81,190,062
Government Securities	60,319,314	-	-	60,319,314
Corporate Bonds	26,907,579	-	-	26,907,579
Common & Preferred Stock	4,270,635	-	-	4,270,635
Mutual Funds	279,969,622	-	-	279,969,622
Total Investments	\$ 529,543,187	\$ -	\$ -	\$ 529,543,187
Derivative Financial Instruments				
Cost of Funds Hedge - Floating to Fixed Rate	\$ -	\$ 54,534,369	\$ -	\$ 54,534,369
Total Return Swap	-	-	12,407,667	12,407,667
Interest Rate Swaps-liability	\$ -	\$ 54,534,369	\$ 12,407,667	\$ 66,942,036

The following table is a roll-forward for those financial instruments classified by the Network as Level 3 within the fair value hierarchy defined above

	Interest Rate Swaps
<u>Fair Value, June 30, 2012</u>	<u>\$ 14,414,058</u>
Change in fair value of derivative instruments	(2,006,391)
<u>Fair Value, June 30, 2013</u>	<u>\$ 12,407,667</u>
Change in fair value of derivative instruments	(1,888,763)
<u>Fair Value, June 30, 2014</u>	<u>\$ 10,518,904</u>

All unrealized gains in the table above are reflected in the accompanying statement of operations

8. Investments in Joint Ventures and Partnerships

St Luke's Hospital is a Class B member of the St Luke's Physician Hospital Organization, Inc ("PHO") The PHO has two classes of members Class A members consist of primary care and specialist physicians and Class B members consist of member hospitals, St Luke's being the only Class B member hospital

St Luke's University Health Network holds a 50% equity interest in the Center for Oral and Maxillofacial Surgery and Implantology at St Luke's, LLC, which was organized on May 12, 2005 and provides oral surgery services which enables the joint venture to respond to community needs

St Luke's University Health Network holds a 40% equity interest in Royal HomeStar, LLC, which was organized on March 1, 2013 and provides durable medical equipment services

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St. Luke's University Health Network holds a 40% equity interest in Etowah Dialysis, Inc., which was organized on September 1, 2013 and provides durable medical equipment services.

The Network also maintains other investments in partnerships that provide various clinical and nonclinical services. The Network's investments in the partnerships are accounted for under the equity method. The total investments in joint ventures and partnerships of approximately \$13,051,819 and \$3,560,578 for the years ended June 30, 2014 and 2013, respectively, are included in other assets on the consolidated balance sheets.

9. Property and Equipment

Property and equipment and related accumulated depreciation at June 30, 2014 and 2013 consisted of the following:

	2014	2013
Land	\$ 92,164,232	\$ 89,978,195
Buildings and improvements	662,631,764	631,808,261
Equipment	611,111,811	556,701,318
Parking garage	26,591,467	24,119,740
Total Property, Plant, & Equipment, gross	<u>1,392,499,274</u>	<u>1,302,607,514</u>
Less: Accumulated depreciation	<u>805,961,577</u>	<u>738,356,501</u>
Total Property, Plant & Equipment, net	586,537,697	564,251,013
Construction-in-progress (CIP)	<u>42,849,672</u>	<u>54,131,113</u>
Total Property, Plant & Equipment, net and CIP	<u>\$ 629,387,369</u>	<u>\$ 618,382,126</u>

Depreciation expense was approximately \$71,201,994 and \$64,174,862 for the years ended June 30, 2014 and 2013, respectively. Interest that was capitalized was approximately \$1,309,956 and \$1,913,364 for the years ended June 30, 2014 and 2013, respectively.

Capital Leases

Included in fixed and movable equipment as of June 30, 2014 is approximately \$9,752,005 of assets purchased under capital lease agreements. Accumulated amortization of such assets approximates \$9,237,837 as of June 30, 2014.

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10. Long-Term Debt

Long-term debt at June 30, 2014 and 2013 consisted of the following

	2014	2013
Quakertown General Authority - 1996A Pooled Financing Loan issued by the Quakertown General Authority at a variable rate	\$ 3,626,097	\$ 5,204,787
Hospital Revenue Bonds, Series 2007, issued by the Lehigh County General Purpose Authority	127,240,000	128,500,000
Hospital Revenue Bonds, Series 2008A, issued by Northampton County General Purpose Authority, net of unamortized discount	172,714,061	172,625,969
Hospital Revenue Bonds, Series 2010A, 2010B, 2010C, issued by Northampton County General Purpose Authority, net of unamortized premium	59,331,752	60,936,122
Hospital Revenue Bonds, Series 2013A & 2013B, issued by Northampton County General Purpose Authority, net of unamortized premium	65,480,306	65,496,322
Hospital Refunding Bonds, Series 2013, issued by New Jersey Health Care Facilities Financing Authority, net of unamortized premium	39,258,409	39,320,162
TD Bank, N A Note Payable	24,205,137	25,890,845
Wells Fargo Equipment Finance, Inc	21,067,530	19,896,774
Various notes and mortgage notes payable at various interest rates	1,754,008	2,910,461
	<u>514,677,300</u>	<u>520,781,442</u>
Less Current portion	11,758,905	10,943,434
	<u>\$ 502,918,395</u>	<u>\$ 509,838,008</u>

Scheduled maturities, assuming no amounts are tendered that cannot be remarketed, for the years ending June 30 are as follows

Fiscal Year	Long-Term Debt
2015	11,758,905
2016	12,586,150
2017	11,893,944
2018	11,010,224
2019	10,461,153
2020	9,391,479
Thereafter	<u>447,287,565</u>
	514,389,420
Less Amount of unamortized bond discount/premium/imputed interest	<u>(287,880)</u>
	<u>\$ 514,677,300</u>

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The fair market value of outstanding debt as of June 30, 2014 is as follows

	Par Amount	Fair Market Value
Quakertown General Authority 1996A		
Pooled Financing Loan	3,626,097	3,626,097
Series 2007	125,520,000	99,015,485
Series 2008	175,000,000	185,451,718
Series 2010	59,105,000	62,669,462
Series 2013 (St Luke's Warren)	37,410,000	38,046,928
Series 2013	65,000,000	66,637,950
	<u>\$ 465,661,097</u>	<u>\$ 455,447,640</u>

The fair market value of outstanding debt as of June 30, 2013 is as follows

	Par Amount	Fair Market Value
Quakertown General Authority 1996A		
Pooled Financing Loan	5,204,787	5,204,787
Series 2007	127,240,000	106,098,105
Series 2008	175,000,000	182,399,195
Series 2010	60,675,000	64,694,636
Series 2013 (St Luke's Warren)	37,410,000	35,711,459
Series 2013	65,000,000	64,716,650
	<u>\$ 470,529,787</u>	<u>\$ 458,824,832</u>

The fair value of the Network's bonds at June 30, 2014 and 2013 is approximately \$455 million and \$459 million respectively, versus the outstanding principal at June 30, 2014 and 2013 of \$468 million and \$472 million, respectively. The fair value of the bonds is estimated using market prices, where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments.

The Network reported long-term debt of \$502,918,395 and \$509,838,008 for years ended June 30, 2014 and 2013, respectively. The Network's long term debt would be classified as level 2.

Quakertown General Authority – 1996A Pooled Financing Loan

On March 1, 1997, St. Luke's Hospital borrowed approximately \$21,700,000 from the Quakertown General Authority. St. Luke's represents one of many borrowers who participated in the \$77,900,000 Quakertown General Authority Variable Demand Revenue Bonds (Pooled Financing Program) Series of 1996A. For security of the bondholders of the 1996A Bonds, the Quakertown General Authority entered into a Letter of Credit with PNC Bank National Association. The Bonds were offered on the basis of the financial strength of PNC Bank National Association, not the individual borrowers of the 1996A Pooled Financing Program. The Bonds are seven day variable rate demand bonds that are remarketed by the remarketing agent (PNC Capital Markets) and if for some reason the Bonds could not be remarketed, then the Bonds would become Bank Bonds and held by the Bank until they were remarketed. During the time the Bonds are held by the Bank, St. Luke's would continue with the loan according to the Loan agreement between St. Luke's and the Quakertown General Authority.

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The proceeds from the borrowings on the 1996A Bond Pool were used to refinance previous borrowings from the Quakertown Variable Rate Demand Bond Pool Series 1995 and to finance certain capital improvement projects. The term of the Loan is 238 months, payable in full by January 1, 2017 and will bear interest at a variable rate. At June 30, 2014 and 2013, the rate (including bond and obligated group expense) was 2.0% and 2.0%, respectively.

The obligation of St. Luke's to repay the Loan is evidenced by a note issued under and pursuant to the term of the amended 1987 Master Trust Indenture. The original trust indenture, lease agreement and all subsequent supplemental agreements contain certain covenants of the Obligated Group and the Quakertown Obligated Group including, but not limited to, covenants requiring that the Obligated Group and the Quakertown Obligated Group will generate net revenues, as defined, equal to at least 150% of annual debt service.

Hospital Revenue Bonds, Series 2007

On February 21, 2007, the Lehigh County General Purpose Authority issued \$266,310,000 of its Hospital Revenue Bonds, Series 2007 (the "2007 Bonds"). The proceeds of the 2007 Bonds were used by the Hospital to undertake various construction projects (primarily the expansion of St. Luke's Hospital in Allentown), purchase of capital equipment, refunding of previous bond offerings and to pay for certain costs and expenses related to the issuance of the bonds.

The Hospital entered into the Master Trust Indenture with the Master Trustee and is currently the sole member of the Obligated Group. Under the Master Trust Indenture, all of the Bonds previously issued by the Authority under the indenture are collateralized by notes issued by the Hospital. The 2007 Bonds are collateralized by a note issued by the Hospital under the Master Trust Indenture.

The 2007 Bonds were issued in a quarterly reset variable rate mode. Each maturity will bear interest from the date of their delivery (February 21, 2007) or from the most recent Interest Payment Date to the next succeeding Interest Payment Date, at a per annum rate equal to (a) 67% of the Three-Month LIBOR Rate for such period plus (b) the per annum spread specified in the following table, except that the 2007 Bonds may not bear interest in any interest period at more than a maximum rate of 15% per annum.

Term Bonds	Spread above 67% of the Three-Month LIBOR Rate
\$110,420,000 Variable, due 8/15/2033 original	92 basis points
\$49,600,000 due 8/15/2027 after redemption	
\$155,890,000 Variable, due 8/15/2042 original	102 basis points
\$78,900,000 due 8/15/2038 after redemption	

Interest is computed on the basis of a 365-day or 366-day year, as applicable, for the actual number of days elapsed. The 2007 Bonds bear interest at the Index Rate until maturity or the earlier redemption thereof, and are not subject to conversion to another interest rate.

