

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

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
▶ Do not enter social security numbers on this form as it may be made public
▶ Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047
2016
Open to Public Inspection

A For the 2016 calendar year, or tax year beginning 07-01-2016, and ending 06-30-2017

- B** Check if applicable:
 Address change
 Name change
 Initial return
 Final
 Return/terminated
 Amended return
 Application pending

C Name of organization
Susquehanna Physician Services

Doing business as
Susquehanna Health Medical Group

Number and street (or P O box if mail is not delivered to street address) Room/suite
1705 Grampian Blvd No 302

City or town, state or province, country, and ZIP or foreign postal code
Williamsport, PA 17701

D Employer identification number
23-2449454

E Telephone number
(570) 320-7900

G Gross receipts \$ 110,015,587

F Name and address of principal officer
Steven P Johnson
777 Rural Avenue
Williamsport, PA 17701

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
If "No," attach a list (see instructions)
H(c) Group exemption number ▶

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

J Website: ▶ www.susquehannahealth.org

K Form of organization Corporation Trust Association Other ▶

L Year of formation 1987 **M** State of legal domicile PA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
To effect a continuum of compassionate care which assures quality for our patients and value for those who provide it

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

3 Number of voting members of the governing body (Part VI, line 1a)	15
4 Number of independent voting members of the governing body (Part VI, line 1b)	12
5 Total number of individuals employed in calendar year 2016 (Part V, line 2a)	353
6 Total number of volunteers (estimate if necessary)	32
7a Total unrelated business revenue from Part VIII, column (C), line 12	0
7b Net unrelated business taxable income from Form 990-T, line 34	0

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	28,168,231	35,752,717
9 Program service revenue (Part VIII, line 2g)	69,688,184	74,262,870
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	97,856,415	110,015,587
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	79,223,951	89,169,056
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	18,524,256	20,690,457
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	97,748,207	109,859,513
19 Revenue less expenses Subtract line 18 from line 12	108,208	156,074

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	16,774,823	16,146,766
21 Total liabilities (Part X, line 26)	13,098,983	12,314,852
22 Net assets or fund balances Subtract line 21 from line 20	3,675,840	3,831,914

Part II Signature Block

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

Sign Here
Signature of officer _____ Date 2018-05-15
Eric D Pohjala Executive VP/CFO
Type or print name and title

Paid Preparer Use Only
Print/Type preparer's name Preparer's signature Date
Brian D Todd Brian D Todd
Check if self-employed PTIN P00422601
Firm's name ▶ BKD LLP Firm's EIN ▶ 44-0160260
Firm's address ▶ 910 E St Louis Street Suite 200 Phone no (417) 865-8701
Springfield, MO 65806

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

Susquehanna Physician Services is a subsidiary of UPMC Susquehanna. The mission of UPMC Susquehanna and affiliates is as follows: To extend God's healing love by improving the health of those we serve. Our vision is to create an integrated community health system that delivers world class care. Our values are to carefully place our patients and their families first, share ownership with all of our caregivers and lead with a servant's heart.

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 \$ 102,997,330 including grants of \$) (Revenue \$ 74,262,870)
See Additional Data



















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

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

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

4e Total program service expenses ▶ 102,997,330

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> 	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? 	Yes	
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> 		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> 		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> 		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> 		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> 		No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> 	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> 		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> 		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> 		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> 	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> 		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> 		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> 	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> 	Yes	
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</i> (see instructions)		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

Part IV Checklist of Required Schedules (continued)

	Yes	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?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		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>	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>		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
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?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) 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>		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>		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 "Yes," complete Schedule L, Part II</i>	Yes	
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>		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>		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>		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>		No
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		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>		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		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>		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>		No
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	Yes	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		No
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
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>		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>		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	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 ID, question text, and Yes/No response boxes. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited transactions, charitable contributions, and organizational details.

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 [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (15), 1b (12), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

Table with 3 columns: Question, Yes, No. Rows include: 17 (PA), 18 (Own website, Another's website, Upon request, Other), 19, 20 (Eric D Pohjala Executive VPCFO 700 High Street Williamsport, PA 17701 (570) 320-7900).

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) Ann S Pepperman Esquire Chairperson	2 00 12 00	X		X				0	0	0
(2) Davie Jane Gilmour Ph D Vice Chairperson	2 00 10 00	X		X				0	0	0
(3) Sister Teresa Ann Jacobs Secretary	2 00 10 00	X		X				0	0	0
(4) Ronald E DiSimone MD Director	40 00 10 00	X					1,072,681	0	31,403	
(5) Daniel A Klingerman Director	2 00 10 00	X						0	0	0
(6) Lynda Livingston Director	2 00 10 00	X						0	0	0
(7) Philip H Johnson Treasurer	2 00 12 00	X		X				0	0	0
(8) Alexander R Nesbitt MD Director	42 00 8 00	X					241,117	0	31,052	
(9) Dr J Dennis Murray Director	2 00 14 00	X						0	0	0
(10) Glenn Poirier Director	2 00 14 00	X						0	0	0
(11) Thomas M Owlett Esquire Director	2 00 14 00	X						0	0	0
(12) Jill Burns MD Director	2 00 50 00	X						0	259,810	33,044
(13) Keith Kuzio Director	2 00 12 00	X						0	0	0
(14) Shailesh Patel Director	2 00 10 00	X						0	0	0
(15) Patrick Wilson Director	2 00 10 00	X						0	0	0
(16) Steven P Johnson President/CEO	2 00 50 00			X				0	960,096	13,925
(17) Eric D Pohjala Exec VP/CFO	2 00 42 00			X				0	430,438	32,395

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) Jan E Fisher Exec VP/COO	2 00 44 00				X			0	551,981	31,238
(19) David Lopatofsky MD Exec VP/CMO	40 00 2 00				X			593,514	0	37,048
(20) Michael J Lazar MD Physician	40 00					X		809,443	0	42,384
(21) Sabrina Dowd Physician	40 00					X		787,272	0	31,473
(22) Donald T Nardone MD Physician	40 00					X		771,596	0	36,197
(23) John H Bailey MD Physician	40 00					X		520,919	0	27,650
(24) Michael V Hoffman MD Physician	40 00					X		503,411	0	25,172
(25) Ronald J Butler Former Exec VB/CBO Retired	0 00 40 00						X	0	335,670	0
1b Sub-Total										
1c Total from continuation sheets to Part VII, Section A										
1d Total (add lines 1b and 1c)								5,299,953	2,537,995	372,981

