

**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)

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

**A** For the 2009 calendar year, or tax year beginning **JUL 1, 2009** and ending **JUN 30, 2010**

<b>B</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	Please use IRS label or print or type.  See Specific Instructions.	<b>C</b> Name of organization <b>Temple University Health System, Inc.</b> Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite <b>3509 N Broad Street 936</b> City or town, state or country, and ZIP + 4 <b>Philadelphia, PA 19140</b>	<b>D</b> Employer identification number <b>23-2825881</b>  <b>E</b> Telephone number <b>(215) 707-6133</b>  <b>G</b> Gross receipts \$ <b>117946867.</b> <b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c)</b> Group exemption number ▶
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c) ( <b>3</b> ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>F</b> Name and address of principal officer: <b>Robert H. Lux</b> <b>2450 W. Hunting Park Avenue, Philadelphia, PA</b>	
<b>J</b> Website: ▶ <b>www.temple.edu/tuhs</b>		<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	
		<b>L</b> Year of formation: <b>1995</b> <b>M</b> State of legal domicile: <b>PA</b>	

**Part I Summary**

<b>1</b>	Briefly describe the organization's mission or most significant activities: <b>Our mission is to provide access to high quality health care to the community and academic setting.</b>		
<b>2</b>	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
<b>3</b>	Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>16</b>
<b>4</b>	Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>10</b>
<b>5</b>	Total number of employees (Part V, line 2a)	<b>5</b>	<b>495</b>
<b>6</b>	Total number of volunteers (estimate if necessary)	<b>6</b>	<b>0</b>
<b>7a</b>	Total gross unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>0.</b>
<b>b</b>	Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	<b>0.</b>
<b>8</b>	Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>
<b>9</b>	Program service revenue (Part VIII, line 2g)	<b>30891825.</b>	<b>42522170.</b>
<b>10</b>	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>75422100.</b>	<b>65091181.</b>
<b>11</b>	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>10294692.</b>	<b>8388332.</b>
<b>12</b>	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>7712.</b>	<b>1945184.</b>
<b>13</b>	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>116616329.</b>	<b>117946867.</b>
<b>14</b>	Benefits paid to or for members (Part IX, column (A), line 4)	<b>45927000.</b>	<b>39296636.</b>
<b>15</b>	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>36501154.</b>	<b>28340576.</b>
<b>16a</b>	Professional fundraising fees (Part IX, column (A), line 11e)		
<b>b</b>	Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>282179.</b>		
<b>17</b>	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	<b>48336860.</b>	<b>44950812.</b>
<b>18</b>	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>130765014.</b>	<b>112588024.</b>
<b>19</b>	Revenue less expenses. Subtract line 18 from line 12	<b>-14148685.</b>	<b>5358843.</b>
<b>20</b>	Total assets (Part X, line 16)	<b>Beginning of Current Year</b>	<b>End of Year</b>
<b>21</b>	Total liabilities (Part X, line 26)	<b>291183547.</b>	<b>306216827.</b>
<b>22</b>	Net assets or fund balances. Subtract line 21 from line 20	<b>282308065.</b>	<b>291982502.</b>
<b>22</b>		<b>8875482.</b>	<b>14234325.</b>

**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.

<b>Sign Here</b>	Signature of officer 	Date <b>5-10-2011</b>
	<b>Robert H. Lux, Vice President and CFO</b> Type or print name and title	
<b>Paid Preparer's Use Only</b>	Preparer's signature ▶  Firm's name (or yours if self-employed), address, and ZIP + 4 ▶	Date  Check if self-employed <input type="checkbox"/> Preparer's identifying number (see instructions) EIN ▶ Phone no. ▶

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

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:

Our mission is to provide access to the highest quality of health care in both 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

Yes No

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

Yes No

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 39296636. including grants of \$ 39296636. ) (Revenue \$ 65093677. )

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 \$ 39296636.

**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> .....	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors? .....	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> .....		X
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i> .....	X	
5	<b>Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i> .....		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where 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> .....		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> .....		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> .....		X
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> .....		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> .....		X
11	Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i> .....	X	
	• 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>		
	• 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>		
	• 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>		
	• 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>		
	• Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>		
	• 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? <i>If "Yes," complete Schedule D, Part X.</i>		
12	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>		X
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional</i> .....	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> .....		X
14a	Did the organization maintain an office, employees, or agents outside of the United States? .....		X
14b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Part I</i> .....		X
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, Part II</i> .....		X
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, Part III</i> .....		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> .....		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> .....		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> .....		X
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i> .....		X

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II .....	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? If "Yes," complete Schedule I, Parts I and III .....		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? If "Yes," complete Schedule J .....	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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25 .....	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 <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part II .....		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III .....		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? If "Yes," complete Schedule L, Part IV .....		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV .....	X	
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV .....		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M .....		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M .....		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I .....		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II .....		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? If "Yes," complete Schedule R, Part I .....		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1 .....	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 .....	X	
36 <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2 .....		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? If "Yes," complete Schedule R, Part VI .....		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? .....	X	

**Note.** All Form 990 filers are required to complete Schedule O.

**Part V** Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
	<b>1a</b> 279		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	<b>1b</b> 0		
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>2a</b> 495		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		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: <b>Bermuda</b> See the instructions for exceptions and 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
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
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	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
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?	X	
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		
	<b>7d</b>		
e	Did the organization, during the year, 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	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
8	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> 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	<b>Sponsoring organizations maintaining donor advised funds.</b>		
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	<b>Section 501(c)(7) organizations.</b> Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	<b>10a</b>	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b>	
11	<b>Section 501(c)(12) organizations.</b> Enter:		
a	Gross income from members or shareholders	<b>11a</b>	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>11b</b>	
12a	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	<b>12a</b>	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	<b>12b</b>	

**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.

**Section A. Governing Body and Management**

		Yes	No
1a	Enter the number of voting members of the governing body		
			16
b	Enter the number of voting members that are independent		
			10
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?		X
6	Does the organization have members or stockholders?	X	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	X	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

**Section C. Disclosure**

- 17 List the states with which a copy of this Form 990 is required to be filed **PA**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.  
 Own website     Another's website     Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 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 Avenue, Philadelphia, PA 19129**

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

**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. Use Schedule J-2 if additional space is needed.

- 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. 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 the organization did not compensate any current officer, director, or trustee.

