

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>SUSQUEHANNA HEALTH SYSTEM RETIREMENT INCOME PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1996</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1996</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1996</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>SUSQUEHANNA HEALTH SYSTEM</u> <u>777 RURAL AVENUE</u> <u>WILLIAMSPORT, PA 17701-1946</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>23-2751183</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>570-321-2451</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>622000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>23-2751183</u>	2c Sponsor's telephone number <u>570-321-2451</u>	2d Business code (see instructions) <u>622000</u>	
2b Employer Identification Number (EIN) <u>23-2751183</u>					
2c Sponsor's telephone number <u>570-321-2451</u>					
2d Business code (see instructions) <u>622000</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2011	CLARE KIEHART
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2011	STEVE JOHNSON
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SUSQUEHANNA HEALTH SYSTEM 777 RURAL AVENUE WILLIAMSPORT, PA 17701-1946	3b Administrator's EIN 23-2751183 3c Administrator's telephone number 570-321-2451
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	3372
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	2523
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	619
d Subtotal. Add lines 6a , 6b , and 6c	6d	3142
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	7
f Total. Add lines 6d and 6e	6f	3149
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	3108
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	12

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2F 2G 2T 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☒ ¹ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2011	
A Name of plan SUSQUEHANNA HEALTH SYSTEM RETIREMENT INCOME PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500. SUSQUEHANNA HEALTH SYSTEM	D Employer Identification Number (EIN) 23-2751183

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
36-6071399	70688	TT080399	3108	04/15/2010	12/31/2010

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	6982015
5 Current value of plan's interest under this contract in separate accounts at year end	5	2694220

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☒ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	0
c Additions: (1) Contributions deposited during the year	7c(1)	73677151
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	187796
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
▶		
(6) Total additions	7c(6)	73864947
d Total of balance and additions (add b and c(6))	7d	73864947
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	66882932
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions	7e(5)	66882932
f Balance at the end of the current year (subtract e(5) from d)	7f	6982015

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan SUSQUEHANNA HEALTH SYSTEM RETIREMENT INCOME PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 SUSQUEHANNA HEALTH SYSTEM	D Employer Identification Number (EIN) 23-2751183	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
DIVERSIFIED INVESTMENT ADVISORS
13-3689044

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

DIVERSIFIED INVESTMENT ADVISORS

13-3689044

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
12 15 28 37 38 50 54 59 61 62 63 64 65	RECORDKEEPER	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

NATIONAL FINANCIAL SERVICES

04-3523567

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33	SECURITIES BROKER	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

THE CENTURION GROUP

20-5468980

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT ADVISOR	63731	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

WESTFIELD CAPITAL MANAGEMENT CO

30-0027188

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26	INVESTMENT ADVISOR	36655	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FIRST STATE TRUST COMPANY

13-3124172

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	TRUSTEE	34956	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

BROWN BROTHERS HARRIMAN & CO

13-4973745

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT ADVISOR	32951	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FRONTIER CAPITAL MANAGEMENT CO

04-2715137

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT ADVISOR	19709	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

ROBEKO INVESTMENT MANAGEMENT

04-3340328

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT ADVISOR	18196	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FRANKLIN TEMPLETON PORTFOLIO ADVISO