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 ▶ 164

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
Weatherby Locums PO Box 972633 Dallas, TX 75397	Temporary Employment	3,210,405
Comphealth Medical Staffing PO Box 972651 Dallas, TX 75397	Temporary Employment	2,437,899
Locumtenens Com PO Box 405547 Atlanta, GA 30384	Temporary Employment	569,882
Cerner Health Services PO Box 959167 St Louis, MO 63198	Software	448,574
C S Medical Supply 200 Penn Avenue West Reading, PA 19611	Medical Supplies	348,129

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 ▶ 16

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d	35,752,717				
	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		35,752,717				
Program Service Revenue		Business Code					
	2a Net Patient Services	621110	62,645,043	62,645,043			
	b Inter-Entity SSA	621110	9,166,743	9,166,743			
	c Other Revenue	621110	1,838,448	1,838,448			
	d Inter-Entity Revenue	621110	593,543	593,543			
	e Capitation Payments	621110	19,093	19,093			
	f All other program service revenue						
g Total. Add lines 2a-2f		74,262,870					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)						
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6a Gross rents	(i) Real	(ii) Personal				
		b Less rental expenses					
		c Rental income or (loss)					
		d Net rental income or (loss)					
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b Less cost or other basis and sales expenses					
		c Gain or (loss)					
		d Net gain or (loss)					
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a					
		b Less direct expenses	b				
		c Net income or (loss) from fundraising events					
	9a Gross income from gaming activities See Part IV, line 19	a					
b Less direct expenses		b					
c Net income or (loss) from gaming activities							
10a Gross sales of inventory, less returns and allowances	a						
	b Less cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue	Business Code						
11a							
b							
c							
d All other revenue							
e Total. Add lines 11a-11d							
12 Total revenue. See Instructions			110,015,587	74,262,870	0	0	

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 domestic organizations and domestic governments. See Part IV, line 21.				
2 Grants and other assistance to domestic individuals. See Part IV, line 22.				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.				
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.	1,907,312	1,907,312		
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.	74,468,037	71,920,806	2,547,231	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	2,457,942	2,339,732	118,210	
9 Other employee benefits.	6,741,761	6,443,991	297,770	
10 Payroll taxes.	3,594,004	3,441,071	152,933	
11 Fees for services (non-employees)				
a Management.	1,759,807		1,759,807	
b Legal.	19,655		19,655	
c Accounting.				
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	795,377	795,377		
12 Advertising and promotion.	125,577	48,453	77,124	
13 Office expenses.	308,760	239,036	69,724	
14 Information technology.	830,784	529,450	301,334	
15 Royalties.				
16 Occupancy.	3,728,641	3,518,780	209,861	
17 Travel.	85,802	49,893	35,909	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.	612,247	535,500	76,747	
20 Interest.	179,107		179,107	
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	1,614,416	1,579,883	34,533	
23 Insurance.	2,268,420	2,267,581	839	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Medical Supplies.	4,078,217	3,981,861	96,356	
b Provision For Bad Debt.	2,365,440	2,365,440		
c Books Subscriptions Due.	389,638	376,546	13,092	
d Minor Equipment.	329,073	297,072	32,001	
e All other expenses.	1,199,496	359,546	839,950	
25 Total functional expenses. Add lines 1 through 24e.	109,859,513	102,997,330	6,862,183	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 IX

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	1,647,318	1	291,803
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	5,457,839	4	5,773,053
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	121,834	5	25,276
	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	1,486,108	7	1,675,119
	8 Inventories for sale or use	407,023	8	407,023
	9 Prepaid expenses and deferred charges	518,080	9	603,033
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	23,622,146		
	b Less accumulated depreciation	16,713,887		
	11 Investments—publicly traded securities		11	
	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	512,240	15	463,200
16 Total assets. Add lines 1 through 15 (must equal line 34)	16,774,823	16	16,146,766	
Liabilities	17 Accounts payable and accrued expenses	7,881,972	17	5,726,043
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 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	2,755,291	23	2,507,794
	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	2,461,720	25	4,081,015
	26 Total liabilities. Add lines 17 through 25	13,098,983	26	12,314,852
Net Assets or Fund Balances	27 Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. Unrestricted net assets	3,675,840	27	3,831,914
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	30 Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. 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	3,675,840	33	3,831,914
	34 Total liabilities and net assets/fund balances	16,774,823	34	16,146,766

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	110,015,587
2	Total expenses (must equal Part IX, column (A), line 25)	2	109,859,513
3	Revenue less expenses Subtract line 2 from line 1	3	156,074
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,675,840
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	3,831,914

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	2a		No
b 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	2b	Yes	
c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	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?	3a		No
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

Additional Data

Software ID:

Software Version:

EIN: 23-2449454

Name: Susquehanna Physician Services

Form 990 (2016)

Form 990, Part III, Line 4a:

Susquehanna Physician Services (SPS) is comprised of a group of primary care and specialty physicians. The services primarily serve Lycoming and surrounding counties. For fiscal year ended June 30, 2017 there were approximately 794,253 patient visits for SPS.

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.

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service
Name of the organization
Susquehanna Physician Services

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

Employer identification number
23-2449454

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 12, 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 (Form 990 or 990-EZ))
- 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 agricultural research organization described in **170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture See instructions Enter the name, city, and state of the college or university _____
- 10 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)
- 11 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 12 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 in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
 - f Enter the number of supported organizations _____
 - g Provide the following information about the supported organization(s) _____

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, 8, or 9 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)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
1	Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant.")						
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)2012	(b)2013	(c)2014	(d)2015	(e)2016	(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 VI.)						
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 section 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 2016 (line 6, column (f) divided by line 11, column (f))	14	
15	Public support percentage for 2015 Schedule A, Part II, line 14	15	
16a	33 1/3% support test—2016. 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—2015. 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—2016. 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 VI 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—2015. 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 VI 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 10 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)2012	(b)2013	(c)2014	(d)2015	(e)2016	(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)2012	(b)2013	(c)2014	(d)2015	(e)2016	(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 VI.)						
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 section 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 2016 (line 8, column (f) divided by line 13, column (f))	15	
16	Public support percentage from 2015 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17	Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f))	17	
18	Investment income percentage from 2015 Schedule A, Part III, line 17	18	
19a	33 1/3% support tests—2016. 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 ► <input type="checkbox"/>		
b	33 1/3% support tests—2015. 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 ► <input type="checkbox"/>		
20	Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