(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			
Jane Scaccetti Director, Chair	5.00	X		X				0.	0.	0.
Clark S. Frame Director, Vice Chair	5.00	X		X				0.	0.	0.
Edmond F. Notebaert Director, President and CEO of TUHS	20.00	X		X				0.	2583333.	0.
Theodore Z. Davis Director	5.00	X						0.	0.	0.
Dr. Milton L. Rock Director	5.00	X						0.	0.	0.
John C. Haas Director	5.00	X						0.	0.	0.
Robert H. LeFever Director	5.00	X						0.	0.	0.
Dr. Daniel T. Dempsey Director	2.00	X						0.	478394.	40994.
Ronald Donatucci Director	5.00	X						0.	0.	0.
Lewis Gould Director	5.00	X						0.	0.	0.
Lon R. Greenberg Director	5.00	X						0.	0.	0.
Dr. Soloman Luo Director	5.00	X						0.	0.	0.
Dr. Ann Weaver Hart Director	2.00	X						0.	532000.	79949.
Dr. John M. Daly Director	2.00	X						0.	710846.	50973.
Patrick OConnor Director	5.00	X						0.	0.	0.
Daniel Polett Director	5.00	X						0.	0.	0.
Beth C. Koob Secretary	30.00			X				383115.	0.	52785.

**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			
George E. Moore Asst Treasurer	4.00			X			0.	370000.	112317.	
Betty McAdams Asst Treasurer	41.00			X			90217.	0.	13750.	
Robert H. Lux Treasurer	31.00			X			458041.	0.	53686.	
Joseph G. Klos Asst Treasurer	50.00			X			208750.	0.	32108.	
Drew Maser Asst Treasurer	50.00			X			99633.	0.	29291.	
Thomas A.K. Queenan Asst Treasurer	50.00			X			194823.	0.	35837.	
Herbert P. White Asst Treasurer	50.00			X			232775.	0.	38400.	
Dr. Calvin Johnson CMO of TUHS	50.00				X		372344.	0.	36167.	
David Newell VP - External Affairs	50.00				X		322836.	0.	54147.	
Robert Birnbrauer VP - Human Resources	50.00				X		275894.	0.	79663.	
<b>1b Total</b>							<b>5902258.</b>	<b>4674573.</b>	<b>1053655.</b>	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **22**

	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 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.

(A) Name and business address	(B) Description of services	(C) Compensation
Price Waterhouse Coopers LLP P.O. Box 7247-8001, Philadelphia, PA 19170	Consultant	2300070.
Temple University, 400 Carnell Hall, 1803 N Broad St, Philadelphia, PA 19121	Purchased Services	1346199.
Elliott Lewis Corp, 2900 Black Lake Place, Philadelphia, PA 19129	Purchased Services	1310211.
Deloitte & Touche LLP 1700 Market St, Philadelphia, PA 19102	Consultant	730425.
Ikon Office Solutions P.O. Box 41564, Philadelphia, PA 19101	Purchased Services	582843.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **57**

See Schedule J-2 for Part VII, Section A Continuation

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	41000000.			
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1522170.			
	g Noncash contributions included in lines 1a-1f: \$					
	h Total. Add lines 1a-1f		42522170.			
	Program Service Revenue	2 a Related Org Svcs	Business Code 561000	64861004.	64861004.	
b Parking		812930	230177.	230177.		
c						
d						
e						
f All other program service revenue						
g Total. Add lines 2a-2f			65091181.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		8388332.		8388332.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross Rents	(i) Real	1932268.			
		(ii) Personal				
		b Less: rental expenses				
		c Rental income or (loss)	1932268.			
	d Net rental income or (loss)		1932268.		1932268.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less: cost or other basis and sales expenses				
		c Gain or (loss)				
	d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
		b Less: direct expenses	b			
c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a Misc income	900099	12916.	2496.	10420.		
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		12916.				
12 Total revenue. See instructions.		117946867.	65093677.	0.	10331020.	

**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).

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 U.S. See Part IV, line 21 .....	39296636.	39296636.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 .....				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 .....				
4 Benefits paid to or for members .....				
5 Compensation of current officers, directors, trustees, and key employees .....	3600863.		3600863.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) .....	1098532.		1098532.	
7 Other salaries and wages .....	16896111.		16896111.	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) .....	1664028.		1664028.	
9 Other employee benefits .....	3297945.		3297945.	
10 Payroll taxes .....	1783097.		1783097.	
11 Fees for services (non-employees):				
a Management .....				
b Legal .....	720868.		720868.	
c Accounting .....	370449.		370449.	
d Lobbying .....				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees .....				
g Other .....	15921462.		15643716.	277746.
12 Advertising and promotion .....	31728.		31728.	
13 Office expenses .....	1610523.		1610151.	372.
14 Information technology .....				
15 Royalties .....				
16 Occupancy .....	6247247.		6243186.	4061.
17 Travel .....	166962.		166962.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings .....				
20 Interest .....	12985299.		12985299.	
21 Payments to affiliates .....				
22 Depreciation, depletion, and amortization .....	6691324.		6691324.	
23 Insurance .....	8361.		8361.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.) .....				
a <b>Restructuring</b> .....	196589.		196589.	
b .....				
c .....				
d .....				
e .....				
f All other expenses .....				
<b>25 Total functional expenses.</b> Add lines 1 through 24f	<b>112588024.</b>	<b>39296636.</b>	<b>73009209.</b>	<b>282179.</b>
<b>26 Joint costs.</b> Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation ...				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year	
<b>Assets</b>	1	Cash - non-interest-bearing .....	2000.	1	2000.
	2	Savings and temporary cash investments .....	22460843.	2	34795366.
	3	Pledges and grants receivable, net .....		3	
	4	Accounts receivable, net .....	10661606.	4	12242267.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....	100000.	5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L .....		6	
	7	Notes and loans receivable, net .....	137163743.	7	136066743.
	8	Inventories for sale or use .....		8	
	9	Prepaid expenses and deferred charges .....	3673378.	9	3690399.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	10a 66299038.		
	b	Less: accumulated depreciation .....	10b 24892775.		
			35910054.	10c	41406263.
	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 .....	81211923.	15	78013789.	
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	291183547.	16	306216827.	
<b>Liabilities</b>	17	Accounts payable and accrued expenses .....	49771608.	17	73421848.
	18	Grants payable .....		18	
	19	Deferred revenue .....		19	
	20	Tax-exempt bond liabilities .....	229076732.	20	215137178.
	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. Complete Part X of Schedule D .....	3459725.	25	3423476.
	26	<b>Total liabilities.</b> Add lines 17 through 25 .....	282308065.	26	291982502.
<b>Net Assets or Fund Balances</b>	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 .....	8356087.	27	13657713.
	28	Temporarily restricted net assets .....	519395.	28	576612.
	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	<b>Total net assets or fund balances</b> .....	8875482.	33	14234325.	
34	<b>Total liabilities and net assets/fund balances</b> .....	291183547.	34	306216827.	

