

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)

2010

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning **JUL 1, 2010** and ending **JUN 30, 2011**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization Temple University Health System, Inc. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 3509 N Broad Street 936 City or town, state or country, and ZIP + 4 Philadelphia, PA 19140	D Employer identification number 23-2825881
E Telephone number (215)707-6133		G Gross receipts \$ 98,591,085.
F Name and address of principal officer: Robert H. Lux 2450 W. Hunting Park Avenue, Philadelphia, PA		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number ▶
J Website: ▶ www.temple.edu/tuhs		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1995 M State of legal domicile: PA

Part I Summary

	1	Briefly describe the organization's mission or most significant activities: Our mission is to provide access to high quality health care to the community and academic setting.		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
Activities & Governance	3	Number of voting members of the governing body (Part VI, line 1a)	16	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	12	
	5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	416	
	6	Total number of volunteers (estimate if necessary)	12	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0.	
	7b	Net unrelated business taxable income from Form 990-T, line 34	0.	
	Revenue	8	Contributions and grants (Part VIII, line 1h)	42,522,170.
9		Program service revenue (Part VIII, line 2g)	65,091,181.	
10		Investment income (Part VIII, column (A), lines 3, 4, and 7d)	8,388,332.	
11		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,945,184.	
12		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	117,946,867.	
Expenses		13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	39,296,636.
		14	Benefits paid to or for members (Part IX, column (A), line 4)	0.
		15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	28,340,576.
		16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.
		b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 318,798.	
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	44,950,812.	
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	112,588,024.	
	19	Revenue less expenses. Subtract line 18 from line 12	5,358,843.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	306,216,827.	
	21	Total liabilities (Part X, line 26)	291,982,502.	
	22	Net assets or fund balances. Subtract line 21 from line 20	14,234,325.	

Part II Signature Block

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

Sign Here	Signature of officer 	Date 5-15-2012
Paid Preparer Use Only	Print/Type preparer's name Robert H. Lux, Vice President and CFO Type or print name and title	Preparer's signature Date <input type="checkbox"/> Check if self-employed PTIN
	Firm's name ▶ Firm's address ▶	Firm's 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

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

1 Briefly describe the organization's mission: Our mission is to provide access to 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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? 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 \$ 19,847,017. including grants of \$ 19,847,017.) (Revenue \$ 58,551,698.) 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 19,847,017.

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 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		
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 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, 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
b 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, Parts I and IV</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, Parts II and IV</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, Parts III and IV</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
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

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? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	X	
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?	X	
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?	X	

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, response value, Yes, and No. Includes questions 1a through 14b regarding Form 1096, Form W-2G, Form W-3, Form 8886-T, Form 8899, Form 1098-C, Form 990, Form 720, and Form 706.

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

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

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year		
1b Enter the number of voting members included in line 1a, above, who are independent		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 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	
7b 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:		
8a The governing body?	X	
8b 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
10b 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?		
11a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11b 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	
12b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c 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?		
15a The organization's CEO, Executive Director, or top management official	X	
15b 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
16b 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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (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					0.	0.	0.	
Clark S. Frame Director, Vice Chair	5.00	X					0.	0.	0.	
Edmond F. Notebaert Director, President and CEO (Partial	35.00	X		X			0.	3,000,000.	0.	
Larry R. Kaiser Director, President and CEO (Partial	25.00	X		X			0.	0.	0.	
Theodore Z. Davis Director	5.00	X					0.	0.	0.	
Lewis Katz Director	5.00	X					0.	0.	0.	
Frank Baldino Director	5.00	X					0.	0.	0.	
Robert H. LeFever Director	5.00	X					0.	0.	0.	
Dr. Daniel T. Dempsey Director	5.00	X					0.	500,446.	41,754.	
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	5.00	X					0.	628,244.	47,709.	
Dr. John M. Daly Director	5.00	X					0.	783,503.	51,733.	
Patrick O'Connor Director	5.00	X					0.	0.	0.	
Daniel Polett Director	5.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
Beth C. Koob Secretary	25.00			X				442,096.	0.	52,551.
George E. Moore Asst Secretary	5.00			X				0.	425,058.	66,482.
Betty McAdams Asst Secretary	33.00			X				90,085.	0.	14,136.
Robert H. Lux Treasurer	20.00			X				493,407.	0.	53,320.
Joseph G. Klos Asst Treasurer	40.00			X				215,747.	0.	32,164.
Drew Maser Asst Treasurer	50.00			X				99,134.	0.	30,395.
Thomas A.K. Queenan Asst Treasurer	50.00			X				194,240.	0.	36,140.
Herbert P. White Asst Treasurer	40.00			X				235,057.	0.	37,859.
Dr. Calvin Johnson CMO of TUHS	50.00				X			472,952.	0.	35,584.
1b Sub-total								2,242,718.	5,337,251.	499,827.
c Total from continuation sheets to Part VII, Section A								2,352,283.	0.	390,576.
d Total (add lines 1b and 1c)								4,595,001.	5,337,251.	890,403.