Hospital Revenue Bonds, Series 2008

On June 11, 2008, the Northampton County General Purpose Authority issued \$175,000,000 of its Hospital Revenue Bonds, Series A of 2008 (the "2008 Bonds") under a Loan and Trust Agreement by and among the Northampton County General Purpose Authority, Saint Luke's Hospital and Wells Fargo Bank, National Association, as trustee.

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The 2008 Bonds were issued to provide funds for various construction projects (primarily the construction of the St. Luke's Anderson Campus), purchase of capital equipment, purchase of land in Bethlehem Township and to pay for certain costs and expenses related to the issuance of the bonds

The Hospital entered into the Master Trust Indenture with the Master Trustee and is currently the sole member of the Obligated Group. Under the Master Trust Indenture all of the Bonds previously issued by the Lehigh County General Authority and the Quakertown General Authority are secured by notes issued by the Hospital. The 2008 Bonds will also be secured by a note issued by the Hospital under the Master Trust Indenture.

The 2008 Bonds of each maturity will bear interest from the date of their initial delivery or from the most recent Interest Payment Date to which interest thereon has been paid or duly provided for to the next succeeding Interest Payment Date, at a fixed rate

Year (August 15)	Amount	Interest Rate	Yield
2019	\$ 4,260,000	5.000 %	5.010 %
2020	4,480,000	5.000 %	5.110 %
2021	4,715,000	5.125 %	5.190 %
2022	4,965,000	5.250 %	5.260 %
2023	5,235,000	5.250 %	5.320 %
2024	5,520,000	5.250 %	5.370 %
2028	25,270,000	5.375 %	5.490 %
2035	59,960,000	5.500 %	5.600 %
2040	60,595,000	5.500 %	5.660 %

Interest on the 2008 Bonds will be payable on each August 15 and February 15, commencing on August 15, 2008. Interest on the 2008 Bonds will be computed on the basis of 360-day year of twelve 30 day months.

Hospital Revenue Bonds, Series 2010

On May 13, 2010, the Northampton County General Purpose Authority issued \$69,730,000 of its Hospital Revenue Bonds. The \$69,730,000 Northampton County General Purpose Authority Hospital Revenue Bonds, consisting of \$24,415,000 aggregate principal amount of Hospital Revenue Bonds Series 2010A (Saint Luke's Hospital Project), \$10,390,000 aggregate principal amount of Hospital Revenue Bonds Series 2010B (Saint Luke's Hospital Project) and \$34,925,000 aggregate principal amount of Hospital Revenue Bonds Series 2010C (Saint Luke's Hospital Project). The 2010 Bonds are issued under that certain Loan and Trust Agreement, dated as of June 1, 2008 by and among the Northampton County General Purpose Authority, Saint Luke's Hospital of Bethlehem, Pennsylvania and Wells Fargo Bank, National Association, as trustee, as amended and supplemented by a First Supplemental Loan and Trust Agreement, dated as of May 1, 2010.

The 2010 Bonds were issued to provide funds for the refunding of previous bond offerings, the construction and equipping of a medical office building on the Anderson Campus, and to pay for certain costs and expenses related to the issuance of the bonds.

The Hospital requested that the Authority issue approximately \$29,300,000 of its bonds (the "Private Placement Bonds") to TD Bank, N.A. in a private placement (the "Private Placement") to finance capital projects and reimburse the Hospital for expenditures previously made. The Private Placement Bonds are secured by a master note on a parity basis with the 2010 Bonds under the Master Trust Indenture.

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Hospital Revenue Bonds, Series 2013

On June 27, 2013 the Northampton County General Purpose Authority issued \$65,000,000 of its Hospital Revenue Bonds Which consists of \$25,000,000 in Series A aggregate principal and \$40,000,000 in Series B aggregate principal with a variable rate Issued pursuant to a Loan and Trust Agreement by the Authority, SLH and the Bank of New York Mellon Trust, under the Trust Agreement SLH is obligated to make payments to the trustee as assignee of the Authority

The Series 2013 Bonds were issued to provide a portion of the funds for a project "the 2013 project" consisting of 200 bed expansion of the hospital located at the Anderson Campus, the construction of an administration building at the Anderson Campus, the funding of various capital projects for general SLH purpose, including without limitations, renovations, repairs and acquisitions of related outpatient facilities in Northampton County and Lehigh County, Pennsylvania Also reimbursement of any cost referred to in clauses, the payment of certain cost and expense in connection with the issuance of the 2013 Bonds

Hospital Refunding Bonds, Series 2013

On June 6, 2013 the New Jersey Health Care Facilities Financing Authority issued \$37,410,000 of Refunding Bonds, St Luke's Warren Hospital Obligated group The proceeds of the 2013 Bonds to St Luke's Warren Hospital is for the purpose of paying a portion of the cost of a project consisting generally of the current refunding of all the Authority's Revenue Bonds St Luke's Warren Hospital Issue Series 2012 and the payment of certain cost incidental to the issuance and sale of the Series 2013 Bonds

11. Derivative Financial Instruments

At June 30, 2014, two floating to fixed interest rate swaps were outstanding with notional amounts totaling \$265.61 million and maturity dates ranging from August, 2033 to August, 2042 The bonds, issued in a quarterly reset LIBOR-based variable rate mode, will be swapped to a 4.60% fixed rate The nature of the risk is to eliminate unpredictable variability of interest rate payments due to changes in the 3 month LIBOR rate as well as limit exposure to increases in short-term interest rates as well as significantly decrease borrowing costs (relative to a traditional fixed rate issuance) Based on the identical characteristics of the payment based index of the hedged item and the receipt based index on the interest rate swap, the hedge will exactly offset the variability of interest rates on the underlying bonds over the term of the swap transaction

At June 30, 2014, three total return swaps were outstanding In December 2007, St Luke's executed a total return swap on a \$76 million portion of the outstanding Series 2007, 2042 term bond In September 2009, St Luke's executed a total return swap on a \$24 million portion of the outstanding Series 2007, 2033 term bond Pursuant to these agreements, St Luke's has guaranteed a price of 95.50% and 99.5%, respectively, on the underlying Bonds St Luke's has the right to call and redeem these bonds at any time as fully described in the Series 2007 Fifth Supplemental Trust Indenture The swaps are recorded at the fair market value on the balance sheet and changes in value are posted through the excess of revenues and gains over expenses In April 2010, St Luke's executed a total return swap on a \$34.93 million portion of the outstanding Series 2010, 2032 term bond

St. Luke's University Health Network, Inc. and Controlled Entities
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12. Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets were available for the following purposes at June 30, 2014 and 2013

	2014	2013
Purchase of property and equipment	\$ 2,814,641	\$ 8,729,970
Health education	14,242,262	11,074,247
Research and development	186,666	169,917
Unrealized gains on restricted net assets for health care services	<u>20,648,316</u>	<u>14,471,264</u>
	<u><u>\$ 37,891,885</u></u>	<u><u>\$ 34,445,398</u></u>

Permanently restricted net assets at June 30, 2014 and 2013 were restricted to

	2014	2013
Investments to be held in perpetuity, the income from which is expendable to support health care services (reported as other operating and nonoperating income)	<u>\$ 30,813,985</u>	<u>\$ 27,564,669</u>

Endowments

The Network's endowment consists of approximately \$30,813,985 individual donor restricted endowment funds and \$77,333,043 board-designated endowment funds for a variety of purposes plus the following where the assets have been designated for endowment split interest agreements, and other net assets. The endowment includes both donor-restricted endowment funds and funds designated by the Board of Trustees to function as endowments. The net assets associated with endowment funds including funds designated by the Board of Trustees to function as endowments, are classified and reported based on the existence or absence of donor imposed restrictions.

The Board of Trustees of the Network has interpreted the relevant PA state law as requiring the preservation of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Network classifies as permanently restricted net assets, (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The funds remain in the donor-restricted endowment fund until those amounts are appropriated for expenditure of the Network in a manner consistent with the standard of prudence prescribed by relevant PA state law. In accordance with relevant PA state law, the Network considers the following factors in making a determination to appropriate or accumulate endowment funds:

- (1) The duration and preservation of the fund
- (2) The purposes of the Network and the donor restricted endowment fund
- (3) General economic conditions
- (4) The possible effect of inflation and deflation
- (5) The expected total return from income and the appreciation of investments

St. Luke's University Health Network, Inc. and Controlled Entities
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(6) Other resources of the Network

(7) The investment policies of the Network

The Network had the following endowment activities during the year ended June 30, 2013 delineated by net asset class and donor-restricted versus Board-designated funds

Endowment net asset composition by type of fund as of June 30, 2014

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Donor-restricted endowment funds		\$ 37,891,885	\$ 30,813,985	\$ 68,705,870
Board-designated endowment funds	\$77,333,043			77,333,043
	<u>\$77,333,043</u>	<u>\$ 37,891,885</u>	<u>\$ 30,813,985</u>	<u>\$146,038,913</u>

Endowment net asset composition by type of fund as of June 30, 2013

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Donor-restricted endowment funds		\$ 34,445,398	\$ 27,564,669	\$ 62,010,067
Board-designated endowment funds	\$64,749,913			64,749,913
	<u>\$64,749,913</u>	<u>\$ 34,445,398</u>	<u>\$ 27,564,669</u>	<u>\$126,759,980</u>

Changes in endowment net assets for the year ended June 30, 2014

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Endowment net assets, beginning of year	\$ 64,749,913	\$ 34,445,398	\$ 27,564,669	\$126,759,980
Investment return				
Investment income	1,731,392	91,999	1,247,360	3,070,751
Gain (Loss) on Sale of Investments	24,632			24,632
Net depreciation (realized and unrealized)	<u>10,790,755</u>	<u>9,019</u>	<u>7,011,069</u>	<u>17,810,843</u>
Total Investment return	12,546,779	101,018	8,258,429	20,906,226
Gifts	36,351	5,557,795	2,836,308	8,430,454
Income released to General Fund for operations	-	(9,507,274)	(834,352)	(10,341,626)
Transfer balance of net depreciation to unrestricted	-	7,011,069	(7,011,069)	-
Other Miscellaneous Transfers	-	283,879	-	283,879
Endowment net assets, end of year	<u>\$ 77,333,043</u>	<u>\$ 37,891,885</u>	<u>\$ 30,813,985</u>	<u>\$146,038,913</u>

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Endowment net asset composition by type of fund as of June 30, 2014

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Donor-restricted endowment funds		\$ 37,891,885	\$ 30,813,985	\$ 68,705,870
Board-designated endowment funds	\$ 77,333,043			77,333,043
	<u>\$ 77,333,043</u>	<u>\$ 37,891,885</u>	<u>\$ 30,813,985</u>	<u>\$146,038,913</u>

Endowment net asset composition by type of fund as of June 30, 2013

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
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Board-designated endowment funds	\$ 64,749,913			64,749,913
	<u>\$ 64,749,913</u>	<u>\$ 34,445,398</u>	<u>\$ 27,564,669</u>	<u>\$126,759,980</u>

Description of Amounts Classified as Permanently Restricted Net Assets and Temporarily Restricted Net Assets (Endowments Only)

Permanently restricted net assets

The portion of perpetual endowment funds that is required to be retained permanently either by explicit donor stipulation or by relevant PA State law

Permanent Endowment	\$ 30,617,801
Mortgage Endowment	<u>196,184</u>
Total endowment assets classified as permanently restricted net assets	<u>\$ 30,813,985</u>

Endowment Funds with Deficits

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the value of the initial and subsequent donor gift amounts (deficit). When donor endowment deficits exist, they are classified as a reduction of unrestricted net assets. Deficits of this nature reported in unrestricted net assets were \$0 as of June 30, 2014 and 2013.