		Yes	No
1	Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
	1		
2	Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
	2		
3a	Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
	3a		
b	Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
	3b		
c	Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
	3c		
4a	Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below.		
	4a		
b	Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
	4b		
c	Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
	4c		
5a	Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).		
	5a		
b	Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
	5b		
c	Substitutions only. Was the substitution the result of an event beyond the organization's control?		
	5c		
6	Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .		
	6		
7	Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
	7		
8	Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
	8		
9a	Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .		
	9a		
b	Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .		
	9b		
c	Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .		
	9c		
10a	Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer line 10b below.		
	10a		
b	Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		
	10b		

Part IV Supporting Organizations (continued)

		Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?		
a	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
11a			
b	A family member of a person described in (a) above?		
11b			
c	A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI</i>		
11c			

Section B. Type I Supporting Organizations

		Yes	No
1	Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
1			
2	Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.</i>		
2			

Section C. Type II Supporting Organizations

		Yes	No
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		
1			

Section D. All Type III Supporting Organizations

		Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
1			
2	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization (s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
2			
3	By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		
3			

Section E. Type III Functionally-Integrated Supporting Organizations

1	Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)		
a	<input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b	<input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c	<input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2	Activities Test Answer (a) and (b) below.		
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>		
2a			
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
2b			
3	Parent of Supported Organizations Answer (a) and (b) below.		
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>		
3a			
b	Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		
3b			

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1** Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income

	(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1	
2 Recoveries of prior-year distributions	2	
3 Other gross income (see instructions)	3	
4 Add lines 1 through 3	4	
5 Depreciation and depletion	5	
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7 Other expenses (see instructions)	7	
8 Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	

Section B - Minimum Asset Amount

	(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)	1	
a Average monthly value of securities	1a	
b Average monthly cash balances	1b	
c Fair market value of other non-exempt-use assets	1c	
d Total (add lines 1a, 1b, and 1c)	1d	
e Discount claimed for blockage or other factors (explain in detail in Part VI)		
2 Acquisition indebtedness applicable to non-exempt use assets	2	
3 Subtract line 2 from line 1d	3	
4 Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6 Multiply line 5 by .035	6	
7 Recoveries of prior-year distributions	7	
8 Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount

		Current Year
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2 Enter 85% of line 1	2	
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4 Enter greater of line 2 or line 3	4	
5 Income tax imposed in prior year	5	
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7 <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9 Distributable amount for 2016 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
1 Distributable amount for 2016 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2016 (reasonable cause required--see instructions)			
3 Excess distributions carryover, if any, to 2016			
a			
b			
c From 2013.			
d From 2014.			
e From 2015.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2016 distributable amount			
i Carryover from 2011 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2016 from Section D, line 7			
a Applied to underdistributions of prior years			
b Applied to 2016 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2016, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions)			
6 Remaining underdistributions for 2016 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions)			
7 Excess distributions carryover to 2017. Add lines 3j and 4c			
8 Breakdown of line 7			
a			
b Excess from 2013.			
c Excess from 2014.			
d Excess from 2015.			
e Excess from 2016.			

Part VI Supplemental Information.

Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

SCHEDULE D
(Form 990)

Supplemental Financial Statements

OMB No 1545-0047
2016
Open to Public Inspection

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

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
Susquehanna Physician Services

Employer identification number
23-2449454

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

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

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

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

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

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

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

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

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, 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" on 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) Revenue included on 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 Revenue included on 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" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b** If "Yes," explain the arrangement in Part XIII and complete the following table
- | | Amount |
|--|--------|
| c Beginning balance | |
| d Additions during the year | |
| e Distributions during the year | |
| f Ending balance | |
- 2a** Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? 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" on Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	(c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance					
b Contributions					
c 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 on lines 2a, 2b, and 2c should equal 100%
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- | | Yes | No |
|--|---------------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4** Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		41,973		41,973
b Buildings				
c Leasehold improvements		2,663,628	1,987,469	676,159
d Equipment		16,842,936	12,747,092	4,095,844
e Other		4,073,609	1,979,326	2,094,283
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) . . . ▶				6,908,259

Part VII Investments—Other Securities. Complete if the organization answered 'Yes' on 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		
(3) Other _____		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)		

Part VIII Investments—Program Related. Complete if the organization answered 'Yes' on 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
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13)		

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15)	

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
Third Party Payors	533,000
Due To Affiliates	3,548,015
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	4,081,015

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' on 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 (losses) 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' on 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
See Additional Data Table	

Additional Data

Software ID:

Software Version:

EIN: 23-2449454

Name: Susquehanna Physician Services

Supplemental Information

Return Reference	Explanation
Schedule D	Part X Line 2- Management has evaluated their income tax positions under the guidance included in ASC 740. Based on their review, management has not identified any material uncertainty in tax positions to be recorded or disclosed in the financial statements.

SCHEDULE F (Form 990)
Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

OMB No 1545-0047

2016

Open to Public Inspection

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

▶ Attach to Form 990. ▶ See separate instructions.

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

Name of the organization
Susquehanna Physician Services

Employer identification number
23-2449454

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
Central America	1		Program Services	Captive insurance company	2,268,420
3a Sub-total	1	0			2,268,420
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	1	0			2,268,420

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

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

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

3 Enter total number of other organizations or entities ▶ _____

Part IV Foreign Forms

- 1 Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U S Persons with Respect to Certain Foreign Corporations (see Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U S Persons with Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

Additional Data

Software ID:

Software Version:

EIN: 23-2449454

Name: Susquehanna Physician Services

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

OMB No 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990.

2015
Open to Public Inspection

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

Name of the organization Susquehanna Physician Services	Employer identification number 23-2449454
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Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<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 indemnification 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)		
<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 indemnification 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.	1b									
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?	2									
<p>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.</p> <table border="0"> <tr> <td><input type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<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				
<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 on Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:										
a Receive a severance payment or change-of-control payment?	4a Yes									
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	No								
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.	4c	No								
Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.										
5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:										
a The organization?	5a	No								
b Any related organization? If "Yes," on line 5a or 5b, describe in Part III.	5b	No								
6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:										
a The organization?	6a	No								
b Any related organization? If "Yes," on line 6a or 6b, describe in Part III.	6b	No								
7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.	7	No								
8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.	8	No								
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9									

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

For each individual whose compensation must be reported on 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 in column(B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

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
Part I, Line 4a	Ronald J. Butler, Former Executive VP/CBO, retired on April 15, 2015. His entire reportable compensation \$335,670 paid by a related organization, is a severance package.
Part I, Line 5	Part I, Line 3 The Williamsport Hospital EIN #24-0795508, a related organization, uses the following resources to establish the compensation of top management officials: compensation committee, independent compensation consultant, written employment contract, compensation survey or study, and approval by the board.
Part I, Line 6	In order for the Leadership Team to participate in the annual Variable Compensation Incentive Program (VCIP), a minimum operating margin must be achieved for the most recently completed year on a consolidated system-level basis. Individual goals and objectives related to the VCIP may also include individual entity operating performance. For FY 2017, the minimum threshold was met that would trigger a VCIP payment. In September 2016, President/CEO Steven P. Johnson received a variable compensation award in the amount of \$226,453.

