

5-15-19 2949316621711 9



Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No 1545-0047
2017
Open to Public Inspection

Department of the Treasury
Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990 for instructions and the latest information.

For the 2017 calendar year, or tax year beginning **JUL 1, 2017** and ending **JUN 30, 2018**

C Name of organization: **Susquehanna Physician Services**
D Employer identification number: **23-2449454**
E Telephone number: **(570) 320-7900**
G Gross receipts \$: **105,188,503.**
H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
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 | | Prior Year | Current Year |
|--|---|--|----------------------------|
| Activities & Governance | 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 | | |
| | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets. | | |
| | 3 Number of voting members of the governing body (Part VII, line 1a) | 3 | 16 |
| | 4 Number of independent voting members of the governing body (Part VII, line 1b) | 4 | 10 |
| | 5 Total number of individuals employed in calendar year (Part VII, line 2) | 5 | 0 |
| | 6 Total number of volunteers (estimate if necessary) | 6 | 11 |
| | 7a Total unrelated business revenue from Part VIII, column (A) | 7a | 0. |
| 7b Net unrelated business taxable income from Form 990-T, line 34 | 7b | 0. | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) | 35,752,717. | 22,804,288. |
| | Program service revenue (Part VIII, line 2g) | 74,262,870. | 82,384,215. |
| | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 0. | 0. |
| | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 0. | 0. |
| | Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 110,015,587. | 105,188,503. |
| Expenses | 9 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 0. | 64,542. |
| | 10 Benefits paid to or for members (Part IX, column (A), line 4) | 0. | 0. |
| | 11 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 89,169,056. | 95,916,350. |
| | 12a Professional fundraising fees (Part IX, column (A), line 11e) | 0. | 0. |
| | 12b Total fundraising expenses (Part IX, column (D), line 25) | 0. | 0. |
| 13 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 20,690,457. | 32,186,783. | |
| 14 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 109,859,513. | 128,167,675. | |
| 15 Revenue less expenses. Subtract line 14 from line 12 | 156,074. | -22,979,172. | |
| Net Assets or Fund Balances | 16 Total assets (Part X, line 16) | Beginning of Current Year 16,146,766. | End of Year 15,495,541. |
| | 17 Total liabilities (Part X, line 26) | 12,314,852. | 34,642,141. |
| | 18 Net assets or fund balances. Subtract line 17 from line 16 | 3,831,914. | -19,146,600. |

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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: **Chris Stockhausen, Interim CFO**
 Signature of officer: *[Signature]* Date: **3/15/19**

Paid Preparer Use Only:
 Print/Type preparer's name: **Brian D. Todd** Preparer's signature: *[Signature]* Date: **3/15/19** Check self-employed PTIN: **P00422601**
 Firm's name: **BKD LLP** Firm's EIN: **44-0160260**
 Firm's address: **910 E. St. Louis Street Suite 200 Springfield, MO 65806** Phone no. **417-865-8701**

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

90-61 ✓ 3

Part III Statement of Program Service Accomplishments

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

X

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

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 X

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 X

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 \$ 109,183,803. including grants of \$ 64,542.) (Revenue \$ 82,384,215.)

Susquehanna Physician Services (SPS) is comprised of a group of primary care and specialty physicians. The services primarily serve Lycoming and surrounding counties.

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 109,183,803.

SCANNED AUG 12 2019

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> | 1 | X | |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors? | 2 | X | |
| 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> | 3 | | X |
| 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> | 4 | | X |
| 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> | 5 | | X |
| 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> | 6 | | X |
| 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> | 7 | | X |
| 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> | 8 | | X |
| 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> | 9 | | X |
| 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> | 10 | | X |
| 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> | 11a | X | |
| 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> | 11b | | X |
| 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> | 11c | | X |
| 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> | 11d | X | |
| e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> | 11e | X | |
| 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> | 11f | | X |
| 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> | 12a | | X |
| 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> | 12b | X | |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> | 13 | | X |
| 14a Did the organization maintain an office, employees, or agents outside of the United States? | 14a | | X |
| 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> | 14b | X | |
| 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> | 15 | | X |
| 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> | 16 | | X |
| 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> | 17 | | X |
| 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> | 18 | | X |
| 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> | 19 | | X |

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> | | X |
| 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> | X | |
| 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> | | X |
| 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> | X | |
| 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> | | X |
| 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> | | X |
| 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> | | X |
| 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> | | X |
| 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> | | X |
| 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> | | X |
| b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | | X |
| 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> | | X |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> | | X |
| 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> | | X |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> | | X |
| 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> | | X |
| 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> | | X |
| 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> | X | |
| 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? | | X |
| 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> | | X |
| 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> | | X |
| 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 | X | |

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

Input box for Schedule O

Table with columns for question numbers (1a-14b), Yes, and No. Contains various tax compliance questions and their corresponding responses.

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

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

Section A. Governing Body and Management

| | Yes | No |
|--|-----|----|
| 1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. | | |
| 1b Enter the number of voting members included in line 1a, above, who are independent | | |
| 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | | X |
| 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? | | X |
| 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | | X |
| 5 Did the organization become aware during the year of a significant diversion of the organization's assets? | | X |
| 6 Did the organization have members or stockholders? | X | |
| 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | X | |
| 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | X | |
| 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | |
| a The governing body? | X | |
| b Each committee with authority to act on behalf of the governing body? | X | |
| 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | | X |

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **PA**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records **James Pachucki, Manager Finance - 570-326-8756**
1205 Gramplan Blvd, Williamsport, PA 17701

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, and 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 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 2.00 | X | | X | | | | 0. | 0. | 0. |
| (2) Davie Jane Gilmour, Ph. D. Vice Chairperson | 2.00 2.00 | X | | X | | | | 0. | 0. | 0. |
| (3) Sister Teresa Ann Jacobs Secretary | 2.00 2.00 | X | | X | | | | 0. | 0. | 0. |
| (4) Ronald E. DiSimone, M.D. Director | 42.00 2.00 | X | | | | | 1,132,394. | 0. | 37,084. | |
| (5) Steven P. Johnson President/CEO | 2.00 50.00 | X | | X | | | 0. | 1,434,188. | 33,810. | |
| (6) Daniel A. Klingerman Director | 2.00 2.00 | X | | | | | 0. | 0. | 0. | |
| (7) Philip H. Johnson Treasurer | 2.00 2.00 | X | | X | | | 0. | 0. | 0. | |
| (8) Alexander R. Nesbitt, M.D. Director | 40.00 2.00 | X | | | | | 229,066. | 0. | 30,256. | |
| (9) Dr. J Dennis Murray Director | 2.00 2.00 | X | | | | | 0. | 0. | 0. | |
| (10) Glenn Poirier Director | 2.00 2.00 | X | | | | | 0. | 0. | 0. | |
| (11) Thomas M. Owlett, Esquire Director | 2.00 2.00 | X | | | | | 0. | 0. | 0. | |
| (12) David Lopatofsky, MD Exec VP/CMO | 40.00 2.00 | X | | X | | | 552,898. | 0. | 35,625. | |
| (13) Jill Burns, MD Director | 1.00 41.00 | X | | | | | 0. | 249,542. | 29,207. | |
| (14) Keith Kuzio Director | 2.00 2.00 | X | | | | | 0. | 0. | 0. | |
| (15) Shailesh Patel Director | 2.00 2.00 | X | | | | | 0. | 0. | 0. | |
| (16) Patrick Wilson Director | 2.00 2.00 | X | | | | | 0. | 0. | 0. | |
| (17) Eric D. Pohjala Exec VP/CFO | 2.00 50.00 | | | X | | | 0. | 434,880. | 31,749. | |

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 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 42.00 | | | | X | | | 0. | 480,809. | 28,165. |
| (19) Donald T. Nardone, MD Physician | 40.00 | | | | | X | | 820,942. | 0. | 35,705. |
| (20) John H. Bailey, MD Physician | 40.00 | | | | | X | | 1,015,538. | 0. | 34,797. |
| (21) Puneet Basi, MD Physician | 40.00 | | | | | X | | 1,003,664. | 0. | 37,192. |
| (22) Rodwan Rajjoub, MD Physician | 40.00 | | | | | X | | 856,509. | 0. | 30,373. |
| (23) Patrick Carey, DO Physician | 40.00 | | | | | X | | 832,271. | 0. | 28,047. |
| 1b Sub-total | | | | | | | | 6,443,282. | 2,599,419. | 392,010. |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | 0. | 0. | 0. |
| d Total (add lines 1b and 1c) | | | | | | | | 6,443,282. | 2,599,419. | 392,010. |

