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

Return of Organization Exempt From Income Tax

OMB No 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2013

Open to Public Inspection

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.
 Information about Form 990 and its instructions is at www.irs.gov/form990

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 READING HEALTH SYSTEM		D Employer identification number 23-2201344
	Doing Business As		E Telephone number (484) 628-8445
	Number and street (or P O box if mail is not delivered to street address) PO BOX 16052	Room/suite	
	City or town, state or province, country, and ZIP or foreign postal code READING, PA 196126052		G Gross receipts \$ 426,385,907
F Name and address of principal officer CLINT MATTHEWS SEE SCHEDULE O PO BOX 6052 READING, PA 196126052		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 READINGHEALTH 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 1982	M State of legal domicile PA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities AS A HEALTH CARE SYSTEM PARENT COMPANY, THE READING HEALTH SYSTEM IS DEDICATED TO PROVIDING HIGH QUALITY AND ACCESSIBLE HEALTH CARE THAT MEETS THE NEEDS OF THE PEOPLE AND COMMUNITIES IT SERVES		
	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	22
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	18
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	17
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)		0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	78,513,002	52,089,843
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		0
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	78,513,002	54,094,478
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		0
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		733,601
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0
	b Total fundraising expenses (Part IX, column (D), line 25) \rightarrow 0		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	2,004,000	2,489,255
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	2,004,000	3,222,856	
19 Revenue less expenses Subtract line 18 from line 12	76,509,002	50,871,622	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	1,487,171,859	1,573,850,225
	22 Net assets or fund balances Subtract line 21 from line 20	659,009,039	647,268,726
		828,162,820	926,581,499

Part II Signature Block

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

Sign Here	***** Signature of officer	2015-03-29 Date
	DREW LERMAN VP FINANCE Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name PRICEWATERHOUSECOOPERS LLP	Preparer's signature	Date 2015-03-29	Check <input type="checkbox"/> if self-employed	PTIN P00853132
	Firm's name \rightarrow PRICEWATERHOUSECOOPERS LLP			Firm's EIN \rightarrow 13-4008324	
	Firm's address \rightarrow 2001 MARKET ST SUITE 1700 PHILADELPHIA, PA 19103			Phone no (267) 330-3000	

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
 AS A HEALTH CARE SYSTEM PARENT COMPANY, THE READING HEALTH SYSTEM IS DEDICATED TO PROVIDING HIGH QUALITY AND ACCESSIBLE HEALTH CARE THAT MEETS THE NEEDS OF THE PEOPLE AND COMMUNITIES IT SERVES

