

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

OMB No. 1545-0047

2011

Open to Public Inspection

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2011 calendar year, or tax year beginning **JUL 1, 2011** and ending **JUN 30, 2012**

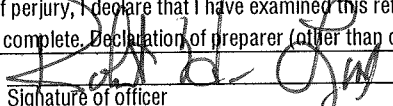
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization Temple University Health System, Inc.		D Employer identification number 23-2825881	
	Doing Business As		E Telephone number 215-707-6133	
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 3509 N Broad Street 936		G Gross receipts \$ 83,698,195.	
	City or town, state or country, and ZIP + 4 Philadelphia, PA 19140		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	F Name and address of principal officer: Robert H. Lux same as C above		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				
J Website: www.temple.edu/tuhs				
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			L Year of formation: 1995 M State of legal domicile: PA	

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: Our mission is to provide access to high quality health care to the community and academic setting.		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	15
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	13
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	340
	6	Total number of volunteers (estimate if necessary)	6	13
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	23,079,895.	12,156,922.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	58,551,698.	60,680,760.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	14,447,788.	8,238,650.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,511,704.	2,621,863.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	98,591,085.	83,698,195.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	19,847,017.	20,552,789.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	22,632,462.	22,172,063.
	b	Total fundraising expenses (Part IX, column (D), line 25) 601,903.	0.	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	43,276,726.	48,510,488.	
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	85,756,205.	91,235,340.	
	19 Revenue less expenses. Subtract line 18 from line 12	12,834,880.	-7,537,145.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	303,378,618.	329,705,034.
	22	Net assets or fund balances. Subtract line 21 from line 20	277,175,385.	311,038,946.
		26,203,233.	18,666,088.	

Part II Signature Block

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

Sign Here	 Signature of officer	Date	5/9/13		
	Robert H. Lux, Vice President and CFO Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name	Firm's EIN		Phone no.	
	Firm's address				

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: Our mission is to provide access to high quality health care to the community and academic setting.

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code:) (Expenses \$ 20,552,789. including grants of \$ 20,522,789.) (Revenue \$ 60,680,760.) Pursuant to its Articles of Incorporation, Temple University Health System (TUHS) serves as the sole member of the corporate Affiliates that own and operate hospitals and other health care service providers. Through its Affiliates, TUHS: (1) provides access to sites and programs for clinical training for the Temple University School of Medicine (TUSM) and otherwise supports the academic mission of TUSM; (2) provides access to medical and surgical aid to the sick and disabled persons without regard to race, creed, color, sex, or national origin; and (3) supports such educational, philanthropic, and scientific (including research) activities as are part of an efficient modern health care system as part of an academic medical center.

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 20,552,789.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors?</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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, XII, and XIII is optional</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the United States?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	<input type="checkbox"/>	<input type="checkbox"/>

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		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 25</i>	X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
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?		X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		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 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		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, Parts II, III, IV, and V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b 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>	X	
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 11 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 to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	X	
b	If "Yes," enter the name of the foreign country: <u>Bermuda</u> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

Table with columns for question number, description, and Yes/No responses. Includes questions 1a through 9 regarding governing body members and relationships.

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

Table with columns for question number, description, and Yes/No responses. Includes questions 10a through 16b regarding organizational policies and procedures.

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.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: Joseph G. Klos - 215-707-4884, 2450 W Hunting Park Ave, Philadelphia, PA 19129

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

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, 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 (describe hours for related organizations in Schedule O)	(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) Jane Scaccetti Chair	4.00	X		X				0.	0.	0.
(2) Clark S. Frame Vice Chair	2.00	X		X				0.	0.	0.
(3) Larry Kaiser, MD President & CEO	20.00	X		X				0.	1,005,407.	14,747.
(4) Edward Glickman Director	2.00	X						0.	0.	0.
(5) Theodore Z. Davis Director	2.00	X						0.	0.	0.
(6) Lewis Katz Director	2.00	X						0.	0.	0.
(7) David Marshall Director	2.00	X						0.	0.	0.
(8) Robert H. LeFever Director	2.00	X						0.	0.	0.
(9) Ronald Donatucci Director	2.00	X						0.	0.	0.
(10) Lewis Gould Director	2.00	X						0.	0.	0.
(11) Lon R. Greenberg Director	2.00	X						0.	0.	0.
(12) Dr. Soloman Luo Director	2.00	X						0.	0.	0.
(13) Daniel Polett Ex Officio - Voting	2.00	X						0.	0.	0.
(14) Dr. Richard Englert Director	2.00	X						0.	350,801.	61,820.
(15) Patrick J. O'Connor Ex Officio - Voting	4.00	X						0.	0.	0.
(16) Dr. Ann Weaver Hart Ex Officio - Voting	2.00	X						0.	651,898.	48,040.
(17) Verdi DiSesa, MD Chief Operating Officer	20.00			X				0.	559,593.	39,263.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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) Beth C. Koob Secretary	29.00			X				444,586.	0.	53,554.
(19) George E. Moore Asst. Secretary	2.00			X				0.	407,711.	69,348.
(20) Betty McAdams Asst. Secretary	30.00			X				89,508.	0.	14,628.
(21) Robert H. Lux Treasurer	38.00			X				486,103.	0.	54,292.
(22) Joseph G. Klos Asst. Treasurer	46.00			X				221,606.	0.	32,902.
(23) Drew Maser Asst. Treasurer	50.00			X				104,426.	0.	32,984.
(24) Herb White Asst. Treasurer	46.00			X				228,453.	0.	40,589.
(25) Art Papacostas Chief Information Officer	50.00				X			360,251.	0.	60,507.
(26) Alan Rosenberg Chief of Staff	50.00				X			346,210.	0.	55,301.
1b Sub-total								2,281,143.	2,975,410.	577,975.
c Total from continuation sheets to Part VII, Section A								1,190,617.	0.	237,203.
d Total (add lines 1b and 1c)								3,471,760.	2,975,410.	815,178.

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 **45**

	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
Price Waterhouse Coopers LLP, 2 Commerce Square, 2001 Market Street, Philadelphia, Temple University, 400 Carnell Street, 1803 N Broad St, Philadelphia, PA 19121	Consultant	2,422,217.
McCann & Geschke PC, 1800 John F Kennedy Bld, Suite 801, Philadelphia, PA 19103	Purchased Services	1,814,244.
Post & Schell PC, 1600 JFK Blvd Four Penn Center, Philadelphia, PA 19103	Legal Counsel	844,801.
Galli and Reilly, 3 Bala Plaza East Suite 600, 251 St Asaphs Rd, Bala Cynwyd,	Legal Counsel	761,457.
	Legal Counsel	591,639.

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 **25**

See Part VII, Section A Continuation sheets

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(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			
(27) Robert Birnbrauer VP Human Resources	50.00				X			200,972.	0.	54,504.
(28) Paul Neimeyer Legal	50.00				X			204,360.	0.	29,014.
(29) Kenneth Chadwick AVP Real Estate Services	50.00				X			202,559.	0.	39,901.
(30) John O'Donnell Legal	50.00				X			196,113.	0.	38,374.
(31) Joseph Kosich AVP Medical Records	50.00				X			194,144.	0.	37,746.
(32) Raymond Robinson AVP Revenue Cycle	50.00				X			192,469.	0.	37,664.
Total to Part VII, Section A, line 1c								1,190,617.		237,203.