Return Objectives and Risk Parameters

The Network has adopted endowment investment and spending policies that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of endowment assets. Under this policy, the return objective for the endowment assets, measured over a full market cycle, shall be to maximize the return against a blended index, based on the endowment's target allocation applied to the appropriate individual benchmarks. The Network expects its endowment funds over time, to provide an average rate of return approximating the S&P 500 Stock Index (domestic portion), MSCI EAFE Index (international portion) and Lehman Brothers Intermediate Government/Corporate Index (bond portion). Actual returns in any given year may vary from the index return amounts.

St. Luke's University Health Network, Inc. and Controlled Entities

Notes to Consolidated Financial Statements

June 30, 2014 and 2013

Strategies Employed for Achieving Investment Objectives

To achieve its long-term rate of return objectives, the Network relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized gains) and current yield (interest and dividends). The Network targets a diversified asset allocation that places greater emphasis on equity-based investments to achieve its long-term objectives within prudent risk constraints.

Endowment Spending Allocation and Relationship of Spending Policy to Investment Objectives

The Board of Trustees of the Network determines the method to be used to appropriate endowment funds for expenditure. Calculations are performed for individual endowment funds at a rate of 4.5 percent of a three-year moving average market value with a minimum increase of 0% and a maximum increase of 10% per year over the previous year's spending amount. The total is reduced by the income distributed from the endowment fund in accordance with the preferences/restrictions made by the donors. The corresponding calculated spending allocations are distributed annually by June 30. In establishing this policy, the Board considered the expected long term rate of return on its endowment. Accordingly, over the long term, the Network expects the current spending policy to allow its endowment to grow at an average of 8% percent annually, consistent with its intention to maintain the purchasing power of the endowment assets as well as to provide additional real growth through new gifts.

13. Contingencies

Operating Leases

The Network leases certain medical, office and information technology equipment used in its operations. Total rental expense for all operating leases for the years ended June 30, 2014 and 2013 was approximately \$17,235,751 and \$18,475,539, respectively.

At June 30, 2014, the annual and total future minimum lease payments under noncancelable operating leases were as follows:

	Operating
2015	14,076,029
2016	13,457,105
2017	10,944,836
2018	8,783,480
2019	7,722,762
Later Years	34,407,486
Total minimum payments	<u>89,391,698</u>

Litigation

The Network and its controlled entities are involved in certain litigation which involves professional and general liability. In the opinion of management and in-house counsel, the ultimate liability, if any, will not have a material effect on the consolidated financial condition of the Network and its controlled entities.

St. Luke's University Health Network, Inc. and Controlled Entities
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14. Functional Expenses

The Network provides general health care services to residents within its geographic location. Expenses related to providing these services for the years ended June 30, 2014 and 2013 are approximately as follows:

	2014	2013
Health care services	\$ 1,012,264,850	\$ 984,423,065
General and administrative	112,133,519	109,286,393
	<u>\$ 1,124,398,369</u>	<u>\$ 1,093,709,458</u>

15. Pension Plan

Defined Benefit Plan

The Network entities have a noncontributory defined benefit pension plan ("Plan") covering substantially all employees of the Network who were hired prior to January 1, 2009 (see New Pension Plan 401(a) note below). Plan benefits are based on years of service and the employee's average annual earned income during the highest 60 consecutive months in the last ten years of credited service prior to retirement or termination. The Network's policy is to fund annually at least the minimum amount required by the Employee Retirement Income Security Act of 1974.

In connection with a redesign of the network's retirement plans, the Finance Committee of the Board approved amendments to end benefit accruals in the qualified defined benefit pension plan after December 31, 2014. Benefits to be earned by participants under this plan prior to January 1, 2015 are not anticipated to be affected. The network estimates that pension liabilities will decrease by about \$56 million as a result of this change.

Savings Plan

In 2007, St. Luke's Warren established a 401(k) plan for qualified employees. Contributions to this plan are based on a defined formula of 3% of an employee's contribution. The St. Luke's Warren 401(k) plan was merged with the Network 401(a) plan as of January 1, 2014.

401(a) Plan

All employees hired before January 1, 2009 remain participants in the noncontributory defined benefit pension plan (see Pension Plan, above) through December 31, 2014. At that time, all employees will be moved to the 401(a) Plan.

All employees hired after January 1, 2009, are provided with a defined contribution plan 401(a) of which St. Luke's will contribute a percentage of the employee's salary based on the employee's years of service as follows:

Years of Service	% of Annual Salary
1 through 5	2.5%
6 through 10	4.0%
11 through 15	5.5%
16+ years	7.0%

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The Network has recorded a reserve of \$2,500,530 for the year ended June 30, 2014. This liability is included in accrued compensation payable on the 2014 consolidated balance sheet.

Retirement Plan 401(k)

As of January 1, 2009, a 401(k) retirement savings plan replaced the 403(b) retirement savings plan for employees of St. Luke's HomeStar Services, LLC, a for-profit organization.

Pension Plan Financial Components

The net pension cost for all Plans and Plan participants, during the years ended June 30, 2014 and 2013, includes the following components:

	2014	2013
Change in benefit obligation		
Benefit obligation at beginning of year	\$ 440,994,994	\$ 457,532,508
Service cost	16,114,927	18,069,251
Interest cost	23,321,318	20,851,931
Benefits paid	(34,894,864)	(9,155,008)
Actuarial loss (gain)	66,674,837	(46,303,688)
Plan amendment	-	-
Benefit obligation at end of year	<u>\$ 512,211,212</u>	<u>\$ 440,994,994</u>
Change in plan assets		
Fair value of plan assets at beginning of year	\$ 361,707,895	\$ 292,393,095
Actual return on plan assets	70,678,754	39,611,235
Employer contributions	39,165,533	38,858,573
Benefits paid	(34,894,864)	(9,155,008)
Fair value of plan assets at end of year	<u>\$ 436,657,318</u>	<u>\$ 361,707,895</u>
Funded status at end of year	<u>\$ (75,553,894)</u>	<u>\$ (79,287,099)</u>

Amounts recognized in the statement of financial position consist of:

	2014	2013
Noncurrent assets	\$ -	\$ -
Current liabilities	(726,328)	(305,103)
Noncurrent liabilities	(74,827,566)	(78,981,996)
Net amount recognized in statement of financial position	<u>\$ (75,553,894)</u>	<u>\$ (79,287,099)</u>

Amounts recognized in unrestricted net assets consist of:

	2014	2013
Unrecognized Net loss (gain)	\$ 95,694,773	\$ 72,073,536
Transition obligation (asset)	-	-
Prior service cost (credit)	-	-
Accumulated other comprehensive income	<u>\$ 95,694,773</u>	<u>\$ 72,073,536</u>

The accumulated benefit obligation for all defined benefit pension plans was \$504,593,961 and \$432,575,542 at June 30, 2014 and 2013, respectively.

St. Luke's University Health Network, Inc. and Controlled Entities
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Information for pension plans with an accumulated benefit obligation in excess of plan assets

	2014	2013
Projected benefit obligation	\$ 512,211,212	\$ 440,994,994
Accumulated benefit obligation	504,593,961	432,575,542
Fair value of plan assets	436,657,318	361,707,895

Components of net periodic benefit cost and other amounts recognized in unrestricted net assets

Total pension benefit cost	2014	2013
Service cost	\$ 16,114,927	\$ 18,069,251
Interest cost	23,321,318	20,851,931
Expected return on plan assets	(29,361,558)	(24,384,094)
Amortization of net (gain) loss	1,584,376	10,640,789
Amortization of transition obligation (asset)	-	-
Amortization of prior service cost (credit)	-	-
Net periodic benefit cost	\$ 11,659,063	\$ 25,177,877
Curtailment loss	-	-
Settlement loss	152,028	-
Total pension cost	\$ 11,811,091	\$ 25,177,877

Other changes in plan assets and benefit obligations recognized in unrestricted net assets

	2014	2013
Net loss (gain)	\$ 25,357,641	\$ (61,530,829)
Amortization of loss (gain)	(1,736,404)	(10,640,789)
Amortization of transition obligation	-	-
Amortization of prior service cost	-	-
Total recognized in unrestricted net assets	\$ 23,621,237	\$ (72,171,618)
Total recognized in net periodic benefit cost and unrestricted net assets	\$ 35,432,328	\$ (46,993,741)

The estimated net loss, transition obligation and prior service cost for the defined benefit pension plans that will be amortized from unrestricted net assets into net periodic benefit cost over the next fiscal year are \$4,638,400, \$0 and \$0, respectively

Weighted-average assumptions used to determine benefit obligations at June 30, 2014

Discount rate	4 50%
Discount rate - Warren at December 31, 2013	5 11%
Rate of compensation increase	3 50%

St. Luke's University Health Network, Inc. and Controlled Entities

Notes to Consolidated Financial Statements

June 30, 2014 and 2013

Weighted-average assumptions used to determine net periodic benefit cost for years ended June 30, 2014

Expected long-term return on plan assets	7.50%
Rate of compensation increase	3.50%
Discount rate	5.29%
Discount rate - Warren at December 31, 2013	5.05%

Plan Assets

The St. Luke's Pension Plans weighted-average asset allocations at June 30, 2014 and 2013, by asset category, are as follows

	Plan Assets at June 30	
	2014	2013
Asset category		
Equity securities	70 %	73 %
Debt securities	30 %	27 %
	100 %	100 %

The Investments are broadly diversified in assets which over time provide the opportunity for appreciation and rising levels of income. The precise mix of assets is determined jointly by the Investment Committee and recommended to the Board of Trustees. The Investment Committee has discretion over the selection of individual securities and the weighting of the investments.