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
 If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
 If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ including grants of \$) (Revenue \$)
 REINVESTING RESOURCES INTO THE HEALTH OF OUR COMMUNITY (SEE SCHEDULE O) ASK SOMEONE TO DEFINE A HEALTH SYSTEM'S ROLE IN THE COMMUNITY, AND MOST OFTEN YOU HEAR ABOUT SERVICES AND DEPARTMENTS, OR ABOUT DOCTORS, NURSES AND OTHER CAREGIVERS IN ADDITION TO ITS PRIMARY ROLE AS A PROVIDER OF DIRECT CARE, READING HEALTH SYSTEM ADDRESSES ISSUES OUTSIDE THAT REALM THAT IMPACT HEALTH AND WELLNESS IN FACT, A KEY PART OF OUR MISSION MEANS THE REINVESTMENT OF OUR RESOURCES INTO THESE EFFORTS, WHICH ARE COLLECTIVELY KNOWN AS COMMUNITY BENEFIT WE ARE PROUD TO REPORT THAT IN OUR LAST FISCAL YEAR, WE COMMITTED APPROXIMATELY 168 MILLION TO THIS CAUSE OUR CAREGIVERS AND SUPPORT STAFF PARTICIPATE IN HEALTH EDUCATION, FREE SCREENINGS, AND IMMUNIZATIONS THEY SUPPORT ACTIVITIES FOR INDIVIDUALS WITH SERIOUS OR CHRONIC HEALTH CONDITIONS, ADVANCE SELF-CARE BY INCREASING HEALTHCARE KNOWLEDGE, AND ADDRESS SPECIFIC COMMUNITY NEEDS THROUGH AN ARRAY OF OTHER EDUCATIONAL, SERVICE AND OUTREACH ACTIVITIES HERE ARE A FEW EXAMPLES OF WHY THESE PROGRAMS REPRESENT THE BEST OF ALL OF US, WORKING TOGETHER FOR THE HEALTH OF OUR COMMUNITY MAKING BERKS COUNTY EVEN MORE HEARTSAFE HEARTSAFE BERKS COUNTY IS AN INNOVATIVE PROGRAM THAT PLACES AUTOMATIC EXTERNAL DEFIBRILLATORS (AEDS) IN KEY INSTITUTIONS THROUGHOUT THE COUNTY AN AED CAN HELP REVIVE A PERSON WHOSE HEART HAS STOPPED BEFORE EMERGENCY MEDICAL PERSONNEL ARRIVE DIVERSITY AND CONSUMER ENGAGEMENT POSITION WAS CREATED TO SUPPORT READING HEALTH SYSTEM'S COMMUNITY ENGAGEMENT ENDEAVORS THIS DEPARTMENT WILL BE RESPONSIBLE FOR DELIVERY OF STRATEGIC HEALTH SERVICES FOR UNDERSERVED POPULATION SCREENINGS FOR BETTER HEALTH SCREENING TESTS CAN HELP FIND CANCER AT AN EARLY STAGE, BEFORE SYMPTOMS APPEAR AS THE NATIONAL CANCER INSTITUTE EXPLAINS, WHEN ABNORMAL TISSUE OR CANCER IS FOUND EARLY, IT MAY BE EASIER TO TREAT OR CURE EACH YEAR, WE OFFER POTENTIALLY LIFE-SAVING FREE CANCER SCREENINGS THEY INCLUDE BREAST, CERVICAL, PROSTATE, SKIN, AND ORAL CANCERS NOW IN ITS SEVENTH YEAR, OUR INJURY PREVENTION PROGRAM REACHES THOUSANDS OF AREA RESIDENTS, EDUCATING THEM IN SAFETY AS A WAY OF LIFE THE GOAL IS TO PREVENT THOSE ACCIDENTS AND INJURIES THAT RESULT IN THE HIGHEST PATIENT VOLUME IN OUR TRAUMA CENTER OUR TRAUMA CENTER'S EDUCATION COORDINATOR PARTICIPATES IN AND RECRUITS STAFF TO HELP WITH PROGRAMS SUCH AS "DARE TO PREPARE," A PROGRAM IN PARTNERSHIP WITH AAA AND THE PENNSYLVANIA DEPARTMENT OF TRANSPORTATION, WHICH ASSISTS PARENTS IN PREPARING TEENS FOR DRIVING BY REVIEWING RISKS AND DISTRACTIONS FOR NEW DRIVERS "VISITS TO ELEMENTARY SCHOOLS TO REVIEW SAFETY ISSUES ON THE PLAYGROUND AND SCHOOL BUSES, AS WELL AS TO PROMOTE THE USE OF BIKE HELMETS "CARFIT" EDUCATIONAL EVENTS FOR OLDER DRIVERS, WHICH REVIEW A SENIOR'S DRIVING SKILLS AND DISTRACTIONS ON THE ROAD AGING BODIES ARE MORE FRAGILE AND VULNERABLE IN A CAR CRASH, SO MAKING SURE A CAR IS PROPERLY "FITTED" FOR A SENIOR DRIVER GREATLY INCREASES THE DRIVER'S SAFETY "FIRST AID STATIONS AT MAJOR COMMUNITY EVENTS, SUCH AS THE READING FAIR, MAPLE GROVE RACEWAY EVENTS, AND MID-ATLANTIC AIR MUSEUM'S WORLD WAR II WEEKEND CREATING GREATER ACCESS READING HEALTH SYSTEM HELPS FINANCIALLY SUPPORT BERKS COMMUNITY HEALTH CENTER, WHICH IS A FEDERALLY QUALIFIED HEALTH CENTER BERKS COMMUNITY HEALTH CENTER IS LOCATED IN AN AREA THAT TREATS UNDERSERVED MEMBERS OF OUR COMMUNITY, WHICH RESULTS IN GREATER ACCESS FOR THOSE SERVED ASKING THE QUESTIONS READING HEALTH SYSTEM JOINED WITH ST JOSEPH MEDICAL CENTER, UNITED WAY OF BERKS COUNTY, AND BERKS COMMUNITY FOUNDATION TO CONDUCT A QUANTITATIVE SURVEY OF COMMUNITY NEEDS UNDER THE GUIDANCE OF A COMMUNITY HEALTH NEEDS ASSESSMENT ADVISORY BOARD, THESE ORGANIZATIONS ENGAGED PUBLIC HEALTH MANAGEMENT COMPANY TO CONDUCT A HEALTH SURVEY OF BERKS COUNTY RESIDENTS THIS SUMMER READING HOSPITAL ALSO CONDUCTED A SEPARATE RESEARCH PROJECT TARGETING INDIVIDUALS WHO LIVE IN THE CITY OF READING RESULTS FROM BOTH INITIATIVES, ALONG WITH ANECDOTAL INFORMATION ON SERVICE UTILIZATION AND GAPS, WILL DRIVE FUTURE COMMUNITY BENEFIT ACTIVITIES COMMUNITY BENEFIT TOTAL 175,704,500 (FISCAL YEAR 2014) DIRECT PATIENT CARE UNREIMBURSED MEDICARE 78.6 MILLION (ESTIMATED 49,000 INDIVIDUALS) THE DIFFERENCE BETWEEN MEDICARE CHARGES AND MEDICARE PAYMENTS AND THE ACTUAL COST OF PROVIDING PATIENT CARE UNREIMBURSED MEDICAID 53.4 MILLION (ESTIMATED 37,400 INDIVIDUALS) THE DIFFERENCE BETWEEN MEDICAL ASSISTANCE CHARGES AND MEDICAID PAYMENTS AND THE ACTUAL COST OF PROVIDING PATIENT CARE BAD DEBT 5.9 MILLION THE COST OF PROVIDING CARE TO PATIENTS WHOM WE BELIEVE WOULD QUALIFY FOR FINANCIAL ASSISTANCE UNDER OUR CHARITY CARE POLICY UNCOMPENSATED CHARITY CARE 15.4 MILLION (ESTIMATED 4,000 INDIVIDUALS) FREE HEALTH SERVICES PROVIDED TO PERSONS WHO MEET OUR CRITERIA FOR FINANCIAL ASSISTANCE THIS AMOUNT REFLECTS THE ACTUAL COST OF PROVIDING CARE COMMUNITY HEALTH IMPROVEMENT SERVICES PATIENT CARE COMMUNITY SERVICES 3.1 MILLION INCLUDES FREE FLU SHOTS, CANCER SCREENINGS, MEDICATIONS, MEDICAL EQUIPMENT AND TRANSPORTATION FOR COMMUNITY MEMBERS, FREE INTERPRETING SERVICES, AND FREE COMMUNITY HELP LINE COMMUNITY HEALTH EDUCATION 0.7 MILLION INCLUDES HEALTH EDUCATION PROGRAMS, CPR CLASSES, SUPPORT GROUPS AND FREE WORKSITE HEALTH EDUCATION PROGRAMS THAT IMPROVE COMMUNITY HEALTH FINANCIAL AND IN-KIND DONATIONS 1.5 MILLION CONTRIBUTIONS MADE BY TRHMC AND ITS EMPLOYERS TO COMMUNITY NON-PROFIT ORGANIZATIONS PROFESSIONAL EDUCATION AND CLINICAL RESEARCH MEDICAL EDUCATION FOR PHYSICIANS/MEDICAL STUDENTS 12.0 MILLION INCLUDES SALARIES AND BENEFITS FOR MEDICAL RESIDENTS, MEDICAL LIBRARY, AND CONTINUING MEDICAL EDUCATION PROGRAMS AVAILABLE TO ALL PHYSICIANS WITHIN THE COMMUNITY ALSO INCLUDES NURSING, PARAMEDIC AND PASTORAL CARE EDUCATION THAT RESULT IN A DEGREE, CERTIFICATE OR TRAINING NECESSARY TO BE LICENSED TO PRACTICE AS A HEALTH PROFESSIONAL INCLUDES CONTINUING MEDICAL EDUCATION PROGRAMS OFFERED TO ALL NURSES IN THE COMMUNITY CANCER CLINICAL RESEARCH AND TUMOR REGISTRY 2.5 MILLION INCLUDES RESEARCH AND CLINICAL TRIALS IN THE AREAS OF CANCER, AND TUMOR REGISTRY EXPENSES