**Part XI Financial Statements and Reporting**

		Yes	No
<b>1</b>	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.		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant? .....		X
<b>b</b>	Were the organization's financial statements audited by an independent accountant? .....	X	
<b>c</b>	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? .....	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
<b>d</b>	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
<b>3a</b>	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>b</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	

Form 990 (2009)

**SCHEDULE A**  
(Form 990 or 990-EZ)

**Public Charity Status and Public Support**

OMB No. 1545-0047

**2009**

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?

	Yes	No
(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? .....		X
(ii) A family member of a person described in (i) above? .....		X
(iii) A 35% controlled entity of a person described in (i) or (ii) above? .....		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 University	23-1365971	2	X						0.
Temple Health Trans	75-5084023	9		X					2450000.
Temple Physicians I	23-2790607	9		X					6300000.
Temple Hospital	23-2825878	3		X					96636.
Temple Foundation,	23-2916108	3		X					30450000.
<b>Total</b>									<b>39296636.</b>

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

Schedule A (Form 990 or 990-EZ) 2009

**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.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 2009 (line 6, column (f) divided by line 11, column (f)) .....	14		%
15 Public support percentage from 2008 Schedule A, Part II, line 14 .....	15		%
16a 33 1/3% support test - 2009. 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 - 2008. 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 - 2009. 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 - 2008. 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.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> 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 .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</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 .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support</b> (Add lines 9, 10c, 11, and 12.)						
<b>14 First five years.</b> 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**

<b>15</b> Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>		%
<b>16</b> Public support percentage from 2008 Schedule A, Part III, line 15 .....	<b>16</b>		%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>		%
<b>18</b> Investment income percentage from 2008 Schedule A, Part III, line 17 .....	<b>18</b>		%

**19a 33 1/3% support tests - 2009.** 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 - 2008.** 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

**SCHEDULE C**  
**(Form 990 or 990-EZ)**

**Political Campaign and Lobbying Activities**

OMB No. 1545-0047

**2009**

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

Open to Public Inspection

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 VI, 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), 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 payments were made. 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 Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2009 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.  
 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%; border-collapse: collapse;"> <thead> <tr> <th style="width:35%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width:65%;">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? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(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)).**

	(a)		(b)
	Yes	No	Amount
<b>1</b> 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:			
<b>a</b> Volunteers? .....		X	
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..		X	
<b>c</b> Media advertisements? .....		X	
<b>d</b> Mailings to members, legislators, or the public? .....		X	
<b>e</b> Publications, or published or broadcast statements? .....		X	
<b>f</b> Grants to other organizations for lobbying purposes? .....		X	
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body? .....		X	
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? .....		X	
<b>i</b> Other activities? If "Yes," describe in Part IV .....	X		430578.
<b>j</b> Total. Add lines 1c through 1i .....			430578.
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? .....		X	
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912 .....			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912 .....			
<b>d</b> 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
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members? .....	1	
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less? .....	2	
<b>3</b> Did the organization agree to carryover 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) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes."**

<b>1</b> Dues, assessments and similar amounts from members .....	1	
<b>2</b> Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
<b>a</b> Current year .....	2a	
<b>b</b> Carryover from last year .....	2b	
<b>c</b> Total .....	2c	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues .....	3	
<b>4</b> 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	
<b>5</b> 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; and Part II-B, line 1i. Also, complete this part for any additional information.

**Part II-B, Line 1(i), Other Lobbying Activities:**

**Part II-B, Line 1(i), Other Lobbying Activities: Direct Lobbying**

**Expenditures in Professional Fees were \$300,104; Indirect Lobbying**

**Expenditures incurred through dues and memberships were \$130,474.23.**

**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, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2009**

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.

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

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

Protection of natural habitat       Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the 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 .....	2d

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? .....

Yes  No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? .....

Yes  No

9 In Part 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.

1a If the organization elected, as permitted under SFAS 116, 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.

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ..... ▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X ..... ▶ \$ \_\_\_\_\_

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 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 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
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	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 year end balance held as:

- a Board designated or quasi-endowment  \_\_\_\_\_ %
- b Permanent endowment  \_\_\_\_\_ %
- c Term endowment  \_\_\_\_\_ %

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

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?  Yes  No

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings	66299038.		24892775.	41406263.
c Leasehold improvements				
d Equipment				
e Other				

**Total.** Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 41406263.



**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.

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**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

OMB No. 1545-0047

**2009**

Open to Public  
Inspection

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

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

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.