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 **8**

| | 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 | | X |
| 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 | X | |
| 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 | | X |

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 |
|---|--------------------------------|---------------------|
| Comphealth Medical Staffing PO Box 972651, Dallas, TX 75397 | Temporary Employment | 4,141,247. |
| Weatherby Locums PO Box 972633, Dallas, TX 75397 | Temporary Employment | 1,035,776. |
| John Savoy Realty LLC, 300 Howard Street PO Box 248, Montoursville, PA 17754 | Property | 445,407. |
| Staff Care Inc 12400 High Bluff Drive, San Diego, CA 92130 | Temporary Employment | 404,132. |
| McKesson Specialty Care 15212 Collections Center, Chicago, ID 60693 | Temporary Employment | 317,565. |

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 **5**

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 | 1 a Federated campaigns | 1a | | | | |
| | b Membership dues | 1b | | | | |
| | c Fundraising events | 1c | | | | |
| | d Related organizations | 1d 22,804,288. | | | | |
| | 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 | | 22,804,288. | | | |
| | | Business Code | | | | |
| Program Service Revenue | 2 a Net Patient Services | 621110 | 68,934,105. | 68,934,105. | | |
| | b Other revenue | 621110 | 13,292,608. | 13,292,608. | | |
| | c Inter-Entity Revenue | 621110 | 154,339. | 154,339. | | |
| | d Meaningful Use | 621110 | 3,163. | 3,163. | | |
| | e | | | | | |
| | f All other program service revenue | | | | | |
| | g Total. Add lines 2a-2f | | 82,384,215. | | | |
| Other Revenue | 3 Investment income (including dividends, interest, and other similar amounts) | | | | | |
| | 4 Income from investment of tax-exempt bond proceeds | | | | | |
| | 5 Royalties | | | | | |
| | 6 a Gross rents | (i) Real | | | | |
| | | (ii) Personal | | | | |
| | | b Less rental expenses | | | | |
| | | c Rental income or (loss) | | | | |
| | d Net rental income or (loss) | | | | | |
| | 7 a 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) | | | | | |
| | 8 a 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 | | | | |
| | 9 a Gross income from gaming activities See Part IV, line 19 | a | | | | |
| b Less direct expenses | | b | | | | |
| c Net income or (loss) from gaming activities | | | | | | |
| 10 a 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 | | | | |
| 11 a _____ | a | | | | | |
| | b | | | | | |
| | c | | | | | |
| | d All other revenue | | | | | |
| | e Total. Add lines 11a-11d | | | | | |
| 12 Total revenue. See instructions. | | 105,188,503. | 82,384,215. | 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 | 64,542. | 64,542. | | |
| 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, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 6,443,282. | 5,890,384. | 552,898. | |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | 75,443,443. | 63,758,212. | 11,685,231. | |
| 7 Other salaries and wages | | | | |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 772,568. | 657,106. | 115,462. | |
| 9 Other employee benefits | 9,023,438. | 7,674,868. | 1,348,570. | |
| 10 Payroll taxes | 4,233,619. | 3,600,896. | 632,723. | |
| 11 Fees for services (non-employees) | | | | |
| a Management | 1,886,435. | | 1,886,435. | |
| b Legal | 7,720. | 200. | 7,520. | |
| 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 Sch O.) | 8,623,275. | 8,623,275. | | |
| 12 Advertising and promotion | 264,673. | 264,673. | | |
| 13 Office expenses | 824,052. | 688,592. | 135,460. | |
| 14 Information technology | 675,058. | 255,980. | 419,078. | |
| 15 Royalties | | | | |
| 16 Occupancy | 4,231,963. | 3,693,239. | 538,724. | |
| 17 Travel | 267,512. | 162,396. | 105,116. | |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 444,394. | 355,940. | 88,454. | |
| 20 Interest | 162,550. | | 162,550. | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 1,517,536. | 1,517,536. | | |
| 23 Insurance | 2,939,428. | 2,686,474. | 252,954. | |
| 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 | 4,469,196. | 4,469,196. | | |
| b Provision For Bad Debt | 2,828,230. | 2,828,230. | 0. | |
| c Purchased services | 1,619,930. | 866,156. | 753,774. | |
| d Books Subscriptions Due | 726,970. | 620,660. | 106,310. | |
| e All other expenses | 697,861. | 505,248. | 192,613. | |
| 25 Total functional expenses. Add lines 1 through 24e | 128,167,675. | 109,183,803. | 18,983,872. | 0. |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. | | | | |

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

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

| | | (A) Beginning of year | | (B) End of year |
|------------------------------------|---|---|-----------------|--------------------|
| Assets | 1 | Cash - non-interest-bearing | | 1 |
| | 2 | Savings and temporary cash investments | 291,803. | 2 404,994. |
| | 3 | Pledges and grants receivable, net | | 3 |
| | 4 | Accounts receivable, net | 5,773,053. | 4 7,313,537. |
| | 5 | Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | 25,276. | 5 |
| | 6 | Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L | | 6 |
| | 7 | Notes and loans receivable, net | 1,675,119. | 7 |
| | 8 | Inventories for sale or use | 407,023. | 8 876. |
| | 9 | Prepaid expenses and deferred charges | 603,033. | 9 216,049. |
| | 10a | Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D | 10a 20,185,791. | |
| | 10b | Less: accumulated depreciation | 10b 14,359,498. | 10c 5,826,293. |
| | 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 | 463,200. | 15 1,733,792. |
| 16 | Total assets. Add lines 1 through 15 (must equal line 34) | 16,146,766. | 16 15,495,541. | |
| Liabilities | 17 | Accounts payable and accrued expenses | 5,726,043. | 17 941,670. |
| | 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 | 2,507,794. | 23 2,243,740. |
| | 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 | 4,081,015. | 25 31,456,731. |
| | 26 | Total liabilities. Add lines 17 through 25 | 12,314,852. | 26 34,642,141. |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | |
| | 27 | Unrestricted net assets | 3,831,914. | 27 -19,146,600. |
| | 28 | Temporarily restricted net assets | | 28 |
| | 29 | Permanently restricted net assets | | 29 |
| | Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. | | | |
| | 30 | Capital stock or trust principal, or current funds | | 30 |
| | 31 | Paid-in or capital surplus, or land, building, or equipment fund | | 31 |
| | 32 | Retained earnings, endowment, accumulated income, or other funds | | 32 |
| 33 | Total net assets or fund balances | 3,831,914. | 33 -19,146,600. | |
| 34 | Total liabilities and net assets/fund balances | 16,146,766. | 34 15,495,541. | |

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 | 105,188,503. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 128,167,675. |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | -22,979,172. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 3,831,914. |
| 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 | 658. |
| 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 | -19,146,600. |

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 | | X |
| 2b | Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | X | |
| 2c | If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O | | X |
| 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? | | X |
| 3b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | | |

Form 990 (2017)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2017

Open to Public Inspection

| | |
|---|---|
| Name of the organization Susquehanna Physician Services | 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). 03
- 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 section 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 | | |
| | | | | | | |
| | | | | | | |
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| | | | | | | |
| Total | | | | | | |

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2013 | (b) 2014 | (c) 2015 | (d) 2016 | (e) 2017 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.") | | | | | | |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 4 Total. Add lines 1 through 3 | | | | | | |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) | | | | | | |
| 6 Public support. Subtract line 5 from line 4 | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2013 | (b) 2014 | (c) 2015 | (d) 2016 | (e) 2017 | (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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f)) 14 %

15 Public support percentage from 2016 Schedule A, Part II, line 14 15 %

16a 33 1/3% support test - 2017. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support test - 2016. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

17a 10% -facts-and-circumstances test - 2017. 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

b 10% -facts-and-circumstances test - 2016. 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

18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

Part 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) 2013 | (b) 2014 | (c) 2015 | (d) 2016 | (e) 2017 | (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) 2013 | (b) 2014 | (c) 2015 | (d) 2016 | (e) 2017 | (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

Section C. Computation of Public Support Percentage

| | | |
|--|-----------|---|
| 15 Public support percentage for 2017 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2016 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|---|-----------|---|
| 17 Investment income percentage for 2017 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2016 Schedule A, Part III, line 17 | 18 | % |

19a 33 1/3% support tests - 2017. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2016. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on 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. | | |
| 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). | | |
| 3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below. | | |
| 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. | | |
| 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. | | |
| 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. | | |
| 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. | | |
| 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. | | |
| 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). | | |
| 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? | | |
| c Substitutions only. Was the substitution the result of an event beyond the organization's control? | | |
| 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 . | | |
| 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). | | |
| 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). | | |
| 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 . | | |
| 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 . | | |
| 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 . | | |
| 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 10b below. | | |
| 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.) | | |