4b (Code) (Expenses \$ 1,076,052 including grants of \$) (Revenue \$ 87,591)
 READING HEALTH PARTNERS (RHP) IS A LIMITED LIABILITY COMPANY THAT FOR TAX PURPOSES IS A DISREGARDED ENTITY RHP WAS FORMED TO DEVELOP A PHYSICIAN NETWORK TO WORK IN CONJUNCTION WITH READING HEALTH SYSTEM TO IMPLEMENT A CLINICAL INTEGRATION PROGRAM CLINICAL INTEGRATION IS THE IMPLEMENTATION OF AN ACTIVE AND ONGOING PROGRAM TO EVALUATE AND MODIFY PRACTICE PATTERNS BY THE NETWORK'S PHYSICIAN PARTICIPANTS AND CREATE A HIGH DEGREE OF INTERDEPENDENCE AND COOPERATION AMONG THE PHYSICIANS TO CONTROL COSTS AND IMPROVE THE QUALITY AND EFFICIENCY OF HEALTH CARE FOR THE NETWORK'S PHYSICIAN PARTICIPANTS AND THE ENTIRE HEALTH CARE COMMUNITY WE SERVE

4c (Code) (Expenses \$ including grants of \$) (Revenue \$ 1,916,684)
 READING HEALTH SYSTEM HAS INVESTED IN VARIOUS JOINT VENTURES THAT PROVIDE DRUG INFUSION THERAPY SERVICES, BEHAVIORAL HEALTH SERVICES AND HOME HEALTH SERVICES TO OUR PATIENT POPULATION

4d Other program services (Describe in Schedule O)
 (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 1,076,052

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> <input checked="" type="checkbox"/>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?		No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> <input checked="" type="checkbox"/>		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> <input checked="" type="checkbox"/>		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> <input checked="" type="checkbox"/>		No
9 Did the organization report an amount in Part X, line 21 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? <i>If "Yes," complete Schedule D, Part IV</i> <input checked="" type="checkbox"/>		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> <input checked="" type="checkbox"/>	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? <i>If "Yes," complete Schedule D, Part VI</i> <input checked="" type="checkbox"/>	Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> <input checked="" type="checkbox"/>		No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> <input checked="" type="checkbox"/>		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> <input checked="" type="checkbox"/>		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>	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)? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>		No
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> <input checked="" type="checkbox"/>		No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> <input checked="" type="checkbox"/>	Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		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? <i>If "Yes," complete Schedule F, Parts II and IV</i>		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? <i>If "Yes," complete Schedule F, Parts III and IV</i>		No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i>		No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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		No
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	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	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	Yes	
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	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	Yes	
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

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

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

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

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

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

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed PA
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request 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
 DREW LERMAN VP FINANCE SIXTH AVE SPRUCE ST
 WEST READING, PA 19611 (484) 628-8445

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) CLINT MATTHEWS PRESIDENT &	60 00	X		X				0	1,112,664	325,316
(2) ROBERT BRIGHAM BOARD MEMBER	40 00	X						0	768,892	49,268
(3) KRISTEN SANDEL MD BOARD MEMBER	1 00 50 00	X						0	343,733	-44,638
(4) LIL MURPHY BOARD MEMBER	1 00	X						0	0	0
(5) JOHN WEIDENHAMMER BOARD MEMBER	1 00	X						0	0	0
(6) ADAM SIGAL MD BOARD MEMBER	1 00	X						0	0	0
(7) TOM FLYNN PHD BOARD MEMBER	1 00	X						0	0	0
(8) KAREN RIGHTMIRE BOARD MEMBER	1 00	X						0	0	0
(9) BEN ZINTAK BOARD MEMBER	1 00	X						0	0	0
(10) BARBARA ARNER BOARD MEMBER	1 00	X						0	0	0
(11) THEODORE AUMAN BOARD MEMBER	1 00	X						0	0	0
(12) VICTOR HAMMEL CHAIRMAN	1 00	X						0	0	0
(13) JULIA KLEIN BOARD MEMBER	1 00	X						0	0	0
(14) CHRIS G KRARAS BOARD MEMBER	1 00	X						0	0	0
(15) EDWARD T LENTZ BOARD MEMBER	1 00	X						0	0	0
(16) TERRENCE MCGLINN BOARD MEMBER	1 00	X						0	0	0
(17) JOHN ROLAND ESQ BOARD MEMBER	1 00	X						0	0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) JAY S SIDHU BOARD MEMBER	1 00	X						0	0	0
(19) C THOMAS WORK ESQ BOARD MEMBER	1 00	X						0	0	0
(20) BRENT WAGNER MD VICE CHAIR	1 00	X						0	0	0
(21) P MICHAEL EHLERMAN BOARD MEMBER	1 00	X						0	0	0
(22) ELIZABETH EHLICH BOARD MEMBER	1 00	X						0	0	0
(23) MARLIN MILLER JR BOARD MEMBER	1 00	X						0	0	0
(24) DAVID L THUN BOARD MEMBER	1 00	X						0	0	0
(25) ANNE FLYNN BOARD MEMBER	1 00	X						0	0	0
(26) JOHN CASEY MD BOARD MEMBER	1 00	X						0	0	0
(27) THERESE SUCHER COO	50 00			X				0	650,011	178,663
(28) RICHARD W JONES CFO	50 00			X				0	622,080	155,617
(29) DONNA F WEBER							X	0	154,635	-99,392
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)									3,652,015	564,834

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

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <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