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 **55**

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
Temple University, 400 Carnell Hall, 1803 N Broad St, Philadelphia, PA 19121	Purchased Services	2,108,146.
Price Waterhouse Coopers LLP, 2001 Market Street, Suite 1700, Philadelphia, PA 19103	Consultant	1,871,021.
McCann & Geschke PC, 1800 John F Kennedy Blvd, Suite 801, Philadelphia, PA 19103	Legal Counsel	907,429.
Post & Schell PC, 1600 JFK Blvd, Four Penn Center, Philadelphia, PA 19103	Legal Counsel	763,344.
Marshall Dennehey Warner Coleman Goggin 1845 Walnut St, Philadelphia, PA 19103	Legal Counsel	710,196.
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 27		

See Part VII, Section A Continuation sheets

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	23050000.				
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	29,895.				
	g	Noncash contributions included in lines 1a-1f: \$						
	h	Total. Add lines 1a-1f			23079895.			
Program Service Revenue	2 a	Related Org Svcs	Business Code	561000	58286069.	58286069.		
	b	Parking		812930	265,629.	265,629.		
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f			58551698.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)			14447788.		14447788.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross Rents		(i) Real	2469332.			
		Less: rental expenses		(ii) Personal				
		Rental income or (loss)			2469332.			
		Net rental income or (loss)				2,469,332.		2469332.
	7 a	Gross amount from sales of assets other than inventory		(i) Securities				
		Less: cost or other basis and sales expenses		(ii) Other				
		Gain or (loss)						
		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				
		Less: direct expenses		b				
		Net income or (loss) from fundraising events						
	9 a	Gross income from gaming activities. See Part IV, line 19		a				
Less: direct expenses		b						
Net income or (loss) from gaming activities								
10 a	Gross sales of inventory, less returns and allowances		a					
	Less: cost of goods sold		b					
	Net income or (loss) from sales of inventory							
Miscellaneous Revenue				Business Code				
11 a	Misc income			900099	42,372.	0.	42,372.	
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d				42,372.			
12	Total revenue. See instructions.				98591085.	58551698.	0.16959492.	