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 entry of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI. | | |
| 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? 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. | | |
| 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? 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. | | |
| 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)? 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). | | |
| 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? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s). | | |
| 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? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard. | | |
| 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 The organization satisfied the Activities Test. Complete line 2 below.

b The organization is the parent of each of its supported organizations. Complete line 3 below.

c 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.**

| | Yes | No |
|--|-----|----|
| 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? 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. | | |
| 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? 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. | | |
| 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? Provide details in Part VI. | | |
| 3a | | |
| b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard. | | |
| 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 (explain in Part VI) 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) | | |
| 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 2017 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-2017 | (iii) Distributable Amount for 2017 |
|--|-----------------------------|--|---|
| 1 Distributable amount for 2017 from Section C, line 6 | | | |
| 2 Underdistributions, if any, for years prior to 2017 (reasonable cause required- explain in Part VI) See instructions | | | |
| 3 Excess distributions carryover, if any, to 2017 | | | |
| a 1 | | | |
| b From 2013 | | | |
| c From 2014 | | | |
| d From 2015 | | | |
| e From 2016 | | | |
| f Total of lines 3a through e | | | |
| g Applied to underdistributions of prior years | | | |
| h Applied to 2017 distributable amount | | | |
| i Carryover from 2012 not applied (see instructions) | | | |
| j Remainder Subtract lines 3g, 3h, and 3i from 3f. | | | |
| 4 Distributions for 2017 from Section D, line 7 | \$ | | |
| a Applied to underdistributions of prior years | | | |
| b Applied to 2017 distributable amount | | | |
| c Remainder Subtract lines 4a and 4b from 4 | | | |
| 5 Remaining underdistributions for years prior to 2017, if any Subtract lines 3g and 4a from line 2 For result greater than zero, explain in Part VI. See instructions | | | |
| 6 Remaining underdistributions for 2017 Subtract lines 3h and 4b from line 1 For result greater than zero, explain in Part VI. See instructions | | | |
| 7 Excess distributions carryover to 2018. Add lines 3j and 4c. | | | |
| 8 Breakdown of line 7 | | | |
| a Excess from 2013 | | | |
| b Excess from 2014 | | | |
| c Excess from 2015 | | | |
| d Excess from 2016 | | | |
| e Excess from 2017 | | | |

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ 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.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2017

Open to Public Inspection

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? | | <input type="checkbox"/> Yes <input type="checkbox"/> 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? | | <input type="checkbox"/> Yes <input type="checkbox"/> 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) | |
| <input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) | <input type="checkbox"/> Preservation of a historically important land area |
| <input type="checkbox"/> Protection of natural habitat | <input type="checkbox"/> Preservation of a certified historic structure |
| <input type="checkbox"/> 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 | |
| a Total number of conservation easements | |
| b Total acreage restricted by conservation easements | |
| c Number of conservation easements on a certified historic structure included in (a) | |
| d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register | |
| 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ | |
| 4 Number of states where property subject to conservation easement is located ▶ | |
| 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? | <input type="checkbox"/> Yes <input type="checkbox"/> 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)? | <input type="checkbox"/> Yes <input type="checkbox"/> 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 | ▶ \$ _____ |

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

Schedule D (Form 990) 2017

732051 10-09-17

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:

- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

| | Amount |
|----|--------|
| 1c | |
| 1d | |
| 1e | |
| 1f | |

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 on 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

- (i) unrelated organizations
- (ii) related organizations

| | Yes | No |
|--------|-----|----|
| 3a(i) | | |
| 3a(ii) | | |
| 3b | | |

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

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 | | | | |
| b Buildings | | 6,499,195. | 4,168,288. | 2,330,907. |
| c Leasehold improvements | | | | |
| d Equipment | | 13,686,596. | 10,191,210. | 3,495,386. |
| e Other | | | | |

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c) 5,826,293.

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. (Col. (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. (Col. (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) Other Trade Receivables | 1,733,792. |
| (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 | |
| (2) Due To Exempt Affiliates | 31,456,731. |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25) ▶ | |

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.

Schedule D

Part X Line 2- UPMC has no uncertain tax positions recorded. Tax benefits are recognized when it is more likely than not that a tax position will be sustained upon examination by the tax authorities based on the technical merits of the position. Such tax positions are measured as the largest amount of tax benefit that is greater than 50% likely to be realized upon ultimate settlement with the tax authorities assuming full knowledge of the position and all relevant facts. As of June 30, 2018, UPMC does not have any unrecorded tax benefits. An external audit is completed at a consolidated UPMC system level only, including UPMC and all taxable and tax-exempt subsidiaries.

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2017

Open to Public Inspection

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" on 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 the region | (d) Activities conducted in the region (by type) (such as, 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 the region | (f) Total expenditures for and investments in the region |
|---|-------------------------------------|--|--|--|--|
| Central America | 1 | | Program Services | Captive insurance company | 2,088,847. |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| 3 a Sub-total | 1 | 0 | | | 2,088,847. |
| b Total from continuation sheets to Part I | 0 | 0 | | | 0. |
| c Totals (add lines 3a and 3b) | 1 | 0 | | | 2,088,847. |

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, don't file with Form 990) 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, don't file with Form 990) Yes No

Schedule F (Form 990) 2017

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2017

Open to Public
Inspection

Name of the organization

Susquehanna Physician Services

Employer identification number
23-2449454

Part I General Information on Grants and Assistance

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

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

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

| 1 (a) Name and address of organization or government | (b) EIN | (c) IRC section (if applicable) | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|--|------------|---------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| River Valley Health and Dental 471 Hepburn Street Williamsport, PA 17701 | 20-8979596 | 501(c)(3) | 64,542. | 0. | | | Financial Support |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

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

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

1.

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

Schedule I (Form 990) (2017)

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

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

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

Part II, Line 1, Column H
 River Valley Health and Dental Center is a Federally Qualified Health Center (FQHC), a non-profit community-based health organization. independently managed by a community board of directors, the Center is part of a network of other similar FQHC centers forming the largest primary care network in the nation.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
- ▶ Attach to Form 990.
- ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2017

Open to Public Inspection

Name of the organization

Susquehanna Physician Services

Employer identification number

23-2449454

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax 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 (such as, maid, chauffeur, chef) |

- b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain
- 2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

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

- 4** During the year, did any person listed 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?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 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?
- b** Any related organization?
- If "Yes" on line 5a or 5b, describe in Part III.
- 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?
- b** Any related organization?
- If "Yes" on line 6a or 6b, describe in Part III.
- 7** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III.
- 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.
- 9** If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

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

Schedule J (Form 990) 2017

Part III Supplemental Information

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

Part I, Line 3:

UPMC Susquehanna EIN# 23-2751183, 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 7:

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 2018, the minimum threshold was met that would trigger a VCIP payment. In October 2017, President/CEO Steven P. Johnson received a variable compensation award in the amount of \$665,835.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Open to Public
Inspection

Name of the organization

Susquehanna Physician Services

Employer identification number

23-2449454

Form 990, Part I, Doing Business As:

Susquehanna Health Medical Group

Form 990, Part I, Line 1, Description of Organization Mission:

for those who provide it.

Form 990, Part III, Line 1, Description of Organization Mission:

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.

Form 990, Part VI, Section A, line 6:

UPMC Susquehanna, EIN #23-2751183, is the sole member of the governing body

Form 990, Part VI, Section A, line 7a:

UPMC Susquehanna, EIN # 23-2751183, may elect or remove members of the
governing body.

Form 990, Part VI, Section A, line 7b:

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.

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

Schedule O (Form 990 or 990-EZ) (2017)

732211 09-07-17

Name of the organization

Susquehanna Physician Services

Employer identification number

23-2449454

The Member shall have exclusive authority to exercise the following powers:

- 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 of 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 of 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

Name of the organization

Susquehanna Physician Services

Employer identification number

23-2449454

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.

Form 990, Part VI, Section B, line 11b:

A copy of the full IRS Form 990 is available for all board members to review prior to filing.