Equities

The Investment Committee directs that a reasonable diversification be maintained and in no case shall any single investment represent more than 5% of market value of the portfolios. At no time will less than 60% nor more than 80% of the combined market value of the funds be invested in equity or equivalent securities. This total equity will be weighted with a minimum of 20% and maximum of 70% U.S. Stocks and a minimum of 10% and maximum of 40% in International Stocks. Any exceptions are mutually agreed upon by the Manager and the Investment Committee either prior to the event or as soon as is practical.

Fixed Income

All fixed income securities purchased or retained by the Fund Manager are rated by at least one of the two recognized credit rating agencies (Moody's or Standard & Poor's) as "BBB" or better. Other "investment grade" issues, as defined by the rating agencies, but which may be unrated, may be purchased or retained so long as they represent no more than 5% of the market value of the portfolios. Other than obligations of the United States Government or its agencies and instrumentalities, no fixed income obligation shall represent more than 5% of the total market value of the portfolios. The Investment Committee directs that at no time will less than 10% nor more than 40% of the combined market value of the funds be invested in fixed income securities. Any exceptions are mutually agreed upon by the Fund Manager and the Investment Committee either prior to the event or as soon as practical.

Cash Equivalent, Money Market and Other Holdings

All cash is invested in short term interest bearing securities or other cash equivalent investments. Other than obligations of the United States Government and its Agencies or instrumentalities all such investments in corporate obligations, commonly known as commercial paper, shall both carry an

St. Luke's University Health Network, Inc. and Controlled Entities
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investment rating by a recognized rating agency of A-1 or P-1. Any exceptions to the above guidelines are mutually agreed upon by the Fund Manager and the Investment Committee either prior to the event or as soon as is practical. The Finance and Investment Committees direct that at no time more than 10% of the combined market value of the funds be invested in cash or cash equivalents.

Other investments not covered in the above guidelines (i.e., real estate), may be purchased and/or held at the request of the Investment Committee with the concurrence of the Investment Manager or at the recommendation of the Investment Manager with the concurrence of the Investment Committee.

Cash Flows

Contributions

The Network expects to contribute \$25,655,328 to its pension plans in the 2015 fiscal year.

Estimated Future Benefit Payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

2015	12,881,916
2016	15,113,781
2017	16,301,244
2018	18,055,656
2019	20,913,537
2020-2023	<u>129,920,089</u>
Total	<u>\$ 213,186,223</u>

The following table presents the Plan's financial instruments as of June 30, 2014, measured at fair value on a recurring basis using the fair value hierarchy defined in note 7.

	Quoted Prices in Active Markets (Level 1)	Total Fair Value
June 30, 2014		
Investments		
Money Market Funds	\$ 1,285,319	\$ 1,285,319
Government Securities	130,707,933	130,707,933
Common & Preferred Stock	<u>304,664,067</u>	<u>304,664,067</u>
Total Investments	<u>\$ 436,657,319</u>	<u>\$ 436,657,319</u>

St. Luke's University Health Network, Inc. and Controlled Entities

Notes to Consolidated Financial Statements

June 30, 2014 and 2013

16. Insurance Coverage

Effective December 13, 2001, the Parent, established St. Luke's Health Network Insurance Company, a wholly-owned captive insurance company licensed by the State of Vermont providing claims-made coverage for professional and general liability coverages for the Network. St. Luke's converted its fronted captive to a risk retention group ("RRG") effective July 1, 2003. On January 1, 2005, the RRG was converted from a nonprofit risk retention group to a reciprocal risk retention group. As a reciprocal risk retention group, the St. Luke's Health Network Insurance Company is also permitted to provide primary medical professional liability coverage on an occurrence basis to independent physicians and physician's practices. Under this structure, each insured is a subscriber of the St. Luke's Health Network Insurance Company, a Reciprocal Risk Retention Group ("SLHNIC"). Only subscribers of the St. Luke's University Health Network will be issued Class A subscriber units. Class A Subscribers of SLHNIC maintain control over SLHNIC. At June 30, 2014 and June 30, 2013, the Network was covered through the SLHNIC by a Hospital Professional Liability policy, with primary limits of \$500,000 for each medical incident and \$2,500,000 in the aggregate and with Physicians Professional Liability coverage with primary limits of \$500,000 for each occurrence, and \$1,500,000 in the aggregate. SLHNIC also provides institutional subscribers with excess layer professional liability coverage on a claims-made basis. This coverage is provided for losses limited to \$4 million for each medical incident in excess of \$1 million with an annual aggregate of \$4 million. The reserve for malpractice claims maintained at June 30, 2014 and 2013 was approximately \$39,990,875 and \$38,815,770, and was estimated using a discount rate of 4.25% and 4.25%, respectively. The discount for Class A and Class B subscribers was \$5,680,795 and \$5,095,480 for June 30, 2014 and 2013, respectively.

St. Luke's University Health Network has recorded a receivable as of June 30, 2014 of \$13,104,347 for expected insurance indemnifications and a related liability for the accrued claims in the individual financial statements of the hospitals. As of June 30, 2013, St. Luke's University Health Network recorded a receivable and related liability of \$10,404,252.

The Network participates in the Medical Care Availability and Reduction of Error ("Mcare") Fund, which is a Pennsylvania governmentally authorized entity that for fiscal year 2014 covers claims above \$500,000 per medical incident up to \$1,500,000 aggregate per hospital/insured physician subject to Mcare Fund coverage, as applicable. The assessment for the Mcare Fund payable by the Network is based on the schedule of occurrence rates approved by the Insurance Commissioner of Pennsylvania for the Pennsylvania Professional Liability Joint Underwriting Association ("JUA") multiplied by the annual assessment percentage. The Network recognizes its assessment as expense in the period incurred.

The Network maintains accrued insurance reserves for its self-insured portion of expected workers' compensation claims of approximately \$7,557,243 and \$6,288,663 for the years ended June 30, 2014 and 2013, respectively. The impact of the discount was \$1,833,058 and \$1,988,434 for the years ended June 30, 2014 and 2013, respectively.

17. Asset Retirement Obligations

In the year ended June 30, 2006, the Network adopted accounting guidance on Accounting for Conditional Asset Retirement Obligations. If a legal obligation to perform an asset retirement obligation exists but performance is conditional upon a future event, and the obligation can be reasonably estimated, then a liability should be recognized. Upon initial application of accounting regulatory guidance, the Network recognized \$3,486,249 of conditional asset retirement obligation included within our liabilities in the consolidated balance sheet. For the year ended June 30, 2014, the Network recognized \$7,805 in accretion and depreciation expense.

St. Luke's University Health Network, Inc. and Controlled Entities
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18. Subsequent Events

The Network has performed an evaluation of subsequent events through October 31, 2014, which is the date the financial statements were available to be issued. There were no subsequent events with the exception of Board approval to begin construction on an acute care hospital in Monroe County.

St. Luke's University Health Network, Inc. and Controlled Entities
Consolidating Balance Sheet
June 30, 2014

	St Luke's University Health Network, Inc	St Luke's Hospital of Bethlehem, Pennsylvania	St Luke's Physician Group	St Luke's Quakertown Hospital	Emergency and Transport Services	Quakertown Rehabilitation Center	Miners Memorial Medical Center	St Luke's Hospital Anderson Campus	St Luke's Warren Hospital	New Valley Rehab LLC
Assets										
Current										
Cash and cash equivalents	\$ -	\$ 74 684 261	\$ 38 153	\$ 131 428	\$ 426	\$ -	\$ 80 812	\$ 658 940	\$ 1 755 854	\$ 315 112
Investment in controlled entities	614 060 470	-	-	-	-	-	-	-	-	-
Patient accounts receivable net	-	122 199 956	11 464 083	15 985 962	949 802	-	10 074 082	28 281 133	10 696 597	136 664
Other accounts receivable	-	6 486 418	699 456	81 617	19 506	-	386 942	2 074 096	2 324 724	35 821
Investments	-	88 030 498	-	24 221	-	-	-	-	75 000	-
Inventories	-	11 196 733	-	790 904	-	-	657 656	1 669 498	1 789 841	-
Prepaid expenses	-	15 834 454	3 137 329	208 346	23 861	-	236 066	390 661	1 110 205	-
Total current assets	614 060 470	318 432 320	15 339 021	17 222 478	993 595	-	11 435 558	33 074 328	17 752 221	487 597
Assets limited as to use										
Funds held by trustee	-	29 970 873	-	-	-	-	-	-	723 712	-
Under bond indenture	-	31 865 328	-	-	-	-	-	-	-	-
Board designated funds	-	278 415 478	-	1 830 342	-	-	-	44 473	-	-
	-	340 251 679	-	1 830 342	-	-	-	44 473	723 712	-
Property and equipment net	-	337 576 904	27 517 017	19 456 744	565 983	-	18 127 120	158 851 253	64 714 009	548 274
Goodwill net	-	7 007 524	6 954 392	-	-	-	-	-	13 156 777	7 652 419
Due from affiliates	-	239 055 993	-	-	-	2 958 591	-	-	4 207 955	-
Investments temporarily restricted as to use	-	26 064 700	-	1 055 894	17 749	-	712 516	351 914	909 248	-
Investments permanently restricted as to use	-	27 334 449	-	3 112 468	-	-	10 005	-	357 063	-
Deferred financing costs	-	6 179 727	-	-	-	-	-	-	592 397	-
Annuity contracts	-	15 347 341	-	-	-	-	-	-	-	-
Other assets	-	35 934 592	-	93 571	-	-	1 833 715	371 926	1 432 560	-
Total assets	\$ 614 060 470	\$1 353 185 229	\$ 49 810 430	\$ 42 771 497	\$ 1 577 327	\$ 2 958 591	\$ 32 118 914	\$192 693 894	\$103 845 942	\$ 8 688 290

St. Luke's University Health Network, Inc. and Controlled Entities
Consolidating Balance Sheet
June 30, 2014