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) 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 Health System Foundation, Inc. - 3509 N Broad Street Room 936 - Philadelphia, PA 19140	23-2916108		30450000.	0.			General support
Temple Physicians, Inc. 3509 N Broad Street Room 936 Philadelphia, PA 19140	23-2790607		6300000.	0.			General support
Temple Health Transport Team, Inc. 3509 N Broad Street Room 936 Philadelphia, PA 19140	75-5084023		2450000.	0.			General support
Temple University Hospital, Inc. 3509 N Broad Street Room 936 Philadelphia, PA 19140	23-2825878		96636.	0.			General support

**2** Enter total number of section 501(c)(3) and government organizations ..... **3.**

**3** Enter total number of other organizations ..... **0.**

**Part III** Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) 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

**2009**

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

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**

	Yes	No
<b>1a</b> 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"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<b>b</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 .....	<b>1b</b>	
<b>2</b> 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? .....	<b>2</b>	X
<b>3</b> Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply. <input checked="" type="checkbox"/> Compensation committee <input checked="" type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input checked="" type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee		
<b>4</b> 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:		
<b>a</b> Receive a severance payment or change-of-control payment? .....	<b>4a</b>	X
<b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....	<b>4b</b>	X
<b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement? .....	<b>4c</b>	X
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
<b>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</b>		
<b>5</b> 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:		
<b>a</b> The organization? .....	<b>5a</b>	X
<b>b</b> Any related organization? .....	<b>5b</b>	X
If "Yes" to line 5a or 5b, describe in Part III.		
<b>6</b> 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:		
<b>a</b> The organization? .....	<b>6a</b>	X
<b>b</b> Any related organization? .....	<b>6b</b>	X
If "Yes" to line 6a or 6b, describe in Part III.		
<b>7</b> 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 .....	<b>7</b>	X
<b>8</b> 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 Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III .....	<b>8</b>	X
<b>9</b> If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....	<b>9</b>	

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(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 in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
	(i)	0.	0.	0.	0.	0.	0.
Edmond F. Notebaert	(ii)	258333.	0.	0.	0.	258333.	0.
	(i)	0.	0.	0.	0.	0.	0.
Dr. Daniel T. Dempsey	(ii)	210120.	0.	268274.	40994.	519388.	0.
	(i)	0.	0.	0.	0.	0.	0.
Dr. Ann Weaver Hart	(ii)	532000.	0.	33000.	46949.	611949.	0.
	(i)	0.	0.	0.	0.	0.	0.
Dr. John M. Daly	(ii)	605346.	0.	105500.	50973.	761819.	0.
	(i)	364627.	0.	18488.	20241.	435900.	0.
	(ii)	0.	0.	0.	0.	0.	0.
Beth C. Koob	(ii)	0.	0.	0.	0.	0.	0.
	(i)	0.	0.	0.	0.	0.	0.
George E. Moore	(ii)	364000.	0.	6000.	63317.	482317.	0.
	(i)	445346.	0.	12695.	21142.	511727.	0.
	(ii)	0.	0.	0.	0.	0.	0.
Robert H. Lux	(ii)	208750.	0.	0.	6368.	240858.	0.
	(i)	0.	0.	0.	0.	0.	0.
Joseph G. Klos	(ii)	194281.	0.	542.	14739.	230660.	0.
	(i)	0.	0.	0.	0.	0.	0.
Thomas A.K. Queenan	(ii)	218775.	0.	14000.	14311.	271175.	0.
	(i)	0.	0.	0.	0.	0.	0.
Herbert P. White	(ii)	0.	0.	0.	0.	0.	0.
	(i)	361934.	0.	10410.	19642.	408511.	0.
	(ii)	0.	0.	0.	0.	0.	0.
Dr. Calvin Johnson	(ii)	284031.	0.	38805.	23263.	376983.	0.
	(i)	0.	0.	0.	0.	0.	0.
David Newell	(ii)	262300.	1046.	12548.	25163.	355557.	0.
	(i)	0.	0.	0.	0.	0.	0.
Robert Birnbrauer	(ii)	329615.	0.	12200.	10534.	404094.	0.
	(i)	0.	0.	0.	0.	0.	0.
Art Papacostas	(ii)	297464.	0.	29346.	22303.	381657.	0.
	(i)	0.	0.	0.	0.	0.	0.
Alan Rosenberg	(ii)	348132.	0.	8987.	16954.	390598.	0.
	(i)	0.	0.	0.	0.	0.	0.
Michael Mullane	(ii)	0.	0.	0.	0.	0.	0.

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Part I, Line 4a: Joseph W. Marshall, III also served as Chief Executive Officer of Temple University Health System, Inc. and was paid a severance by the Health System upon his termination from that role. His severance payment was \$447,844. Robert E. Pezzoli also served as Chief Executive Officer of Temple University Hospital, Inc. and was paid a severance by the Health System upon his termination from that role. His severance payment was \$641,688.

**Continuation Sheet for Schedule J (Form 990)**

▶ Attach to Form 990 to list additional information for Schedule J (Form 990), Part II.  
▶ See instructions for Schedule J (Form 990).

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Name of the organization

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**23-2825881**

Part I	(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 in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
	George Kenny	(i) 248894.	0.	14450.	14275.	86.	277705.	0.
		(ii) 0.	0.	0.	0.	0.	0.	0.
	Paul Walker	(i) 142076.	30000.	31656.	14055.	4182.	221969.	0.
		(ii) 0.	0.	0.	0.	0.	0.	0.
	Kenneth Chadwick	(i) 195005.	0.	766.	21128.	14094.	230993.	0.
		(ii) 0.	0.	0.	0.	0.	0.	0.
	Raymond Robinson	(i) 188672.	0.	101.	5372.	5372.	199517.	0.
		(ii) 0.	0.	0.	0.	0.	0.	0.
	Sharon Oxendale	(i) 170494.	0.	18212.	1297.	3872.	193875.	0.
		(ii) 0.	0.	0.	0.	0.	0.	0.
	Charles Soltoff	(i) 173428.	0.	11869.	18389.	13792.	217478.	0.
		(ii) 0.	0.	0.	0.	0.	0.	0.
	Joseph W. Marshall, III	(i) 0.	70000.	351968.	0.	25876.	447844.	0.
		(ii) 0.	0.	0.	0.	0.	0.	0.
	Robert E. Pezzoli	(i) 588767.	0.	1728.	29461.	21732.	641688.	0.
		(ii) 0.	0.	0.	0.	0.	0.	0.
		(i) 0.	0.	0.	0.	0.	0.	0.
		(ii) 0.	0.	0.	0.	0.	0.	0.
		(i) 0.	0.	0.	0.	0.	0.	0.
		(ii) 0.	0.	0.	0.	0.	0.	0.
		(i) 0.	0.	0.	0.	0.	0.	0.
		(ii) 0.	0.	0.	0.	0.	0.	0.
		(i) 0.	0.	0.	0.	0.	0.	0.
		(ii) 0.	0.	0.	0.	0.	0.	0.
		(i) 0.	0.	0.	0.	0.	0.	0.
		(ii) 0.	0.	0.	0.	0.	0.	0.
		(i) 0.	0.	0.	0.	0.	0.	0.
		(ii) 0.	0.	0.	0.	0.	0.	0.