Part VIII Statement of Revenue

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

			(A)	(B)	(C)	(D)		
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514		
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a						
	b	Membership dues 1b						
	c	Fundraising events 1c						
	d	Related organizations 1d						
	e	Government grants (contributions) 1e						
	f	All other contributions, gifts, grants, and similar amounts not included above 1f						
	g	Noncash contributions included in lines 1a-1f \$						
	h	Total. Add lines 1a-1f						
Program Service Revenue	2a	UTILIZATION MGMT FEES						
		Business Code						
		621400	1,916,684	1,916,684				
	b	SURGI CENTER JV						
		621990	87,951	87,951				
	c							
	d							
e								
f	All other program service revenue							
g	Total. Add lines 2a-2f		2,004,635					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	34,102,532			34,102,532		
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6a	Gross rents	(i) Real					
			(ii) Personal					
			b	Less rental expenses				
			c	Rental income or (loss)				
	d	Net rental income or (loss)						
	7a	Gross amount from sales of assets other than inventory	(i) Securities	390,278,740				
			(ii) Other					
			b	Less cost or other basis and sales expenses	372,291,429			
			c	Gain or (loss)	17,987,311			
	d	Net gain or (loss)	17,987,311			17,987,311		
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a						
	b	Less direct expenses b						
c	Net income or (loss) from fundraising events							
9a	Gross income from gaming activities See Part IV, line 19 a							
b	Less direct expenses b							
c	Net income or (loss) from gaming activities							
10a	Gross sales of inventory, less returns and allowances a							
		b	Less cost of goods sold b					
		c	Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code						
11a								
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d							
12	Total revenue. See Instructions		54,094,478	2,004,635		52,089,843		

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.				
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4	Benefits paid to or for members.				
5	Compensation of current officers, directors, trustees, and key employees.				
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7	Other salaries and wages.	566,591	566,591		
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	29,200	29,200		
9	Other employee benefits.	105,049	105,049		
10	Payroll taxes.	32,761	32,761		
11	Fees for services (non-employees)				
a	Management.				
b	Legal.	80,679		80,679	
c	Accounting.				
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	1,988,000		1,988,000	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	76,696		76,696	
12	Advertising and promotion.	399		399	
13	Office expenses.				
14	Information technology.				
15	Royalties.				
16	Occupancy.				
17	Travel.	11,644	11,644		
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.				
20	Interest.				
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.				
23	Insurance.	1,030		1,030	
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	SOFTWARE	289,246	289,246		
b	OTHER EXPENSES	41,561	41,561		
c					
d					
e	All other expenses				
25	Total functional expenses. Add lines 1 through 24e.	3,222,856	1,076,052	2,146,804	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		1	
	2 Savings and temporary cash investments	-32	2	9,396,248
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	532,948,580	4	523,514,267
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	40,206,929		
	b Less: accumulated depreciation	40,194,230	10c	40,206,929
	11 Investments—publicly traded securities	900,699,219	11	985,375,008
	12 Investments—other securities. See Part IV, line 11		12	
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	13,329,862	15	15,357,773
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,487,171,859	16	1,573,850,225	
Liabilities	17 Accounts payable and accrued expenses	2,981,226	17	2,719,141
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities	596,671,702	20	592,379,707
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	59,356,111	25	52,169,878
	26 Total liabilities. Add lines 17 through 25	659,009,039	26	647,268,726
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	828,162,820	27	926,581,499
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	828,162,820	33	926,581,499	
34 Total liabilities and net assets/fund balances	1,487,171,859	34	1,573,850,225	

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	54,094,478
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,222,856
3	Revenue less expenses Subtract line 2 from line 1	3	50,871,622
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	828,162,820
5	Net unrealized gains (losses) on investments	5	57,827,057
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-10,280,000
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	926,581,499

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

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

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.

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
READING HEALTH SYSTEM

Employer identification number
23-2201344

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

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

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

(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	
See Additional Data Table									
Total									21,613,055

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 <input type="checkbox"/>						

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 <input type="checkbox"/>		
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 <input type="checkbox"/>		
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 <input type="checkbox"/>		
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 <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in 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 <input type="checkbox"/>						

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

Additional Data

Software ID:
Software Version:
EIN: 23-2201344
Name: READING HEALTH SYSTEM

Form 990, Sch A, Part I, Line 11h - Provide the following information about the supported organization(s).

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
(A) READING HOSPITAL	231352204	3	Yes		Yes		Yes		21613055
(A) READING PROFESSIONAL SERVICES	232266054	3	Yes		Yes		Yes		0
(B) TRH MEDICAL GROUP	205095905	3	Yes		Yes		Yes		0

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2013

Open to Public Inspection

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.

Department of the Treasury Internal Revenue Service

Name of the organization READING HEALTH SYSTEM

Employer identification number 23-2201344

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

Table with 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4 for total number, aggregate contributions, aggregate grants, and aggregate value.

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

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

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

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

2 Complete lines 2a 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

Table with 2 columns: Description (2a-2d) and Held at the End of the Year. Rows for total number of easements, total acreage, and number of easements on historic structures.

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

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance

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.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a Beginning of year balance, b Contributions, c Net investment earnings, gains, and losses, d Grants or scholarships, e Other expenditures for facilities and programs, f Administrative expenses, g End of year balance

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

- a Board designated or quasi-endowment, b Permanent endowment, c Temporarily restricted endowment. The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

Table with 3 columns: Description, Yes, No. Rows: (i) unrelated organizations, (ii) related organizations

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

Table with 5 columns: Description of property, (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other, Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

Part VII Investments—Other Securities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)		

Part VIII Investments—Program Related. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d. See Form 990, Part X, line 15

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

Part X Other Liabilities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
Federal income taxes	
SWAP CONTRACT	52,169,878
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	52,169,878

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

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return 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 J
(Form 990)

Compensation Information

OMB No 1545-0047

2013

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

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

Department of the Treasury
Internal Revenue Service

Name of the organization
READING HEALTH SYSTEM

Employer identification number

23-2201344

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|---|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax idemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

- b** If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain
- 2** 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?

- 3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.
- | | |
|--|--|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

- 4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:
- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

- 5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:
- a** The organization?
- b** Any related organization?
- If "Yes," to line 5a or 5b, describe in Part III.
- 6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:
- a** The organization?
- b** Any related organization?
- If "Yes," to line 6a or 6b, describe in Part III.