Schedule I

	St Luke's Physician Group NJ	St Luke's Warren Hospital Foundation	Hillcrest Emergency Services PC	Warren PA Professional Alliance PC	Warren Risk Retention Group, Inc	Hillcrest MSO, Inc	Two Rivers Enterprises Inc	Eliminations	Consolidated Totals
Assets									
Current									
Cash and cash equivalents	\$ 361,124	\$ 822,827	\$ 376,521	\$ -	\$ -	\$ -	\$ 55,717	\$ -	\$ 79,281,175
Investment in controlled entities	-	-	-	-	-	-	-	(614,060,470)	-
Patient accounts receivable, net	512,832	-	763,108	95	-	-	-	-	201,064,314
Other accounts receivable	494,936	13,000	-	105,770	-	-	2,119,781	(2,286,898)	12,555,169
Investments	-	301,807	-	-	-	-	-	-	88,431,526
Inventories	-	-	-	-	-	-	-	-	16,104,632
Prepaid expenses	153,663	-	12,500	210	-	-	-	-	21,107,295
Total current assets	1,522,555	1,137,634	1,152,129	106,075	-	-	2,175,498	(616,347,368)	418,544,111
Assets limited as to use									
Funds held by trustee	-	-	-	-	-	-	-	-	30,694,585
Under bond indenture	-	-	-	-	-	-	-	-	31,865,328
Board designated funds	-	-	-	-	-	-	-	-	280,290,293
	-	-	-	-	-	-	-	-	342,850,206
Property and equipment, net	466,996	-	-	-	-	-	1,563,069	-	629,387,369
Goodwill, net	115,617	-	-	-	-	-	-	-	34,886,729
Due from affiliates	-	-	-	-	-	-	561,679	(246,784,218)	-
Investments temporarily restricted as to use	-	-	-	-	-	-	-	-	29,112,021
Investments permanently restricted as to use	-	-	-	-	-	-	-	-	30,813,985
Deferred financing costs	-	-	-	-	-	-	-	-	6,772,124
Annuity contracts	-	-	-	-	-	-	-	-	15,347,341
Other assets	-	120,062	-	-	-	-	-	2	39,786,428
Total assets	\$ 2,105,168	\$ 1,257,696	\$ 1,152,129	\$ 106,075	\$ -	\$ -	\$ 4,300,246	\$ (863,131,584)	\$ 1,547,500,314

St. Luke's University Health Network, Inc. and Controlled Entities
Consolidating Balance Sheet
June 30, 2014

	St Luke's University Health Network, Inc	Hospital of Bethlehem, Pennsylvania	St Luke's Physician Group	St Luke's Quakertown Hospital	Emergency and Transport Services	Quakertown Rehabilitation Center	Miners Memorial Medical Center	St Luke's Hospital Anderson Campus	St Luke's Warren Hospital	New Valley Rehab LLC
Liabilities and Net Assets										
Current										
Accounts payable	\$ -	\$ 55 322 968	\$ 1 959 439	\$ 450 759	\$ 24 251	\$ -	\$ 460 321	\$ 1 442 449	\$ 909 180	\$ 2 670
Accrued salaries wages and taxes	-	12 100 249	13 550 247	478 226	-	-	483 495	108 087	1 118 212	201 346
Accrued vacation	-	20 386 522	8 546 284	1 075 320	113 658	-	1 145 928	1 490 914	2 761 819	-
Current portion of self insurance reserves	-	19 305 786	-	-	-	-	-	-	86 130	-
Deferred income	-	4 390 261	-	-	2 801	-	48 081	-	-	-
Advance from third-party payors	-	2 099 500	-	38 400	-	-	260 201	-	-	-
Patient credit balances	-	7 445 736	-	1 415 090	-	-	753 538	1 320 795	-	-
Current portion of long-term debt	-	11 622 417	-	-	-	-	6 142	-	130 346	-
Current portion of pension costs	-	3 273 921	127 394	87 040	106	-	28 524	46 405	247 789	1 674
Accrued interest on long-term debt	-	9 448 580	-	-	-	-	-	-	644 720	-
Other Current Liabilities	-	6 197 726	33 471	100 141	-	-	39 356	47 947	484 493	-
Estimated third-party payor settlements	-	(1 120 395)	-	2 329 193	-	-	2 172 205	959 836	1 090 480	-
Total current liabilities	-	150 473 271	24 216 835	5 974 169	140 816	-	5 397 791	5 416 433	7 473 169	205 690
Due to affiliates	-	-	112 045 308	38 420	5 932 107	-	799 925	149 796 053	-	8 192 898
Long-term debt net of current portion	-	463 620 846	-	-	-	-	6 030	-	39 291 519	-
Asset retirement obligation	-	3 247 932	-	65 030	-	-	248 249	-	-	-
Accrued compensation payable	-	78 574 099	3 057 460	2 088 966	2 542	-	684 582	1 113 712	5 946 935	40 165
Self insurance reserves	-	39 196 596	-	-	-	-	-	-	174 870	-
Other noncurrent liabilities	-	12 129 098	-	43 885	-	-	32 255	-	1 432 560	-
Sw ap Contracts	-	67 932 360	-	-	-	-	-	-	-	-
Total liabilities	-	815 174 202	139 319 603	8 210 470	6 075 465	-	7 168 832	156 326 198	54 319 053	8 438 753
Net assets										
Unrestricted net assets (liabilities)	544 445 352	511 585 982	(89 509 173)	30 325 914	(4 515 887)	2 958 591	22 426 101	35 643 856	48 260 578	249 537
Less Amounts due from affiliates	-	(33 682 373)	-	-	-	-	-	-	-	-
Net unrestricted net assets (liabilities)	544 445 352	477 903 609	(89 509 173)	30 325 914	(4 515 887)	2 958 591	22 426 101	35 643 856	48 260 578	249 537
Temporarily restricted net assets	38 801 133	32 772 969	-	1 122 645	17 749	-	2 513 976	723 840	909 248	-
Permanently restricted net assets	30 813 985	27 334 449	-	3 112 468	-	-	10 005	-	357 063	-
Total net assets (liabilities)	614 060 470	538 011 027	(89 509 173)	34 561 027	(4 498 138)	2 958 591	24 950 082	36 367 696	49 526 889	249 537
Total liabilities and net assets	\$ 614 060 470	\$1 353 185 229	\$ 49 810 430	\$ 42 771 497	\$ 1 577 327	\$ 2 958 591	\$ 32 118 914	\$192 693 894	\$103 845 942	\$ 8 688 290

St. Luke's University Health Network, Inc. and Controlled Entities
Consolidating Balance Sheet
June 30, 2014

Schedule I

	St. Luke's Physician Group NJ	St. Luke's Warren Hospital Foundation	Hillcrest Emergency Services PC	Warren PA Professional Alliance PC	Warren Risk Retention Group, Inc	Hillcrest MSO, Inc	Two Rivers Enterprises Inc	Eliminations	Consolidated Totals
Liabilities and Net Assets									
Current									
Accounts payable	\$ 2,465,763		\$ 388,333	\$ 5,741	\$ -	\$ -	\$ -	\$ (2,249,055)	\$ 61,182,819
Accrued salaries, wages and taxes	863,133		543,724					-	29,446,719
Accrued vacation	-	-	-	-	-	-	-	-	35,520,445
Current portion of self insurance reserves	12,870	-	-	-	-	-	-	-	19,404,786
Deferred income	-	-	-	-	-	-	-	-	4,441,143
Advance from third-party payors	-	-	-	-	-	-	-	-	2,398,101
Patient credit balances	-	-	-	-	-	-	-	-	10,935,159
Current portion of long-term debt	-	-	-	-	-	-	-	-	11,758,905
Current portion of pension costs	-	-	-	-	-	-	-	-	3,812,853
Accrued interest on long-term debt	-	-	-	-	-	-	-	-	10,093,300
Other Current Liabilities				4,614,219	-	-	8,578,962	(5,287,632)	14,808,683
Estimated third-party payor settlements		-	-	-	-	-	-	-	5,431,319
Total current liabilities	3,341,766	-	932,057	4,619,960	-	-	8,578,962	(7,536,687)	209,234,232
Due to affiliates	1,943,025	228,386	220,072	1,270,397				(280,466,591)	-
Long-term debt, net of current portion	-	-	-	-	-	-	-	-	502,918,395
Asset retirement obligation	-	-	-	-	-	-	-	-	3,561,211
Accrued compensation payable	-	-	-	-	-	-	-	-	91,508,461
Self insurance reserves	26,130	-	-	-	-	-	-	-	39,397,596
Other noncurrent liabilities	-	-	-	-	-	-	-	-	13,637,798
Sw ap Contracts	-	-	-	-	-	-	-	-	67,932,360
Total liabilities	5,310,921	228,386	1,152,129	5,890,357	-	-	8,578,962	(288,003,278)	928,190,053
Net assets									
Unrestricted net assets (liabilities)	(3,205,753)	288,604		(5,784,282)	-	-	(4,278,716)	(538,286,313)	550,604,391
Less Amounts due from affiliates	-	-	-	-	-	-	-	33,682,373	-
Net unrestricted net assets (liabilities)	(3,205,753)	288,604	-	(5,784,282)	-	-	(4,278,716)	(504,603,940)	550,604,391
Temporarily restricted net assets		740,706						(39,710,381)	37,891,885
Permanently restricted net assets		-	-	-	-	-	-	(30,813,985)	30,813,985
Total net assets (liabilities)	(3,205,753)	1,029,310	-	(5,784,282)	-	-	(4,278,716)	(575,128,306)	619,310,261
Total liabilities and net assets	\$ 2,105,168	\$ 1,257,696	\$ 1,152,129	\$ 106,075	\$ -	\$ -	\$ 4,300,246	\$ (863,131,584)	\$ 1,547,500,314

St. Luke's University Health Network, Inc. and Controlled Entities
Consolidating Balance Sheet
June 30, 2013

	St Luke's University Health Network, Inc	St Luke's Hospital of Bethlehem, Pennsylvania	St Luke's Physician Group	St Luke's Quakertown Hospital	Emergency and Transport Services	Quakertown Rehabilitation Center	Miners Memorial Medical Center	St Luke's Hospital Anderson Campus	St Luke's Warren Hospital	New Valley Rehab LLC
Assets										
Current										
Cash and cash equivalents	\$ -	\$ 64 510 411	\$ 154 242	\$ 136 855	\$ 65	\$ -	\$ 164 364	\$ -	\$ 10 125 087	\$ 417 638
Investment in controlled entities	540 287 854	-	-	-	-	-	-	-	-	-
Patient accounts receivable net	-	156 343 535	10 202 479	16 236 743	713 963	-	6 887 258	-	10 227 400	144 871
Other accounts receivable	-	4 231 880	23 289	52 270	19 391	-	68 704	-	4 874 987	36 351
Investments	-	64 064 550	-	19 999	-	-	-	-	2 160	-
Inventories	-	14 094 081	-	992 413	-	-	913 691	-	2 020 034	-
Prepaid expenses	-	14 293 341	1 732 733	256 469	34 638	-	210 127	-	1 345 949	-
Total current assets	540 287 854	317 537 798	12 112 743	17 694 749	768 057	-	8 244 144	-	28 595 617	598 860
Assets limited as to use										
Funds held by trustee	-	55 572 729	-	-	-	-	-	-	148 714	-
Under bond indenture	-	35 975 983	-	-	-	-	-	-	-	-
Board designated funds	-	244 267 373	-	1 539 359	-	-	-	-	1 811	-
	-	335 816 085	-	1 539 359	-	-	-	-	150 525	-
Property and equipment net	-	505 667 489	10 611 143	20 087 865	488 935	-	19 360 110	-	59 670 824	617 089
Goodwill net	-	6 430 660	4 446 990	-	-	-	-	-	13 156 777	7 654 919
Due from affiliates	-	60 539 245	-	-	-	2 958 591	-	-	-	-
Investments temporarily restricted as to use	-	21 187 241	-	472 050	29 234	-	840 886	-	717 228	-
Investments permanently restricted as to use	-	24 078 246	-	2 998 850	-	-	10 005	-	477 568	-
Deferred financing costs	-	6 357 445	-	-	-	-	-	-	515 125	-
Annuity contracts	-	11 497 695	-	-	-	-	-	-	-	-
Other assets	-	24 817 365	-	209 231	-	-	1 560 063	-	1 700 006	-
Total assets	\$ 540 287 854	\$1 313 929 269	\$ 27 170 876	\$ 43 002 104	\$ 1 286 226	\$ 2 958 591	\$30 015 208	\$ -	\$104 983 670	\$ 8 870 868