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	19,847,017.	19,847,017.		
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	3,249,789.		3,249,789.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	13,789,898.		13,789,898.	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,318,390.		1,318,390.	
9 Other employee benefits	3,021,613.		3,021,613.	
10 Payroll taxes	1,252,772.		1,252,772.	
11 Fees for services (non-employees):				
a Management				
b Legal	753,844.		753,844.	
c Accounting	75,000.		75,000.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	13,036,797.		12,720,646.	316,151.
12 Advertising and promotion	51,259.		51,259.	
13 Office expenses	1,625,658.		1,625,658.	
14 Information technology				
15 Royalties				
16 Occupancy	5,997,965.		5,995,318.	2,647.
17 Travel	132,817.		132,817.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	12,700,383.		12,700,383.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	6,895,831.		6,895,831.	
23 Insurance	2,007,172.		2,007,172.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a				
b				
c				
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	85,756,205.	19,847,017.	65,590,390.	318,798.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). 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	
Assets	1	Cash - non-interest-bearing	2,000.	1	
	2	Savings and temporary cash investments	34,795,366.	2	52,532,369.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	12,242,267.	4	12,757,627.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net	136,066,743.	7	124,485,069.
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	3,690,399.	9	2,201,200.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	72,864,114.		
	10b	Less: accumulated depreciation	31,746,555.		
			41,406,263.	10c	41,117,559.
	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	78,013,789.	15	70,284,794.	
16	Total assets. Add lines 1 through 15 (must equal line 34)	306,216,827.	16	303,378,618.	
Liabilities	17	Accounts payable and accrued expenses	73,421,848.	17	60,682,846.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities	215,137,178.	20	213,362,502.
	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	3,423,476.	25	3,130,037.
	26	Total liabilities. Add lines 17 through 25	291,982,502.	26	277,175,385.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	13,657,713.	27	26,202,025.
	28	Temporarily restricted net assets	576,612.	28	1,208.
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	14,234,325.	33	26,203,233.	
34	Total liabilities and net assets/fund balances	306,216,827.	34	303,378,618.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	98,591,085.
2	Total expenses (must equal Part IX, column (A), line 25)	2	85,756,205.
3	Revenue less expenses. Subtract line 2 from line 1	3	12,834,880.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	14,234,325.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-865,972.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	26,203,233.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
2d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	X	

Form 990 (2010)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2010

Open to Public Inspection

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						93,231.
Temple Health Trans	75-5084023	9		X					2,416,548.
Temple Physicians I	23-2790607	9		X					12100000.
Temple Univ Hospital	23-2825878	3		X					137,564.
Temple East, Inc.	23-2547305	3		X					5,099,674.
Total									19,847,017.

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

Schedule A (Form 990 or 990-EZ) 2010

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 2010 (line 6, column (f) divided by line 11, column (f))	14		%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15		%
16a 33 1/3% support test - 2010. 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 - 2009. 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 - 2010. 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 - 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions			<input type="checkbox"/>

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2010.** 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 - 2009.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

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

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

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2010

Department of the Treasury
Internal Revenue Service

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

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

Open to Public Inspection

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

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

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

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

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

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

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

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

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

2 Political expenditures ▶ \$ _____

3 Volunteer hours _____

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

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

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

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

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

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) 2007	(b) 2008	(c) 2009	(d) 2010	(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					

Schedule C (Form 990 or 990-EZ) 2010

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
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		X	
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities? If "Yes," describe in Part IV	X		379,003.
j Total. Add lines 1c through 1i			379,003.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

Part IV Supplemental Information

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

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

Direct Lobbying Expenditures in Professional Fees were \$275,070;

Indirect Lobbying Expenditures incurred through dues and memberships were \$103,933.

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

2010

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 education) Preservation of an historically important land area
- Protection of natural habitat Preservation of a certified historic structure
- Preservation of open space
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
- | | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2d |
- 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 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1
- ▶ \$ _____
- (ii) Assets included in Form 990, Part X
- ▶ \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenues included in Form 990, Part VIII, line 1
- ▶ \$ _____
- b Assets included in Form 990, Part X
- ▶ \$ _____

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

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
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?	3b	

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	8,635.			8,635.
b Buildings				
c Leasehold improvements	22,141,629.		5,161,824.	16,979,805.
d Equipment	50,661,076.		26,584,731.	24,076,345.
e Other	52,774.			52,774.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 41,117,559.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

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

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

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

(a) Description	(b) Book value
(1) Assets Limited as to Use	49,325,797.
(2) Investment in Temple University Health System Insurance Company, Ltd.	20,758,997.
(3) Other Assets	200,000.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	70,284,794.

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

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) PA UC Liabilities LTC	1,146,612.
(3) Other Liabilities Misc	1,371,339.
(4) Annuities Payable	219,494.
(5) Self Insurance Claims TU Wkcomp	330,855.
(6) Asset Retirement Obligation	61,737.
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	3,130,037.