13357 COLLECTION CENTER DR
CHICAGO, IL 60693

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT ADVISOR	8906	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED INVESTMENT ADVISORS	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS 5300 ROBIN HOOD ROAD NORFOLK, VA 23513	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS 5300 ROBIN HOOD ROAD NORFOLK, VA 23513	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED INVESTMENT ADVISORS	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA 245 SUMMER STREET FLOOR 3 BOSTON, MA 02210	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		
COLUMBIA 245 SUMMER STREET FLOOR 3 BOSTON, MA 02210	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> </div> </div>		
DIVERSIFIED INVESTMENT ADVISORS	12 15 28 37 38 50 54 59 61 62 63 64 65	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		
JANUS 720 S COLORADO BLVD SUITE 290A DENVER, CO 80246	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> </div> </div>		
NATIONAL FINANCIAL SERVICES	33	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		
JANUS 720 S COLORADO BLVD SUITE 290A DENVER, CO 80246	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED INVESTMENT ADVISORS	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JENNISON GATEWAY CENTER 3 4TH FLOOR NEWARK, NJ 07102	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JENNISON GATEWAY CENTER 3 4TH FLOOR NEWARK, NJ 07102	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED INVESTMENT ADVISORS	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED INVESTMENT ADVISORS	12 15 28 37 38 50 54 59 61 62 63 64 65	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED INVESTMENT ADVISORS	12 15 28 37 38 50 54 59 61 62 63 64 65	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VAN KAMPEN FUNDS 1 PARKVIEW PLAZA SUITE 100 OAKBROOK TERRACE, IL 60181	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VAN KAMPEN FUNDS 1 PARKVIEW PLAZA SUITE 100 OAKBROOK TERRACE, IL 60181	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	PARENTE BEARD LLC	b EIN:	23-2932984
c Position:	AUDITOR		
d Address:	400 MARKET ST. WILLIAMSPORT, PA 17701	e Telephone:	570-323-6023
Explanation:		BOARD OF DIRECTORS OBJECTIVE OF HAVING A PERIODIC CHANGE IN INDEPENDENT AUDITOR. NO PROBLEMS OR CONCERNS WITH PARENTEBEARD, LLC.	

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	
Explanation:			

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	
Explanation:			

a Name:		b EIN;	
c Position:			
d Address:		e Telephone:	
Explanation:			

a Name:		b EIN;	
c Position:			
d Address:		e Telephone:	
Explanation:			

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan <u>SUSQUEHANNA HEALTH SYSTEM RETIREMENT INCOME PLAN</u>	B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SUSQUEHANNA HEALTH SYSTEM</u>	D Employer Identification Number (EIN) <u>23-2751183</u>

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		<u>45681</u>
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	<u>295014</u>	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	<u>5281345</u>	
(2) U.S. Government securities	1c(2)	<u>12417872</u>	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	<u>21255747</u>	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	<u>27312710</u>	
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	<u>355845</u>	<u>368780</u>
(10) Value of interest in pooled separate accounts	1c(10)		<u>2694220</u>
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		<u>70143711</u>
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		<u>6982015</u>
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	66918533	80234407

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	53285	
i Acquisition indebtedness	1i		
j Other liabilities	1j	66945	136963
k Total liabilities (add all amounts in lines 1g through 1j)	1k	120230	136963

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	66798303	80097444
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	6830004	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6830004

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)	83111	
(C) Corporate debt instruments	2b(1)(C)	282906	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	232752	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		598769

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	109839	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1338498	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1448337

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	160163247	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	158075030	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		2088217

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		7633167
c Other income.....	2c		2406
d Total income. Add all income amounts in column (b) and enter total.....	2d		18600900

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5086577	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		5086577
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	180148	
(4) Other	2i(4)	35034	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		215182
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		5301759

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		13299141
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: BKD, LLP

(2) EIN: 44-0160260

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan <u>SUSQUEHANNA HEALTH SYSTEM RETIREMENT INCOME PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SUSQUEHANNA HEALTH SYSTEM</u>	D Employer Identification Number (EIN) <u>23-2751183</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-3340328</u> <u>13-3689044</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Susquehanna Health System Retirement Income Plan

EIN 23-2751183 PN 001

Accountants' Report and Financial Statements

December 31, 2010 and 2009

Susquehanna Health System Retirement Income Plan

December 31, 2010 and 2009

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Independent Accountants' Report

Administrative Retirement Committee
Susquehanna Health System Retirement Income Plan
Williamsport, Pennsylvania

We were engaged to audit the accompanying statement of net assets available for benefits of Susquehanna Health System Retirement Income Plan as of December 31, 2010, and the related statement of changes in net assets available for benefits for the year then ended and the accompanying supplemental schedules. These financial statements and schedules are the responsibility of the Plan's management. Other accountants were engaged to audit the financial statements of Susquehanna Health System Retirement Income Plan as of and for the year ended December 31, 2009, whose report dated September 23, 2010, did not express an opinion on those financial statements as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*, the plan administrator instructed us not to perform, and we did not perform, auditing procedures with respect to the information summarized in *Note 3*, which was certified by First State Trust Company and State Street Bank and Trust Company, the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the custodians as of and for the year ended December 31, 2010, that the information provided to the plan administrator by the custodians is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2010 financial statements and schedules taken as a whole. The form and content of the information included in the 2010 financial statements and schedules, other than that derived from the information certified by the custodians, has been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*.