St. Luke's University Health Network, Inc. and Controlled Entities
Consolidating Balance Sheet
June 30, 2013

Schedule I

	St Luke's Physician Group NJ	St Luke's Warren Hospital Foundation	Hillcrest Emergency Services PC	Warren PA Professional Alliance PC	Warren Risk Retention Group, Inc	Hillcrest MSO, Inc	Two Rivers Enterprises Inc	Eliminations	Consolidated Totals
Assets									
Current									
Cash and cash equivalents	\$ 362,688	\$ 502,682	\$ 484,643	\$ 4,648	\$ -	\$ 6,410	\$ 16,242	\$ -	\$ 76,885,975
Investment in controlled entities	-	-	-	-	-	-	-	(540,287,854)	\$ -
Patient accounts receivable, net	637,847	-	1,140,250	95	-	-	-	(2,182,350)	200,352,091
Other accounts receivable	570,486	5,250	-	104,256	-	2,182,351	180,821	(4,427,107)	\$ 7,922,929
Investments	-	253,226	-	-	-	-	-	-	\$ 64,339,935
Inventories	-	-	-	-	-	-	-	-	\$ 18,020,219
Prepaid expenses	65,953	-	-	210	-	-	-	-	\$ 17,939,420
Total current assets	1,636,974	761,158	1,624,893	109,209	-	2,188,761	197,063	(546,897,311)	\$ 385,460,569
Assets limited as to use									
Funds held by trustee	-	-	-	-	-	-	-	-	55,721,443
Under bond indenture	-	-	-	-	-	-	-	-	35,975,983
Board designated funds	-	-	-	-	-	-	-	-	245,808,543
	-	-	-	-	-	-	-	-	337,505,969
Property and equipment, net	247,072	-	-	-	-	9,768	1,621,831	-	618,382,126
Goodwill, net	147,002	-	-	-	-	-	-	-	31,836,348
Due from affiliates	-	-	-	28,523	-	310,431	-	(63,836,790)	-
Investments temporarily restricted as to use	-	-	-	-	-	-	-	-	23,246,639
Investments permanently restricted as to use	-	-	-	-	-	-	-	-	27,564,669
Deferred financing costs	-	-	-	-	-	-	-	-	6,872,570
Annuity contracts	-	-	-	-	-	-	-	-	11,497,695
Other assets	-	-	-	-	-	-	-	-	28,286,665
Total assets	\$ 2,031,048	\$ 761,158	\$ 1,624,893	\$ 137,732	\$ -	\$ 2,508,960	\$ 1,818,894	\$ (610,734,101)	\$ 1,470,653,250

St. Luke's University Health Network, Inc. and Controlled Entities
Consolidating Balance Sheet
June 30, 2013

	St Luke's University Health Network, Inc	Hospital of Bethlehem, Pennsylvania	St Luke's Physician Group	St Luke's Quakertown Hospital	Emergency and Transport Services	Quakertown Rehabilitation Center	Miners Memorial Medical Center	St Luke's Hospital Anderson Campus	St Luke's Warren Hospital	New Valley Rehab LLC
Liabilities and Net Assets										
Current										
Accounts payable	\$ -	\$ 51 135 626	\$ 2 415 894	\$ 701 181	\$ 13 054	\$ -	\$ 625 327	\$ -	\$ 2 272 415	\$ 5 184
Accrued salaries wages and taxes	-	10 971 975	11 815 520	484 845	-	-	656 423	-	1 374 256	156 169
Accrued vacation	-	22 257 553	4 995 294	1 158 854	103 295	-	1 164 483	-	3 307 003	-
Current portion of self insurance reserves	-	18 749 018	-	-	-	-	-	-	297 856	-
Deferred income	-	3 732 796	-	-	11 859	-	-	-	-	-
Advance from third-party payors	-	2 099 500	-	38 400	-	-	260 201	-	-	-
Patient credit balances	-	14 735 004	-	2 630 430	-	-	946 673	-	-	-
Current portion of long-term debt	-	10 722 569	34 562	-	-	-	5 756	-	180 547	-
Current portion of pension costs	-	2 960 737	219 986	101 648	83	-	27 261	-	444 601	1 515
Accrued interest on long-term debt	-	8 506 947	-	-	-	-	-	-	118 513	-
Other Current Liabilities	-	1 559 272	33 471	82 012	-	-	41 963	-	349 902	-
Estimated third-party payor settlements	-	6 464 524	-	2 354 223	-	-	1 919 397	-	2 281 779	-
Total current liabilities	-	153 895 521	19 514 727	7 551 593	128 291	-	5 647 484	-	10 626 872	162 868
Due to affiliates	-	-	75 108 084	2 955 000	5 273 950	-	2 792 054	-	1 530 649	8 491 290
Long-term debt net of current portion	-	470 354 224	-	-	-	-	12 203	-	39 471 581	-
Asset retirement obligation	-	3 247 932	-	65 030	-	-	247 524	-	-	-
Accrued compensation payable	-	71 057 695	5 279 691	2 439 547	1 980	-	654 256	-	10 670 421	36 357
Self insurance reserves	-	38 066 188	-	-	-	-	-	-	604 739	-
Other noncurrent liabilities	-	9 207 872	-	45 107	-	-	34 238	-	1 700 006	-
Sw ap Contracts	-	66 942 036	-	-	-	-	-	-	-	-
Total liabilities	-	812 771 468	99 902 502	13 056 277	5 404 221	-	9 387 759	-	64 604 268	8 690 515
Net assets										
Unrestricted net assets (liabilities)	477 017 241	479 741 940	(72 731 626)	26 374 339	(4 147 229)	2 958 591	18 250 733	-	39 184 606	180 353
Less Amounts due from affiliates	-	(33 682 373)	-	-	-	-	-	-	-	-
Net unrestricted net assets (liabilities)	477 017 241	446 059 567	(72 731 626)	26 374 339	(4 147 229)	2 958 591	18 250 733	-	39 184 606	180 353
Temporarily restricted net assets	35 705 944	31 019 987	-	572 639	29 234	-	2 366 711	-	717 228	-
Permanently restricted net assets	27 564 669	24 078 247	-	2 998 849	-	-	10 005	-	477 568	-
Total net assets (liabilities)	540 287 854	501 157 801	(72 731 626)	29 945 827	(4 117 995)	2 958 591	20 627 449	-	40 379 402	180 353
Total liabilities and net assets	\$ 540 287 854	\$1 313 929 269	\$ 27 170 876	\$ 43 002 104	\$ 1 286 226	\$ 2 958 591	\$ 30 015 208	\$ -	\$104 983 670	\$ 8 870 868

St. Luke's University Health Network, Inc. and Controlled Entities
Consolidating Balance Sheet
June 30, 2013

Schedule I

	St. Luke's Physician Group NJ	St. Luke's Warren Hospital Foundation	Hillcrest Emergency Services PC	Warren PA Professional Alliance PC	Warren Risk Retention Group, Inc	Hillcrest MSO, Inc	Two Rivers Enterprises Inc	Eliminations	Consolidated Totals
Liabilities and Net Assets									
Current									
Accounts payable	\$ 2,400,807	\$ -	\$ 272,333	\$ 5,742	\$ -	\$ 156,775	\$ -	\$ (2,182,350)	\$ 57,821,988
Accrued salaries, wages and taxes	452,119	-	1,099,142	-	-	-	-	-	27,010,449
Accrued vacation	82,273	-	-	-	-	-	-	-	33,068,755
Current portion of self insurance reserves	12,870	-	-	-	-	-	-	-	19,059,744
Deferred income	-	-	-	-	-	-	-	-	3,744,655
Advance from third-party payors	-	-	-	-	-	-	-	-	2,398,101
Patient credit balances	-	-	-	-	-	-	-	-	18,312,107
Current portion of long-term debt	-	-	-	-	-	-	-	-	10,943,434
Current portion of pension costs	-	-	-	-	-	-	-	-	3,755,831
Accrued interest on long-term debt	-	-	-	-	-	-	-	-	8,625,460
Other Current Liabilities	-	1,169	-	5,749,498	-	2,045,247	7,548,082	(11,834,036)	5,576,580
Estimated third-party payor settlements	-	-	-	-	-	-	-	-	13,019,923
Total current liabilities	2,948,069	1,169	1,371,475	5,755,240	-	2,202,022	7,548,082	(14,016,386)	203,337,027
Due to affiliates	1,071,958	42,761	253,418	-	-	-	-	(97,519,164)	-
Long-term debt, net of current portion	-	-	-	-	-	-	-	-	509,838,008
Asset retirement obligation	-	-	-	-	-	-	-	-	3,560,486
Accrued compensation payable	-	-	-	-	-	-	-	-	90,139,947
Self insurance reserves	26,130	-	-	-	-	-	-	-	38,697,057
Other noncurrent liabilities	-	-	-	-	-	-	-	1	10,987,224
Sw ap Contracts	-	-	-	-	-	-	-	-	66,942,036
Total liabilities	4,046,157	43,930	1,624,893	5,755,240	-	2,202,022	7,548,082	(111,535,549)	923,501,785
Net assets									
Unrestricted net assets (liabilities)	(2,015,109)	260,401	-	(5,617,508)	-	306,938	(5,729,188)	(468,893,084)	485,141,398
Less Amounts due from affiliates	-	-	-	-	-	-	-	33,682,373	-
Net unrestricted net assets (liabilities)	(2,015,109)	260,401	-	(5,617,508)	-	306,938	(5,729,188)	(435,210,711)	485,141,398
Temporarily restricted net assets	-	456,827	-	-	-	-	-	(36,423,172)	34,445,398
Permanently restricted net assets	-	-	-	-	-	-	-	(27,564,669)	27,564,669
Total net assets (liabilities)	(2,015,109)	717,228	-	(5,617,508)	-	306,938	(5,729,188)	(499,198,552)	547,151,465
Total liabilities and net assets	\$ 2,031,048	\$ 761,158	\$ 1,624,893	\$ 137,732	\$ -	\$ 2,508,960	\$ 1,818,894	\$ (610,734,101)	\$ 1,470,653,250