Form 990, Part VI, Section B, Line 12c:

UPMC, as a system-wide practice, requires key employed and non-employed personnel to comply with its conflict of interest policies when they engage in UPMC-related business. Individuals covered by the policies include: UPMC Board Members, Corporate Officers, and key employees. UPMC Physicians and non-physician employees who hold a position of influence, identified non-employed members of the UPMC medical staff who hold a position of influence, and individuals conducting clinical research at UPMC, whether or not they are employed by UPMC. These individuals are required to complete a questionnaire at least annually, which along with other data is used to identify possible individual and institutional conflicts of interest. If a potential conflict is identified regarding a specific UPMC activity, the corporate compliance department, with the assistance of the legal

| | |
|--|--|
| Name of the organization Susquehanna Physician Services | Employer identification number 23-2449454 |
|--|--|

department, either develops a written plan designed to prevent the conflict from influencing decisions related to that activity, or requires that the conflicting relationship be divested, as appropriate. For employed personnel and non-board members, non-employed personnel, the conflict of interest identification and management process is ultimately overseen by an ethics and compliance committee of the UPMC Board of Directors on behalf of UPMC and all of its subsidiaries. Potential conflicts of interest transactions involving UPMC entity Board members and entities with which they are affiliated are monitored and subject to pre-approval by the governance and nominating committee of the UPMC Board of Directors.

Form 990, Part VI, Section B, Line 15:

All top management officials are paid by UPMC Susquehanna, EIN #23-2751183. The Board of Directors, through the Executive Compensation Committee, retains an independent outside consultant to provide guidance with respect to the annual establishment of the rebuttable presumption of reasonableness relative to executive compensation and benefits. The consultant annually provides detailed market information from its annual Executive Compensation Survey for the 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 the 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.

Form 990, Part VI, Section C, Line 19:

Name of the organization

Susquehanna Physician Services

Employer identification number

23-2449454

The organization makes its governing documents, conflict of interest policy, and financial statements available upon request from the person listed as possessor of the information on line 20.

Multiple horizontal lines for additional text entry.

Part II Continuation of 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 organization? | |
|--|-------------------------|---|-------------------------------|---|-------------------------------------|--|----|
| | | | | | | Yes | No |
| *SHADYSIDE HOSPITAL SUPPORTING FOUNDATION - 26-0303394, 600 GRANT STREET, PITTSBURGH, PA 15219 | FOUNDATION | Pennsylvania | 501(c)(3) | Line 12a, I | JPMC | | X |
| *UPMC LEE - 25-0613830 600 GRANT STREET PITTSBURGH, PA 15219 | INACTIVE | Pennsylvania | 501(c)(3) | Line 3 | JPMC | | X |
| *PITTSBURGH CARE PARTNERSHIP, INC. - 25-1753852, 600 GRANT STREET, PITTSBURGH, PA 15219 | Senior care Management | Pennsylvania | 501(c)(3) | Line 10 | JPMC | | X |
| *UPMC CENTER FOR HIGH VALUE HEALTHCARE - 45-2178782, 600 GRANT STREET, PITTSBURGH, PA 15219 | RESEARCH | Pennsylvania | 501(c)(3) | Line 7 | JPMC | | X |
| *SHADYSIDE HOSPITAL FOUNDATION - 25-1290546 532 SOUTH AIKEN AVE PITTSBURGH, PA 15232 | FOUNDATION | Pennsylvania | 501(c)(3) | Line 12c, III-FI | JPMC PRESBY | | X |
| *PASSAVANT HOSPITAL FOUNDATION - 25-1407815 9100 BABCOCK BLVD PITTSBURGH, PA 15237 | FOUNDATION | Pennsylvania | 501(c)(3) | Line 12b, II | JPMC PASS | | X |
| *UPMC NORTHWEST FOUNDATION - 25-1483624 100 Farfield Drive Seneca, PA 16346 | FOUNDATION | Pennsylvania | 501(c)(3) | Line 12d, III-O | JPMC NORTHWE | | X |
| *ST. MARGARET FOUNDATION - 25-1520340 600 GRANT STREET PITTSBURGH, PA 15219 | FOUNDATION | Pennsylvania | 501(c)(3) | Line 7 | JPMC ST MARG | | X |
| *CHILDREN'S HOSPITAL OF PITTSBURGH FND - 25-1865744, 600 GRANT STREET, PITTSBURGH, PA 15219 | FOUNDATION | Pennsylvania | 501(c)(3) | Line 7 | JPMC CHP | | X |
| *MAGE-WOMEN RES INST AND FOUNDATION - 25-1462312, 600 GRANT STREET, PITTSBURGH, PA 15219 | FOUNDATION | Pennsylvania | 501(c)(3) | Line 7 | N/A | | X |
| *GREAT LAKES PHYSICIAN PRACTICE - 46-4186362 600 GRANT STREET, 58th Floor PITTSBURGH, PA 15219 | PHYSICIANS | New York | 501(c)(3) | Line 3 | REGNL HEALTH | | X |
| *HAMOT HEALTH FOUNDATION - 25-1400999 302 FRENCH ST ERIE, PA 16507 | FOUNDATION | Pennsylvania | 501(c)(3) | Line 12b, II | JPMC HAMOT | | X |

Part II Continuation of 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 organization? | |
|---|-------------------------|---|-------------------------------|---|-------------------------------------|--|----|
| | | | | | | Yes | No |
| *SAFE HARBOR BEHAVIORAL HEALTH OF UPMC HA - 25-1317492, 1330 W. 26TH ST. ERIE, PA 16508 | BEHAVIORAL | Pennsylvania | 501(c)(3) | Line 7 | UPMC HAMOT | | X |
| *UPMC JAMESON - 25-0965406 1211 WILMINGTON AVE NEW CASTLE, PA 16105 | HEALTHCARE | Pennsylvania | 501(c)(3) | Line 3 | UPMC | | X |
| *JAMESON HEALTHCARE FOUNDATION - 25-1536037 1211 WILMINGTON AVE NEW CASTLE, PA 16105 | FOUNDATION | Pennsylvania | 501(c)(3) | Line 12b, II | UPMC JAMESON | | X |
| *JAMESON HEALTH SERVICES, INC - 03-0486993 1211 WILMINGTON AVE NEW CASTLE, PA 16105 | Support Services | Pennsylvania | 501(c)(3) | Line 12b, II | UPMC JAMESON | | X |
| *CHILDREN'S ADVOCACY CENTER OF LAWRENCE - 25-1581304, 1107 WILMINGTON AVE, NEW CASTLE, PA 16105 | SUPPORT SYS | Pennsylvania | 501(c)(3) | Line 7 | UPMC JAMESON | | X |
| *UPMC/JAMESON CANCER CENTER - 20-1459415 600 GRANT STREET, 58th Floor PITTSBURGH, PA 15219 | ONCOLOGY SVC | Pennsylvania | 501(c)(3) | Line 10 | UPMC JAMESON | | X |
| *JAMESON MEDICAL CARE, INC - 26-0462696 1211 WILMINGTON AVE NEW CASTLE, PA 16105 | PHYSICIANS | Pennsylvania | 501(c)(3) | Line 10 | UPMC JAMESON | | X |
| *JAMESON CARE CENTER, INC - 23-2871396 1211 WILMINGTON AVE NEW CASTLE, PA 16105 | Senior care | Pennsylvania | 501(c)(3) | Line 10 | UPMC SR COMM | | X |
| UPMC SUSQUEHANNA - 23-2751183 700 HIGH STREET WILLIAMSPORT, PA 17701 | Management SVC | Pennsylvania | 501(c)(3) | Line 3 | UPMC | | X |
| *VENANGO V.N.A. FOUNDATION - 25-1472179 491 ALLEGHENY BLVD FRANKLIN, PA 16323 | FOUNDATION | Pennsylvania | 501(c)(3) | Line 12d, III-O | N/A | | X |
| DIVINE PROVIDENCE HOSPITAL OF THE SISTERS - 24-0799343, 1100 GRAMPAN BLVD, WILLIAMSPORT, PA 17701 | HOSPITAL | Pennsylvania | 501(c)(3) | Line 3 | UPMC SUSQUEHANNA | | X |
| SUSQUEHANNA HEALTH SYSTEM INNOVATION CTR - 47-1600873, 700 HIGH STREET, WILLIAMSPORT, PA 17701 | Support Services | Pennsylvania | 501(c)(3) | Line 12a, I | UPMC SUSQUEHANNA | | X |