- 7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.
- 8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.
- 9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a	Yes	
4b	Yes	
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) CLINT MATTHEWS PRESIDENT & CEO	(i)							
	(ii)	910,103	160,000	42,561	282,273	43,043	1,437,980	
(2) ROBERT BRIGHAM BOARD MEMBER	(i)							
	(ii)	641,090	54,992	72,810	35,245	14,023	818,160	
(3) KRISTEN SANDEL MD BOARD MEMBER	(i)							
	(ii)	299,561	43,909	263	-52,240	7,602	299,095	
(4) THERESE SUCHER COO	(i)							
	(ii)	520,352	108,309	21,350	135,907	42,756	828,674	
(5) RICHARD W JONES CFO	(i)							
	(ii)	494,038	80,860	47,182	124,150	31,467	777,697	
(6) DONNA F WEBER	(i)							
	(ii)	154,635				-99,392	55,243	

Part III Supplemental 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
SCHEDULE J, PAGE 1, PART I, LINE 4	CLINT MATTHEWS 0 282,273 0 THERESE SUCHER 0 135,907 0 RICHARD W JONES 0 124,150 0 DONNA F WEBER 154,635 0 0
SCHEDULE J, PART III	<p>THIS ORGANIZATION DOES NOT PAY THE COMPENSATION REPORTED FROM RELATED ENTITIES. THE COMPENSATION OF EXECUTIVES IS DETERMINED BY THE READING HEALTH SYSTEM'S BOARD OF DIRECTORS, WHICH HAS DULY APPOINTED AN EXECUTIVE COMPENSATION COMMITTEE (THE "COMMITTEE"), WHICH IS RESPONSIBLE FOR THE REVIEW AND APPROVAL OF ALL COMPENSATION AND BENEFITS PROVIDED TO THE HOSPITAL'S EXECUTIVE MANAGEMENT. THE COMMITTEE HAS ADOPTED A WRITTEN EXECUTIVE COMPENSATION PHILOSOPHY STATEMENT AND AN EXECUTIVE COMPENSATION COMMITTEE CHARTER GOVERNING THE WORK AND REVIEW PROCESS OF THE COMMITTEE. THE COMMITTEE FOLLOWS THE PROCEDURES DESCRIBED IN THE PHILOSOPHY STATEMENT AND THE CHARTER WHEN IT REVIEWS AND APPROVES THE COMPENSATION AND EMPLOYEE BENEFITS PROVIDED TO THE HOSPITAL'S SENIOR MANAGEMENT, INCLUDING THE CHIEF EXECUTIVE OFFICER AND THE CHIEF FINANCIAL OFFICER. THE COMMITTEE'S REVIEW ANALYZES EVERY ELEMENT OF COMPENSATION, INCLUDING CURRENT AND DEFERRED COMPENSATION, AND BENEFITS, INCLUDING QUALIFIED AND NON-QUALIFIED BENEFITS. THE COMMITTEE CONDUCTS ITS REVIEW AND APPROVAL PROCESS AT LEAST ANNUALLY, AND APPROVES COMPENSATION AND BENEFITS ONLY TO THE EXTENT THAT THE COMMITTEE HAS CONCLUDED THAT THE COMPENSATION AND BENEFITS CONSTITUTE NO MORE THAN REASONABLE COMPENSATION FOR EACH EXECUTIVE. THE COMMITTEE CONSISTS ENTIRELY OF DISINTERESTED MEMBERS OF THE BOARD, AND THE COMMITTEE WORKS WITH AN INDEPENDENT COMPENSATION CONSULTANT TO PREPARE AND REVIEW IN ADVANCE COMPREHENSIVE DATA SHOWING THE COMPENSATION PROVIDED BY SIMILARLY SITUATED ORGANIZATIONS FOR FUNCTIONALLY SIMILAR POSITIONS. THE COMMITTEE ALSO PREPARES A TIMELY AND THOROUGH WRITTEN RECORD OF ITS DELIBERATIONS AND CONCLUSIONS. AS A RESULT, THE COMMITTEE'S REVIEW PROCESS IS DESIGNED TO SATISFY THE PROCEDURAL CRITERIA NECESSARY TO QUALIFY FOR THE REBUTTABLE PRESUMPTION OF REASONABLENESS UNDER THE FEDERAL INCOME TAX LAW INTERMEDIATE SANCTIONS RULES.</p>

**Schedule K
(Form 990)**

Supplemental Information on Tax Exempt Bonds

OMB No 1545-0047

2013

**Open to Public
Inspection**

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**
 ▶ **Attach to Form 990.** ▶ **See separate instructions.**
 ▶ **Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.**

Department of the Treasury
Internal Revenue Service

Name of the organization
READING HEALTH SYSTEM

Employer identification number

23-2201344

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	BERKS COUNTY MUNICIPAL AUTHORITY SERIES 2009A-3	23-6647630	084538GG6	07-15-2009	132,197,073	SEE PART VI		X		X		X
B	BERKS COUNTY MUNICIPAL AUTHORITY SERIES 2012	23-6647630	084538GX9	06-28-2012	479,354,940	SEE PART VI		X		X		X

Part II Proceeds

		A		B		C		D	
1	Amount of bonds retired	18,125,000		958,333					
2	Amount of bonds legally defeased								
3	Total proceeds of issue	132,199,246		479,394,377					
4	Gross proceeds in reserve funds								
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrows								
7	Issuance costs from proceeds	1,712,133		3,523,736					
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds			24,697					
10	Capital expenditures from proceeds	14,967,250							
11	Other spent proceeds	115,519,864		475,845,944					
12	Other unspent proceeds								
13	Year of substantial completion	2010		2005					
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X		X					
15	Were the bonds issued as part of an advance refunding issue?		X	X					
16	Has the final allocation of proceeds been made?	X		X					
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X					

Part III Private Business Use

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

Part III Private Business Use (Continued)

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

Part IV Arbitrage

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

Part IV Arbitrage (Continued)

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

Part V Procedures To Undertake Corrective Action

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

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

Return Reference	Explanation
SCHEDULE K - DATE REBATE COMPUTATION PERFORMED	BERKS COUNTY MUNICIPAL AUTHORITY 08/31/10 BERKS COUNTY MUNICIPAL AUTHORITY 12/28/12

Return Reference	Explanation
SCHEDULE K - ADDITIONAL INFORMATION	BERKS COUNTY MUNICIPAL AUTHORITY NOTE REGARDING THE REBATE CALCULATION SINCE THE BOND PROCEEDS HAVE BEEN SPENT, A SPENDING EXCEPTION WAS MET, AND THE DEBT SERVICE FUND WAS OPERATED ON A BONA FIDE BASIS, NO FURTHER REBATE CALCULATIONS ARE NECESSARY PART I ROW B COLUMN(F) - CONSTRUCTION OF FACILITY AND REFUNDING PRIOR ISSUE (03/29/2001) PART I ROW B COLUMN(F) - REFUNDING PRIOR ISSUES (05/26/1994,09/10/1998,12/04/2008,07/15/2009,02/02/2010) PART II COLUMN (C) LINE 3 - THE TOTAL PROCEEDS DO NOT AGREE TO THE ISSUE PRICE IN PART I, COLUMN (E) DUE TO INVESTMENT EARNINGS

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.