**SCHEDULE J-2**  
**(Form 990)**

**Continuation Sheet for Form 990**

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▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

▶ See the instructions for Form 990.

Name of the Organization

**Temple University Health System, Inc.**

Employer Identification number

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**Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

(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			
Art Papacostas Chief Information Officer	49.00				X			341815.	0.	62279.
Alan Rosenberg Chief of Staff	50.00				X			326810.	0.	54847.
Michael Mullane Asst to the CEO	50.00				X			357119.	0.	33479.
George Kenny Govt Relations	50.00				X			263344.	0.	14361.
Paul Walker Assoc Hospital Director	50.00					X		203732.	0.	18237.
Kenneth Chadwick AVP Real Estate Services	50.00					X		195771.	0.	35222.
Raymond Robinson AVP Revenue Cycle	50.00					X		188773.	0.	10744.
Sharon Oxendale Assoc VP Operations Improvement	50.00					X		188706.	0.	5169.
Charles Soltoff AVP Marketing	50.00					X		185297.	0.	32181.
Joseph W. Marshall, III Former CEO of TUHS	33.00						X	421968.	0.	25876.
Robert E. Pezzoli Former Officer	50.00						X	590495.	0.	51193.

**SCHEDULE K (Form 990)**  
 Department of the Treasury  
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**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 on Schedule O (Form 990).  
 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	(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	
							Yes	No	Yes	No
A	HOSPITALS & HIGHER ED FAC AUTH OF PHILA	23-1929132	717903C55	08/17/07	149898643.99,03,05	REFUND OF SERIES 97,		X		X
B	HOSPITALS & HIGHER ED FAC AUTH OF PHILA	23-1929132	717903D54	08/17/07	71051466.97,99,03,05	REFUNDING OF SERIES	X			X
C										
D										
E										

Part II Proceeds	A	B	C	D	E
1	149898643.	71051466.			
2	11583006.	4372559.			
3	137144859.	39114378.			
4					
5	1170778.	875324.			
6					
7					
8	2007	2007			
9	X	X			
10					
11	X	X			
12	X	X			

Part III Private Business Use	A	B	C	D	E
1					
2	X	X			

**Part III Private Business Use (Continued)**

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
<b>3a</b> Are there any management or service contracts with respect to the financed property which may result in private business use?		X		X						
<b>b</b> Are there any research agreements with respect to the financed property which may result in private business use? ...		X		X						
<b>c</b> Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?	X		X							
<b>4</b> 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		1.92 %		3.65 %						%
<b>5</b> Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government		.00 %		.00 %						%
<b>6</b> Total of lines 4 and 5		1.92 %		3.65 %						%
<b>7</b> 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		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
<b>1</b> 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						
<b>2</b> Is the bond issue a variable rate issue?		X		X						
<b>3a</b> Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?		X		X						
<b>b</b> Name of provider	n/a		n/a							
<b>c</b> Term of hedge										
<b>4a</b> Were gross proceeds invested in a GIC?	X		X							
<b>b</b> Name of provider	Defpa Bank/Hypo - Term'd in 09		Defpa Bank/HYPO - Term'd in 09							
<b>c</b> Term of GIC										
<b>d</b> Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?	X		X							
<b>5</b> Were any gross proceeds invested beyond an available temporary period?		X		X						
<b>6</b> Did the bond issue qualify for an exception to rebate?		X		X						



SCHEDULE O

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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 other 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 Dollars (\$2,500,000); and

(k)the execution of any contract providing for the management of the

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organization.

Form 990, Part VI, Section A, line 7a: See Part VI, Section A, Line 6  
above.

Form 990, Part VI, Section A, line 7b: See Part VI, Section A, Line 6  
above.

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 about any questions. In addition to the above process,  
the Audit Committee is provided a copy and the 990 and 990T are reviewed at  
a regularly scheduled meeting.

Form 990, Part VI, Section B, Line 12c: The Office of the Secretary  
provides each director and officer with copies of the conflicts 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 presented to the full Board of  
Directors. In addition to completing the annual disclosure statement,

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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.

All employees are subject to a conflicts of interest policy that is monitored by the Office of the Secretary.

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 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 as per the Systems Continuing Disclosure Agreement (Series of 2007 Bond Issue) through the 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.

Schedule K, Supplemental Information: Schedule A, Part I, Line h: Temple

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

Schedule O (Form 990) 2009

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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.

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

(a) Name of Person: Marc Polett

(b) Relationship Between Interested Person and Organization:

Son of Mr.Polett Director at TUHS

(c) Amount of Transaction \$ 57224.

(d) Description of Transaction: Empld TUHS

(e) Sharing of Organization Revenues? = No

(a) Name of Person: John Testa

(b) Relationship Between Interested Person and Organization:

Brother in law Ms.Scaccetti Director at TUHS

(c) Amount of Transaction \$ 75859.

(d) Description of Transaction: Empld TUHS

(e) Sharing of Organization Revenues? = No

Community Benefit Overview

Temple University Health System, through its affiliates and as the sole  
member of its affiliated hospitals, physician group and other health  
providers, provides sites, programs and other resources to help carry

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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 82% of residents are of minority status, including 51% African American, 25% Hispanic, and 6% other minorities. The average household income in our direct service area barely reached \$20,000, with over 40% of residents in our immediate zip codes living at or below the federal poverty level.

Temple University Hospital serves one of our nations most economically challenged urban areas, with more than 80% of its patients covered by government programs, including 30% covered by Medicare and 52% covered by Medicaid. Temple University Hospital also provides more inpatient days of care to Medical Assistance recipients than any other hospital in the Commonwealth. As the hospital serving the greatest volume of Medicaid patients in the Commonwealth, it is de facto Philadelphias public hospital.