St. Luke's University Health Network, Inc. and Controlled Entities
Consolidating Statement of Operations
Year Ended June 30, 2014

	St Luke's University Health Network, Inc	St Luke's Hospital of Bethlehem, Pennsylvania	St Luke's Physician Group	St Luke's Quakertown Hospital	Emergency and Transport Services	Quakertown Rehabilitation Center	Miners Memorial Medical Center	St Luke's Hospital Anders on Campus	St Luke's Warren Hospital	New Valley Rehab LLC
Patient service revenue (net of contractual allowances and discounts)	\$ -	\$ 657,665,628	\$ 164,030,013	\$ 64,693,934	\$ 3,404,032	\$ -	\$ 52,922,484	\$ 152,198,666	\$ 123,385,322	\$ 457,228
Provision for bad debts	-	(56,147,587)	(22,390,158)	(8,341,444)	(293,648)	-	(4,669,376)	(11,675,488)	(16,862,455)	-
Net patient service revenue less provision for bad debts	-	601,518,041	141,639,855	56,352,490	3,110,384	-	48,253,108	140,523,178	106,522,867	457,228
Other operating revenue and gains	-	21,905,165	3,996,026	2,840,734	103,794	-	1,959,175	2,321,711	1,611,324	174
Net assets released from restrictions used for operations	-	2,116,456	38,263	77,166	12,086	-	60,156	91,731	76,994	-
Equity in net income from controlled entities	67,428,111	-	-	-	-	-	-	-	-	-
Total revenue	67,428,111	625,539,662	145,674,144	59,270,390	3,226,264	-	50,272,439	142,936,620	108,211,185	457,402
Operating expenses										
Salaries and employee benefits	-	295,915,154	173,913,516	28,728,302	2,754,942	-	25,138,263	43,630,374	52,052,918	227,792
Supplies and other	-	225,641,539	42,247,341	21,954,720	642,999	-	15,033,771	44,283,819	37,649,294	89,111
Depreciation and amortization	-	37,143,426	3,969,149	3,789,751	189,174	-	3,058,241	18,138,971	6,924,015	72,449
Interest	-	16,839,342	6,331	326,405	2,276	-	124,417	5,502,085	1,755,535	-
Total expenses	-	575,539,461	220,136,337	54,799,178	3,589,391	-	43,354,692	111,555,249	98,381,762	389,352
Income (loss) from operations	67,428,111	50,000,201	(74,462,193)	4,471,212	(363,127)	-	6,917,747	31,381,371	9,829,423	68,050
Nonoperating gains (losses)										
Support of Physician Practices	-	(45,566,315)	61,004,863	(2,585,722)	-	-	(2,428,693)	(10,424,133)	-	-
Unrestricted investment income from assets limited as to use	-	6,928,755	-	41,908	-	-	-	-	377	-
Realized gain (loss) on unrestricted investment	-	1,968,691	-	464	-	-	-	-	-	-
Unrestricted gifts, grants and bequests	-	104,171	-	10,272	7,177	-	2,085	(78,092)	66,708	-
Unrestricted investment income from restricted net assets	-	271,554	-	(4,653)	-	-	(3,842)	-	-	-
Income from equity method investments	-	15,112,969	-	2,558,810	-	-	-	(515)	(22,864)	-
Gain (loss) on disposal of property and equipment	-	2,086,859	(40,236)	7,348	(11,771)	-	(256,261)	46,949	169,860	1,134
Restructuring Costs	-	(99,968)	(2,125,000)	(35,054)	-	-	(1,223)	(12,160)	(43,801)	-
Pre-Acquisition/Merger Costs	-	-	-	-	-	-	-	-	-	-
Donations to Other Organizations	-	(556,976)	-	(29,830)	-	-	(17,500)	(2,479)	-	-
Unrealized gain (loss) on derivative	-	1,888,763	-	-	-	-	-	-	-	-
Goodwill Impairment	-	-	(15,031)	-	-	-	-	-	-	-
Gain on Retirement/Purchase of Bonds	-	-	-	-	-	-	-	-	-	-
Nonoperating gains	-	(17,861,497)	58,824,596	(36,457)	(4,594)	-	(2,705,434)	(10,470,430)	170,280	1,134
Excess (deficiency) of revenue and gains in excess of expenses	67,428,111	32,138,704	(15,637,597)	4,434,755	(367,721)	-	4,212,313	20,910,941	9,999,703	69,184
Net assets released from restrictions used for purchase of property and equipment	-	8,735,137	-	32,987	-	-	216,089	300,589	37,200	-
Contribution of building	-	-	-	-	-	-	-	-	-	-
Other Changes in Unrestricted Assets	-	-	-	-	-	-	-	(2,224,120)	-	-
Net Asset Transfer To/From Affiliate	-	(15,069,060)	-	-	-	-	-	17,069,060	-	-
Net assets released to Specific Purpose Fund	-	-	-	-	-	-	-	-	-	-
Change in additional pension liability	-	(22,592,401)	(1,139,950)	(773,904)	(937)	-	(253,034)	(412,614)	1,551,603	-
Warren Physician Practice Support	-	-	-	-	-	-	-	-	(2,512,762)	-
Change in fair market value of total return SWAP	-	(2,879,088)	-	-	-	-	-	-	-	-
Net unrealized gains on investments	-	31,530,062	-	257,737	-	-	-	-	228	-
Extraordinary Gains/(Losses)	-	(19,312)	-	-	-	-	-	-	-	-
	67,428,111	31,844,042	(16,777,547)	3,951,575	(368,658)	-	4,175,368	35,643,856	9,075,972	69,184
Increase (decrease) in unrestricted net assets	\$ 67,428,111	\$ 31,844,042	\$ (16,777,547)	\$ 3,951,575	\$ (368,658)	\$ -	\$ 4,175,368	\$ 35,643,856	\$ 9,075,972	\$ 69,184

St. Luke's University Health Network, Inc. and Controlled Entities
Consolidating Statement of Operations
Year Ended June 30, 2014

Schedule II

	St. Luke's Physician Group NJ	St. Luke's Warren Hospital Foundation	Hillcrest Emergency Services PC	Warren PA Professional Alliance PC	Warren Risk Retention Group, Inc	Hillcrest MSO, Inc	Two Rivers Enterprises Inc	Eliminations	Consolidated Totals
Patient service revenue (net of contractual allowances and discounts)	\$ 9,038,725	\$ -	\$ 8,302,396	\$ -	\$ -	\$ -	\$ -	\$ (615,333)	\$ 1,235,483,095
Provision for bad debts	(456,042)	-	(2,545,865)	-	-	-	-	-	(123,382,063)
Net patient service revenue less provision for bad debts	8,582,683	-	5,756,531	-	-	-	-	(615,333)	1,112,101,032
Other operating revenue and gains	8,041	355,628	-	5,012	-	-	1,391,265	(1,391,267)	35,106,782
Net assets released from restrictions used for operations	-	-	-	-	-	-	-	-	2,472,852
Equity in net income from controlled entities	-	-	-	-	-	-	-	(67,428,111)	-
Total revenue	8,590,724	355,628	5,756,531	5,012	-	-	1,391,265	(69,434,711)	1,149,680,666
Operating expenses									
Salaries and employee benefits	7,690,353	74,390	3,716,711	-	-	-	-	1	633,842,716
Supplies and other	4,616,496	139,181	2,039,820	171,786	-	-	(73,554)	(2,006,602)	392,429,721
Depreciation and amortization	225,261	-	-	-	-	-	59,103	-	73,569,540
Interest	-	-	-	-	-	-	-	1	24,556,392
Total expenses	12,532,110	213,571	5,756,531	171,786	-	-	(14,451)	(2,006,600)	1,124,398,369
Income (loss) from operations	(3,941,386)	142,057	-	(166,774)	-	-	1,405,716	(67,428,111)	25,282,297
Nonoperating gains (losses)									
Support of Physician Practices	-	-	-	-	-	-	-	-	-
Unrestricted investment income from assets limited as to use	-	-	-	-	-	-	-	-	6,971,040
Realized gain (loss) on unrestricted investment	-	-	-	-	-	-	-	-	1,969,155
Unrestricted gifts, grants and bequests	-	-	-	-	-	-	-	-	112,321
Unrestricted investment income from restricted net assets	-	-	-	-	-	-	-	-	263,059
Income from equity method investments	-	5,997	-	-	-	-	-	22,862	17,677,259
Gain (loss) on disposal of property and equipment	-	-	-	-	-	-	(12,182)	-	1,991,700
Restructuring Costs	-	-	-	-	-	-	-	-	(2,317,206)
Pre-Acquisition/Merger Costs	-	-	-	-	-	-	-	-	-
Donations to Other Organizations	-	-	-	-	-	-	-	-	(606,785)
Unrealized gain (loss) on derivative	-	-	-	-	-	-	-	-	1,888,763
Goodwill Impairment	-	-	-	-	-	-	-	-	(15,031)
Gain on Retirement/Purchase of Bonds	-	-	-	-	-	-	-	-	-
Nonoperating gains	-	5,997	-	-	-	-	(12,182)	22,862	27,934,275
Excess (deficiency) of revenue and gains in excess of expenses	(3,941,386)	148,054	-	(166,774)	-	-	1,393,534	(67,405,249)	53,216,572
Net assets released from restrictions used for purchase of property and equipment	-	-	-	-	-	-	-	-	9,322,002
Contribution of building	-	-	-	-	-	-	-	-	-
Other Changes in Unrestricted Assets	-	-	-	-	-	-	-	-	(2,224,120)
Net Asset Transfer To/From Affiliate	-	-	-	-	-	(306,938)	306,938	(2,000,000)	-
Net assets released to Specific Purpose Fund	-	(163,817)	-	-	-	-	-	-	(163,817)
Change in additional pension liability	-	-	-	-	-	-	-	-	(23,621,237)
Warren Physician Practice Support	2,750,742	-	-	-	-	-	(250,000)	12,020	-
Change in fair market value of total return SWAP	-	-	-	-	-	-	-	-	(2,879,088)
Net unrealized gains on investments	-	43,966	-	-	-	-	-	-	31,831,993
Extraordinary Gains/(Losses)	-	-	-	-	-	-	-	-	(19,312)
	(1,190,644)	28,203	-	(166,774)	-	(306,938)	1,450,472	(69,393,229)	65,462,993
Increase (decrease) in unrestricted net assets	\$ (1,190,644)	\$ 28,203	\$ -	\$ (166,774)	\$ -	\$ (306,938)	\$ 1,450,472	\$ (69,393,229)	\$ 65,462,993