Part II Continuation of 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 organization? | |
|---|-------------------------|---|-------------------------------|---|-------------------------------------|--|----|
| | | | | | | Yes | No |
| SUSQUEHANNA HEALTH FOUNDATION - 23-2743470 1100 GRAMPIAN BLVD WILLIAMSPORT, PA 17701 | FUNDRAISING | Pennsylvania | 501(c)(3) | Line 12a, I | UPMC SUSQUEHANNA | | X |
| MUNCY VALLEY HOSPITAL - 24-0806023 215 EAST WATER ST MUNCY, PA 17756 | Hospital | Pennsylvania | 501(c)(3) | Line 3 | UPMC SUSQUEHANNA | | X |
| LAUREL REALTY, INC - 23-1403678 32-36 Central Ave WELLSBORO, PA 16901 | RENTAL REAL ESTATE | Pennsylvania | 501(c)(2) | N/A | UPMC SUSQUEHANNA | | X |
| LAUREL MANAGEMENT SERVICES, INC. - 25-1644910, 32-36 CENTRAL AVE, WELLSBORO, PA 16901 | Inactive | Pennsylvania | 501(c)(3) | Line 12b, II | UPMC SUSQUEHANNA | | X |
| LAUREL HEALTH SYSTEM - 24-0795488 32-36 CENTRAL AVE WELLSBORO, PA 16901 | Support Services | Pennsylvania | 501(c)(3) | Line 12b, II | UPMC SUSQUEHANNA | | X |
| SOLDIERS AND SAILORS MEMORIAL HOSPITAL - 23-2176963, 32-36 CENTRAL AVE, WELLSBORO, PA 16901 | Hospital | Pennsylvania | 501(c)(3) | Line 3 | UPMC SUSQUEHANNA | | X |
| THE GREEN HOME - 24-0804365 37 CENTRAL AVE WELLSBORO, PA 16901 | Skilled Nursing | Pennsylvania | 501(c)(3) | Line 10 | UPMC SUSQUEHANNA | | X |
| TIOGA HEALTH CARE PROVIDERS - 25-1765538 1201 Grampien Blvd WILLIAMSPORT, PA 17701 | Physician services | Pennsylvania | 501(c)(3) | Line 12b, II | UPMC SUSQUEHANNA | | X |
| THE WILLIAMSPORT HOSPITAL - 24-0795508 700 HIGH STREET WILLIAMSPORT, PA 17701 | HOSPITAL | Pennsylvania | 501(c)(3) | Line 3 | UPMC SUSQUEHANNA | | X |
| UPMC SUSQUEHANNA LOCK HAVEN - 82-1600494 700 HIGH STREET WILLIAMSPORT, PA 17701 | HOSPITAL | Pennsylvania | 501(c)(3) | Line 3 | UPMC SUSQUEHANNA | | X |
| UPMC SUSQUEHANNA SUNBURY - 82-1592230 700 HIGH STREET WILLIAMSPORT, PA 17701 | HOSPITAL | Pennsylvania | 501(c)(3) | Line 3 | UPMC SUSQUEHANNA | | X |
| *UPMC CHATAUQUA AT WCA - 16-0743226 207 FOOTE AVE JAMESTOWN, NY 14701 | HOSPITAL | New York | 501(c)(3) | Line 3 | UPMC CHATAUQUA | | X |

Part II Continuation of 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 organization? | |
|--|-------------------------|---|-------------------------------|---|-------------------------------------|--|----|
| | | | | | | Yes | No |
| *W.C.A. GROUP, INC - 22-2392582 207 FOOTE AVE JAMESTOWN, NY 14701 | HOLDING CO | New York | 501(c)(2) | Line 12b, II | UPMC CHAUTAUQUA | | X |
| *STARFLIGHT, INC - 16-1557878 135 ALLEN STREET JAMESTOWN, NY 14701 | STAT MEDVAC | New York | 501(c)(3) | Line 7 | UPMC CHAUTAUQUA | | X |
| *SOUTH CENTRAL ALPHA HOUSING AND HEALTH - 25-1701701, 3410 W PITTSBURGH RD, NEW CASTLE, PA 16101 | SKILLED NURSING | Pennsylvania | 501(c)(3) | Line 10 | UPMC SR COMM | | X |
| *SOUTH WESTERN ALPHA HOUSING AND HEALTH - 25-1701700, 745 GREENVILLE RD, MERCER, PA, 16137 | SKILLED NURSING | Pennsylvania | 501(c)(3) | Line 10 | UPMC SR COMM | | X |
| *KANE COMMUNITY HOSPITAL FOUNDATION - 26-3906925, 4372 ROUTE 6, KANE, PA 16735 | FOUNDATION | Pennsylvania | 501(c)(3) | Line 12b, II | N/A | | X |
| *JUNIOR GUILD OF THE JAMESON MEMORIAL HOSPITAL - 25-6005313, 1211 WILMINGTON AVE, NEW CASTLE, PA 16105 | SUPPORT | Pennsylvania | 501(c)(3) | Line 12d, III-O | N/A | | X |
| LAUREL HEALTH FOUNDATION - 25-1810488 32-36 Central Ave WELLSBORO, PA 16101 | FOUNDATION | Pennsylvania | 501(c)(3) | Line 12b, II | Laurel Health System | | X |
| *W.C.A. FOUNDATION, INC - 22-2393584 300 FOOTE AVE JAMESTOWN, NY 14702 | FOUNDATION | Pennsylvania | 501(c)(3) | Line 12c, III-FI | N/A | | X |
| UPMC - 25-1423657 600 GRANT STREET PITTSBURGH, PA 15219 | SUPPORT | Pennsylvania | 501(c)(3) | Line 12c, III-FI | N/A | | X |
| WILLIAMSPORT AREA AMBULANCE SERVICE COOP - 23-2416166, 700 HIGH STREET, WILLIAMSPORT, PA 17701 | AMBULANCE SVC | Pennsylvania | 501(c)(3) | Line 10 | WILLIAMSPORT HOSPITAL | | X |
| *UPMC Pinnacle - 25-1778658 409 South Second Street Harrisburg, PA 17104 | Supporting Services | Pennsylvania | 501(c)(3) | Line 3 | UPMC | | X |
| *UPMC Pinnacle Carlisle - 82-0880337 361 Alexander Spring Road Carlisle, PA 17603 | Hospital | Pennsylvania | 501(c)(3) | Line 3 | UPMC Pinnacle | | X |

Part II Continuation of 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 organization? | |
|--|-------------------------|---|-------------------------------|---|-------------------------------------|--|----|
| | | | | | | Yes | No |
| *UPMC Pinnacle Lancaster - 82-0896436 250 College Ave Lancaster, PA 17603 | Hospital | Pennsylvania | 501(c)(3) | Line 3 | UPMC Pinnacle | | X |
| *UPMC Pinnacle Lititz - 82-0844453 1500 Highlands Avenue Lititz, PA 17543 | Hospital | Pennsylvania | 501(c)(3) | Line 3 | UPMC Pinnacle | | X |
| *UPMC Pinnacle Memorial - 82-0912090 325 South Belmont Street Harrisburg, PA 17104 | Hospital | Pennsylvania | 501(c)(3) | Line 3 | UPMC Pinnacle | | X |
| *Pinnacle Health Regional Physicians - 82-0947698, 409 South Second Street, Harrisburg, PA 17104 | Physicians | Pennsylvania | 501(c)(3) | Line 3 | UPMC Pinnacle | | X |
| *Pinnacle Health Foundation - 22-2691718 409 South Second Street Harrisburg, PA 17104 | FOUNDATION | Pennsylvania | 501(c)(3) | Line 12b, II | UPMC Pinnacle | | X |
| *Community Life Team, Inc - 23-1890444 409 South Second Street Harrisburg, PA 17104 | Medical Transport | Pennsylvania | 501(c)(3) | Line 7 | UPMC Pinnacle | | X |
| *Hanover Healthcare Plus, Inc - 22-2658574 300 Highland Avenue Hanover, PA 17331 | Supporting Organization | Pennsylvania | 501(c)(3) | Line 12a, I | UPMC Pinnacle | | X |
| *UPMC Pinnacle Hanover - 23-1360851 300 Highland Avenue Hanover, PA 17331 | Hospital | Pennsylvania | 501(c)(3) | Line 3 | Hanover Health | | X |
| *UPMC Pinnacle Hospitals - 25-1778644 409 South Second Street Harrisburg, PA 17104 | Hospital | Pennsylvania | 501(c)(3) | Line 3 | UPMC Pinnacle | | X |
| *Pinnacle Health Medical Services - 25-1709054, 409 South Second Street, Harrisburg, PA 17104 | Physician services | Pennsylvania | 501(c)(3) | Line 3 | UPMC Pinnacle | | X |
| *Charles Cole Memorial Hospital - 24-0802108 1001 East Second Street Coudersport, PA 16915 | Hospital | Pennsylvania | 501(c)(3) | Line 3 | UPMC | | X |
| *Cole Foundation - 45-5417308 1001 East Second Street Coudersport, PA 16915 | Foundation | Pennsylvania | 501(c)(3) | Line 12a, I | Charles Cole Memorial Hospital | | X |