BKD, LLP

Springfield, Missouri
October 10, 2011

Federal Employer Identification Number: 44-0160260

Susquehanna Health System Retirement Income Plan

Statements of Net Assets Available for Benefits

December 31, 2010 and 2009

Assets

	2010	2009
Investments, At Fair Value	<u>\$ 80,201,612</u>	<u>\$ 66,597,242</u>
Receivables		
Accrued interest and dividends	<u>-</u>	<u>295,015</u>
Nonallocated cash	<u>45,681</u>	<u>-</u>
Total assets	<u>80,247,293</u>	<u>66,892,257</u>

Liabilities

Accrual for pending transactions	-	53,285
Deferred contributions	<u>136,963</u>	<u>66,945</u>
Total liabilities	<u>136,963</u>	<u>120,230</u>
Net Assets Available for Benefits, At Fair Value	80,110,330	66,772,027
Adjustment from fair value to contract value for interest in pooled separate account relating to fully benefit-responsive investment contracts	(18,860)	-
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	<u>5,974</u>	<u>26,277</u>
Net Assets Available for Benefits	<u><u>\$ 80,097,444</u></u>	<u><u>\$ 66,798,304</u></u>

Susquehanna Health System Retirement Income Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Investment Income		
Net appreciation in fair value of investments	\$ 9,721,383	\$ 6,721,950
Interest and dividends	2,047,106	1,708,134
Miscellaneous income	<u>2,406</u>	<u>27,362</u>
Net investment income	11,770,895	8,457,446
Contributions		
Employer	<u>6,830,004</u>	<u>6,715,109</u>
Total additions	<u>18,600,899</u>	<u>15,172,555</u>
Deductions		
Benefits paid directly to participants	5,086,577	1,943,749
Administrative expenses	<u>215,182</u>	<u>253,053</u>
Total deductions	<u>5,301,759</u>	<u>2,196,802</u>
Net Increase	13,299,140	12,975,753
Net Assets Available for Benefits, Beginning of Year	<u>66,798,304</u>	<u>53,822,551</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 80,097,444</u></u>	<u><u>\$ 66,798,304</u></u>

Susquehanna Health System Retirement Income Plan

Notes to Financial Statements

December 31, 2010 and 2009

Note 1: Description of the Plan

The following description of Susquehanna Health System Retirement Income Plan (Plan) provides only general information. Participants should refer to the plan document and *Summary Plan Description* for a more complete description of the Plan's provisions, which are available from the plan administrator.

General

The Plan is a defined contribution plan sponsored by Susquehanna Health System (System) for the benefit of its employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Effective May 3, 2010, the Plan's custodian changed from First State Trust Company to State Street Bank and Trust Company.

Contributions

The System will make a discretionary contribution of no less than 3% of each participant's compensation for the plan year, provided the participant worked at least 1,000 hours and was employed on the last day of the plan year. For 2010 and 2009, the System made a discretionary contribution of 3% of participant's compensation. Moreover, if a participant was employed as of June 22, 1994, and attained at least age 30 as of January 1, 1996, an additional contribution is made to the Plan. This additional contribution is calculated using a percentage of the participant's compensation based upon a sliding scale determined by the age of the participant as of January 1, 1996.

In addition, the System makes matching contributions provided that a participant of the Plan enters into a salary reduction agreement in the System's 401(k) Plan or the System's 403(b) Plan. The System will make matching contributions of 100% of the participant's deferrals up to the lesser of \$1,500 or 3% of the participant's compensation, for participants who have worked at least 1,000 hours and were employed on the last day of the plan year. Contributions are subject to certain limitations.

Participant Investment Account Options

Investment account options available include various funds. As of July 2, 2010, each participant has the option of directing his contributions into any of the separate investment accounts and may change the allocation daily. Prior to that date, contributions were directed by the System.