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 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	12,000,000.				
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	156,922.				
	g	Noncash contributions included in lines 1a-1f: \$						
	h	Total. Add lines 1a-1f		12,156,922.				
	Program Service Revenue	2 a	Related Org Svcs	Business Code 561000	60,400,098.	60,400,098.		
b		Parking	812930	280,662.	280,662.			
c								
d								
e								
f		All other program service revenue						
g		Total. Add lines 2a-2f		60,680,760.				
Other Revenue		3	Investment income (including dividends, interest, and other similar amounts)		8238650.			8,238,650.
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross rents	(i) Real	2,594,218.				
		b	Less: rental expenses	(ii) Personal	0.			
		c	Rental income or (loss)		2,594,218.			
		d	Net rental income or (loss)		2594218.			2,594,218.
	7 a	Gross amount from sales of assets other than inventory	(i) Securities					
		b	Less: cost or other basis and sales expenses	(ii) Other				
		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	Misc Income	900099	27,645.			27,645.		
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d		27,645.					
12	Total revenue. See instructions.		83,698,195.	60,680,760.		0.	10,860,513.	

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) but are not required to complete columns (B), (C), and (D).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	20,552,789.	20,552,789.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2,459,008.		2,459,008.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	15,326,636.		15,326,636.	
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	918,129.		918,129.	
9 Other employee benefits	2,078,263.		2,078,263.	
10 Payroll taxes	1,390,027.		1,390,027.	
11 Fees for services (non-employees):				
a Management				
b Legal	898,150.		898,150.	
c Accounting	33,600.		33,600.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	18,768,952.		18,169,665.	599,287.
12 Advertising and promotion	43,946.		43,946.	
13 Office expenses	3,344,472.		3,344,472.	
14 Information technology				
15 Royalties				
16 Occupancy	5,905,036.		5,902,420.	2,616.
17 Travel	96,003.		96,003.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	12,416,820.		12,416,820.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	6,999,173.		6,999,173.	
23 Insurance	4,336.		4,336.	
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 _____				
b _____				
c _____				
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e	91,235,340.	20,552,789.	70,080,648.	601,903.
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

		(A) Beginning of year		(B) End of year		
Assets	1	Cash - non-interest-bearing		1		
	2	Savings and temporary cash investments		52,532,369.	2 56,931,140.	
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		12,757,627.	4 15,342,543.	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)			6	
	7	Notes and loans receivable, net		124,485,069.	7 122,984,069.	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		2,201,200.	9 2,614,113.	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	77,813,325.		
	b	Less: accumulated depreciation	10b	38,545,593.	41,117,559.	10c 39,267,732.
	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		70,284,794.	15 92,565,437.	
16	Total assets. Add lines 1 through 15 (must equal line 34)		303,378,618.	16 329,705,034.		
Liabilities	17	Accounts payable and accrued expenses		60,682,846.	17 76,144,442.	
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities		213,362,502.	20 210,755,978.	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		3,130,037.	25 24,138,526.	
	26	Total liabilities. Add lines 17 through 25		277,175,385.	26 311,038,946.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		26,202,025.	27 18,664,797.	
	28	Temporarily restricted net assets		1,208.	28 1,291.	
	29	Permanently restricted net assets			29	
	Organizations that do not follow SFAS 117, 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		26,203,233.	33 18,666,088.		
34	Total liabilities and net assets/fund balances		303,378,618.	34 329,705,034.		

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	83,698,195.
2	Total expenses (must equal Part IX, column (A), line 25)	2	91,235,340.
3	Revenue less expenses. Subtract line 2 from line 1	3	-7,537,145.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	26,203,233.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	18,666,088.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b	Were the organization's financial statements audited by an independent accountant?	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued 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		
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	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	X	

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization **Temple University Health System, Inc.** Employer identification number **23-2825881**

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

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

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)

- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a Type I b Type II c Type III - Functionally integrated d Type III - Other

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

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

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

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? _____
- (ii) A family member of a person described in (i) above? _____
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? _____

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

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Temple Univ Hospital	23-2825878	3		X					2613791.
Temple Health Trans	75-3084023	9		X					2500000.
Temple Physicians I	23-2790607	9		X					15,439,000.
Total	3								20,552,791.

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

Schedule A (Form 990 or 990-EZ) 2011

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2011. 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 - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

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

Schedule A- Part I, Line H - Temple University Health System, Inc is organized to support Temple University - Of The Commonwealth System of Higher Education and organizations that are affiliated with Temple University. Although certain supported organizations are not named in the organizations governing documents, they fall within the class of permitted beneficiaries.

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2011

Open to Public Inspection

For Organizations Exempt From Income Tax Under section 501(c) and section 527

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

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

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

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

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

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

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

Name of organization Temple University Health System, Inc.	Employer identification number 23-2825881
--	---

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

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

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

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

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

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

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

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

Schedule C (Form 990 or 990-EZ) 2011

LHA

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?														

Yes No

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a	Lobbying nontaxable amount				
b	Lobbying ceiling amount (150% of line 2a, column(e))				
c	Total lobbying expenditures				
d	Grassroots nontaxable amount				
e	Grassroots ceiling amount (150% of line 2d, column (e))				
f	Grassroots lobbying expenditures				

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

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		X	
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?	X		382,390.
j Total. Add lines 1c through 1i			382,390.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV Supplemental Information

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

Part II-B, Line 1, Lobbying Activities:

Direct Lobbying Expenditures in Professional Fees were \$232,513;

Indirect Lobbying Expenditures incurred through dues and memberships

were \$149,877.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

Temple University Health System, Inc.

Employer identification number

23-2825881

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<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" to Form 990, Part IV, line 7.

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d
- Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- Number of states where property subject to conservation easement is located ▶ _____
- Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
- Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____
- Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____
- 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)?
- In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 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 XIV, the text of the footnote to its financial statements that describes these items.
- If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ _____
- If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____

- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
1c	
1d	
1e	
1f	

- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to 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 in lines 2a, 2b, and 2c should equal 100%.

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

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

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

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

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		8,635.		8,635.
b Buildings				
c Leasehold improvements		23,162,451.	6,650,931.	16,511,520.
d Equipment		54,062,997.	31,894,662.	22,168,335.
e Other		579,242.		579,242.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 39,267,732.

Part VII Investments - Other Securities. 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)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) Assets Limited as to Use	41,986,392.
(2) Investment in Temple University Health System Insurance	
(3) Company, Ltd.	16,986,512.
(4) Other Assets	42,538.
(5) Self Insurance Assets held by Temple University	33,549,995.
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	92,565,437.