Part II Continuation of 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 513(b)(13) controlled organization? | |
|--|-------------------------|---|-------------------------------|---|-------------------------------------|--|----|
| | | | | | | Yes | No |
| *Hamot Cole Ventures - 27-3172100 | | | | | | | |
| 1001 East Second Street | | | | | | | |
| Coudersport, PA 16915 | Clinic Sites | Pennsylvania | 501(c)(3) | Line 12a, I | Charles Cole Memorial Hospital | | X |
| *Hendorn, Inc - 23-1972659 | | | | | | | |
| 1001 East Second Street | Respite Care | Pennsylvania | 501(c)(3) | Line 12a, I | Charles Cole Memorial Hospital | | X |
| Coudersport, PA 16915 | | | | | | | |
| *Asbury Heights of UPMC - 25-1555687 | | | | | | | |
| 600 Grant STREET | Supporting Organization | Pennsylvania | 501(c)(3) | Line 12b, II | UPMC Senior Community | | X |
| PITTSBURGH, PA 15219 | | | | | | | |
| *Asbury Health Center - 25-0969472 | | | | | | | |
| 600 GRANT STREET | CCRC | Pennsylvania | 501(c)(3) | Line 10 | Asbury Heights | | X |
| PITTSBURGH, PA 15219 | | | | | | | |
| *Asbury Villas - 25-1819952 | | | | | | | |
| 600 GRANT STREET | Personal care | Pennsylvania | 501(c)(3) | Line 10 | Asbury Heights | | X |
| PITTSBURGH, PA 15219 | | | | | | | |
| *Asbury Place - 25-1729266 | | | | | | | |
| 600 GRANT STREET | Personal care | Pennsylvania | 501(c)(3) | Line 10 | Asbury Heights | | X |
| PITTSBURGH, PA 15219 | | | | | | | |
| *Wesley Hills - 25-1507472 | | | | | | | |
| 600 GRANT STREET | Independent Living | Pennsylvania | 501(c)(3) | NA | Asbury Heights | | X |
| PITTSBURGH, PA 15219 | | | | | | | |
| *Asbury Foundation - 25-1555688 | | | | | | | |
| 600 GRANT STREET | Foundation | Pennsylvania | 501(c)(3) | Line 7 | Asbury Heights | | X |
| PITTSBURGH, PA 15219 | | | | | | | |
| *UPMC Home Care Management Services - | | | | | | | |
| 83-0857507, 600 GRANT STREET, PITTSBURGH, PA | Home Health | Pennsylvania | 501(c)(3) | Line 10 | UPMC Comm Prov | | X |
| 15219 | | | | | | | |
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Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? | | (i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|---|-------------------------|---|-------------------------------------|---|---------------------------------|--|---|----|---|---|----|--------------------------------|
| | | | | | | | Yes | No | | Yes | No | |
| *SENECA HILLS ASSISTED LIVING - 23-2873106, 600 GRANT STREET, PITTSBURGH, PA 15219 | ASSISTED LIVING | PA | N/A | N/A | | | | X | N/A | | X | |
| *ST. MARGARET MEDICAL ARTS ASSOC - 25-1786655, 600 GRANT STREET, PITTSBURGH, PA 15219 | MED OFFICE BL | PA | N/A | N/A | | | | X | N/A | | X | |
| *CORE NETWORK, LLC - 25-1786209, 600 GRANT STREET, PITTSBURGH, PA 15219 | HEALTHCARE | PA | N/A | N/A | | | | X | N/A | | X | |
| *LIFE HOME CARE, LP - 25-1847839, 600 GRANT STREET, PITTSBURGH, PA 15219 | HEALTHCARE | PA | N/A | N/A | | | | | N/A | | | |
| | HEALTHCARE | PA | N/A | N/A | | | | | N/A | | | |
| | HEALTHCARE | PA | N/A | N/A | | | | | N/A | | | |
| | HEALTHCARE | PA | N/A | N/A | | | | | N/A | | | |

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

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership | (i) Section 512(b)(13) controlled entity? | |
|---|-------------------------|---|-------------------------------------|--|---------------------------------|--|--------------------------------|---|----|
| | | | | | | | | Yes | No |
| *H.C. PHARMACY CENTRAL, INC - 25-1364192 600 GRANT STREET PITTSBURGH, PA 15219 | PHARMACY CO-OP | PA | N/A | C CORP | | | | | X |
| *CHILDREN'S COMMUNITY CARE - 25-1781887 600 GRANT STREET PITTSBURGH, PA 15219 | Physician Services | PA | N/A | C CORP | | | | | X |
| *UPMC CANCER CENTERS IRELAND LIMITED 6TH FLOOR BEACON HOSPITAL SANDYFORD, DUBLIN, IRELAND | CANCER TREATMENT | Ireland | N/A | C CORP | | | | | X |
| *UPMC PHYSICIAN SERVICES HOLDING COMPANY - 25-1877017, 600 GRANT STREET, PITTSBURGH, PA 15219 | HOLDING CO | PA | N/A | C CORP | | | | | X |
| *HEMATOLOGY ONCOLOGY ASSOC - 42-1648357 600 GRANT STREET PITTSBURGH, PA 15219 | Physician Services | PA | N/A | C CORP | | | | | X |

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

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

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

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

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

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

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

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

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

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

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

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

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

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

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

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

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

| | (a) Name of related organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|-----|-------------------------------------|-------------------------------|------------------------|--|
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |

Part III Continuation of Identification of Related Organizations Taxable as a Partnership

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (f) Share of total income | (g) Share of end-of-year assets | (h) 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 | |
| *SHADYSIDE MEDICAL CENTER ASSOC - 25-1608318, 600 GRANT STREET, PITTSBURGH, PA 15219 | MED OFFICE BL | PA | N/A | N/A | | | X | | N/A | | X | |
| *CHARTWELL PA, LP - 25-1729714, 600 GRANT STREET, PITTSBURGH, PA 15219 | HOME HEALTH | PA | N/A | N/A | | | X | | N/A | | X | |
| *LIFE CARE HOME SRV OF NW PA - 25-1536879, 1647 SASSAFRAS ST, ERIE, PA 16507 | HOME HEALTH | PA | N/A | N/A | | | X | | N/A | | X | |
| *HAMOT-KCH REAL ESTATE VENTURE - 26-3691782, 300 STATE ST, ERIE, PA 16507 | MEDICAL OFFICE | PA | N/A | N/A | | | X | | N/A | | X | |
| *HAMOT SURGERY CENTER LLC - 25-1863661, 200 STATE ST, ERIE, PA 16507 | AMBULATORY SURG | PA | N/A | N/A | | | X | | N/A | | X | |
| *EPN-HAMOT URGENT CARE, LLC - 27-2147949, 600 GRANT STREET, PITTSBURGH, PA 15219 | URGENT CARE | PA | N/A | N/A | | | X | | N/A | | X | |
| *MOUNTAIN VIEW MEDICAL ONCOLOGY - 46-1449241, 600 GRANT STREET, 58th Floor, PITTSBURGH, PA 15219 | HEALTHCARE | PA | N/A | N/A | | | X | | N/A | | X | |
| *LAWRENCE COUNTY MRI & DIAGNOST - 27-0219891, 2526 WILMINGTON AVE, NEW CASTLE, PA 16105 | IMAGING CENTER | PA | N/A | N/A | | | X | | N/A | | X | |
| COMMUNITY BASKET, LLC - 20-1195739, 1205 GRAMPAN BLVD, WILLIAMSPORT, PA 17701 | REAL ESTATE RENTAL | PA | N/A | N/A | | | X | | N/A | | X | |