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2010

Open to Public
Inspection

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. Part II can be duplicated if additional space is needed. ▶

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Temple Physicians, Inc. 3509 N Broad Street Room 936 Philadelphia, PA 19140	23-2790607		12,100,000.	0.			General support
Temple Health Transport Team, Inc. 3509 N Broad Street Room 936 Philadelphia, PA 19140	75-5084023		2,416,548.	0.			General support
Temple University Hospital, Inc. 3509 N Broad Street Room 936 Philadelphia, PA 19140	23-2825878		137,564.	0.			General support
Temple East, Inc. 3509 N Broad Street Room 936 Philadelphia, PA 19140	23-2547305		5,099,674.	0.			General Support
Temple University 300 Sullivan Hall - 1330 W Berks St Philadelphia, PA 19140	23-1365971		93,231.	0.			General Support

- 2 Enter total number of section 501(c)(3) and government organizations: **4.**
- 3 Enter total number of other organizations: **0.**

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule I (Form 990) (2010)

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

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

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

Schedule I, Part I, Line 2: Grants were made only for tax-exempt purposes to related organizations under common control. Grants are subject to review by the governing bodies and management of the related organizations and the organization which is their common parent.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization

Temple University Health System, Inc.

Employer identification number

23-2825881

Part I Questions Regarding Compensation

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

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

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

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the 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"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

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

a Receive a severance payment or change-of-control payment from the organization or a related organization?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

a The organization?

b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

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

a The organization?

b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

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

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

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

	Yes	No
1a		
1b		
2		
3		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2010

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

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

Note. The sum of columns (B)(i)-(iii) 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				
1 Edmond F. Notebaert	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 3,000,000.	0.	0.	0.	0.	3,000,000.	0.
2 Dr. Daniel T. Dempsey	(i) 210,120.	0.	290,326.	22,510.	19,244.	542,200.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
3 Dr. Ann Weaver Hart	(i) 550,744.	70,000.	7,500.	32,489.	15,220.	675,953.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
4 Dr. John M. Daly	(i) 707,468.	70,535.	5,500.	32,489.	19,244.	835,236.	0.
	(ii) 373,523.	50,000.	18,573.	32,544.	20,007.	494,647.	0.
5 Beth C. Koob	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
6 George E. Moore	(i) 381,967.	37,091.	6,000.	51,262.	15,220.	491,540.	0.
	(ii) 430,674.	50,000.	12,733.	32,544.	20,776.	546,727.	0.
7 Robert H. Lux	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 215,747.	0.	0.	25,785.	6,379.	247,911.	0.
8 Joseph G. Klos	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 193,632.	0.	608.	21,248.	14,892.	230,380.	0.
9 Thomas A.K. Queenan	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 221,057.	0.	14,000.	24,228.	13,631.	272,916.	0.
10 Herbert P. White	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 363,499.	0.	109,453.	15,256.	20,328.	508,536.	0.
11 Dr. Calvin Johnson	(i) 54,415.	132,031.	774.	5,793.	4,631.	197,644.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
12 David Newell	(i) 261,264.	1,045.	11,997.	54,500.	22,512.	351,318.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
13 Robert Birnbrauer	(i) 320,623.	0.	12,199.	51,745.	12,136.	396,703.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
14 Art Papacostas	(i) 306,099.	0.	28,835.	32,544.	21,613.	389,091.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
15 Alan Rosenberg	(i) 200,721.	40,000.	32,654.	12,260.	6,371.	292,006.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
16 Michael Mullane	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.