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) PA UC Liabilities LTC	805,324.
(3) Other Liabilities Misc	1,530,335.
(4) Annuities Payable	195,871.
(5) Self Insurance Claims TU Wkcomp	21,450,284.
(6) Asset Retirement Obligation	156,712.
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	24,138,526.

FIN 48 (ASC 740) Footnote. In Part XIV, 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).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1
2	Total expenses (Form 990, Part IX, column (A), line 25)	2
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3
4	Net unrealized gains (losses) on investments	4
5	Donated services and use of facilities	5
6	Investment expenses	6
7	Prior period adjustments	7
8	Other (Describe in Part XIV.)	8
9	Total adjustments (net). Add lines 4 through 8	9
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:	
a	Net unrealized gains on investments	2a
b	Donated services and use of facilities	2b
c	Recoveries of prior year grants	2c
d	Other (Describe in Part XIV.)	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 XIV.)	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 XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

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 XIV.)	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 XIV.)	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 XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

2011

Open to Public Inspection

SCHEDULE I (Form 990)
Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

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

Department of the Treasury
Internal Revenue Service

Name of the organization: **Temple University Health System, Inc.** Employer identification number: **23-2825881**

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. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient 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
Temple University Hospital, Inc. 3509 N Broad Street Room 939 Philadelphia, PA 19140	23-2825878		2,613,791.	0.			General support
Temple Health Transport Team, Inc. 3509 N Broad Street Room 939 Philadelphia, PA 19140	75-3084023		3,918,998.	0.			General support
Temple Physicians, Inc. 3509 N Broad Street Room 939 Philadelphia, PA 19140	23-2790607		14,020,000.	0.			General support

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule I (Form 990) (2011)

Temple University Health System, Inc.

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

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

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Schedule I, Part I, Line 2:

Grants were made only for tax-exempt purposes to related organizations under common control. Grants are subject to review by the governing bodies and management of the related organizations and the organization which is their common parent.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2011

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

Open to Public Inspection

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization

Temple University Health System, Inc.

Employer identification number

23-2825881

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes 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 officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- | | | |
|--|-----------|----------|
| a Receive a severance payment or change-of-control payment? | 4a | X |
| b Participate in, or receive payment from, a supplemental nonqualified retirement plan? | 4b | X |
| c Participate in, or receive payment from, an equity-based compensation arrangement? | 4c | X |
- 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) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- | | | |
|------------------------------------|-----------|----------|
| a The organization? | 5a | X |
| b Any related organization? | 5b | X |
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- | | | |
|------------------------------------|-----------|----------|
| a The organization? | 6a | X |
| b Any related organization? | 6b | X |
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

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

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

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 Larry Kaiser, MD	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 973,007.	0.	32,400.	0.	14,747.	1,020,154.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
2 Dr. Richard Englert	(ii) 301,290.	35,000.	14,511.	46,269.	15,551.	412,621.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
3 Dr. Ann Weaver Hart	(ii) 576,898.	0.	75,000.	32,489.	15,551.	699,938.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
4 Verdi DiSesa, MD	(ii) 559,593.	0.	0.	27,004.	12,259.	598,856.	0.
	(i) 406,974.	17,649.	19,963.	32,544.	21,010.	498,140.	0.
5 Beth C. Koob	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
6 George E. Moore	(i) 402,711.	0.	5,000.	53,797.	15,551.	477,059.	0.
	(ii) 448,542.	24,828.	12,733.	32,544.	21,748.	540,395.	0.
7 Robert H. Lux	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 221,556.	0.	50.	26,017.	6,885.	254,508.	0.
8 Joseph G. Klos	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 228,453.	0.	0.	25,775.	14,814.	269,042.	0.
9 Herb White	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 330,540.	17,512.	12,199.	51,322.	9,185.	420,758.	0.
10 Art Papacostas	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 321,037.	0.	25,173.	32,544.	22,757.	401,511.	0.
11 Alan Rosenberg	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 161,899.	643.	38,430.	39,884.	14,620.	255,476.	0.
12 Robert Birnbrauer	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 204,310.	0.	50.	22,129.	6,885.	233,374.	0.
13 Paul Neimeyer	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 201,129.	0.	1,430.	22,061.	17,840.	242,460.	0.
14 Kenneth Chadwick	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 195,300.	0.	813.	21,465.	16,909.	234,487.	0.
15 John O'Donnell	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 193,894.	0.	250.	21,351.	16,395.	231,890.	0.
16 Joseph Kosich	(i) 0.	0.	0.	0.	0.	0.	0.

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

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

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 Raymond Robinson	(i) 192,226.	(ii) 0.	(iii) 243.	21,326.	16,338.	230,133.	0.
2	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
3	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
4	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
5	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
6	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
7	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
8	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
9	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
10	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
11	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
12	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
13	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
14	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
15	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
16	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.

Supplemental Information on Tax-Exempt Bonds
 Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
 Attach to Form 990. See separate instructions.

Name of the organization: **Temple University Health System, Inc.**
 Employer identification number: **23-2825881**

Part I Bond Issues See Part VI for Column (f) Continuations

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
Hospitals & Higher Ed Facility Auth of Phila	23-1929132717903C55		08/17/07	149,898,643	Refunding of Series 97,99,03,0						X
Hospitals & Higher Ed Facility Auth of Phila	23-1929132717903D54		08/17/07	71,051,466	refunding of Series 97,99,03,0					X	X
C											
D											

Part II Proceeds

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Amount of bonds retired								
2 Amount of bonds legally defeased								
3 Total proceeds of issue			149,898,643	71,051,466				
4 Gross proceeds in reserve funds			11,583,006	4,372,559				
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows			137,144,859	39,114,378				
7 Issuance costs from proceeds			1,170,778	875,324				
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds								
11 Other spent proceeds								
12 Other unspent proceeds								
13 Year of substantial completion	2007		2007					
14 Were the bonds issued as part of a current refunding issue?	X		X					
15 Were the bonds issued as part of an advance refunding issue?		X		X				
16 Has the final allocation of proceeds been made?	X		X					
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X					

Part III Private Business Use

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

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X		X				
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?		X		X				
c Are there any research agreements that may result in private business use of bond-financed property?		X		X				
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	1.96	%	.50	%				
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government00	%	.00	%				
6 Total of lines 4 and 5	1.96	%	.50	%				
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X					

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?	X		X					
2 Is the bond issue a variable rate issue?	X		X					
3a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	X		X					
b Name of provider	N/A		N/A					
c Term of hedge								
d Was the hedge superintergrated?	X		X					
e Was the hedge terminated?	X		X					
4a Were gross proceeds invested in a guaranteed investment contract (GIC)?	X		X					
b Name of provider	Defpa / Hypo Bank		Defpa / Hypo Bank					
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?	X		X					
5 Were any gross proceeds invested beyond an available temporary period?	X		X					
6 Did the bond issue qualify for an exception to rebate?	X		X					

Part V Procedures To Undertake Corrective Action

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

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K.