Part IV Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership | (i) Section 512(b)(13) controlled entity? | |
|--|-------------------------|---|-------------------------------------|--|---------------------------------|--|--------------------------------|---|----|
| | | | | | | | | Yes | No |
| *ONCOLOGY HEMATOLOGY ASSOC - 25-1762980 600 GRANT STREET PITTSBURGH, PA 15219 | Physician Services | PA | N/A | C CORP | | | | | X |
| *TRI-STATE NEUROSURGICAL ASSOC - 25-1458655 600 GRANT STREET PITTSBURGH, PA 15219 | Physician Services | PA | N/A | C CORP | | | | | X |
| *RENAISSANCE FAMILY PRACTICE-UPMC, INC - 26-2942406, 600 GRANT STREET, PITTSBURGH, PA 15219 | Physician Services | PA | N/A | C CORP | | | | | X |
| *UPMC HOLDING COMPANY, INC. - 25-1777713 600 GRANT STREET PITTSBURGH, PA 15219 | HOLDING CO | PA | N/A | C CORP | | | | | X |
| *UPMC COVERAGE PRODUCTS, INC. - 25-1777710 600 GRANT STREET PITTSBURGH, PA 15219 | HOLDING CO | PA | N/A | C CORP | | | | | X |
| *FREEDOM INSURANCE COMPANY - 03-0308944 600 GRANT STREET PITTSBURGH, PA 15219 | INSURANCE | VT | N/A | C CORP | | | | | X |
| *TRI-CENTURY INSURANCE CO - 25-1500739 600 GRANT STREET PITTSBURGH, PA 15219 | INSURANCE | PA | N/A | C CORP | | | | | X |
| *UPMC DNA, INC - 25-1883237 600 GRANT STREET PITTSBURGH, PA 15219 | INSURANCE | PA | N/A | C CORP | | | | | X |
| *UPMC HEALTH BENEFITS, INC - 25-1844144 600 GRANT STREET PITTSBURGH, PA 15219 | HEALTH INSURANCE | PA | N/A | C CORP | | | | | X |
| *UPMC HEALTH NETWORK, INC - 72-1527566 600 GRANT STREET PITTSBURGH, PA 15219 | HEALTH INSURANCE | PA | N/A | C CORP | | | | | X |
| *UPMC HEALTH PLAN, INC. - 23-2813536 600 GRANT STREET PITTSBURGH, PA 15219 | HEALTH INSURANCE | PA | N/A | C CORP | | | | | X |
| *UPMC BENEFIT MANAGEMENT SERVICES, INC. - 25-1769564, 600 GRANT STREET, PITTSBURGH, PA 15219 | WORKER'S COMP | PA | N/A | C CORP | | | | | X |

Part IV Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership | (i) Section 512(b)(13) controlled entity? | |
|---|-------------------------|---|-------------------------------------|--|---------------------------------|--|--------------------------------|---|----|
| | | | | | | | | Yes | No |
| *UPMC DIVERSIFIED SERVICES, INC. - 25-1778454, 600 GRANT STREET, PITTSBURGH, PA 15219 | HOLDING CO | PA | N/A | C CORP | | | | | X |
| *MONROEVILLE SPECIALTY CLINIC - 25-1666087 600 GRANT STREET PITTSBURGH, PA 15219 | Ambulatory Surgery | PA | N/A | C CORP | | | | | X |
| *MEDICAL ARCHIVAL SYSTEMS, INC - 23-2912501 600 GRANT STREET PITTSBURGH, PA 15219 | SOFTWARE DEVE | DE | N/A | C CORP | | | | | X |
| *PRESBY HEALTH RESOURCE MGMT - 25-1422155 600 GRANT STREET PITTSBURGH, PA 15219 | Inactive | PA | N/A | C CORP | | | | | X |
| *RX PARTNERS, INC - 25-1801966 600 GRANT STREET PITTSBURGH, PA 15219 | RETAIL PHARM | PA | N/A | C CORP | | | | | X |
| *BIOTRONICS - 25-1843500 600 GRANT STREET PITTSBURGH, PA 15219 | EQUIP MAINTEN | PA | N/A | C CORP | | | | | X |
| *MEDICAL CENTER PROPERTIES, INC - 25-1796940 600 GRANT STREET PITTSBURGH, PA 15219 | REAL ESTATE | PA | N/A | C CORP | | | | | X |
| *ASKESIS DEVELOPMENT GROUP, INC - 54-1625585 600 GRANT STREET PITTSBURGH, PA 15219 | SOFTWARE DEVE | PA | N/A | C CORP | | | | | X |
| *PANTHER REINSURANCE COMPANY, LTD - 98-1402742, P.O. BOX 1109, , GRAND CAYMAN, CAYMAN ISLANDS | INSURANCE | Cayman Islands | N/A | C CORP | | | | | X |
| *FORBES REINSURANCE COMPANY, LTD - 94-1400710, P.O. BOX 1109, , GRAND CAYMAN, CAYMAN ISLANDS | INSURANCE | Cayman Islands | N/A | C CORP | | | | | X |
| *CATHEDRAL (RE) INSURANCE CO - 98-1400837 P.O. BOX 1109 GRAND CAYMAN, CAYMAN ISLANDS | INSURANCE | Cayman Islands | N/A | C CORP | | | | | X |
| *UPMC INTERNATIONAL HEALTH INITIATIVES - 84-1706741, 600 GRANT STREET, PITTSBURGH, PA 15219 | INACTIVE | PA | N/A | C CORP | | | | | X |

Part IV Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership | (i) Section 512(b)(13) controlled entity? | |
|--|-------------------------|---|-------------------------------------|--|---------------------------------|--|--------------------------------|---|----|
| | | | | | | | | Yes | No |
| *UPMC IRELAND LIMITED | | | | | | | | | |
| 6TH FLOOR BEACON HOSPITAL | | | | | | | | | |
| SANDYFORD, DUBLIN, IRELAND | HEALTHCARE SU | Ireland | N/A | C CORP | | | | | X |
| *UPMC UNITED KINGDOM, LTD - 98-0571026 | | | | | | | | | |
| C/O NAIRECO 11TH FLOOR | SOFTWARE LICE | United Kingdom | N/A | C CORP | | | | | X |
| WHITEFRIARS L, BRISTOL, UNITED KINGDOM | | | | | | | | | |
| *BAYFRONT REGIONAL DEVELOPMENT CORP - | | | | | | | | | |
| 25-1401388, 300 STATE STREET, ERIE, PA | RE HOLDING CO | PA | N/A | C CORP | | | | | X |
| 16507 | | | | | | | | | |
| *BAYSIDE DEVELOPMENT CORP - 25-1401386 | | | | | | | | | |
| 300 STATE STREET | | | | | | | | | |
| ERIE, PA 16507 | REAL ESTATE | PA | N/A | C CORP | | | | | X |
| *UPMC WORK ALLIANCE, INC. - 45-2825053 | | | | | | | | | |
| 600 GRANT STREET | INSURANCE | PA | N/A | C CORP | | | | | X |
| PITTSBURGH, PA 15219 | | | | | | | | | |
| *UPMC CANADA TECHNOLOGIES, LIMITED | | | | | | | | | |
| 600 GRANT STREET | SOFTWARE | Canada | N/A | C CORP | | | | | X |
| PITTSBURGH, PA 15219 | | | | | | | | | |
| *ALLIED ORTHOPEDICS APPLIANCES, INC - | | | | | | | | | |
| 16-1092951, 335 E 3RD ST, JAMESTOWN, NY | Inactive | PA | N/A | C CORP | | | | | X |
| 14701 | | | | | | | | | |
| *UPMC HEALTH COVERAGE, INC - 46-2824537 | | | | | | | | | |
| 600 GRANT STREET, 58th Floor | INSURANCE | PA | N/A | C CORP | | | | | X |
| PITTSBURGH, PA 15219 | | | | | | | | | |
| *UPMC HEALTH OPTIONS, INC - 46-2824626 | | | | | | | | | |
| 600 GRANT STREET | INSURANCE | PA | N/A | C CORP | | | | | X |
| PITTSBURGH, PA 15219 | | | | | | | | | |
| *UPMC COMPLETE CARE, INC. - 46-3605753 | | | | | | | | | |
| 5215 CENTRE AVE | Physician Services | PA | N/A | C CORP | | | | | X |
| PITTSBURGH, PA 15232 | | | | | | | | | |
| *AMERICAN HOME HEALTH SERVICES - 31-1521422 | | | | | | | | | |
| 868 CORPORATE WAY | | | | | | | | | |
| WESTLAKE, OH 44145 | HOME HEALTH | OH | N/A | C CORP | | | | | X |
| *HEALTH FIDELITY, INC - 45-2538963 | | | | | | | | | |
| 210 S B STREET | | | | | | | | | |
| SAN MATEO, CA 94401 | TECHNOLOGY | CA | N/A | C CORP | | | | | X |