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

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

OMB No. 1545-0047
2010
Open to Public Inspection

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

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

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Deceased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
HOSPITALS & HIGHER ED A FAC AUTH OF PHILA	23-19291327	17903C55	08/17/07	149898643.	REFUNDING OF SERIES 97,99,03,0		X		X		X
HOSPITALS & HIGHER ED B FAC AUTH OF PHILA	23-19291327	17903D54	08/17/07	71051466.	REFUNDING OF SERIES 97,99,03,0		X		X		X
C											
D											

Part II Proceeds

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

Part III Private Business Use

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

Part III Private Business Use (Continued)

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

Part IV Arbitrage

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

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

Schedule K, Part I, Bond Issues:

(a) Issuer Name: HOSPITALS & HIGHER ED FAC AUTH OF PHILA

(f) Description of Purpose: REFUNDING OF SERIES 97,99,03,05

(a) Issuer Name: HOSPITALS & HIGHER ED FAC AUTH OF PHILA

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
Marc Polett	Son of Daniel Polett	57,093.	Employee at		X
John Testa	Brother in law of J	73,827.	Employee at		X

Part V Supplemental Information

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

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

(a) Name of Person: Marc Polett

(b) Relationship Between Interested Person and Organization:

Son of Daniel Polett Director at TUHS

(c) Amount of Transaction \$ 57,093.

(d) Description of Transaction: Employee at TUHS

(e) Sharing of Organization Revenues? = No

(a) Name of Person: John Testa

(b) Relationship Between Interested Person and Organization:

Brother in law of Jane Scaccetti Director at TUHS

(c) Amount of Transaction \$ 73,827.

(d) Description of Transaction: Employee at TUH

(e) Sharing of Organization Revenues? = No

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

Temple University Health System, Inc.

Employer identification number

23-2825881

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 organization's 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 organization's 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 organization's 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 University's;

(h) the deletion of any clinical programs that are needed for the accreditation of Temple University School of Medicine;

(i) the adoption of the organization's 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

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

(k)the execution of any contract providing for the management of the 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 Secretarys 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, directors and officers must disclose potential or actual conflicts on an

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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.

Form 990, Part XI, line 5, Changes in Net Assets:

Unrealized Losses on Investments of \$865,972

Form 990 - Part VII - section A - Column B

Hours of members at other organizations

032212
01-24-11

Schedule O (Form 990 or 990-EZ) (2010)

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

Jane Scaccetti	7
Clark S. Frame	2
Edmond F. Notebaert	15
Beth C. Koob	25
Betty McAdams	17
Robert H. Lux	30
Joseph G. Klos	10
Herbert White	10
Theodore Z. Davis	2
Robert H. LeFever	5
Dr. Daniel T. Dempsey	45
Lon R. Greenberg	2
Dr. Soloman Luo	5
Dr. Ann Weaver Hart	45
Dr. John M. Daly	45
Patrick J. O'Conner	15

Community Benefit Overview

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

Our services are especially important in the diverse, economically challenged neighborhood of Temple University Hospital where 82% of

Name of the organization

Temple University Health System, Inc.

Employer identification number

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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 nation's most economically challenged urban areas, with more than 86% of its patients covered by government programs, including 32% covered by Medicare and 54% 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 Philadelphia's public hospital.

Hospitals of the Temple University Health System provide substantial charitable care to its community, with a total of more than \$45 million in charity and unreimbursed care, at cost, provided last year.

With our main hospital campus located in a federally designated "Primary 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

032212
01-24-11

Schedule O (Form 990 or 990-EZ) (2010)

Name of the organization

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summary of some of this year's 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 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 more than \$800,000.00, 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 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,

Name of the organization

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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 \$123,000.00, Cradle to Grave engaged 1250 teens this year, and engaged more than 4,000 teens since the program began in 2006.

INVESTING IN HEALTH PROFESSIONS EDUCATION: Temple incurs a net expense of \$35 million to provide the education and training necessary to develop a professional healthcare workforce to benefit the broader community. This includes part of the cost of training more than 500 residents and fellows in over 45 teaching programs. Our residents and fellows are involved in various efforts that directly impact the community, including our Cradle to Grave program, the Temple CAREs primary clinic, our HIV clinic, and other community outreach initiatives. The Resident's exposure to our diverse, low-income community helps Temple address health disparities while developing our nation's 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

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collegiate programs.