See Part VI Supplemental Explanation sheet

Schedule K, Part I, Bond Issues:

(a) Issuer Name: Hospitals & Higher Ed Facility Auth of Phila

(f) Description of Purpose: Refunding of Series 97,99,03,05

(a) Issuer Name: Hospitals & Higher Ed Facility Auth of Phila

(f) Description of Purpose: refunding of Series 97,99,03,05

Schedule K - Part IV - Line 4a thru 4c

At bond closing, both of the DSRF's was invested in a GIC which was subsequently terminated when the GIC provider failed to maintain the necessary credit ratings.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

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Name of the organization **Temple University Health System, Inc.** Employer identification number **23-2825881**

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

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

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

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
Total				▶ \$						

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
Marc Polett	Son of Daniel Polet	63,632.	Employee at		X
John Testa	Son-in-law of Jane	73,149.	Employee at		X

Part V Supplemental Information

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

Sch L, Part IV, Business Transactions Involving Interested Persons:

(a) Name of Person: Marc Polett

(b) Relationship Between Interested Person and Organization:

Son of Daniel Polett - Director at TUHS

(c) Amount of Transaction \$ 63,632.

(d) Description of Transaction: Employee at TUHS

(e) Sharing of Organization Revenues? = No

(a) Name of Person: John Testa

(b) Relationship Between Interested Person and Organization:

Son-in-law of Jane Scaccetti Director at TUHS

(c) Amount of Transaction \$ 73,149.

(d) Description of Transaction: Employee at TUH

(e) Sharing of Organization Revenues? = No

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.

OMB No. 1545-0047

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Open to Public
Inspection

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Form 990, Part VI, Section A, line 6: The sole member of the organization is Temple University - Of The Commonwealth System of Higher Education. The member has the power to appoint and remove the organizations Board of Directors. The approval of the member is required for any of the following actions by the organization, (a) any dissolution or liquidation, (b) any merger, (c) any amendments to the articles of incorporation, (d) any amendments to the bylaws regarding the member, the number of directors, quorum or voting requirements, (e) the sale, pledge, lease (but only a lease from the organization of substantially all of the organizations real property), or transfer of the assets of the organization other than transactions occurring in the ordinary course of business, (f) any decision resulting in the organizations ceasing to provide appropriate sites for Temple University School of Medicine for comprehensive tertiary acute care services through the organization or related organizations (g) any decision to merge with, acquire, or enter into an affiliation with medical schools or medical school hospitals other than the Universitys(h) the deletion of any clinical programs that are needed for the accreditation of Temple University School of Medicine (i) the adoption of the organizations annual capital and operating budgets (j)the issuance or assumption of any indebtedness in excess of two million five hundred thousand (\$2,500,000) and (k) the execution of any contract providing for the management of the organization.

Form 990, Part VI, Section A, line 7a: Please refer to the response for question 6

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Form 990, Part VI, Section A, line 7b: Please refer to the response for question 6

Form 990, Part VI, Section B, line 11: After review by management and outside tax counsel, the 990 and 990T (if any) are posted to the website of the Secretary's Office. Each Board member is contacted and provided with the web address. A Board member without internet access is provided a paper copy to review. The website and paper mailing have an overview of the 990 and 990T preparation process and internal reviews. Each Board member is asked to review the 990 and 990T within 2 weeks and contact the Chief Financial Officer with any questions.

Form 990, Part VI, Section B, Line 12c: The Office of the Secretary provides each director and officer with copies of the Conflict of Interest Policy and a disclosure statement to be completed on an annual basis. The Office of the Secretary reviews the completed disclosure statements which are then reviewed in summary format by a committee of the Board of Directors and any recommended actions are presented to the full Board of Directors. In addition to completing the annual disclosure statement, directors and officers must disclose potential or actual conflicts on an ongoing basis as matters arise. All disclosures are evaluated and a determination of whether a conflict exists is made by the Board or a committee of the Board.

Form 990, Part VI, Section B, Line 15: There is a compensation committee that reviews and approves all total compensation of executive / key personnel at Temple University Health System through an evaluation performed by an external compensation expert before the compensation is

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approved.

Form 990, Part VI, Section C, Line 19: The Unaudited Internal Financial Statements of the Temple University Health System and certain of its related organizations are distributed and made available to the public at the end of each quarter per the Systems Continuing Disclosure Agreement (Series of 2007 Bond Issue) through Digital Assurance Corp (DAC), the Municipal Services Reporting Boards EMMA disclosure site and the Health Systems financial web site. The Annual Audited Financial Statements are also released to the public in the same manner. To the extent required by applicable law, the organization makes its governing documents available to the public upon request.

Form 990 - Part VII - Section A - Column B

Hours of members at related organizations

Jane Scaccetti - 6

Clark Frame - 2

Larry Kaiser MD - 30

Verdi DiSesa MD - 30

Beth Koob - 21

George Moore - 48

Betty McAdams - 8

Robert Lux - 12

Joseph Klos - 4

Herbert White - 4

Theodore Z Davis - 2

Robert LeFever - 2

Lewis Gould - 3

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Lon Greenberg - 1

Dr. Soloman Lou - 2

Dr Richard Englert - 48

Patrick O'Conner - 6

Dr Ann Weaver Hart - 48

COMMUNITY BENEFIT OVERVIEW

Temple University Health System, as the sole member of its affiliated hospitals and physician practices, provides access to sites, programs, and other resources to carry out a broad array of community services. We take great pride in our comprehensive efforts to improve the health and quality of living in North Philadelphia and the Southeast Pennsylvania region.

Our services are especially important in the diverse, economically challenged neighborhood of Temple University Hospital, where nearly 85% of its inpatients are covered by government programs, including 31% by Medicare and 53% by Medicaid. We are an indispensable provider of health care in the largest city in America without a public hospital. Among Pennsylvanias full-service safety-net providers, Temple University Hospital serves the greatest volume and highest percentage of patients covered by Medicaid.

Temple University Hospital serves one of the most economically challenged and racially and ethnically diverse urban populations in the nation. Within its primary service area, 35% of area residents live below the federal poverty level. Our neighborhoods are extremely

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diverse, with over 50% of residents identifying their race as black and 26% identifying their ethnicity as Hispanic. 67% of area residents achieved an educational level of high school or less, with 28% falling short of achieving a high school education.

Temple University Hospital also serves as a critical access point for vital public health services. Last year Temple University Hospital handled more than 130,000 patients in our Emergency Department; 11,000 patients in our Crisis Response Center; 700 victims of gun and stab violence in our Trauma Unit; and more than 300 patients in our Burn Center. We also delivered about 3,400 babies, of whom 90% were covered by Medicaid. Furthermore, Temple University Hospital is designated by the U.S. Departments of Health & Human Services as a Ryan White HIV/Aids Provider. Of the 963 HIV/AIDS clients served last year, 86% were at or below the federal poverty level.

Temple University Hospitals campus is located within a federally designated urban Renewal Area and is located in a federally designated Medically Underserved Area. Its Episcopal Campus is located in a Federal Empowerment Zone. About 35% of individuals in Temples primary service area live below the federal poverty level.