2013

Open to Public Inspection

Name of the organization
READING HEALTH SYSTEM

Employer identification number

23-2201344

Return Reference	Explanation
FORM 990, PAGE 2, PART III, LINE 2	READING HEALTH PARTNERS IS INCLUDED AND PROVIDES CLINICAL INTEGRATION SERVICES SEE EXPLANATION OF READING HEALTH PARTNERS ACTIVITIES ON THIS 990 PART III LINE 4B

Return Reference	Explanation	
FORM 990, PAGE 2, PART III, LINE 4A		<p>OUR CAREGIVERS AND SUPPORT STAFF PARTICIPATE IN HEALTH EDUCATION, FREE SCREENINGS, AND IMMUNIZATIONS. THEY SUPPORT ACTIVITIES FOR INDIVIDUALS WITH SERIOUS OR CHRONIC HEALTH CONDITIONS, ADVANCE SELF-CARE BY INCREASING HEALTHCARE KNOWLEDGE, AND ADDRESS SPECIFIC COMMUNITY NEEDS THROUGH AN ARRAY OF OTHER EDUCATIONAL, SERVICE AND OUTREACH ACTIVITIES. HERE ARE A FEW EXAMPLES OF WHY THESE PROGRAMS REPRESENT THE BEST OF ALL OF US, WORKING TOGETHER FOR THE HEALTH OF OUR COMMUNITY.</p> <p>MAKING BERKS COUNTY EVEN MORE HEARTSAFE HEARTSAFE BERKS COUNTY IS AN INNOVATIVE PROGRAM THAT PLACES AUTOMATIC EXTERNAL DEFIBRILLATORS (AEDS) IN KEY INSTITUTIONS THROUGHOUT THE COUNTY. AN AED CAN HELP REVIVE A PERSON WHOSE HEART HAS STOPPED BEFORE EMERGENCY MEDICAL PERSONNEL ARRIVE.</p> <p>DIVERSITY AND CONSUMER ENGAGEMENT POSITION WAS CREATED TO SUPPORT READING HEALTH SYSTEM'S COMMUNITY ENGAGEMENT ENDEAVORS. THIS DEPARTMENT WILL BE RESPONSIBLE FOR DELIVERY OF STRATEGIC HEALTH SERVICES FOR UNDERSERVED POPULATION.</p> <p>SCREENINGS FOR BETTER HEALTH SCREENING TESTS CAN HELP FIND CANCER AT AN EARLY STAGE, BEFORE SYMPTOMS APPEAR. AS THE NATIONAL CANCER INSTITUTE EXPLAINS, WHEN ABNORMAL TISSUE OR CANCER IS FOUND EARLY, IT MAY BE EASIER TO TREAT OR CURE. EACH YEAR, WE OFFER POTENTIALLY LIFE-SAVING FREE CANCER SCREENINGS. THEY INCLUDE BREAST, CERVICAL, PROSTATE, SKIN, AND ORAL CANCERS.</p> <p>NOW IN ITS SEVENTH YEAR, OUR INJURY PREVENTION PROGRAM REACHES THOUSANDS OF AREA RESIDENTS, EDUCATING THEM IN SAFETY AS A WAY OF LIFE. THE GOAL IS TO PREVENT THOSE ACCIDENTS AND INJURIES THAT RESULT IN THE HIGHEST PATIENT VOLUME IN OUR TRAUMA CENTER. OUR TRAUMA CENTER'S EDUCATION COORDINATOR PARTICIPATES IN AND RECRUITS STAFF TO HELP WITH PROGRAMS SUCH AS "DARE TO PREPARE," A PROGRAM IN PARTNERSHIP WITH AAA AND THE PENNSYLVANIA DEPARTMENT OF TRANSPORTATION, WHICH ASSISTS PARENTS IN PREPARING TEENS FOR DRIVING BY REVIEWING RISKS AND DISTRACTIONS FOR NEW DRIVERS. "VISITS TO ELEMENTARY SCHOOLS TO REVIEW SAFETY ISSUES ON THE PLAYGROUND AND SCHOOL BUSES, AS WELL AS TO PROMOTE THE USE OF BIKE HELMETS. "CARFIT" EDUCATIONAL EVENTS FOR OLDER DRIVERS, WHICH REVIEW A SENIOR'S DRIVING SKILLS AND DISTRACTIONS ON THE ROAD. AGING BODIES ARE MORE FRAGILE AND VULNERABLE IN A CAR CRASH, SO MAKING SURE A CAR IS PROPERLY "FITTED" FOR A SENIOR DRIVER GREATLY INCREASES THE DRIVER'S SAFETY. " FIRST AID STATIONS AT MAJOR COMMUNITY EVENTS, SUCH AS THE READING FAIR, MAPLE GROVE RACEWAY EVENTS, AND MID-ATLANTIC AIR MUSEUM'S WORLD WAR II WEEKEND. CREATING GREATER ACCESS READING HEALTH SYSTEM HELPS FINANCIALLY SUPPORT BERKS COMMUNITY HEALTH CENTER, WHICH IS A FEDE RALLY QUALIFIED HEALTH CENTER. BERKS COMMUNITY HEALTH CENTER IS LOCATED IN AN AREA THAT TREATS UNDERSERVED MEMBERS OF OUR COMMUNITY, WHICH RESULTS IN GREATER ACCESS FOR THOSE SERVED. ASKING THE QUESTIONS READING HEALTH SYSTEM JOINED WITH ST. JOSEPH MEDICAL CENTER, UNITED WAY OF BERKS COUNTY, AND BERKS COMMUNITY FOUNDATION TO CONDUCT A QUANTITATIVE SURVEY OF COMMUNITY NEEDS. UNDER THE GUIDANCE OF A COMMUNITY HEALTH NEEDS ASSESSMENT ADVISORY BOARD, THESE ORGANIZATIONS ENGAGED PUBLIC HEALTH MANAGEMENT COMPANY TO CONDUCT A HEALTH SURVEY OF BERKS COUNTY RESIDENTS THIS SUMMER. READING HOSPITAL ALSO CONDUCTED A SEPARATE RESEARCH PROJECT TARGETING INDIVIDUALS WHO LIVE IN THE CITY OF READING. RESULTS FROM BOTH INITIATIVES, ALONG WITH ANECDOTAL INFORMATION ON SERVICE UTILIZATION AND GAPS, WILL DRIVE FUTURE COMMUNITY BENEFIT ACTIVITIES.</p> <p>COMMUNITY BENEFIT TOTAL 175,704,500 (FISCAL YEAR 2014) DIRECT PATIENT CARE UNREIMBURSED MEDICARE 78.6 MILLION (ESTIMATED 49,000 INDIVIDUALS) THE DIFFERENCE BETWEEN MEDICARE CHARGES AND MEDICARE PAYMENTS AND THE ACTUAL COST OF PROVIDING PATIENT CARE UNREIMBURSED MEDICAID 53.4 MILLION (ESTIMATED 37,400 INDIVIDUALS) THE DIFFERENCE BETWEEN MEDICAL ASSISTANCE CHARGES AND MEDICAID PAYMENTS AND THE ACTUAL COST OF PROVIDING PATIENT CARE. BAD DEBT 5.9 MILLION THE COST OF PROVIDING CARE TO PATIENTS WHOM WE BELIEVE WOULD QUALIFY FOR FINANCIAL ASSISTANCE UNDER OUR CHARITY CARE POLICY. UNCOMPENSATED CHARITY CARE 15.4 MILLION (ESTIMATED 4,000 INDIVIDUALS) FREE HEALTH SERVICES PROVIDED TO PERSONS WHO MEET OUR CRITERIA FOR FINANCIAL ASSISTANCE. THIS AMOUNT REFLECTS THE ACTUAL COST OF PROVIDING CARE. COMMUNITY HEALTH IMPROVEMENT SERVICES PATIENT CARE COMMUNITY SERVICES 3.1 MILLION INCLUDES FREE FLU SHOTS, CANCER SCREENINGS, MEDICATIONS, MEDICAL EQUIPMENT AND TRANSPORTATION FOR COMMUNITY MEMBERS, FREE INTERPRETING SERVICES, AND FREE COMMUNITY HELP LINE. COMMUNITY HEALTH EDUCATION 0.7 MILLION INCLUDES HEALTH EDUCATION PROGRAMS, CPR CLASSES, SUPPORT GROUPS AND FREE WORKSITE HEALTH EDUCATION PROGRAMS THAT IMPROVE COMMUNITY HEALTH. FINANCIAL AND IN-KIND DONATIONS 1.5 MILLION CONTRIBUTIONS MADE BY TRHMC AND ITS EMPLOYERS TO COMMUNITY NON-PROFIT ORGANIZATIONS. PROFESSIONAL EDUCATION AND CLINICAL RESEARCH MEDICAL EDUCATION FOR PHYSICIANS/MEDICAL STUDENTS 12.0 MILLION INCLUDES SALARIES AND BENEFITS FOR MEDICAL RESIDENTS, MEDICAL LIBRARY, A</p>