Part IV Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership | (i) Section 512(b)(13) controlled entity? | |
|--|-------------------------|---|-------------------------------------|--|---------------------------------|--|--------------------------------|---|----|
| | | | | | | | | Yes | No |
| *FLUENCE HEALTH, INC - 47-2684174 | | | | | | | | | |
| 6425 PENN AVE | | | | | | | | | |
| PITTSBURGH, PA 15206 | SOFTWARE | DE | N/A | C CORP | | | | | X |
| *CURAVI HEALTH, INC. - 81-1217377 | | | | | | | | | |
| 6425 PENN AVE | HEALTHCARE | DE | N/A | C CORP | | | | | X |
| PITTSBURGH, PA 15206 | | | | | | | | | |
| *PENSILAMO, INC. - 81-2069236 | | | | | | | | | |
| 600 GRANT STREET | | | | | | | | | |
| PITTSBURGH, PA 15219 | SUPPLY CHAIN | DE | N/A | C CORP | | | | | X |
| *ALTOONA FAMILY, INC. - 25-1444935 | | | | | | | | | |
| 620 HOWARD AVE | MGMT SVCS | PA | N/A | C CORP | | | | | X |
| ALTOONA, PA 16601 | | | | | | | | | |
| *LEXINGTON HOLDINGS, INC - 25-1794386 | | | | | | | | | |
| 620 HOWARD AVE | Holding CO | PA | N/A | C CORP | | | | | X |
| ALTOONA, PA 16601 | | | | | | | | | |
| *LEXINGTON ONE, INC - 25-1468889 | | | | | | | | | |
| 620 HOWARD AVE | RENTAL | PA | N/A | C CORP | | | | | X |
| ALTOONA, PA 16601 | | | | | | | | | |
| *LEXINGTON TWO, INC. - 25-1555689 | | | | | | | | | |
| HOWARD AVE & 7TH ST | | | | | | | | | |
| ALTOONA, PA 16601 | DME | PA | N/A | C CORP | | | | | X |
| *LEXINGTON FOUR, INC - 25-1793736 | | | | | | | | | |
| 620 HOWARD AVE | HOLDING CO | PA | N/A | C CORP | | | | | X |
| ALTOONA, PA 16601 | | | | | | | | | |
| *ALLEGHENY HEALTHCARE STAFFING, INC. - | | | | | | | | | |
| 27-1657362, 620 HOWARD AVE, ALTOONA, PA | INACTIVE | PA | N/A | C CORP | | | | | X |
| 16601 | | | | | | | | | |
| *UPMC ALTOONA REGIONAL HEALTH SERVICES - | | | | | | | | | |
| 25-1219302, 1414 9TH AVE, ALTOONA, PA 16602 | Physician Services | PA | N/A | C CORP | | | | | X |
| *LEXINGTON ANESTHESIA ASSOCIATES, INC. - | | | | | | | | | |
| 25-1897765, 620 HOWARD AVE, ALTOONA, PA | Physician Services | PA | N/A | C CORP | | | | | X |
| 16601 | | | | | | | | | |
| *NORTHERN CAMBRIA MEDICAL CENTER, INC. - | | | | | | | | | |
| 25-1530860, 620 HOWARD AVE, ALTOONA, PA | INACTIVE | PA | N/A | C CORP | | | | | X |
| 16601 | | | | | | | | | |

Part IV Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership | (i) Section 512(b)(13) controlled entity? | |
|--|-------------------------|---|-------------------------------------|--|---------------------------------|--|--------------------------------|---|----|
| | | | | | | | | Yes | No |
| *PATTON FAMILY MEDICAL CENTER, INC. - 25-1793735, 620 HOWARD AVE, ALTOONA, PA 16601 | INACTIVE | PA | N/A | C CORP | | | | | X |
| *MEDCPU - 38-3805381 100 WALL STREET NEW YORK, NY 10005 | SOFTWARE DEVE | DE | N/A | C CORP | | | | | X |
| *UPMC EXCESS PL TR - 82-6254351 600 GRANT STREET PITTSBURGH, PA 15219 | TRUST | PA | N/A | TRUST | | | | | X |
| *RXANTE, INC - 45-4040219 511 CONGRESS STREET PORTLAND, ME 04101 | MEDICATION MGT | DE | N/A | C CORP | | | | | X |
| *VINCENT PAYMENT SOLUTIONS, INC - 82-1101143 6425 PENN AVE Ste 200 PITTSBURGH, PA 15219 | PAYMENT SYSTEM | DE | N/A | C CORP | | | | | X |
| *J HEALTH VENTURES, INC - 25-1607893 1211 WILMINGTON AVE NEW CASTLE, PA 16105 | INACTIVE | PA | N/A | C CORP | | | | | X |
| *J.E.R. MEDICAL ASSOCIATES, INC - 25-1609398 1211 WILMINGTON AVE NEW CASTLE, PA 16105 | INACTIVE | PA | N/A | C CORP | | | | | X |
| SUSQUEHANNA HEALTH SYSTEM INSURANCE NETWORK, LTD - 98-0458722, P.O.BOX 1159, , CAYMAN ISLAND, CAYMAN ISLANDS | INSURANCE | Cayman Islands | N/A | C CORP | | | | | X |
| SUSQUEHANNA VENTURES, INC - 23-2470263 1201 GRAMPAN BLVD WILLIAMSPORT, PA 17701 | PHARMACY | PA | N/A | C CORP | | | | | X |
| TYOGA CARENET - 25-1810967 114 EAST AVE Wellabor, PA 16901 | Inactive | PA | N/A | C CORP | | | | | X |
| *W.C.A. SERVICE CORPORATION, INC. - 16-1151438, 207 FOOTE AVE, JAMESTOWN, NY 14701 | Supporting Services | NY | N/A | C CORP | | | | | X |
| *ITTCCO I, Inc - 82-2590699 600 GRANT STREET PITTSBURGH, PA 15219 | Inactive | DE | N/A | C CORP | | | | | X |

Part IV Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership | (i) Section 512(b)(13) controlled entity? | |
|---|-------------------------|---|-------------------------------------|--|---------------------------------|--|--------------------------------|---|----|
| | | | | | | | | Yes | No |
| *ITTCO II, Inc - 82-2597388 600 GRANT STREET PITTSBURGH, PA 15219 | Inactive | DE | N/A | C CORP | | | | | X |
| *Hanover Health Corporation - 90-0498067 300 Highland Ave Hanover, PA 17331 | Holding CO | PA | N/A | C CORP | | | | | X |
| *Pinnacle Health Cardiovascular Institute, Inc - 32-0321362, 409 South Second Street, Harrisburg, PA 17104 | Physician Services | PA | N/A | C CORP | | | | | X |
| *Hanover Apothecary, Inc - 03-0594526 310 Stock Street Suite 1 Hanover, PA 17331 | Pharmacy | PA | N/A | C CORP | | | | | X |
| *United Central PA Reciprocal Risk Retention Group - 13-4224033, 76 Saint Paul Street Suite 500, Burlington, VT 05401 | Insurance | VT | N/A | C CORP | | | | | X |
| *Pinnacle Health Ventures Inc. - 61-1677624 409 South Second Street Harrisburg, PA 17104 | HOLDING CO | PA | N/A | C CORP | | | | | X |
| *Pinnacle Health Imaging Inc. - 23-1718571 409 South Second Street Harrisburg, PA 17104 | Imaging Services | PA | N/A | C CORP | | | | | X |
| *Cole Care Inc - 25-1497347 1001 East 2nd Street Coudersport, PA 16915 | DME | PA | N/A | C CORP | | | | | X |
| *UPMC Italy Health Services S.R.L. VIA DISCESA DEI Giudici, 4 Palermo, ITALY | Health Services | Italy | N/A | C CORP | | | | | X |
| *UPMC Investments, LTD. C/O UPMC Whitfield Cork Road Butlerstown North Waterford, IRELAND | HOLDING CO | Ireland | N/A | C CORP | | | | | X |
| *UPMC Property LTD. C/O UPMC Whitfield Cork Road Butlerstown North Waterford, IRELAND | Property | Ireland | N/A | C CORP | | | | | X |
| *UPMC Property II LTD. C/O UPMC Whitfield Cork Road Butlerstown North Waterford, IRELAND | Property | Ireland | N/A | C CORP | | | | | X |

Part VII Supplemental Information.

Provide additional information for responses to questions on Schedule R. See instructions.

Form 990 Part II to Part IV

The entities marked with an asterick are not technically, "related parties", as defined by the IRS Form 990 instruction; of the filing organization. However, they are listed on Schedule R to reflect that they are part of the UPMC system of entities, as they all share UPMC as their ultimate parent corporation.

Multiple horizontal lines for supplemental information.