Temple University Health System takes great pride in the broad array of community services it brings to our communities. Below is a summary of some of the programs and activities conducted this year to help advance the health and quality of life in our communities:

PROVIDING CRITICAL SOCIAL RESOURCES. Temple connected about 15,000

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people with community-based social services, including free transportation services, legal services, and clothing to destitute patients upon discharge, and free pharmaceuticals, co-pays and medical supplies that provide our most vulnerable patients with the resources they need to help them heal after discharge.

REACHING OUT TO THE COMMUNITY. Temple University Health System reached more than 28,000 people, providing free health screenings; support groups for patients and families dealing with alcoholism, narcotics abuse, behavioral health disorders, cancer and other diseases; providing free immunization for flu in cooperation with the City Health Department; offering education on childbirth, mental health, burn prevention, diabetes care and other topics; and providing many other outreach activities. In collaboration with local food banks, public schools, and community organizations, we also conduct numerous food, new clothing, and school supply drives to benefit children and adults living in our impoverished neighborhoods.

CONNECTING PATIENTS WITH FINANCIAL RESOURCES. Temple employs 35 Financial Counselors dedicated to helping uninsured and underinsured patients obtain medical coverage. This team processes about 5,500 applications annually.

COMBATING GUN VIOLENCE. Philadelphia leads nations 10 largest cities in homicides per capita. Three police districts with highest number of shootings fall within our footprint. Last year Temple treated more than 500 gunshot wound victims, the highest number in Pennsylvania. To address this epidemic, Temples Cradle to Grave program works with

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at-risk youth to help break the cycle of gun violence. Cradle to Grave engaged 1,250 teens this year, and engaged more than 6,000 teens since the program began in 2006. Its Turning Point intervention program takes advantage of teachable moments that exist during the post-injury/pre-discharge period for survivors of violence.

INVESTING IN HEALTH PROFESSIONS EDUCATION. Temple invests about \$39 million to provide the education and training necessary to develop a professional healthcare workforce to benefit the broader community. This includes part of the cost of training more than 500 residents and fellows in over 45 teaching programs. Our residents and fellows are involved in various efforts that directly impact the community, including our Cradle to Grave program, the Temple CAREs primary clinic, our HIV clinic, and other community outreach initiatives. The exposure that our Residents receive caring for our diverse, low-income community helps Temple address health disparities while developing our nations future physicians. Our investment in health professions also includes part of the cost of operating the Northeastern School of Nursing RN Diploma Program, providing an affordable option for diverse, community members who would not otherwise be able to attend traditional collegiate programs.

INVESTING IN OUR HOSPITAL WORKFORCE. Temple University Hospitals Community Healthcare Workforce program provided comprehensive training and education to help frontline workers living in the community adapt and build skills to enable them to participate in a changing healthcare workplace. About half of the students are union members, and half from the general community, many of whom are laid-off workers and Welfare

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recipients.

FOSTERING VOLUNTEERISM. Members of Temple University Health Systems Board of Directors are comprised of dedicated volunteers from diverse backgrounds who offer expertise and govern the organization without compensation. Similarly, members of our executive team routinely participate in not-for-profit community health and social service organizations, as volunteer members of their boards of directors, and as participants in their outreach services. In addition, Temple University Hospital engages volunteer community members to help advance its healthcare mission. Through our chaplaincy, family support, and other programs, our volunteers touch more than 12,000 people annually, helping to advance healing through their compassionate services to patients and their families.

PROMOTING MULTI-CULTURAL SERVICES. With an annual investment of \$1.5 million, Temple University Hospital has 339 language-proficient staff, all who have been credentialed through the Linguistic and Cultural Services Department, including 10 full-time medical interpreters, 2 medical interpreters in leadership roles, 47 active dual-role interpreters, 160 language proficient physicians, 21 RNs, 2 social workers, and 97 other language proficient bi-lingual staff.

EMERGENCY PREPAREDNESS AND RESEARCH. With an investment of more than \$127,000.00, this program helps ensure our staff and hospital facilities are prepared to continue to provide safe, quality patient care even under the most austere conditions. We work on many levels, both inside and outside the Temple Health System, educating our

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communities about the importance of personal preparedness. Temples
Emergency Preparedness and Research Program is a critical link in the
federal, state, and local disaster response plans.

DONATING BLOOD. Working with the American Red Cross, we help ensure
that our nation has a safe and reliable blood supply. Temple
University Health System collected more than 600 pints of blood from
employees, physicians and community members.

PHILADELPHIA MOM PROGRAM: Temples nursing staff and social workers
assist the City in enrolling the new mothers shortly after delivering
their infant and prior to discharge. New mothers and their babies from
birth through age 5 are connected with social, educational, and
healthcare supports.

FUELING OUR COMMUNITY'S ECONOMIC ENGINE. Temple University Health
System employed more than 5,500 people and paid about \$400 million in
salaries and benefits. As a critical employer for North Philadelphia,
about 22% of our employees live within its immediate and adjacent zip
codes. For every \$1.00 of hospital employee compensation, about \$.92
additional compensation is spent elsewhere in the community (about \$370
million additional spending). For every job within our health system,
about 1.2 additional jobs are generated elsewhere (more than 7,000
spin-off jobs).

REDUCING THE GOVERNMENT BURDEN.

Hospitals of the Temple University Health System provide substantial
charity care to its community, with a total of about \$75 million in

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charity and unreimbursed care, at cost, provided last year. In addition, Temple maintains strong affiliations with the City of Philadelphia, Federally Qualified Health Centers, and numerous community health organizations to help ensure access to care for our vulnerable population. We are also partnering with government on the following innovative programs to improve care delivery and reduce costs: (1) In partnership with CMS, the Albert Einstein Medical Center and the Philadelphia Corporation for Aging, our Community-based Care Transitions program will improve transitions of beneficiaries from the inpatient setting to other care settings, improve care quality, reduce readmissions for high-risk Medicare beneficiaries; (2) Temples Episcopal Campus is participating in the Extended Acute Care Pilot with the City of Philadelphia and its contractor Community Behavioral Health to improve patient care and recovery, to reduce long-term behavioral health costs and integrate patients into community settings; (3) In collaboration with Temple University School of Social Policy, the American Health Information Community (AHIC) and Local 1199C Training and Upgrade Fund, we are developing a program to certify Community Health Peer Coaches. This program will train community members to work with providers to help coordinate care, improve patient compliance, and encourage wellness; and (4) Agency for Healthcare Quality and Research-Reducing Readmissions in Medicaid. Along with two high-volume Medicaid Hospitals in Boston (Bay State in Springfield) and Texas (University Health System in San Antonio), as well as with the Pennsylvania Department of Public Welfare, Temple is assisting AHRQ in a project focused on implementing best practices for reducing readmission in hospitals serving a high volume of Medicaid patients.

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KEEPING PATIENTS OUT OF THE EMERGENCY DEPARTMENT. Temple University Hospitals Northeastern Campus includes its unique ReadyCare physician practice. ReadyCare offers expanded hours 365 days per year, and provides care that is specifically designed to meet the needs of the community and to prevent unnecessary visits to a hospital emergency Room.