Return Reference	Explanation	
	FORM 990, PAGE 2, PART III, LINE 4A	ND CONTINUING MEDICAL EDUCATION PROGRAMS AVAILABLE TO ALL PHYSICIANS WITHIN THE COMMUNITY ALSO INCLUDES NURSING, PARAMEDIC AND PASTORAL CARE EDUCATION THAT RESULT IN A DEGREE, CERTIFICATE OR TRAINING NECESSARY TO BE LICENSED TO PRACTICE AS A HEALTH PROFESSIONAL INCLUDES CONTINUING MEDICAL EDUCATION PROGRAMS OFFERED TO ALL NURSES IN THE COMMUNITY CANCER CLINICAL RESEARCH AND TUMOR REGISTRY 2.5 MILLION INCLUDES RESEARCH AND CLINICAL TRIALS IN THE AREAS OF CANCER, AND TUMOR REGISTRY EXPENSES

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 2	TERRENCE MCGLINN THEODORE AUMAN FAMILY RELATIONSHIP

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 6	THE SOLE MEMBER OF THE CORPORATION SHALL CONSIST OF THE MEMBERS OF THE BOARD OF DIRECTORS OF THE CORPORATION

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 7A	THE MANAGEMENT OF THE CORPORATION SHALL BE VESTED IN THE BOARD OF DIRECTORS WHO SERVES AS THE SOLE MEMBER

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 7B	THE MANAGEMENT OF THE CORPORATION SHALL BE VESTED IN THE BOARD OF DIRECTORS WHO SERVE AS THE SOLE MEMBER

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 11B	THE FORM 990 IS PREPARED BY HOSPITAL STAFF, REVIEWED BY AN EXTERNAL TAX ADVISOR AND POSTED ON A WEBSITE FOR BOARD MEMBERS PRIOR TO FILING. MEMBERS ARE ALERTED TO INFORMATION AND NOTICES. A COPY OF THE 990 IS MAILED TO ANY BOARD MEMBER UNABLE TO VIEW THIS SITE.

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 12C	IT SHALL BE THE POLICY OF THE HOSPITAL TO REQUIRE EACH BOARD MEMBER TO SUBMIT IN WRITING TO THE CHIEF EXECUTIVE OFFICER A LIST OF BUSINESS OR OTHER ORGANIZATIONS OF WHICH THE MEMBER OR MEMBER'S SPOUSE IS AN OFFICER, DIRECTOR, MEMBER EMPLOYEE OR OWNER (10% OR GREATER SHARE) WITH WHICH THE COMPANY MIGHT REASONABLY ENTER INTO A RELATIONSHIP OR A TRANSACTION IN WHICH THE BOARD MEMBER WOULD HAVE CONFLICTING INTERESTS EACH YEAR A COPY OF THE WRITTEN STATEMENT WILL BE SENT TO THE BOARD MEMBER FOR UPDATING AND RESUBMISSION AND BY WHICH THE BOARD MEMBER SHALL CONFIRM HIS AWARENESS OF THIS POLICY