Additional Data

Software ID:
Software Version:
EIN: 23-2449454
Name: Susquehanna Physician Services

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

(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 in column (B) reported as deferred on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 Ronald E DiSimone MD Director	(i)	1,007,081	27,445	38,155	9,950	21,453	1,104,084	0
	(ii)	0	0	0	0	0	0	0
1 Alexander R Nesbitt MD Director	(i)	215,177	23,675	2,265	12,965	18,087	272,169	0
	(ii)	0	0	0	0	0	0	0
2 Jill Burns MD Director	(i)	0	0	0	0	0	0	0
	(ii)	224,371	34,600	839	9,950	23,094	292,854	0
3 Steven P Johnson President/CEO	(i)	0	0	0	0	0	0	0
	(ii)	703,292	226,453	30,351	19,346	0	979,442	0
4 Eric D Pohjala Exec VP/CFO	(i)	0	0	0	0	0	0	0
	(ii)	362,196	66,436	1,806	9,950	22,445	462,833	0
5 Jan E Fisher Exec VP/COO	(i)	0	0	0	0	0	0	0
	(ii)	401,814	138,186	11,981	9,950	21,288	583,219	0
6 David Lopatofsky MD Exec VP/CMO	(i)	425,773	141,731	26,010	11,275	25,773	630,562	0
	(ii)	0	0	0	0	0	0	0
7 Michael J Lazar MD Physician	(i)	680,157	91,167	38,119	9,950	32,434	851,827	0
	(ii)	0	0	0	0	0	0	0
8 Sabnna Dowd Physician	(i)	732,381	53,925	966	9,950	21,523	818,745	0
	(ii)	0	0	0	0	0	0	0
9 Donald T Nardone MD Physician	(i)	491,512	26,950	253,134	9,950	26,247	807,793	0
	(ii)	0	0	0	0	0	0	0
10 John H Bailey MD Physician	(i)	411,478	99,800	9,641	9,950	17,700	548,569	0
	(ii)	0	0	0	0	0	0	0
11 Michael V Hoffman MD Physician	(i)	502,999	0	412	9,950	15,222	528,583	0
	(ii)	0	0	0	0	0	0	0
12 Ronald J Butler Former Exec VB/CBO Retired	(i)	0	0	0	0	0	0	0
	(ii)	0	0	335,670	0	0	335,670	0

Schedule L
(Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

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

▶ **Attach to Form 990 or Form 990-EZ.**

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

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
Susquehanna Physician Services

Employer identification number
23-2449454

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only)
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

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

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 ▶ \$ _____

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

Part II Loans to and/or From Interested Persons.
Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
			Yes	No			Yes	No	Yes	No	Yes	No
(1) David Lopatofsky MD	Employee	Educational Assistance		X	43,757	25,276		No		No	Yes	
Total						▶ \$	25,276					

Part III Grants or Assistance Benefiting Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

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

Part IV Business Transactions Involving Interested Persons.

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

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

Part V Supplemental Information

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

Return Reference	Explanation
Schedule L, Part 2, Loans To and From Interested Persons	Name of Person David Lopatofsky, MDDisqualified Person Code Key EmployeePurpose of Loan Educational AssistanceOriginal Amount \$43,757Balance Due \$25,276Loan in Default? = NoApproved by Board or Committee? = NoWritten Agreement? = Yes

SCHEDULE O
(Form 990 or 990-EZ)**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on Form 990 or 990-EZ 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.

2016**Open to Public Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
Susquehanna Physician Services

Employer identification number

23-2449454

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section A, line 6	UPMC Susquehanna, EIN #23-2751183, is the sole member of the governing body

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section A, line 7a	UPMC Susquehanna, EIN # 23-2751183, may elect or remove members of the governing body

990 Schedule O, Supplemental Information

Return Reference	Explanation
<p>Form 990, Part VI, Section A, line 7b</p>	<p>All the business and affairs of the corporation shall be managed and controlled by the Board of Directors, subject to the oversight of the Member of the management and operation of the corporation, except that the following powers are reserved exclusively to the sole Member of the corporation, and no attempted exercise of any such powers by anyone other than the sole Member shall be valid or of any force or effect whatsoever. The sole member shall exercise its power through its Board of Directors. The Member shall have exclusive authority to exercise the following powers:</p> <ul style="list-style-type: none"> A To approve the appointment and removal of the President of the corporation B To elect and remove, with or without cause, a Director of the corporation C To establish the overall policy and long range plans of the corporation, determine or change the mission of the corporation, approve the programs, and services of the corporation, and monitor and maintain the philosophy, goals and purposes for which the corporation was formed and exists D To adopt, amend or repeal the Articles of Incorporation or the bylaws E To establish requirements for a unified budget, the approval of new capital debt, any increment to any existing capital debt, and/or any change in the capital debt obligations of the corporation F To establish requirements for the approval of the acquisition, purchase, sale, leasing outside the ordinary course of business, transfer outside the ordinary cause of business or encumbrance outside the normal course of business of land or buildings and the construction or demolition of buildings owned by the corporation G To require a certified audit of corporate funds at any time H To approve any guaranty of indebtedness on any person, the granting of any security interest in or the creation of any encumbrance on any asset of the corporation outside the ordinary course of business, or any transfer of any asset of the corporation outside the normal course of business, except transfers between or among affiliated corporations I To approve any merger, consolidation, organization, reorganization, joint venture or other modification of corporate structure or affiliations affecting to autonomy, governance or operations of the corporation J To dissolve or terminate the existence of the corporation and determine the distribution of assets upon such termination or dissolution, as provided in the bylaws K To appoint annually the external fiscal auditor of the corporation L To approve the nominees for elected officers of the Board of Directors of the corporation and to return the list of approved nominees to the Board of Directors for election M To remove any elected officer of the corporation N To approve the annual capital and operating budget of the corporation O To coordinate managed care plans, including decisions concerning entry into or renewal of any contract or agreement relating thereto

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 11b	A high-level overview of Forms 990 is presented to the parent Board of Directors (UPMC Susquehanna, 23-2751183) before filing and complete drafts of all returns are made available to all Board members through the CEO's and CFO's office

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 12c	As required by law, SPS policy states that all members of the Board of Managers must sign a statement each year disclosing any conflict of interest that may arise and agree to abstain when issues involving those parties with conflicting interests are called to motion. Any conflicts of interest are reviewed by the System's attorneys.