SUBSIDIZING CRITICAL HEALTH SERVICES. Temple University Hospital invested about \$10 million to subsidize critical health care services needed in our community. This includes support for our outpatient emergency, acute care and psychiatric services, as well the inpatient psychiatric services on our Episcopal Campus. These physical and mental health services are critical to the health and welfare of our vulnerable communities.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships
 ▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
 ▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047
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Employer identification number
23-2825881

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
Temple University Hospital, Inc. - 23-2825878, 3509 N Broad Street Room 936 or c/o Chief Legal Counsel, Philadelphia, PA	Health care	Pennsylvania	501(c)(3)	Line 3	Temple University Health System Inc		X
Jeanes Hospital - 23-2826045 3509 N Broad Street Room 936 or c/o Chief Le Philadelphia, PA 19140	Health care	Pennsylvania	501(c)(3)	Line 3	Temple University Health System Inc		X
Temple Physicians, Inc. - 23-2790607 3509 N Broad Street Room 936 or c/o Chief Le Philadelphia, PA 19140	Health care	Pennsylvania	501(c)(3)	Line 9	Temple University Health System Inc		X
Temple Health Transport Team, Inc. - 75-3084023, 3509 N Broad Street Room 936 or c/o Chief Legal Counsel, Philadelphia, PA	Health care	Pennsylvania	501(c)(3)	Line 9	Temple University Health System Inc		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
Temple East, Inc. - 23-2547305 3509 N Broad Street Room 936 or c/o Chief Le Philadelphia, PA 19140	Health care	Pennsylvania	501(c)(3)	Line 11a, I	Temple University Hospital	X	
Temple University - 23-1365971 300 Sullivan Hall 1330 W Berks St Philadelphia, PA 19140	Education	Pennsylvania	501(c)(3)	Line 2	n/a		X
Temple University Health System Foundation, Inc. - 23-2916108, 3509 N Broad Street Room 936 or c/o Chief Legal Counsel,	Health care	Pennsylvania	501(c)(3)	Line 11a, I	Temple University Hospital	X	
Episcopal Hospital - 23-1365351 3509 N Broad Street Room 936 or c/o Chief Le Philadelphia, PA 19140	Health care	Pennsylvania	501(c)(3)	Line 11a, I	Temple University Hospital	X	
Temple East Real Estate, Inc. - 20-1776524 3509 N Broad Street Room 936 or c/o Chief Le Philadelphia, PA 19140	Health care	Pennsylvania	501(c)(3)	Line 11a, I	Temple University Hospital	X	
Jeanes Hospital Auxiliary - 23-1917776 7600 Central Avenue Philadelphia, PA 19111	Health care	Pennsylvania	501(c)(3)	Line 9	Jeanes Hospital	X	

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) General or managing partner?	(k) Percentage ownership
							Yes	No		

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
TUHS Insurance Company, Inc. 3509 N Broad Street Room 936 or c/o Chief Legal Counsel Philadelphia, PA 19140	Reinsurance	Bermuda	n/a				100.00%

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

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.
 1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

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

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

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) Temple University Hospital	C	8,200,000.	
(2) Jeanes Hospital	C	3,800,000.	
(3) Temple University Hospital	B	2,613,791.	
(4) Temple Health Transport Team	B	2,500,000.	
(5) Temple Physicians Inc.	B	15,439,000.	
(6) Temple University Hospital	K	48,026,376.	

Schedule R (Form 990) **Temple University Health System, Inc.**

Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

	(a) Name of other organization	(b) Transaction type (a-f)	(c) Amount involved	(d) Method of determining amount involved
(7)	Jeanes Hospital	K	8,817,467.	
(8)	Temple Transport Team	K	143,114.	
(9)	Temple Physicians Inc.	K	3,413,142.	
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				
(16)				
(17)				
(18)				
(19)				
(20)				
(21)				
(22)				
(23)				
(24)				

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners sec. 501(c)(3) orgs.?		(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate 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		Yes	No	

Information Return of U.S. Persons With Respect To Certain Foreign Corporations

OMB No. 1545-0704

(Rev. December 2011)
Department of the Treasury
Internal Revenue Service

Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning **JUL 1**, 2011, and ending **JUN 30**, 2012

Attachment
Sequence No. **121**

▶ See separate instructions.

Name of person filing this return Temple University Health System, Inc. <small>Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address)</small> 3509 N Broad Street, No. 936 City or town, state, and ZIP code Philadelphia, PA 19140 Filer's tax year beginning JUL 1 , 2011, and ending JUN 30 , 2012	A Identifying number 23-2825881 B Category of filer (See instructions. Check applicable box(es)): 1 (repeated) 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input checked="" type="checkbox"/> 5 <input checked="" type="checkbox"/> C Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period 100.00 %
---	---

D Person(s) on whose behalf this information return is filed:

Stmt 1 (1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director
Larry Kaiser	3509 N Broad Street Philadelp			X	X
Ron Jasner	3509 N Broad Street Philadelp			X	
Robert Lux	3509 N Broad Street Philadelp			X	X
Lisa Corbin	3509 N Broad Street Philadelp				X

Important: Fill in all applicable lines and schedules. All information must be in English. All amounts must be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign corporation TUHS Insurance Company LTD. Craig Appin House, P.O. Box 2450 Hamilton FC Bermuda	b(1) Employer identification number, if any b(2) Reference ID number (see instructions) c Country under whose laws incorporated Bermuda			
d Date of incorporation 06/26/98	e Principal place of business Hamilton Bermuda	f Principal business activity code number 524150	g Principal business activity Reinsurance	h Functional currency U.S., Dollar

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States AON Risk Services, Inc. of PA 1 Liberty Place, 1650 Market St. Philadelphia PA 19103	b If a U.S. income tax return was filed, enter: <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%;">(i) Taxable income or (loss)</td> <td style="width:50%;">(ii) U.S. income tax paid (after all credits)</td> </tr> <tr> <td> </td> <td> </td> </tr> </table>	(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)		
(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)				
c Name and address of foreign corporation's statutory or resident agent in country of incorporation AOH Insurance Managers (Bermuda)LTD Craig Appin House, P.O. Box 2450 Hamilton HMJX BERMUDA	d Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different TUHS Insurance Company, Ltd. Craig Appin House, P.O. Box 2450 Hamilton HMJX BERMUDA				

Schedule A Stock of the Foreign Corporation		
(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
Common	120,000	120,000

Schedule B U.S. Shareholders of Foreign Corporation

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder. <i>Note:</i> This description should match the corresponding description entered in Schedule A, column (a).	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
Temple University Health System 3509 N Broad Street Philadelphia PA 19140 23-2825881	Common	120,000	120,000	100.00%