Participant Accounts

Each participant's account is credited with the System's contribution and plan earnings and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefits to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Susquehanna Health System Retirement Income Plan

Notes to Financial Statements

December 31, 2010 and 2009

Vesting

Vesting is based on years of credited service. A participant is fully vested after 3 years of credited service. The nonvested balance is forfeited upon termination of service. Forfeitures are used to reduce System contributions.

Payment of Benefits

Upon termination of service, an employee may elect to receive either a lump-sum amount equal to the value of his account or installment payments over a period not to exceed the life expectancy of the participant or their designated beneficiary.

Forfeited Accounts

At December 31, 2010, forfeited nonvested accounts totaled \$25,825. This account will be used to reduce future employer contributions. There were no unused forfeitures at December 31, 2009. Also, in 2009 employer contributions were reduced by \$84,643 from forfeited nonvested accounts.

Plan Termination

Although it has not expressed an intention to do so, the System has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan holds one of its investment contracts through a collective trust and another investment contract through a pooled separate account. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts and the investment in the collective trust, as well as the adjustment of the fully benefit-responsive investment contracts and the investment in the collective trust from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Susquehanna Health System Retirement Income Plan

Notes to Financial Statements

December 31, 2010 and 2009

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets and changes in net assets and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. Common stocks are valued at the closing price reported on the active market on which the individual securities are traded. U.S. government and federal agency obligations and corporate bonds are valued using quoted market prices of similar securities. The money market fund and the mutual funds are valued at the net asset value (NAV) of shares held by the Plan at year end.

The common collective trust's reported fair value is determined as the sum of the fair value of the trust's underlying investments in guaranteed insurance contracts and security-backed investment contracts that are wrapped by an insurance company, bank or other financial institution and the fair value of the trust's investment in externally managed collective investment funds, as determined by the funds' trustees.

The Plan's interest in the guaranteed pooled fund is valued based on information reported by the insurance company using the audited financial statements of the guaranteed pooled fund at year end.

The fair value of the guaranteed investment contract is calculated by the sum of the deposits made plus interest, less any withdrawals.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Plan Tax Status

The Plan obtained its latest determination letter on August 17, 2010, in which the Internal Revenue Service stated that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the Internal Revenue Code and therefore not subject to tax. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan and related trust are currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. With a few exceptions, the Plan is no longer subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years before 2007.

Susquehanna Health System Retirement Income Plan

Notes to Financial Statements

December 31, 2010 and 2009

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the System or the Plan, at the System's discretion.

The Plan has a nonallocated expense budget account held in a noninterest-bearing cash account. The purpose of this account is to pay necessary and reasonable Plan related expenses in accordance with the Department of Labor's guidance. The System is responsible for determining what expenses the third-party administrator will reimburse from the account. All funds utilized from this account are treated as administrative expenses on the statement of changes in net assets available for benefits. Additions to the expense budget account were \$109,412 for 2010. Expense budget account funds utilized amounted to \$63,731 during 2010. The account's balance at December 31, 2010, was \$45,681.

Note 3: Investments

Except for its investment contract and guaranteed pooled fund with an insurance company (*Note 8*), the Plan's investments are held by a bank-administered trust fund. The Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in fair value as follows:

	2010	
	Net Appreciation in Fair Value During Year	Fair Value at End of Year
Mutual funds	\$ 7,633,167	\$ 70,143,711
Guaranteed pooled fund	-	2,713,080
Guaranteed investment contracts	-	6,982,015
Common collective trust	-	362,806
Common stock	1,817,555	-
Corporate bonds	206,712	-
U.S. government and federal agency obligations	63,949	-
	<u>\$ 9,721,383</u>	<u>\$ 80,201,612</u>

Susquehanna Health System Retirement Income Plan

Notes to Financial Statements

December 31, 2010 and 2009

	2009	
	Net Appreciation (Depreciation) in Fair Value During Year	Fair Value at End of Year
Common stock	\$ 6,414,058	\$ 27,259,482
Corporate bonds	768,837	21,255,747
U.S. government and federal agency obligations	(461,499)	12,417,872
Municipal obligations	2,688	-
Certificate of deposit	(2,134)	-
Fixed income	-	53,228
Money market fund	-	5,281,345
Common collective trust	-	329,568
	<u>\$ 6,721,950</u>	<u>\$ 66,597,242</u>