Hospitals of the Temple University Health System provide substantial charitable care to its community, with a total of nearly \$37 million in charity and unreimbursed care, at cost, provided last year.

With our main hospital campus located in a federally designated Primary

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Care Professional Shortage Area, a Medically Underserved Area, and an urban Renewal Area, and with our Episcopal campus situated in a federal Empowerment Zone, Temple is firmly committed to advancing the health and quality of living in our communities.

Temple University Health System takes great pride in the broad array of community services that we provide to our economically challenged neighborhoods and the Southeast Pennsylvania region. Below is a summary of some of this years programs and activities that advance the health of people and the quality of life in our communities:

**PROVIDING CRITICAL SOCIAL RESOURCES:** At a cost of \$1.3 million, Temple connected nearly 12,000 people with community-based social services, including free transportation services and clothing to destitute patients upon discharge, as well as 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:** At a cost of nearly \$600,000.00, Temple University Hospital and Jeanes Hospital reached more than 30,000 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

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activities.

**STRENGTHENING ACCESS TO CARE:** Temple Physicians, Inc. (TPI) is Temple's network of community-based physicians with offices concentrated in North Philadelphia and surrounding communities. TPI has about 110 physicians, nurse practitioners, and physician assistants in 48 practice sites with a focus on family medicine, internal medicine, obstetrics and gynecology, and pediatrics. All of its practice sites accept patients covered under Medicaid, including about 50% of its OB/GYN patients and 80% of its pediatric patients. In 2010, TPI reached about 3,500 community members through free health outreach and education events.

**CONNECTING PATIENTS WITH FINANCIAL RESOURCES:** Temple employs 35 Financial Counselors dedicated to helping un- and under-insured patients obtain medical coverage. At a cost of about \$1.4 million, this team processes about 5,500 applications annually.

**COMBATING GUN VIOLENCE:** Temple's Cradle to Grave program works with at-risk youth to help break the cycle of gun violence. With an annual investment of about \$120,000.00, Cradle to Grave engaged 750 teens this year, and engaged more than 3,000 teens since the program began in 2006.

**INVESTING IN HEALTH PROFESSIONS EDUCATION:** Temple incurs a net expense of \$37 million to provide the education and training necessary to

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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 Residents exposure to 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 Hospital invested nearly \$700,000.00 to develop our local workforce through three comprehensive initiatives. Our investment in the Community Healthcare Workforce 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. Our additional investment in the Workforce Learning Initiative for Mental Health Workers provided frontline workers with a platform of college-accredited work from which they can continue their education and career advancement. In addition, Temples Opportunities in Healthcare program exposed area high school students to a variety of healthcare careers through a structured after-school program.

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**FOSTERING VOLUNTEERISM:** A majority of the members of Temple University Health Systems Board of Directors is comprised of dedicated volunteers from diverse backgrounds who offer expertise and govern the organization without compensation. Similarly, members of the Health Systems executive staff routinely participate in not-for-profit community health and social service organizations, as volunteer members of their boards-of-directors and in partnership with their outreach services. Similarly, Temple University Hospital and Jeanes Hospital engage volunteer community members to help advance its healthcare mission. Through their chaplaincy, family support, and other programs, our volunteers help advance healing through their compassionate services to patients and their families.

**PROMOTING MULTI-CULTURAL SERVICES:** With an investment of about \$1.5 million, Temple employs a team of 11 professional medical interpreters who provide personal language assistance for our Spanish-speaking population. Supplementing this are 65 specially trained dual-role interpreters, representing seven languages. These groups performed about 20,000 bedside interpretations annually, which is in addition to interpretations performed via telephone by contracted agency interpreters.

**EMERGENCY PREPAREDNESS AND RESEARCH:** With an investment of more than \$150,000.00, this program helps ensure our staff and hospital facilities are prepared to continue to provide safe, quality patient

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care even under the most austere conditions. We work on many levels,  
both inside and outside the Health System, educating our communities  
about the importance of personal preparedness. Temple's Emergency  
Preparedness and Research Program is a critical link in the federal,  
state, and local disaster response plans.

HAITI RELIEF: With an investment of more than \$85,000.00 Temple  
University Hospital readied medical supplies and equipment to treat the  
sick and injured victims of the earthquake. Together with the Temple  
University School of Medicine, we connected physicians who were  
traveling to Haiti with community-based organizations. We also  
provided helicopter services to transport patients upon their arrival  
in Philadelphia to appropriate hospital care in our region.

DONATING BLOOD: Working with the American Red Cross, Temple University  
Health System helps ensure that our nation has a safe and reliable  
blood supply. Through an investment of nearly \$70,000.00, Temples  
hospitals helped collect more than 800 pints of blood from employees,  
physicians and community members.

FUELING OUR COMMUNITY'S ECONOMIC ENGINE: Temple University Health  
System employed nearly 7,000 people and paid \$510 million in salaries  
and benefits. As a critical employer for North Philadelphia, about 22%  
of its employees live within its immediate zip codes. For every  
hospital job, about 1.2 additional jobs are generated elsewhere. For  
every \$1.00 of hospital employee compensation, about \$.92 additional

**SCHEDULE O**

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Inspection

Name of the organization

Temple University Health System, Inc.

Employer identification number

23-2825881

compensation is spent elsewhere in the community (about \$470 million).

**REDUCING THE GOVERNMENT BURDEN:** In 2010, Temple University Hospital and Jeanes Hospital together incurred around \$37 million in net charity care expenses. In addition, Temple maintains strong affiliations with the City of Philadelphia, Federally Qualified Health Centers and other community health organizations to help ensure access to care for our vulnerable population.

**KEEPING PATIENTS OUT OF THE EMERGENCY DEPARTMENT:** Temple University Hospitals Northeastern Campus includes its unique ReadyCare physician practice. Ready Care 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 area hospital emergency rooms.

**SUBSIDIZING CRITICAL HEALTH SERVICES:** Temple University Hospital invested nearly \$15 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.