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 15	<p>The board of directors, through the Executive Committee, retains an independent outside consultant to provide guidance with respect to the annual establishment of the rebuttable presumption or reasonableness relative to executive compensation and benefits. The consultant annually provides detailed market information from its annual Executive Compensation Survey of Health Systems. In addition, other regional survey data is provided in order to supply the health system with a "national" picture of compensation. With this process established, the executive compensation committee takes the proper steps to educate the Board of Directors to understand all of the above mentioned oversight and to appropriately prepare them for community or media inquiry. In addition, the Board is made aware of the form 990 and its role in the communication of information to the public.</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section C, line 19	The organization makes its governing documents, conflict of interest policy, and financial statements available to the public upon request

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2016

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.

▶ 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
Susquehanna Physician Services

Employer identification number

23-2449454

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

See Additional Data Table

(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

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.

See Additional Data Table

(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	

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.

See Additional Data Table

(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

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

	Yes	No
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	1a	No
b Gift, grant, or capital contribution to related organization(s)	1b	No
c Gift, grant, or capital contribution from related organization(s)	1c	Yes
d Loans or loan guarantees to or for related organization(s)	1d	No
e Loans or loan guarantees by related organization(s)	1e	No
f Dividends from related organization(s)	1f	No
g Sale of assets to related organization(s)	1g	No
h Purchase of assets from related organization(s)	1h	No
i Exchange of assets with related organization(s)	1i	No
j Lease of facilities, equipment, or other assets to related organization(s)	1j	Yes
k Lease of facilities, equipment, or other assets from related organization(s)	1k	Yes
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	No
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	No
o Sharing of paid employees with related organization(s)	1o	Yes
p Reimbursement paid to related organization(s) for expenses	1p	No
q Reimbursement paid by related organization(s) for expenses	1q	No
r Other transfer of cash or property to related organization(s)	1r	No
s Other transfer of cash or property from related organization(s)	1s	No

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

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

Part VII **Supplemental Information**

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

Additional Data

Software ID:
Software Version:
EIN: 23-2449454
Name: Susquehanna Physician Services

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) 600 GRANT STREET PITTSBURGH, PA 15219 25-1574736	SR LIVING	PA	501(c)(3)	Line 10	UPMC	Yes	
(1) 600 GRANT STREET PITTSBURGH, PA 15219 25-1335247	CCRC	PA	501(c)(3)	Line 10	UPMC SR COMM	Yes	
(2) 600 GRANT STREET PITTSBURGH, PA 15219 25-0965334	SR LIVING	PA	501(c)(3)	Line 10	UPMC SR COMM	Yes	
(3) 600 GRANT STREET PITTSBURGH, PA 15219 72-1562844	SR LIVING	PA	501(c)(3)	Line 10	UPMC SR COMM	Yes	
(4) 600 GRANT STREET PITTSBURGH, PA 15219 26-0303394	FOUNDATION	PA	501(c)(3)	Line 12a, I	UPMC	Yes	
(5) 600 GRANT STREET PITTSBURGH, PA 15219 25-0613830	INACTIVE	PA	501(c)(3)	Line 3	UPMC	Yes	
(6) 600 GRANT STREET PITTSBURGH, PA 15219 25-1753852	ADULT DAY CARE	PA	501(c)(3)	Line 10	UPMC	Yes	
(7) 600 GRANT STREET PITTSBURGH, PA 15219 45-2178782	RESEARCH	PA	501(c)(3)	Line 7	UPMC	Yes	
(8) 532 SOUTH AIKEN AVE PITTSBURGH, PA 15232 25-1290546	FOUNDATION	PA	501(c)(3)	Line 12c, III-FI	UPMC PRESBY	Yes	
(9) 9100 BABCOCK BLVD PITTSBURGH, PA 15237 25-1407815	FOUNDATION	PA	501(c)(3)	Line 12b, II	UPMC PASS	Yes	
(10) 100 Fairfield Drive Seneca, PA 16346 25-1483624	FOUNDATION	PA	501(c)(3)	Line 12d, III-O	UPMC NORTHWE	Yes	
(11) 600 GRANT STREET PITTSBURGH, PA 15219 25-1520340	FOUNDATION	PA	501(c)(3)	Line 7	UPMC ST MARG	Yes	
(12) 600 GRANT STREET PITTSBURGH, PA 15219 25-1865744	FOUNDATION	PA	501(c)(3)	Line 7	UPMC CHP	Yes	
(13) 600 GRANT STREET PITTSBURGH, PA 15219 25-1462311	FOUNDATION	PA	501(c)(3)	Line 7	N/A		No
(14) 4372 ROUTE 6 KANE, PA 16735 25-0998168	HOSPITAL	PA	501(c)(3)	Line 3	UPMC HAMOT		No
(15) 600 GRANT STREET PITTSBURGH, PA 15219 46-4186362	PHYSICIANS	NY	501(c)(3)	Line 3	REGNL HEALTH	Yes	
(16) 302 FRENCH ST ERIE, PA 16507 25-1400999	FOUNDATION	PA	501(c)(3)	Line 12b, II	UPMC HAMOT	Yes	
(17) 1330 W 26TH ST ERIE, PA 16508 25-1317492	BEHAVIORAL	PA	501(c)(3)	Line 7	UPMC HAMOT	Yes	
(18) 1211 WILMINGTON AVE NEW CASTLE, PA 16105 25-0965406	HEALTHCARE	PA	501(c)(3)	Line 3	UPMC	Yes	
(19) 1211 WILMINGTON AVE NEW CASTLE, PA 16105 25-1536037	FOUNDATION	PA	501(c)(3)	Line 12b, II	UPMC JAMESON	Yes	