The following amounts are the nonparticipant-directed investments, included in the tables above:

	Fair Value at the End of Year 2010	Fair Value at the End of Year 2009
Guaranteed investment contracts	\$ 6,982,015	\$ -
Common stock	-	27,259,482
Corporate bonds	-	21,255,747
U.S. government and federal agency obligations	-	12,417,872
Fixed income	-	53,228
Money market fund	-	5,281,345
Common collective trust	-	329,568
	<u>\$ 6,982,015</u>	<u>\$ 66,597,242</u>

Susquehanna Health System Retirement Income Plan

Notes to Financial Statements

December 31, 2010 and 2009

The fair value of individual investments that represented 5% or more of the Plan's net assets available for benefits were as follows:

	2010	2009
Money market fund		
Prime Obligation Fund*	\$ -	\$ 5,281,345
Mutual funds		
American Funds EuroPacific Growth A	9,436,342	-
American Funds New Perspective A	6,411,083	-
Columbia Balanced Fund Z	4,106,732	-
Columbia Contrarian Core Z	6,991,172	-
Invesco Van Kampen Growth & Income A	6,932,428	-
Perkins Small Cap Value T	4,997,230	-
PIMCO Total Return Admin	18,558,572	-
T. Rowe Price Mid Cap Value	5,209,061	-
Guaranteed investment contracts		
Insurance Company/General Account*	6,982,015	-

*Nonparticipant directed

Interest and dividends realized on the Plan's investments for the years ended 2010 and 2009 were \$2,047,106 and \$1,708,134, respectively.

Information on the fully benefit-responsive contract relating to the guaranteed pooled fund portion carried at fair value is as follows:

	2010
Average yields	
Based on actual earnings	2.35%
Based on interest rate credited to participants	3.48%
Crediting interest rate at December 31	3.50%
Fair value	\$ 2,713,080
Contract value	\$ 2,694,220

Susquehanna Health System Retirement Income Plan

Notes to Financial Statements

December 31, 2010 and 2009

Note 4: Net Assets by Participant and Nonparticipant-Directed Investments

Information about the net assets and the significant components of the changes in net assets relating to the participant and nonparticipant-directed investments, is as follows:

	2010		
	Nonparticipant-Directed Employer Profit-Sharing Fund	Participant-Directed Funds	Total
Additions			
Investment income			
Net appreciation in fair value of investments	\$ 2,201,976	\$ 7,519,407	\$ 9,721,383
Interest and dividends	666,261	1,380,845	2,047,106
Miscellaneous income	2,406	-	2,406
Net investment income	2,870,643	8,900,252	11,770,895
Contributions			
Employer	6,830,004	-	6,830,004
Total additions	9,700,647	8,900,252	18,600,899
Deductions			
Benefits paid to participants	2,219,180	2,867,397	5,086,577
Administrative expenses	151,451	63,731	215,182
Total deductions	2,370,631	2,931,128	5,301,759
Net increase	7,330,016	5,969,124	13,299,140
Transfer from nonparticipant directed to participant directed	(67,100,624)	67,100,624	-
Net assets available for benefits, beginning of year	66,798,304	-	66,798,304
Net assets available for benefits, end of year	\$ 7,027,696	\$ 73,069,748	\$ 80,097,444

Susquehanna Health System Retirement Income Plan

Notes to Financial Statements

December 31, 2010 and 2009

		2009	
	Nonparticipant-Directed Employer Profit-Sharing Fund	Participant-Directed Funds	Total
Additions			
Investment income			
Net appreciation in fair value of investments	\$ 6,721,950	\$ -	\$ 6,721,950
Interest and dividends	1,708,134	-	1,708,134
Miscellaneous income	27,362	-	27,362
Net investment income	8,457,446	-	8,457,446
Contributions			
Employer	6,715,109	-	6,715,109
Total additions	15,172,555	-	15,172,555
Deductions			
Benefits paid to participants	1,943,749	-	1,943,749
Administrative expenses	253,053	-	253,053
Total deductions	2,196,802	-	2,196,802
Net increase	12,975,753	-	12,975,753
Net assets available for benefits, beginning of year	53,822,551	-	53,822,551
Net assets available for benefits, end of year	\$ 66,798,304	\$ -	\$ 66,798,304

Note 5: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

First State Trust Company and State Street Bank and Trust Company manage and hold certain plan assets. The System provides certain administrative services at no cost to the Plan.