**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 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
<b>a</b> Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
<b>b</b> Gift, grant, or capital contribution to other organization(s)	X	
<b>c</b> Gift, grant, or capital contribution from other organization(s)	X	
<b>d</b> Loans or loan guarantees to or for other organization(s)		X
<b>e</b> Loans or loan guarantees by other organization(s)		X
<b>f</b> Sale of assets to other organization(s)		X
<b>g</b> Purchase of assets from other organization(s)		X
<b>h</b> Exchange of assets		X
<b>i</b> Lease of facilities, equipment, or other assets to other organization(s)		X
<b>j</b> Lease of facilities, equipment, or other assets from other organization(s)		X
<b>k</b> Performance of services or membership or fundraising solicitations for other organization(s)	X	
<b>l</b> Performance of services or membership or fundraising solicitations by other organization(s)	X	
<b>m</b> Sharing of facilities, equipment, mailing lists, or other assets		X
<b>n</b> Sharing of paid employees		X
<b>o</b> Reimbursement paid to other organization for expenses		X
<b>p</b> Reimbursement paid by other organization for expenses		X
<b>q</b> Other transfer of cash or property to other organization(s)		X
<b>r</b> Other transfer of cash or property from other 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(s)	(b) Transaction type (a-r)	(c) Amount involved
(1) Temple University Hospital	C	37000000.
(2) Jeanes Hospital	C	4000000.
(3) Temple Health Transport Team	B	2450000.
(4) Temple Physicians Inc.	B	6300000.
(5) Temple University Hospital	B	96636.
(6) Temple University Hospital	B	30450000.



**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
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
Temple University Of The Commonwealth System of Higher Education - 23-136597, 300 Sullivan Hall 1330 W Berks St, Philadelphia, Temple University Health System Foundation, Inc. - 23-2916108, 3509 N Broad Street Room 936 or c/o Chief Legal Counsel,	Education	Pennsylvania	501(c)(3)	Line 2	n/a
Jeanes Hospital Auxiliary - 23-1917776 7600 Central Avenue Philadelphia, PA 19111	Health Care	Pennsylvania	501(c)(3)	Line 11a, I	Temple University Hospital
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 9	Jeanes Hospital
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
Greater Philadelphia Health Services III Corp - 23-2989581, 3509 N Broad Street Room 936 or c/o Chief Legal Counsel,	Health Care	Pennsylvania	501(c)(3)	Line 11a, I	Temple University Hospital
				PF	n/a

**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-r)	(c) Amount involved
(7)	Temple University	L	1346199.
(8)	Temple University Hospital	K	37166115.
(9)	Jeanes Hospital	K	10217317.
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			
(16)			
(17)			
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			

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

OMB No. 1545-0704

▶ See separate instructions.

(Rev. December 2007)  
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, 2009**, and ending **JUN 30, 2010**

Attachment  
Sequence No. **121**

Name of person filing this return  <b>Temple University Health System, Inc.</b> <small>Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address)</small> <b>3509 N Broad Street, No. 936</b> City or town, state, and ZIP code <b>Philadelphia, PA 19140</b> Filer's tax year beginning <b>JUL 1</b> , 2009, and ending <b>JUN 30</b> , 2010	<b>A Identifying number</b> <b>23-2825881</b>  <b>B Category of filer</b> (See instructions. Check applicable box(es): 1 (repealed) 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input checked="" type="checkbox"/> 5 <input checked="" type="checkbox"/>  <b>C Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period</b> <b>100.00 %</b>
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**D Person(s) on whose behalf this information return is filed:**

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director
Edmond F. Notebaert	3509 N Broad Street Philadel			X	X
Ronald G. Jasner	3509 N Broad Street Philadel			X	X
Robert H. Lux	3509 N Broad Street Philadel			X	X
Helen Ann Chisholm	3509 N Broad Street Philadelp			X	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.

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

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

<b>a Name, address, and identifying number of branch office or agent (if any) in the United States</b> <b>AON Risk Services, Inc. of PA</b> <b>1 Liberty Place, 1650 Market St.</b> <b>Philadelphia PA 19103</b>	<b>b If a U.S. income tax return was filed, enter:</b> <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%;"><i>(i)</i> Taxable income or (loss)</td> <td style="width:50%;"><i>(ii)</i> U.S. income tax paid (after all credits)</td> </tr> <tr> <td> </td> <td> </td> </tr> </table>	<i>(i)</i> Taxable income or (loss)	<i>(ii)</i> U.S. income tax paid (after all credits)		
<i>(i)</i> Taxable income or (loss)	<i>(ii)</i> U.S. income tax paid (after all credits)				

<b>c Name and address of foreign corporation's statutory or resident agent in country of incorporation</b>  <b>AON Insurance Managers (Bermuda)Ltd</b> <b>Craig Appin House, P.O. Box 2450</b> <b>Hamilton HMJX</b> <b>BERMUDA</b>	<b>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</b>  <b>TUHS Insurance Company, Ltd.</b> <b>Craig Appin House, P.O. Box 2450</b> <b>Hamilton HMJX</b> <b>BERMUDA</b>
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Schedule A Stock of the Foreign Corporation	(b) Number of shares issued and outstanding	
	<i>(i)</i> Beginning of annual accounting period	<i>(ii)</i> End of annual accounting period
	(a) Description of each class of stock	
Common	120000	120000

LHA For Paperwork Reduction Act Notice, see instructions.

Form **5471** (Rev. 12-2007)



**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.			0.
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	11214534.	3678789.
2a	Trade notes and accounts receivable	95372.	0.
b	Less allowance for bad debts	( )	( )
3	Inventories		
4	Other current assets (attach schedule) See Statement 5	10404793.	6008765.
5	Loans to shareholders and other related persons		
6	Investment in subsidiaries (attach schedule)		
7	Other investments (attach schedule) See Statement 6	37080166.	45267759.
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	10000000.	5000000.
13	Total assets	68794865.	59955313.
Liabilities and Shareholders' Equity			
14	Accounts payable	580511.	769600.
15	Other current liabilities (attach schedule) See Statement 8	21535239.	21335215.
16	Loans from shareholders and other related persons		
17	Other liabilities (attach schedule) See Statement 9	31155560.	14915214.
18	Capital stock:		
a	Preferred stock		
b	Common stock	120000.	120000.
19	Paid-in or capital surplus (attach reconciliation)	8569899.	8569899.
20	Retained earnings	6833656.	14245385.
21	Less cost of treasury stock	( )	( )
22	Total liabilities and shareholders' equity	68794865.	59955313.