Schedule C Income Statement

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
Income	1a Gross receipts or sales	1a	9,340,778.
	b Returns and allowances	1b	
	c Subtract line 1b from line 1a	1c	9,340,778.
	2 Cost of goods sold	2	
	3 Gross profit (subtract line 2 from line 1c)	3	9,340,778.
	4 Dividends	4	
	5 Interest	5	2,849,985.
	6a Gross rents	6a	
	b Gross royalties and license fees	6b	
7 Net gain or (loss) on sale of capital assets	7		
8 Other income (attach schedule)	8		
9 Total income (add lines 3 through 8)	9		12,190,763.
Deductions	10 Compensation not deducted elsewhere	10	
	11a Rents	11a	
	b Royalties and license fees	11b	
	12 Interest	12	
	13 Depreciation not deducted elsewhere	13	
	14 Depletion	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15	
16 Other deductions (attach schedule - exclude provision for income, war profits, and excess profits taxes) <i>See Statement 4</i>	16		16,325,598.
17 Total deductions (add lines 10 through 16)	17		16,325,598.
Net Income	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	18	-4,134,835.
	19 Extraordinary items and prior period adjustments	19	
	20 Provision for income, war profits, and excess profits taxes	20	
	21 Current year net income or (loss) per books (combine lines 18 through 20)	21	

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued

	(a) Name of country or U.S. possession	Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1	U.S.			
2				
3				
4				
5				
6				
7				
8	Total			

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	1,955,641.	417,788.
2a	Trade notes and accounts receivable		
b	Less allowance for bad debts	()	()
3	Inventories		
4	Other current assets (attach schedule) See Statement 5	291,720.	9,543,822.
5	Loans to shareholders and other related persons		
6	Investment in subsidiaries (attach schedule)		
7	Other investments (attach schedule) See Statement 6	45,085,022.	43,720,731.
8a	Buildings and other depreciable assets		
b	Less accumulated depreciation	()	()
9a	Depletable assets		
b	Less accumulated depletion	()	()
10	Land (net of any amortization)		
11	Intangible assets:		
a	Goodwill		
b	Organization costs		
c	Patents, trademarks, and other intangible assets		
d	Less accumulated amortization for lines 11a, b, and c	()	()
12	Other assets (attach schedule) See Statement 7		8,500,000.
13	Total assets	47,332,383.	62,182,341.
Liabilities and Shareholders' Equity			
14	Accounts payable	573,810.	780,388.
15	Other current liabilities (attach schedule) See Statement 8	10,933,459.	29,350,468.
16	Loans from shareholders and other related persons		
17	Other liabilities (attach schedule) See Statement 9	15,066,101.	15,064,957.
18	Capital stock:		
a	Preferred stock		
b	Common stock	120,000.	120,000.
19	Paid-in or capital surplus (attach reconciliation)	8,569,899.	8,569,899.
20	Retained earnings	12,069,114.	8,296,629.
21	Less cost of treasury stock	()	()
22	Total liabilities and shareholders' equity	47,332,383.	62,182,341.

Schedule G Other Information

- | | | |
|--|--------------------------|-------------------------------------|
| | Yes | No |
| 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign partnership? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If "Yes," see the instructions for required attachment. | | |
| 2 During the tax year, did the foreign corporation own an interest in any trust? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If "Yes," you are generally required to attach Form 8858 for each entity (see instructions). | | |
| 4 During the tax year, was the foreign corporation a participant in any cost sharing arrangement? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5 During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Schedule H Current Earnings and Profits

Important: Enter the amounts on lines 1 through 5c in functional currency.

1 Current year net income or (loss) per foreign books of account	1		-4,134,835.
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):			
		Net Additions	Net Subtractions
a Capital gains or losses			
b Depreciation and amortization			
c Depletion			
d Investment or incentive allowance			
e Charges to statutory reserves			
f Inventory adjustments			
g Taxes			
h Other (attach schedule)		362,350.	
		362,350.	
3 Total net additions			
4 Total net subtractions			
5a Current earnings and profits (line 1 plus line 3 minus line 4)	5a		-3,772,485.
b DASTM gain or (loss) for foreign corporations that use DASTM	5b		
c Combine lines 5a and 5b	5c		-3,772,485.
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations)	5d		-3,772,485.

Enter exchange rate used for line 5d ▶

Schedule I Summary of Shareholder's Income From Foreign Corporation

1 Subpart F income (line 38b, Worksheet A in the instructions)	1		
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2		
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3		
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4		
5 Factoring income	5		
6 Total of lines 1 through 5. Enter here and on your income tax return	6		
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	7		
8 Exchange gain or (loss) on a distribution of previously taxed income	8		

- | | | |
|--|--------------------------|-------------------------------------|
| • Was any income of the foreign corporation blocked? | Yes | No |
| • Did any such income become unblocked during the tax year (see section 964(b))? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

If the answer to either question is "Yes," attach an explanation.

Statement 11

Foreign Corporation

Schedule I Shareholder's Income From Foreign Corporation

Name of shareholder described in Category 5

Temple University Health System, Inc.

Shareholder's income from foreign corporation

1	Subpart F income	1	_____
2	Earnings invested in U.S. property	2	_____
3	Previously excluded subpart F income withdrawn from qualified investments	3	_____
4	Previously excluded export trade income withdrawn from investment in export trade assets	4	_____
5	Factoring income	5	_____
6	Total of lines 1 through 5	6	_____
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	_____ 0.
8	Exchange gain or (loss) on a distribution of previously taxed income	8	_____

**SCHEDULE J
(Form 5471)**

(Rev. December 2005)
Department of the Treasury
Internal Revenue Service

**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471.

Name of person filing Form 5471

Identifying number

Temple University Health System, Inc.

23-2825881

Name of foreign corporation

TUHS Insurance Company LTD.

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)
1 Balance at beginning of year	12,069,114.	
2a Current year E&P		
b Current year deficit in E&P	3,772,485.	
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b)	8,296,629.	
4 Amounts included under section 951(a) or reclassified under section 959(c) in current year		
5a Actual distributions or reclassifications of previously taxed E&P		
b Actual distributions of nonpreviously taxed E&P		
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)		
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	8,296,629.	
7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	8,296,629.	

	(c) Previously Taxed E&P (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
	(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1				12,069,114.
2a				
b				
3				
4				
5a				
b				
6a				
b				
7				8,296,629.

**SCHEDULE M
(Form 5471)**

(Rev. December 2010)

Department of the Treasury
Internal Revenue Service

**Transactions Between Controlled Foreign Corporation
and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471.

Name of person filing Form 5471

Identifying number

Temple University Health System, Inc.

23-2825881

Name of foreign corporation

TUHS Insurance Company LTD.

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ **U.S., Dollar**

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory) ...					
2 Sales of tangible property other than stock in trade					
3 Sales of property rights (patents, trademarks, etc.)					
4 Platform contribution transaction payments received					
5 Cost sharing transaction payments received					
6 Compensation received for technical, managerial, engineering, construction, or like services					
7 Commissions received					
8 Rents, royalties, and license fees received					
9 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)					
10 Interest received					
11 Premiums received for insurance or reinsurance	9,340,778.				
12 Add lines 1 through 11.....	9,340,778.				
13 Purchases of stock in trade (inventory)					
14 Purchases of tangible property other than stock in trade					
15 Purchases of property rights (patents, trademarks, etc.)					
16 Platform contribution transaction payments paid					
17 Cost sharing transaction payments paid					
18 Compensation paid for technical, managerial, engineering, construction, or like services					
19 Commissions paid					
20 Rents, royalties, and license fees paid					
21 Dividends paid					
22 Interest paid					
23 Premiums paid for insurance or reinsurance					
24 Add lines 13 through 23					
25 Amounts borrowed (enter the maximum loan balance during the year) - see instr.					
26 Amounts loaned (enter the maximum loan balance during the year) - see instr.					