Susquehanna Health System Retirement Income Plan

Notes to Financial Statements

December 31, 2010 and 2009

Note 6: Plan Amendments

Effective July 2, 2010, the Plan was amended and restated (Plan Amendment) and a new administrator and custodian (Custodian) of the Plan was appointed. Plan assets transferred to the new Custodian were transferred into funds based upon the direction of participants. The conversion initiated a “Black Out” period beginning April 8, 2010, and continued through July 2, 2010. During this period, funds could not be applied to the employee-selected funds with the Custodian or withdrawn from the Plan until the Custodian had time to accurately complete the conversion. During this period, funds were invested and continued to appreciate until the completion of the Black Out period. At the end of the Black Out period, these funds were invested in funds as requested by each participant. The Plan was amended to provide for participant direction of plan investments.

Note 7: Fair Value Measurements

ASC Topic 820, *Fair Value Measurements*, defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Topic 820 also specifies a fair value hierarchy which requires a plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities.
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include common stock, mutual funds, and the money market fund. Common stocks are valued at the closing price reported on the active market on which the individual securities are traded. Mutual funds and the money market fund are valued at the net asset value (NAV) of shares held by the plan at year end. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Level 2 securities include U.S. government and

Susquehanna Health System Retirement Income Plan

Notes to Financial Statements

December 31, 2010 and 2009

federal agency obligations, corporate bonds, the guaranteed pooled fund and guaranteed investment contracts. U.S. government and federal agency obligations and corporate bonds are valued using quoted market prices of similar securities. The Plan's investment in the guaranteed pooled fund is valued based on information reported by the insurance company using the audited financial statements of the guaranteed pooled fund at year end. The Plan's interest in the guaranteed investment contract is the sum of the deposits made plus interest, less any withdrawals. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy and include the common collective trust. The common collective trust's reported fair value is determined as the sum of the fair value of the trust's underlying investments in guaranteed insurance contracts and security-backed investment contracts that are wrapped by an insurance company, bank or other financial institution and the fair value of the trust's investment in externally managed collective investment funds, as determined by the funds' trustees.

The following table presents the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2010 and 2009:

	Fair Value	2010 Fair Value Measurements Using		
		Level 1	Level 2	Level 3
Mutual funds				
Fixed income - bonds	\$ 19,786,216	\$ 19,786,216	\$ -	\$ -
International	16,038,214	16,038,214	-	-
Large-cap stocks	14,290,507	14,290,507	-	-
Money market	208,922	208,922	-	-
Small/mid-cap stocks	15,713,120	15,713,120	-	-
Other funds	4,106,732	4,106,732	-	-
Guaranteed pooled fund	2,713,080	-	2,713,080	-
Guaranteed investment contracts	6,982,015	-	6,982,015	-
Common collective trust	362,806	-	-	362,806
Total	<u>\$ 80,201,612</u>	<u>\$ 70,143,711</u>	<u>\$ 9,695,095</u>	<u>\$ 362,806</u>