**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	6227304.
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) ..... <b>Statement 10</b>	1184425.	
3 Total net additions .....	1184425.	
4 Total net subtractions .....		
5a Current earnings and profits (line 1 plus line 3 minus line 4) .....	5a	7411729.
b DASTM gain or (loss) for foreign corporations that use DASTM .....	5b	
c Combine lines 5a and 5b .....	5c	7411729.
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	
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	2000000.
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**

Schedule I Shareholder's Income From Foreign Corporation

Name of shareholder described in Category 5

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	<u>2000000.</u>
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.**

<b>Important.</b> Enter amounts in functional currency.	<b>(a)</b> Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	<b>(b)</b> Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)
1 Balance at beginning of year	6833656.	
2a Current year E&P	7411729.	
b Current year deficit in E&P		
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b)	14245385.	
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)	14245385.	
7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	14245385.	

	<b>(c)</b> Previously Taxed E&P (sections 959(c)(1) and (2) balances)			<b>(d)</b> Total Section 964(a) E&P (combine columns (a), (b), and (c))
	<i>(i)</i> Earnings Invested in U.S. Property	<i>(ii)</i> Earnings Invested in Excess Passive Assets	<i>(iii)</i> Subpart F Income	
1				6833656.
2a				
b				
3				
4				
5a				
b				
6a				
b				
7				14245385.

**SCHEDULE M  
(Form 5471)**

(Rev. December 2007)

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 Buy-in payments received .....					
5 Cost sharing 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 .....	11058079.				
12 Add lines 1 through 11 .....	11058079.				
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 Buy-in payments paid .....					
17 Cost sharing 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 .....	2000000.				
22 Interest paid .....					
23 Premiums paid for insurance or reinsurance .....					
24 Add lines 13 through 23 .....	2000000.				
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	05/15/11	E-FILED	05/15/10

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

Stmnt 12 (a) Name of U.S. officer or director	(b) Address	(c) Social security number	(d) Check appropriate box(es)	
			Officer	Director
Edmond F. Notebaert	3509 N Broad Street Philadelphia PA 19140		X	X
Ronald Jasner	3509 N Broad Street Philadelphia PA 19140		X	X
Robert H. 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 Amount and Type of Indebtedness of Foreign Corporation to the Related Persons Described in Regulations Section 1.6046-1(b)(11) Statement 1

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 2

Name and Address	Identifying Number	Number of Shares
TUHS 3509 N Broad Street Philadelphia PA 19140	23-2825881	

Form 5471 Explanation of Filer's Name Change or Corporation's Activities Change and Description of Prior Name Statement 3

TUHS Insurance Company, Ltd. is not indebted to its sole shareholder, Temple University Health System, Inc. There are no outstanding subscriptions to the stock of TUHS Insurance Company, Ltd.

Form 5471 Other Deductions Statement 4

Description	Functional Currency	Exchange Rate	U.S. Dollar
Losses and loss adjustment expenses			5918358.
Acquisition Costs			124000.
General & Administrative Expenses			96702.
Total to 5471, Schedule C, line 16			6139060.

Form 5471	Other Current Assets	Statement	5
<u>Description</u>		Beg. of Annual Accounting Period	End of Annual Accounting Period
Accrued Investment Income		398148.	473403.
Reinsurance balances receivable		10000000.	5000000.
Prepaid Expenses		6645.	3338.
Pending trades receivable		0.	532024.
Total to 5471, Page 3, Schedule F, line 4		10404793.	6008765.

Form 5471	Other Investments	Statement	6
<u>Description</u>		Beg. of Annual Accounting Period	End of Annual Accounting Period
United States Treasury Notes		19334054.	28904706.
Corporate debt securities		7499530.	7635172.
Mortgage backed securities		10246582.	8727881.
Total to 5471, Page 3, Schedule F, line 7		37080166.	45267759.

Form 5471	Other Assets	Statement	7
<u>Description</u>		Beg. of Annual Accounting Period	End of Annual Accounting Period
Deferred reinsurance premium (short term)		5000000.	5000000.
Deferred reinsurance premium (long term)		5000000.	0.
Total to 5471, Page 3, Schedule F, line 12		10000000.	5000000.

Form 5471	Other Current Liabilities	Statement	8
Description	Beg. of Annual Accounting Period	End of Annual Accounting Period	
Losses and loss adjustment expenses	9428549.	9277821.	
Deferred gain on retroactive contract	66040.	17094.	
Accrued expenses	40650.	40300.	
Reinsurance balances payable	5000000.	5000000.	
Deposit liability	2000000.	2000000.	
Unearned premium	5000000.	5000000.	
Total to 5471, Page 3, Schedule F, line 15	21535239.	21335215.	

Form 5471	Other Liabilities	Statement	9
Description	Beg. of Annual Accounting Period	End of Annual Accounting Period	
Losses and loss adjustment expenses	21120000.	14915214.	
Deferred gain on retroactive contract	35560.	0.	
Reinsurance balances payable	5000000.	0.	
Unearned premium	5000000.	0.	
Total to 5471, Page 3, Schedule F, line 17	31155560.	14915214.	

Form 5471	Other Net Adjustments	Statement	10
Description	Net Additions	Net Subtractions	
Net change unreal gain on invest	1184425.		
Total to 5471, Page 4, Schedule H, line 2h	1184425.		

Form 5471	Explanation of Blocked or Unblocked Income of Foreign Corporation	Statement	11
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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.

Schedule O U.S. Officer or Director of Foreign Corporation Statement 12

(a) Name of U.S. Officer or Director	(b) Address	(c) Social Security Number	(d) Check Appropriate Box(es)	
			Offi- cer	Direc- tor
Helen Ann Chisholm	3509 N Broad Street Philadelphia PA 19140		X	X
Appleby Services	3509 N Broad Street Philadelphia PA 19140		X	