**SCHEDULE O
(Form 5471)**

(Rev. December 2005)

Department of the Treasury
Internal Revenue Service

**Organization or Reorganization of Foreign
Corporation, and Acquisitions and
Dispositions of its Stock**

OMB No. 1545-0704

▶ Attach to Form 5471.

Name of person filing Form 5471

Identifying number

Temple University Health System, Inc.

23-2825881

Name of foreign corporation

TUHS Insurance Company LTD.

Important: Complete a separate Schedule O for each foreign corporation for which information must be reported.

Part I To Be Completed by U.S. Officers and Directors

(a) Name of shareholder for whom acquisition information is reported	(b) Address of shareholder	(c) Identifying number of shareholder	(d) Date of original 10% acquisition	(e) Date of additional 10% acquisition

Part II To Be Completed by U.S. Shareholders

Note: If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person.

Section A - General Shareholder Information

(a) Name, address, and identifying number of shareholder(s) filing this schedule	(b) For shareholder's latest U.S. income tax return filed, indicate:			(c) Date (if any) shareholder last filed information return under section 6046 for the foreign corporation
	(1) Type of return (enter form number)	(2) Date return filed	(3) Internal Revenue Service Center where filed	
Temple University Health System 3509 N Broad Street Philadelphia PA 19140	990	05/15/13	E-FILED	05/15/12

Section B - U.S. Persons Who Are Officers or Directors of the Foreign Corporation

(a) Name of U.S. officer or director	(b) Address	(c) Social security number	(d) Check appropriate box(es)	
			Officer	Director
Larry Kaiser	3509 N Broad Street Philadelphia PA 19140		X	X
Ronald Jasner	3509 N Broad Street Philadelphia PA 19140		X	
Robert Lux	3509 N Broad Street Philadelphia PA 19140		X	X

Section C - Acquisition of Stock

(a) Name of shareholder(s) filing this schedule	(b) Class of stock acquired	(c) Date of acquisition	(d) Method of acquisition	(e) Number of shares acquired		
				(1) Directly	(2) Indirectly	(3) Constructively

(f) Amount paid or value given	(g) Name and address of person from whom shares were acquired

Section D - Disposition of Stock

(a) Name of shareholder disposing of stock	(b) Class of stock	(c) Date of disposition	(d) Method of disposition	(e) Number of shares disposed of		
				(1) Directly	(2) Indirectly	(3) Constructively

(f) Amount received	(g) Name and address of person to whom disposition of stock was made

Section E - Organization or Reorganization of Foreign Corporation

(a) Name and address of transferor			(b) Identifying number (if any)	(c) Date of transfer

(d) Assets transferred to foreign corporation			(e) Description of assets transferred by, or notes or securities issued by, foreign corporation
(1) Description of assets	(2) Fair market value	(3) Adjusted basis (if transferor was U.S. person)	

Section F - Additional Information

(a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).

(b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock ►

(c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

Form 5471 Person(s) on Whose Behalf this Statement 1
Information Return is Filed

(1) Name	(2) Address	(3) Identifying Number	(4) Check Applicable Box(es)		
			Shr- hldr	Offi- -cer	Direc- -tor
George Moore	3509 N Broad Street Philadelp				X
Lisa Zimmaro	3509 N Broad Street Philadelp				X
Andromeda Ridgeway	3509 N Broad Street Philadelp				X

Form 5471 Amount and Type of Indebtedness of Foreign Corporation to the Related Persons Described in Regulations Section 1.6046-1(b)(11) Statement 2

Description	Amount
No Debt	0.

Form 5471 Name, Address, Identifying Number and Number of Shares Subscribed to by Each Subscriber to the Stock of the Foreign Corporation Statement 3

Name and Address	Identifying Number	Number of Shares
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There are no outstanding subscriptions to the stock of TUHS Insurance Company, Ltd. Bermuda

Form 5471	Other Deductions	Statement	4
Description	Functional Currency	Exchange Rate	U.S. Dollar
Losses and loss adjustment expenses			16,096,482.
Acquisition Costs			129,500.
General & Administrative Expenses			99,616.
Total to 5471, Schedule C, line 16			16,325,598.

Form 5471	Other Current Assets	Statement	5
Description	Beg. of Annual Accounting Period	End of Annual Accounting Period	
Accrued Investment Income	284,406.	344,548.	
Prepaid Expenses	7,314.	7,336.	
Reinsurance balance receivable	0.	8,500,000.	
Pending trades receivable	0.	691,938.	
Total to 5471, Page 3, Schedule F, line 4	291,720.	9,543,822.	

Form 5471	Other Investments	Statement	6
Description	Beg. of Annual Accounting Period	End of Annual Accounting Period	
United States Treasury Notes	33,335,272.	27,930,537.	
Corporate debt securities	4,840,867.	10,949,961.	
Mortgage backed securities	6,908,883.	4,840,233.	
Total to 5471, Page 3, Schedule F, line 7	45,085,022.	43,720,731.	

Form 5471	Other Assets	Statement	7
Description	Beg. of Annual Accounting Period	End of Annual Accounting Period	
Deferred reinsurance premium	0.	8,500,000.	
Total to 5471, Page 3, Schedule F, line 12	0.	8,500,000.	

Form 5471	Other Current Liabilities	Statement	8
Description	Beg. of Annual Accounting Period	End of Annual Accounting Period	
Losses and loss adjustment expenses	10,431,349.	12,245,911.	
Accrued expenses	28,741.	33,217.	
Reinsurance balances payable	473,369.	8,571,340.	
Unearned premium	0.	8,500,000.	
Total to 5471, Page 3, Schedule F, line 15	10,933,459.	29,350,468.	

Form 5471	Other Liabilities	Statement	9
Description	Beg. of Annual Accounting Period	End of Annual Accounting Period	
Losses and loss adjustment expenses	15,066,101.	15,064,957.	
Total to 5471, Page 3, Schedule F, line 17	15,066,101.	15,064,957.	

Form 5471	Other Net Adjustments	Statement	10
Description	Net Additions	Net Subtractions	
Net change unreal gain on invest	362,350.		
Total to 5471, Page 4, Schedule H, line 2h	362,350.		

Form 5471

Explanation of Blocked or Unblocked
Income of Foreign Corporation

Statement 11

In accordance with Internal Revenue Code sections 951(a), 952 (a)(1), and 953(a), TUHS insurance Company Ltd does not recognize its related party insurance income as Subpart F income for tax purposes. However, in accordance with generally accepted accounting principles, insurance premiums received are recognized as insurance revenues on TUHS Insurance Company's audited financial statements.