INVESTING IN OUR HOSPITAL WORKFORCE: Temple University Hospital invested nearly \$500,000.00 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, Temple's Opportunities in Healthcare program exposed area high school students to a variety of healthcare careers through a structured after-school program.

FOSTERING VOLUNTEERISM: A majority of the members of Temple University Health System's 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 System's 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.

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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 \$125,000.00, this program helps ensure our staff and hospital facilities are prepared to continue to provide safe, quality patient care even under the most austere conditions. We work on many levels, both inside and outside the Temple Health System, educating our 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.

DONATING BLOOD. Working with the American Red Cross, we help ensure that our nation has a safe and reliable blood supply. Through our investment of nearly \$31,000.00, Temple University Hospital helped collect 600 pints of blood from employees, physicians and community members.

FUELING OUR COMMUNITY'S ECONOMIC ENGINE. Temple University Hospital employed 4,100 people and paid \$369 million in salaries and benefits. As a critical employer for North Philadelphia, about 22% of our employees live within its immediate and adjacent zip codes. For every

Name of the organization

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\$1.00 of hospital employee compensation, about \$.92 additional compensation is spent elsewhere in the community (about \$340 million). For every job at Temple University Hospital, about 1.2 additional jobs are generated elsewhere (about 5,000 spin-off jobs).

REDUCING THE GOVERNMENT BURDEN. Temple University Hospital incurred nearly \$133 million in net charity and unreimbursed care expenses. In addition, Temple maintains strong affiliations with the City of Philadelphia, Federally Qualified Health Centers, and numerous community health organizations to help ensure access to care for our vulnerable population.

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

SUBSIDIZING CRITICAL HEALTH SERVICES. Temple University Hospital invested nearly \$28 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 as 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, 35a, or 36.)

		Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.			
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	X	
b	Gift, grant, or capital contribution to other organization(s)	X	
c	Gift, grant, or capital contribution from other organization(s)	X	
d	Loans or loan guarantees to or for other organization(s)		X
e	Loans or loan guarantees by other organization(s)		X
f	Sale of assets to other organization(s)		X
g	Purchase of assets from other organization(s)		X
h	Exchange of assets		X
i	Lease of facilities, equipment, or other assets to other organization(s)	X	
j	Lease of facilities, equipment, or other assets from other organization(s)	X	
k	Performance of services or membership or fundraising solicitations for other organization(s)	X	
l	Performance of services or membership or fundraising solicitations by other organization(s)	X	
m	Sharing of facilities, equipment, mailing lists, or other assets		X
n	Sharing of paid employees	X	
o	Reimbursement paid to other organization for expenses		X
p	Reimbursement paid by other organization for expenses	X	
q	Other transfer of cash or property to other organization(s)		X
r	Other transfer of cash or property from other organization(s)		X

		(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
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.				
(1)	Temple University Hospital	C	16,891,000.	
(2)	Jeanes Hospital	C	6,159,000.	
(3)	Temple Health Transport Team	B	2,416,548.	
(4)	Temple Physicians Inc.	B	12,100,000.	
(5)	Temple University Hospital	B	137,564.	
(6)	Temple East, Inc.	B	5,099,674.	

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	(d) Method of determining amount involved
(7)	Temple University Hospital	K	48,299,030.	
(8)	Temple Health Transport Team	K	128,657.	
(9)	Temple Physicians Inc.	K	1,453,240.	
(10)	Jeanes Hospital	K	8,405,142.	
(11)				
(12)				
(13)				
(14)				
(15)				
(16)				
(17)				
(18)				
(19)				
(20)				
(21)				
(22)				
(23)				
(24)				

Part VII Supplemental Information

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

Lined area for supplemental information.