St. Luke's University Health Network, Inc. and Controlled Entities
Consolidating Statement of Operations
Year Ended June 30, 2013

	St Luke's University Health Network, Inc	St Luke's Hospital of Bethlehem, Pennsylvania	St Luke's Physician Group	St Luke's Quakertown Hospital	Emergency and Transport Services	Quakertown Rehabilitation Center	Miners Memorial Medical Center	St Luke's Hospital Anderson Campus	St Luke's Warren Hospital	New Valley Rehab LLC
Patient service revenue (net of contractual allowances and discounts)	\$ -	\$ 771 700 946	\$ 142 205 349	\$ 67 377 394	\$ 3 280 335	\$ -	\$ 49 146 627	\$ -	\$ 133 519 761	\$ 423 641
Provision for bad debts	-	(48 043 398)	(17 826 746)	(7 213 952)	(338 648)	-	(4 214 025)	-	(20 374 048)	-
Net patient service revenue less provision for bad debts	-	723 657 548	124 378 603	60 163 442	2 941 687	-	44 932 602	-	113 145 713	423 641
Other operating revenue and gains	-	27 079 462	2 655 711	2 810 471	103 233	-	2 284 317	-	1 912 035	1 268
Net assets released from restrictions used for operations	-	1 199 254	177 008	33 742	5 903	-	23 095	-	-	-
Equity in net income from controlled entities	153 712 718	-	-	-	-	-	-	-	-	-
Total revenue	153 712 718	751 936 264	127 211 322	63 007 655	3 050 823	-	47 240 014	-	115 057 748	424 909
Operating expenses										
Salaries and employee benefits	-	339 945 267	148 763 585	29 914 641	2 655 474	-	24 753 601	-	59 533 793	149 245
Supplies and other	-	265 930 842	37 078 028	22 347 068	624 563	-	13 911 067	-	41 184 969	68 925
Depreciation and amortization	-	51 952 121	2 300 876	3 830 826	165 149	-	2 719 853	-	5 620 631	93 597
Interest	-	20 458 554	12 090	120 168	3 001	-	4 475	-	2 675 747	1 917
Total expenses	-	678 286 784	188 154 579	56 212 703	3 448 187	-	41 388 996	-	109 015 140	313 684
Income (loss) from operations	153 712 718	73 649 480	(60 943 257)	6 794 952	(397 364)	-	5 851 018	-	6 042 608	111 225
Nonoperating gains (losses)										
Support of Physician Practices	-	(47 221 716)	51 019 438	(2 342 608)	-	-	(1 455 113)	-	-	-
Unrestricted investment income from assets limited as to use	-	7 345 118	-	44 281	-	-	-	-	-	-
Realized gain (loss) on unrestricted investment	-	1 104 097	-	1 313	-	-	-	-	-	-
Unrestricted gifts, grants and bequests	-	188 596	-	12 973	8 160	-	4 030	-	300	-
Unrestricted investment income from restricted net assets	-	257 854	-	(4 606)	-	-	(3 755)	-	-	-
Unrestricted investment (loss) income	-	2 265 655	-	-	-	-	-	-	286 973	-
Gain (loss) on disposal of property and equipment	-	(776 749)	1 750	-	-	-	715 435	-	21 612	(384)
Restructuring Costs	-	(595 585)	(304 947)	(37 530)	(725)	-	(30 270)	-	(18 925)	-
Pre-Acquisition/Merger Costs	-	(138)	-	-	-	-	-	-	-	-
Donations to Other Organizations	-	(481 834)	-	(16 800)	-	-	(200)	-	-	-
Unrealized gain (loss) on derivative	-	2 006 392	-	-	-	-	-	-	-	-
Goodwill Impairment	-	-	(547 850)	-	-	-	-	-	-	-
Gain on Retirement/Purchase of Bonds	-	-	-	-	-	-	-	-	1 088 875	-
Nonoperating gains	-	(35 908 310)	50 168 391	(2 342 977)	7 435	-	(769 873)	-	1 378 835	(384)
Excess (deficiency) of revenue and gains in excess of expenses	153 712 718	37 741 170	(10 774 866)	4 451 975	(389 929)	-	5 081 145	-	7 421 443	110 841
Net assets released from restrictions used for purchase of property and equipment	-	1 698 753	-	27 067	8 720	-	37 827	-	26 784	-
Contribution of building	-	722 300	-	-	-	-	-	-	-	-
Other Changes in Unrestricted Assets	-	-	-	-	-	-	-	-	(886 251)	-
Net Asset Transfer To/From Affiliate	-	(4 347 117)	-	-	-	-	-	-	5 609 720	-
Net assets released to Specific Purpose Fund	-	-	-	-	-	-	-	-	-	-
Change in additional pension liability	-	48 612 754	9 814 807	3 233 899	396	-	517 492	-	10 113 670	-
Warren Physician Practice Support	-	-	-	-	-	-	-	-	(2 277 407)	-
Change in fair market value of total return SWAP	-	26 862 226	-	-	-	-	-	-	-	-
Pocono MRI Beginning unrestricted net assets	-	293 351	-	-	-	-	-	-	-	-
Net unrealized gains on investments	-	15 887 681	-	138 944	-	-	-	-	3 098	-
Extraordinary Gains/(Losses)	-	(2 661 253)	-	-	-	-	-	-	-	-
	153 712 718	124 809 865	(960 059)	7 851 885	(380 813)	-	5 636 464	-	20 011 057	110 841
Increase (decrease) in unrestricted net assets	\$ 153 712 718	\$ 124 809 865	\$ (960 059)	\$ 7 851 885	\$ (380 813)	\$ -	\$ 5 636 464	\$ -	\$ 20 011 057	\$ 110 841

St. Luke's University Health Network, Inc. and Controlled Entities
Consolidating Statement of Operations
Year Ended June 30, 2013

Schedule II

	St Luke's Physician Group NJ	St Luke's Warren Hospital Foundation	Hillcrest Emergency Services PC	Warren PA Professional Alliance PC	Warren Risk Retention Group, Inc	Hillcrest MSO, Inc	Two Rivers Enterprises Inc	Eliminations	Consolidated Totals
Patient service revenue (net of contractual allowances and discounts)	\$ 7 206 824	\$ -	\$ 9 183 437	\$ -	\$ -	\$ -	\$ -	\$ (801 900)	\$ 1 183 242 414
Provision for bad debts	(199 390)	-	(2 462 504)	(700)	-	-	-	-	(100 673 411)
Net patient service revenue less provision for bad debts	7 007 434	-	6 720 933	(700)	-	-	-	(801 900)	1 082 569 003
Other operating revenue and gains	13 289	287 196	-	4 362	426 972	2 083 296	65 029	(1 685 455)	38 041 186
Net assets released from restrictions used for operations	-	-	-	-	-	-	-	-	1 439 002
Equity in net income from controlled entities	-	-	-	-	-	-	-	(153 712 718)	-
Total revenue	7 020 723	287 196	6 720 933	3 662	426 972	2 083 296	65 029	(156 200 073)	1 122 049 191
Operating expenses									
Salaries and employee benefits	6 278 084	37 809	3 880 905	-	-	908 574	-	-	616 820 978
Supplies and other	3 313 070	104 496	2 840 028	172 640	1 017 704	369 732	165 995	(2 457 020)	386 672 107
Depreciation and amortization	113 099	-	-	7 573	-	10 805	35 622	-	66 850 152
Interest	-	-	-	60 316	-	-	29 953	-	23 366 221
Total expenses	9 704 253	142 305	6 720 933	240 529	1 017 704	1 289 111	231 570	(2 457 020)	1 093 709 458
Income (loss) from operations	(2 683 530)	144 891	-	(236 867)	(590 732)	794 185	(166 541)	(153 743 053)	28 339 733
Nonoperating gains (losses)									
Support of Physician Practices	-	-	-	-	-	-	-	(1)	-
Unrestricted investment income from assets limited as to use	-	-	-	-	-	-	-	-	7 389 399
Realized gain (loss) on unrestricted investment	-	-	-	-	-	-	-	-	1 105 410
Unrestricted gifts, grants and bequests	-	-	-	-	-	-	-	-	214 059
Unrestricted investment income from restricted net assets	-	-	-	-	-	-	-	-	249 493
Unrestricted investment (loss) income	-	5 126	-	-	25 402	-	-	631 282	3 214 438
Gain (loss) on disposal of property and equipment	-	-	-	-	-	-	-	-	(38 336)
Restructuring Costs	-	-	-	-	13 014	-	-	-	(974 968)
Pre-Acquisition/Merger Costs	-	-	-	-	-	-	-	-	(138)
Donations to Other Organizations	-	-	-	-	-	-	-	-	(498 834)
Unrealized gain (loss) on derivative	-	-	-	-	-	-	-	-	2 006 392
Goodwill Impairment	-	-	-	-	-	-	-	-	(547 850)
Gain on Retirement/Purchase of Bonds	-	-	-	-	-	-	-	-	1 088 875
Nonoperating gains	-	5 126	-	-	38 416	-	-	631 281	13 207 940
Excess (deficiency) of revenue and gains in excess of expenses	(2 683 530)	150 017	-	(236 867)	(552 316)	794 185	(166 541)	(153 111 772)	41 547 673
Net assets released from restrictions used for purchase of property and equipment	-	-	-	-	-	-	-	-	1 799 151
Contribution of building	-	-	-	-	-	-	-	-	722 300
Other Changes in Unrestricted Assets	-	-	-	-	-	-	-	-	(886 251)
Net Asset Transfer To/From Affiliate	-	-	-	-	(3 262 603)	-	-	2 000 000	-
Net assets released to Specific Purpose Fund	-	(89 873)	-	-	-	-	-	-	(89 873)
Change in additional pension liability	-	-	-	-	-	-	-	-	72 293 018
Warren Physician Practice Support	2 489 120	-	-	240 000	-	(83 554)	-	(368 159)	-
Change in fair market value of total return SWAP	-	-	-	-	-	-	-	-	26 862 226
Pocono MRI Beginning unrestricted net assets	-	-	-	-	-	-	-	-	293 351
Net unrealized gains on investments	-	23 894	-	-	11 546	-	-	-	16 065 163
Extraordinary Gains/(Losses)	-	-	-	-	-	-	-	-	(2 661 253)
	(194 410)	84 038	-	3 133	(3 803 373)	710 631	(166 541)	(151 479 931)	155 945 505
Increase (decrease) in unrestricted net assets	\$ (194 410)	\$ 84 038	\$ -	\$ 3 133	\$ (3 803 373)	\$ 710 631	\$ (166 541)	\$ (151 479 931)	\$ 155 945 505