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
(21) 1211 WILMINGTON AVE NEW CASTLE, PA 16105 03-0486993	HEALTHCARE	PA	501(c)(3)	Line 12b, II	UPMC JAMESON	Yes	
(1) 1107 WILMINGTON AVE NEW CASTLE, PA 16105 25-1581304	SUPPORT SYS	PA	501(c)(3)	Line 7	UPMC JAMESON	Yes	
(2) 600 GRANT STREET PITTSBURGH, PA 15219 20-1459415	ONCOLOGY SVC	PA	501(c)(3)	Line 10	UPMC JAMESON	Yes	
(3) 1211 WILMINGTON AVE NEW CASTLE, PA 16105 26-0462696	HEALTHCARE	PA	501(c)(3)	Line 10	UPMC JAMESON	Yes	
(4) 1211 WILMINGTON AVE NEW CASTLE, PA 16105 23-2871396	HEALTHCARE	PA	501(c)(3)	Line 10	UPMC SR COMM	Yes	
(5) 700 HIGH STREET WILLIAMSPORT, PA 17701 23-2751183	HEALTHCARE	PA	501(c)(3)	Line 12b, II	UPMC	Yes	
(6) 491 ALLEGHENY BLVD FRANKLIN, PA 16323 25-1472179	FOUNDATION	PA	501(c)(3)	Line 12d, III-O	UPMC VISTIN	Yes	
(7) 1100 GRAMPIAN BLVD WILLIAMSPORT, PA 17701 24-0799343	HEALTHCARE	PA	501(c)(3)	Line 3	UPMC SUSQUEHANNA	Yes	
(8) 700 HIGH STREET WILLIAMSPORT, PA 17701 47-1600873	HEALTHCARE	PA	501(c)(3)	Line 12a, I	UPMC SUSQUEHANNA	Yes	
(9) 1100 GRAMPIAN BLVD WILLIAMSPORT, PA 17701 23-2743470	FUNDRAISING	PA	501(c)(3)	Line 12a, I	UPMC SUSQUEHANNA	Yes	
(10) 215 EAST WATER ST MUNCY, PA 17756 24-0806023	HEALTHCARE	PA	501(c)(3)	Line 3	UPMC SUSQUEHANNA	Yes	
(11) 15 MEADE STREET WELLSBORO, PA 16901 23-1403678	RENTAL REAL ESTATE	PA	501(c)(2)	N/A	UPMC SUSQUEHANNA	Yes	
(12) 32-36 CENTRAL AVE WELLSBORO, PA 16901 25-1644910	MANAGEMENT SVC	PA	501(c)(3)	Line 12b, II	UPMC SUSQUEHANNA	Yes	
(13) 32-36 CENTRAL AVE WELLSBORO, PA 16901 24-0795488	HEALTHCARE	PA	501(c)(3)	Line 12b, II	UPMC SUSQUEHANNA	Yes	
(14) 32-36 CENTRAL AVE WELLSBORO, PA 16901 23-2176963	HEALTHCARE	PA	501(c)(3)	Line 3	UPMC SUSQUEHANNA	Yes	
(15) 37 CENTRAL AVE WELLSBORO, PA 16901 24-0804365	ASSISTED LIVING	PA	501(c)(3)	Line 10	UPMC SUSQUEHANNA	Yes	
(16) 22 WALNUT STREET WELLSBORO, PA 16901 25-1765538	HEALTHCARE	PA	501(c)(3)	Line 12b, II	UPMC SUSQUEHANNA	Yes	
(17) 700 HIGH STREET WILLIAMSPORT, PA 17701 24-0795508	HOSPITAL	PA	501(c)(3)	Line 3	UPMC SUSQUEHANNA	Yes	
(18) 700 HIGH STREET WILLIAMSPORT, PA 17701 82-1600494	HOSPITAL	PA	501(c)(3)	Line 3	UPMC SUSQUEHANNA	Yes	
(19) 700 HIGH STREET WILLIAMSPORT, PA 17701 82-1592230	HOSPITAL	PA	501(c)(3)	Line 3	UPMC SUSQUEHANNA	Yes	

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
(41) 207 FOOTE AVE JAMESTOWN, NY 14701 16-0743226	HOSPITAL	NY	501(c)(3)	Line 3	UPMC CHAUTAU	Yes	
(1) 207 FOOTE AVE JAMESTOWN, NY 14701 22-2392582	HOLDING CO	NY	501(c)(2)	Line 12b, II	UPMC CHAUTAU	Yes	
(2) 135 ALLEN STREET JAMESTOWN, NY 14701 16-1557878	STAT MEDVAC	NY	501(c)(3)	Line 7	UPMC CHAUTAU	Yes	
(3) 3410 W PITTSBURGH RD NEW CASTLE, PA 16101 25-1701701	SKILLED NURSING	PA	501(c)(3)	Line 10	UPMC SR COMM	Yes	
(4) 745 GREENVILLE RD MERCER, PA 16137 25-1701700	SKILLED NURSING	PA	501(c)(3)	Line 10	UPMC SR COMM	Yes	
(5) 4372 ROUTE 6 KANE, PA 16735 26-3906925	FOUNDATION	PA	501(c)(3)	Line 7	UPMC KANE	Yes	
(6) 1211 WILMINGTON AVE NEW CASTLE, PA 16105 25-6005313	SUPPORT	PA	501(c)(3)	Line 12d, III-O	UPMC JAMESON	Yes	
(7) 15 MEADE STREET WELLSBORO, PA 16101 25-1810488	FOUNDATION	PA	501(c)(3)	Line 12b, II	LAUREL HEALTH SYSTEM	Yes	
(8) 300 FOOTE AVE JAMESTOWN, NY 14702 22-2393584	FOUNDATION	PA	501(c)(3)	Line 12c, III-FI	UPMC CHAUTAU	Yes	
(9) 600 GRANT STREET PITTSBURGH, PA 15219 25-1423657	SUPPORT	PA	501(c)(3)	Line 12c, III-FI	N/A		No
(10) 700 HIGH STREET WILLIAMSPORT, PA 17701 23-2416166	AMBULANCE SVC	PA	501(c)(3)	Line 10	WILLIAMSPORT HOSPITAL	Yes	