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

OMB No. 1545-0704

(Rev. December 2007)
Department of the Treasury
Internal Revenue Service

▶ See separate instructions.
Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning **JUL 1, 2010**, and ending **JUN 30, 2011**

Attachment
Sequence No. **121**

Name of person filing this return Temple University Health System, Inc.	A Identifying number 23-2825881
Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address) 3509 N Broad Street, No. 936	B Category of filer (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"/>
City or town, state, and ZIP code Philadelphia, PA 19140	C Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period 100.00 %
Filer's tax year beginning JUL 1, 2010 , and ending JUN 30, 2011	

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 Philadelp			X	X
Ronald G. Jasner	3509 N Broad Street Philadelp			X	X
Robert H. Lux	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.

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

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

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

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

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)	(b)
		Beginning of annual accounting period	End of annual accounting period
1 Cash	1	3,678,789.	1,955,641.
2a Trade notes and accounts receivable	2a	0.	
b Less allowance for bad debts	2b	()	()
3 Inventories	3		
4 Other current assets (attach schedule) See Statement 5	4	6,008,765.	291,720.
5 Loans to shareholders and other related persons	5		
6 Investment in subsidiaries (attach schedule)	6		
7 Other investments (attach schedule) See Statement 6	7	45,267,759.	45,085,022.
8a Buildings and other depreciable assets	8a		
b Less accumulated depreciation	8b	()	()
9a Depletable assets	9a		
b Less accumulated depletion	9b	()	()
10 Land (net of any amortization)	10		
11 Intangible assets:			
a Goodwill	11a		
b Organization costs	11b		
c Patents, trademarks, and other intangible assets	11c		
d Less accumulated amortization for lines 11a, b, and c	11d	()	()
12 Other assets (attach schedule) See Statement 7	12	5,000,000.	
13 Total assets	13	59,955,313.	47,332,383.
Liabilities and Shareholders' Equity			
14 Accounts payable	14	769,600.	573,810.
15 Other current liabilities (attach schedule) See Statement 8	15	21,335,215.	10,933,459.
16 Loans from shareholders and other related persons	16		
17 Other liabilities (attach schedule) See Statement 9	17	14,915,214.	15,066,101.
18 Capital stock:			
a Preferred stock	18a		
b Common stock	18b	120,000.	120,000.
19 Paid-in or capital surplus (attach reconciliation)	19	8,569,899.	8,569,899.
20 Retained earnings	20	14,245,385.	12,069,114.
21 Less cost of treasury stock	21	()	()
22 Total liabilities and shareholders' equity	22	59,955,313.	47,332,383.

Form 5471 (Rev. 12-2007)

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	-1,338,833.
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)	Statement 10	837,438.
3 Total net additions		
4 Total net subtractions		837,438.
5a Current earnings and profits (line 1 plus line 3 minus line 4)	5a	-2,176,271.
b DASTM gain or (loss) for foreign corporations that use DASTM	5b	
c Combine lines 5a and 5b	5c	-2,176,271.
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	
8 Exchange gain or (loss) on a distribution of previously taxed income	8	

- | | | |
|--|--------------------------|-------------------------------------|
| • Was any income of the foreign corporation blocked? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| • Did any such income become unblocked during the tax year (see section 964(b))? | <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

Temple University Health System, Inc.

Shareholder's income from foreign corporation

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

**SCHEDULE J
(Form 5471)**

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

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

▶ Attach to Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471

Identifying number

Temple University Health System, Inc.

23-2825881

Name of foreign corporation

TUHS Insurance Company LTD.

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)
1 Balance at beginning of year	14,245,385.	
2a Current year E&P		
b Current year deficit in E&P	2,176,271.	
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b)	12,069,114.	
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)	12,069,114.	
7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	12,069,114.	

	(c) Previously Taxed E&P (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
	(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1				14,245,385.
2a				
b				
3				
4				
5a				
b				
6a				
b				
7				12,069,114.

**SCHEDULE M
(Form 5471)**

(Rev. December 2010)

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0704

▶ Attach to Form 5471.