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 15A	<p>THE READING HEALTH SYSTEM'S BOARD OF DIRECTORS HAS DULY APPOINTED AN EXECUTIVE COMPENSATION COMMITTEE (THE "COMMITTEE"), WHICH IS RESPONSIBLE FOR THE REVIEW AND APPROVAL OF ALL COMPENSATION AND BENEFITS PROVIDED TO THE HOSPITAL'S EXECUTIVE MANAGEMENT. THE COMMITTEE HAS ADOPTED A WRITTEN EXECUTIVE COMPENSATION PHILOSOPHY STATEMENT AND AN EXECUTIVE COMPENSATION COMMITTEE CHARTER GOVERNING THE WORK AND REVIEW PROCESS OF THE COMMITTEE. THE COMMITTEE FOLLOWS THE PROCEDURES DESCRIBED IN THE PHILOSOPHY STATEMENT AND THE CHARTER WHEN IT REVIEWS AND APPROVES THE COMPENSATION AND EMPLOYEE BENEFITS PROVIDED TO THE HOSPITAL'S SENIOR MANAGEMENT, INCLUDING THE CHIEF EXECUTIVE OFFICER AND THE CHIEF FINANCIAL OFFICER. THE COMMITTEE'S REVIEW ANALYZES EVERY ELEMENT OF COMPENSATION, INCLUDING CURRENT AND DEFERRED COMPENSATION, AND BENEFITS, INCLUDING QUALIFIED AND NON-QUALIFIED BENEFITS. THE COMMITTEE CONDUCTS ITS REVIEW AND APPROVAL PROCESS AT LEAST ANNUALLY, AND APPROVES COMPENSATION AND BENEFITS ONLY TO THE EXTENT THAT THE COMMITTEE HAS CONCLUDED THAT THE COMPENSATION AND BENEFITS CONSTITUTE NO MORE THAN REASONABLE COMPENSATION FOR EACH EXECUTIVE. THE COMMITTEE CONSISTS ENTIRELY OF DISINTERESTED MEMBERS OF THE BOARD, AND THE COMMITTEE WORKS WITH AN INDEPENDENT COMPENSATION CONSULTANT TO PREPARE AND REVIEW IN ADVANCE COMPREHENSIVE DATA SHOWING THE COMPENSATION PROVIDED BY SIMILARLY SITUATED ORGANIZATIONS FOR FUNCTIONALLY SIMILAR POSITIONS. THE COMMITTEE ALSO PREPARES A TIMELY AND THOROUGH WRITTEN RECORD OF ITS DELIBERATIONS AND CONCLUSIONS. AS A RESULT, THE COMMITTEE'S REVIEW PROCESS IS DESIGNED TO SATISFY THE PROCEDURAL CRITERIA NECESSARY TO QUALIFY FOR THE REBUTTABLE PRESUMPTION OF REASONABLENESS UNDER THE FEDERAL INCOME TAX LAW INTERMEDIATE SANCTIONS RULES.</p>

Return Reference**Explanation**

FORM 990, PAGE 6, PART VI, LINE 15B

SAME RESPONSE AS LINE 15A

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 19	THE ORGANIZATION DOES NOT MAKE ITS GOVERNING DOCUMENTS, CONFLICTS OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC

Return Reference**Explanation**

FORM 990, PART XI, LINE 9

TRANSFERS TO AFFILIATES -10,280,000

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2013

**Open to Public
Inspection**

▶ **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.**

Department of the Treasury
Internal Revenue Service

Name of the organization
READING HEALTH SYSTEM

Employer identification number

23-2201344

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
(1) READING HEALTH PARTNERS PO BOX 16052 READING, PA 196126052 46-3459501	HEALTHCARE	PA	-1,146,905	15,160	RHS

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) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) THE READING HOSPITAL SURGICENTER AT 2603 KEISER BLVD WYOMISSING, PA 19610 58-2682467	SURGERY	PA	N/A					No			No	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) MC REALTY CORP 627 NORTH FOURTH STREET READING, PA 19601 23-2607292	REALESTATE	PA	N/A						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?

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

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

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

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

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) READING HOSPITAL	D	21,613,055	GL TRANSACTIONS
(2) READING HOSPITAL	S	11,333,055	GL TRANSACTIONS

Part VII Supplemental Information

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

Return Reference	Explanation
SCHEDULE R	IN CONNECTION WITH PART III, THE READING HOSPITAL SURGICENTER AT SPRING RIDGE, LLC IS A JOINT VENTURE WITH READING HOSPITAL AND AS SUCH ALL ALL INFORMATION IS REPORTED ON ITS FORM 990 SCHEDULE R THE READING HEALTH SYSTEM PAYS THE BOND PAYMENTS WHICH ARE ALLOCATED BACK TO THE HOSPITAL

Additional Data

Software ID:
Software Version:
EIN: 23-2201344
Name: READING HEALTH SYSTEM

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) READING HOSPITAL SIXTH AVE SPRUCE ST WEST READING, PA 19611 23-1352204	HEALTHCARE	PA	501 C3	3	RHS	Yes	
(1) THE FRIENDS OF THE READING HOSPITAL SIXTH AVE SPRUCE ST WEST READING, PA 19611 23-6026108	SUPPORTING	PA	501 C3	11B	RHS	Yes	
(2) THE RDG HOSPITAL & MED CENTER SELF- SIXTH AVE SPRUCE ST WEST READING, PA 19611 23-2087514	TRUST FUND	PA	501 C3	11B	RHS	Yes	
(3) THE RDG HOSPITAL & MED CENTER WORKE SIXTH AVE SPRUCE ST WEST READING, PA 19611 22-3054717	TRUST FUND	PA	501 C3	11B	RHS	Yes	
(4) READING PROFESSIONAL SERVICES SIXTH AVE SPRUCE ST WEST READING, PA 19611 23-2266054	HEALTHCARE	PA	501 C3	3	RHS	Yes	
(5) THE RDG HOSPITAL MEDICAL GROUP SIXTH AVE SPRUCE ST WEST READING, PA 19611 20-5095905	HEALTHCARE	PA	501 C3	3	RHS	Yes	
(6) THE HIGHLANDS AT WYOMISSING 2000 CAMBRIDGE AVE WYOMISSING, PA 19610 22-2790840	RETIREMENT	PA	501 C3	9	RHS	Yes	
(7) READING HEALTH PARTNERS SIXTH AVE SPRUCE WEST READING, PA 196126052 46-3459501	HEALTHCARE	PA	3	3	RHS	Yes	