(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) SENECA HILLS ASSISTED LIVING 600 GRANT STREET PITTSBURGH, PA 15219 23-2873106	ASSISTED LIVING	PA	N/A	N/A				No			No	
(1) ST MARGARET MEDICAL ARTS ASSOC 600 GRANT STREET PITTSBURGH, PA 15219 25-1786655	MED OFFICE BL	PA	N/A	N/A				No			No	
(2) CORE NETWORK LLC 600 GRANT STREET PITTSBURGH, PA 15219 25-1786209	HEALTHCARE	PA	N/A	N/A				No			No	
(3) LIFE HOME CARE LP 600 GRANT STREET PITTSBURGH, PA 15219 25-1847839	HOMECARE	PA	N/A	N/A				No			No	
(4) SHADYSIDE MEDICAL CENTER ASSOC 600 GRANT STREET PITTSBURGH, PA 15219 25-1608318	MED OFFICE BL	PA	N/A	N/A				No			No	
(5) CHARTWELL PA LP 600 GRANT STREET PITTSBURGH, PA 15219 25-1729714	HOME HEALTH	PA	N/A	N/A				No			No	
(6) LIFE CARE HOME SRV OF NW PA 1647 SASSAFRAS ST ERIE, PA 16507 25-1536879	HOME HEALTH	PA	N/A	N/A				No			No	
(7) HAMOT-KCH REAL ESTATE VENTURE 300 STATE ST ERIE, PA 16507 26-3691782	MEDICAL OFFICE	PA	N/A	N/A				No			No	
(8) HAMOT SURGERY CENTER LLC 200 STATE ST ERIE, PA 16507 25-1863661	AMBULATORY SURG	PA	N/A	N/A				No			No	
(9) EPN-HAMOT URGENT CARE LLC 600 GRANT STREET PITTSBURGH, PA 15219 27-2147949	URGENT CARE	PA	N/A	N/A				No			No	
(10) MOUNTAIN VIEW MEDICAL ONCOLOGY 600 GRANT STREET PITTSBURGH, PA 15219 46-1449241	HEALTHCARE	PA	N/A	N/A				No			No	
(11) LAWRENCE COUNTY MRI & DIAGNOST 2526 WILMINGTON AVE NEW CASTLE, PA 16105 27-0219891	IMAGING CENTER	PA	N/A	N/A				No			No	
(12) COMMUNITY BASKET LLC 1205 GRAMPIAN BLVD WILLIAMSPORT, PA 17701 20-1195739	REAL ESTATE RENTAL	PA	N/A	N/A				No			No	

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								Yes	No
(1) HC PHARMACY CENTRAL INC 600 GRANT STREET PITTSBURGH, PA 15219 25-1364192	PHARMACY CO-OP	PA	N/A	C					No
(1) CHILDREN'S COMMUNITY CARE 600 GRANT STREET PITTSBURGH, PA 15219 25-1781887	PEDIATRIC SVC	PA	N/A	C					No
(2) UPMC CANCER CENTERS IRELAND LIMITED 6TH FLOOR BEACON HOSPITAL SANDYFORD, DUBLIN EI	CANCER TREATMENT	EI	N/A	C					No
(3) UPMC PHYSICIAN SERVICES HOLDING COMPANY 600 GRANT STREET PITTSBURGH, PA 15219 25-1877017	HOLDING CO	PA	N/A	C					No
(4) HEMATOLOGY ONCOLOGY ASSOC 600 GRANT STREET PITTSBURGH, PA 15219 42-1648357	HEALTHCARE	PA	N/A	C					No
(5) ONCOLOGY HEMATOLOGY ASSOC 600 GRANT STREET PITTSBURGH, PA 15219 25-1762980	HEALTHCARE	PA	N/A	C					No
(6) TRI-STATE NEUROSURGICAL ASSOC 600 GRANT STREET PITTSBURGH, PA 15219 25-1458655	HEALTHCARE	PA	N/A	C					No
(7) RENAISSANCE FAMILY PRACTICE-UPMC INC 600 GRANT STREET PITTSBURGH, PA 15219 26-2942406	HEALTHCARE	PA	N/A	C					No
(8) UPMC HOLDING COMPANY INC 600 GRANT STREET PITTSBURGH, PA 15219 25-1777713	HOLDING CO	PA	N/A	C					No
(9) UPMC COVERAGE PRODUCTS INC 600 GRANT STREET PITTSBURGH, PA 15219 25-1777710	HOLDING CO	PA	N/A	C					No
(10) FREEDOM INSURANCE COMPANY 600 GRANT STREET PITTSBURGH, PA 15219 03-0308944	INSURANCE	VT	N/A	C					No
(11) TRI-CENTURY INSURANCE CO 600 GRANT STREET PITTSBURGH, PA 15219 25-1500739	INSURANCE	PA	N/A	C					No
(12) UPMC DNA INC 600 GRANT STREET PITTSBURGH, PA 15219 25-1883237	INSURANCE	PA	N/A	C					No
(13) UPMC HEALTH BENEFITS INC 600 GRANT STREET PITTSBURGH, PA 15219 25-1844144	HEALTH INSURANCE	PA	N/A	C					No
(14) UPMC HEALTH NETWORK INC 600 GRANT STREET PITTSBURGH, PA 15219 72-1527566	HEALTH INSURANCE	PA	N/A	C					No

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								Yes	No
(16) UPMC HEALTH PLAN INC 600 GRANT STREET PITTSBURGH, PA 15219 23-2813536	HEALTH INSURANCE	PA	N/A	C					No
(1) UPMC BENEFIT MANAGEMENT SERVICES INC 600 GRANT STREET PITTSBURGH, PA 15219 25-1769564	WORKER'S COMP	PA	N/A	C					No
(2) UPMC DIVERSIFIED SERVICES INC 600 GRANT STREET PITTSBURGH, PA 15219 25-1778454	HOLDING CO	PA	N/A	C					No
(3) MONROEVILLE SPECIALTY CLINIC 600 GRANT STREET PITTSBURGH, PA 15219 25-1666087	HEALTHCARE	PA	N/A	C					No
(4) MEDICAL ARCHIVAL SYSTEMS INC 600 GRANT STREET PITTSBURGH, PA 15219 23-2912501	SOFTWARE DEVE	DE	N/A	C					No
(5) PRESBY HEALTH RESOURCE MGMT 600 GRANT STREET PITTSBURGH, PA 15219 25-1422155	HEALTHCARE	PA	N/A	C					No
(6) RX PARTNERS INC 600 GRANT STREET PITTSBURGH, PA 15219 25-1801966	RETAIL PHARM	PA	N/A	C					No
(7) BIOTRONICS 600 GRANT STREET PITTSBURGH, PA 15219 25-1843500	EQUIP MAINTEN	PA	N/A	C					No
(8) MEDICAL CENTER PROPERTIES INC 600 GRANT STREET PITTSBURGH, PA 15219 25-1796940	REAL ESTATE	PA	N/A	C					No
(9) ASKESIS DEVELOPMENT GROUP INC 600 GRANT STREET PITTSBURGH, PA 15219 54-1625585	SOFTWARE DEVE	PA	N/A	C					No
(10) PANTHER REINSURANCE COMPANY LTD PO BOX 1109 GRAND CAYMAN CJ	INSURANCE	CJ	N/A	C					No
(11) FORBES REINSURANCE COMPANY LTD PO BOX 1109 GRAND CAYMAN CJ	INSURANCE	CJ	N/A	C					No
(12) CATHEDRAL (RE) INSURANCE CO PO BOX 1109 GRAND CAYMAN CJ	INSURANCE	CJ	N/A	C					No
(13) UPMC INTERNATIONAL HEALTH INITIATIVES 600 GRANT STREET PITTSBURGH, PA 15219 84-1706741	INACTIVE	PA	N/A	C					No
(14) UPMC IRELAND LIMITED 6TH FLOOR BEACON HOSPITAL SANDYFORD, DUBLIN EI	HEALTHCARE SU	EI	N/A	C					No