Name of person filing Form 5471 **Temple University Health System, Inc.** Identifying number **23-2825881**

Name of foreign corporation **TUHS Insurance Company LTD.**

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

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

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory) ...					
2 Sales of tangible property other than stock in trade					
3 Sales of property rights (patents, trademarks, etc.)					
4 Platform contribution transaction payments received					
5 Cost sharing transaction payments received					
6 Compensation received for technical, managerial, engineering, construction, or like services					
7 Commissions received					
8 Rents, royalties, and license fees received					
9 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)					
10 Interest received					
11 Premiums received for insurance or reinsurance	9,702,306.				
12 Add lines 1 through 11.....	9,702,306.				
13 Purchases of stock in trade (inventory)					
14 Purchases of tangible property other than stock in trade					
15 Purchases of property rights (patents, trademarks, etc.)					
16 Platform contribution transaction payments paid					
17 Cost sharing transaction payments paid					
18 Compensation paid for technical, managerial, engineering, construction, or like services					
19 Commissions paid					
20 Rents, royalties, and license fees paid					
21 Dividends paid					
22 Interest paid					
23 Premiums paid for insurance or reinsurance					
24 Add lines 13 through 23					
25 Amounts borrowed (enter the maximum loan balance during the year) - see instr.					
26 Amounts loaned (enter the maximum loan balance during the year) - see instr.					

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

▶ Attach to Form 5471.

Name of person filing Form 5471 **Temple University Health System, Inc.** Identifying number **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	05/15/12	E-FILED	05/15/11

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

(a) Name of U.S. officer or director	(b) Address	(c) Social security number	(d) Check appropriate box(es)	
			Officer	Director
Edmond F. Notebaert	3509 N Broad Street Philadelphia PA 19140		X	X
Ronald G. 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		

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			13,069,839.
Acquisition Costs			127,000.
General & Administrative Expenses			103,845.
Total to 5471, Schedule C, line 16			13,300,684.

Form 5471	Other Current Assets	Statement	5
Description	Beg. of Annual Accounting Period	End of Annual Accounting Period	
Accrued Investment Income	473,403.	284,406.	
Reinsurance balances receivable	5,000,000.	0.	
Prepaid Expenses	3,338.	7,314.	
Pending trades receivable	532,024.	0.	
Total to 5471, Page 3, Schedule F, line 4	6,008,765.	291,720.	

Form 5471	Other Investments	Statement	6
Description	Beg. of Annual Accounting Period	End of Annual Accounting Period	
United States Treasury Notes	28,904,706.	33,335,272.	
Corporate debt securities	7,635,172.	4,840,867.	
Mortgage backed securities	8,727,881.	6,908,883.	
Total to 5471, Page 3, Schedule F, line 7	45,267,759.	45,085,022.	

Form 5471	Other Assets	Statement	7
Description	Beg. of Annual Accounting Period	End of Annual Accounting Period	
Deferred reinsurance premium (short term)	5,000,000.	0.	
Deferred reinsurance premium (long term)	0.	0.	
Total to 5471, Page 3, Schedule F, line 12	5,000,000.	0.	

Form 5471 Other Current Liabilities Statement 8

Description	Beg. of Annual Accounting Period	End of Annual Accounting Period
Losses and loss adjustment expenses	9,277,821.	10,431,349.
Deferred gain on retroactive contract	17,094.	0.
Accrued expenses	40,300.	28,741.
Reinsurance balances payable	5,000,000.	473,369.
Deposit liability	2,000,000.	0.
Unearned premium	5,000,000.	
Total to 5471, Page 3, Schedule F, line 15	21,335,215.	10,933,459.

Form 5471 Other Liabilities Statement 9

Description	Beg. of Annual Accounting Period	End of Annual Accounting Period
Losses and loss adjustment expenses	14,915,214.	15,066,101.
Deferred gain on retroactive contract	0.	0.
Reinsurance balances payable	0.	0.
Unearned premium	0.	0.
Total to 5471, Page 3, Schedule F, line 17	14,915,214.	15,066,101.

Form 5471 Other Net Adjustments Statement 10

Description	Net Additions	Net Subtractions
Net change unreal loss on invest		837,438.
Total to 5471, Page 4, Schedule H, line 2h		837,438.

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

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