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								Yes	No
(31) UPMC UNITED KINGDOM LTD C/O NAIRCO 11TH FLOOR WHITEFRIARS L, BRISTOL UK 98-0571026	SOFTWARE LICE	UK	N/A	C					No
(1) BAYFRONT REGIONAL DEVELOPMENT CORP 300 STATE STREET ERIE, PA 16507 25-1401388	RE HOLDING CO	PA	N/A	C					No
(2) BAYSIDE DEVELOPMENT CORP 300 STATE STREET ERIE, PA 16507 25-1401386	REAL ESTATE	PA	N/A	C					No
(3) UPMC WORK ALLLIANCE INC 600 GRANT STREET PITTSBURGH, PA 15219 45-2825053	INSURANCE	PA	N/A	C					No
(4) UPMC CANADA TECHNOLOGIES LIMITED 600 GRANT STREET PITTSBURGH, PA 15219	SOFTWARE	CA	N/A	C					No
(5) ALLIED ORTHOPEDICS APPLIANCES INC 33 E 3RD ST JAMESTOWN, NY 14701 16-1092951	MED APPLIANCE	PA	N/A	C					No
(6) UPMC HEALTH COVERAGE INC 600 GRANT STREET PITTSBURGH, PA 15219 46-2824537	INSURANCE	PA	N/A	C					No
(7) UPMC HEALTH OPTIONS INC 600 GRANT STREET PITTSBURGH, PA 15219 46-2824626	INSURANCE	PA	N/A	C					No
(8) UPMC COMPLETE CARE INC 5215 CENTRE AVE PITTSBURGH, PA 15232 46-3605753	HEALTHCARE	PA	N/A	C					No
(9) AMERICAN HOME HEALTH SERVICES 868 CORPORATE WAY WESTLAKE, OH 44145 31-1521422	HOME HEALTH	OH	N/A	C					No
(10) HEALTH FIDELITY INC 210 S B STREET SAN MATEO, CA 94401 45-2538963	TECHNOLOGY	CA	N/A	C					No
(11) FLUENCE HEALTH INC 6425 PENN AVE PITTSBURGH, PA 15206 47-2684174	SOFTWARE	DE	N/A	C					No
(12) CURAVI HEALTH INC 6425 PENN AVE PITTSBURGH, PA 15206 81-1217377	HEALTHCARE	DE	N/A	C					No
(13) PENSIAMO INC 600 GRANT STREET PITTSBURGH, PA 15219 81-2069236	SUPPLY CHAIN	DE	N/A	C					No
(14) ALTOONA FAMILY INC 620 HOWARD AVE ALTOONA, PA 16601 25-1444935	MGMT SVCS	PA	N/A	C					No

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								Yes	No
(46) LEXINGTON HOLDINGS INC 620 HOWARD AVE ALTOONA, PA 16601 25-1794386	MEDICAL SVCS	PA	N/A	C					No
(1) LEXINGTON ONE INC 620 HOWARD AVE ALTOONA, PA 16601 25-1468889	RENTAL	PA	N/A	C					No
(2) LEXINGTON TWO INC HOWARD AVE 7TH ST ALTOONA, PA 16601 25-1555689	RENTAL EQPT	PA	N/A	C					No
(3) LEXINGTON FOUR INC 620 HOWARD AVE ALTOONA, PA 16601 25-1793736	HOLDING CO	PA	N/A	C					No
(4) ALLEGHENY HEALTHCARE STAFFING INC 620 HOWARD AVE ALTOONA, PA 16601 27-1657362	EMPLOYMENT SVCS	PA	N/A	C					No
(5) UPMC ALTOONA REGIONAL HEALTH SERVICES 1414 9TH AVE ALTOONA, PA 16602 25-1219302	MEDICAL SVCS	PA	N/A	C					No
(6) LEXINGTON ANESTHESIA ASSOCIATES INC 620 HOWARD AVE ALTOONA, PA 16601 25-1897765	MEDICAL SVCS	PA	N/A	C					No
(7) NORTHERN CAMBRIA MEDICAL CENTER INC 620 HOWARD AVE ALTOONA, PA 16601 25-1530860	MEDICAL SVCS	PA	N/A	C					No
(8) PATTON FAMILY MEDICAL CENTER INC 620 HOWARD AVE ALTOONA, PA 16601 25-1793735	MEDICAL SVCS	PA	N/A	C					No
(9) MEDCPU 100 WALL STREET NEW YORK, NY 10005 38-3805381	SOFTWARE DEVE	DE	N/A	C					No
(10) UPMC EXCESS PL TR 600 GRANT STREET PITTSBURGH, PA 15219 82-6254351	TRUST	PA	N/A	T					No
(11) RXANTE INC 511 CONGRESS STREET PORTLAND, ME 04101 45-4040219	MEDICATION MGT	DE	N/A	C					No
(12) VINCENT PAYMENT SOLUTIONS INC 6425 PENN AVE PITTSBURGH, PA 15219 82-1101143	PAYMENT SYSTEM	DE	N/A	C					No
(13) J HEALTH VENTURES INC 1211 WILIMINGTON AVE NEW CASTLE, PA 16105 25-1607893	INACTIVE	PA	N/A	C					No
(14) JER MEDICAL ASSOCIATES INC 1211 WILIMINGTON AVE NEW CASTLE, PA 16105 25-1609398	INACTIVE	PA	N/A	C					No

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								Yes	No
(61) SUSQUEHANNA HEALTH SYSTEM INSURANCE NETWORK LTD POBOX 1159 CAYMAN ISLAND CJ 98-0458722	INSURANCE	CJ	UPMC SUSQUEHANNA	C					No
(1) SUSQUEHANNA VENTURES INC 1201 GRAMPIAN BLVD WILLIAMSPORT, PA 17701 23-2470263	PHARMACY	PA	UPMC SUSQUEHANNA	C					No
(2) TYOGA CARENET 114 EAST AVE WELLESBORO, PA 16901 25-1810967	INTEGRATE HEALTHCARE	PA	UPMC SUSQUEHANNA	C					No
(3) WCA SERVICE CORPORATION INC 207 FOOTE AVE JAMESTOWN, NY 14701 16-1151438		NY	N/A	C					No
(4) FRIENDS OF ALTOONA HOSPITAL 620 HOWARD AVE ALTOONA, PA 16601 86-1140504	FUNDRAISING	PA	N/A	C					No