Susquehanna Health System Retirement Income Plan

Notes to Financial Statements

December 31, 2010 and 2009

	Fair Value	2009 Fair Value Measurements Using		
		Level 1	Level 2	Level 3
Common stock				
Technology	\$ 7,140,143	\$ 7,140,143	\$ -	\$ -
Financial	3,816,212	3,816,212	-	-
Energy	3,085,274	3,085,274	-	-
Health care	2,954,252	2,954,252	-	-
Consumer cyclicals	2,235,556	2,235,556	-	-
Capital equipment and service	1,925,996	1,925,996	-	-
Consumer noncyclicals	1,708,983	1,708,983	-	-
Natural resources	1,434,645	1,434,645	-	-
Miscellaneous	1,081,119	1,081,119	-	-
Consumer services	782,149	782,149	-	-
Telecommunications	510,628	510,628	-	-
Transportation	457,187	457,187	-	-
Utilities	127,338	127,338	-	-
Fixed income	53,228	53,228	-	-
Corporate bonds	21,255,747	-	21,255,747	-
U.S. government and federal agency obligations	12,417,872	-	12,417,872	-
Money market fund	5,281,345	5,281,345	-	-
Common collective trust	329,568	-	-	329,568
Total	\$ 66,597,242	\$ 32,594,055	\$ 33,673,619	\$ 329,568

Susquehanna Health System Retirement Income Plan

Notes to Financial Statements

December 31, 2010 and 2009

The following is a reconciliation of the beginning and ending balances of recurring fair value measurements recognized in the accompanying statements of net assets available for benefits using significant unobservable (Level 3) inputs:

	Common Collective Trust
Balance, January 1, 2009	\$ 176,098
Fair market value adjustment	(20,472)
Interest	3,282
Purchases	172,682
Sales	(2,022)
Balance, December 31, 2009	329,568
Fair market value adjustment	20,303
Interest	1,981
Purchases	100,377
Sales	(89,423)
Balance, December 31, 2010	<u><u>\$ 362,806</u></u>

Note 8: Investment Contract with Insurance Company

Guaranteed Investment Contract

In 2010, the Plan entered into an investment contract with Transamerica Financial Life Insurance Company (TFLIC), in which employer contributions to the Plan and forfeitures from participant accounts are credited to an unallocated fund established under a group annuity contract. Funds deposited into this account will earn interest from the date they are deposited until the date they are allocated to the participants' accounts at a rate predetermined by TFLIC.

As described in *Note 2*, because the guaranteed investment contract is fully benefit responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by TFLIC, represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses.

Susquehanna Health System Retirement Income Plan

Notes to Financial Statements

December 31, 2010 and 2009

There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 3 percent. Such interest rates are reviewed on an annual basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) contributions do not comply with the requirements of Section 401(a) or 403(a) of the Code; (2) contributions required by the contract have not been received by TFLIC; (3) plan assets no longer with TFLIC; (4) Diversified Investment Advisors, Inc. will no longer be providing record keeping and administrative services to the Plan; (5) TFLIC determines that it can no longer continue to provide benefits under the contract due to changes to the Plan and (6) a violation of any provision of the contract. The plan administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value, is probable.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2010
Average yields	4.12%

Note 9: Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of total additions per the financial statements at December 31, 2009, to Form 5500:

	2009
Total additions per the financial statements	\$ 15,172,555
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts held in a common collective trust	5,805
Total income reported on Form 5500	<u>\$ 15,178,360</u>

Susquehanna Health System Retirement Income Plan

Notes to Financial Statements

December 31, 2010 and 2009

Note 10: Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. The Plan's exposure to these risks has been heightened because of the current economic environment. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially adversely affect the participants' account balances and the amounts reported in the statements of net assets available for benefits. The financial statements have been prepared using values and information currently available to the Plan.

Note 11: Subsequent Events

Subsequent events have been evaluated through October 10, 2011, which is the date the financial statements were available to be issued.

Increase in Contributions

Effective January 1, 2012, the matching contribution limit of \$1,500 will be increased to \$2,000. The System will make matching contributions of 100% of the participant's deferrals up to the lesser of \$2,000 or 3% of the participant's compensation, for participants who have worked at least 1,000 hours and were employed on the last day of the plan year.

Supplemental Schedules

Susquehanna Health System Retirement Income Plan

EIN 23-2751183 PN 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2010

Identity of Issuer	Description of Investment	Current Value
American Century	American Century Ginnie Mae I	\$ 1,227,644
American Funds	American Funds EuroPacific Growth A	9,436,342
American Funds	American Funds Growth Fund of America A	240,031
American Funds	American Funds New Perspective A	6,411,083
Columbia	Columbia Balanced Fund Z	4,106,732
Columbia	Columbia Contrarian Core Z	6,991,172
Fidelity	Fidelity Spartan 500 Index Adv	126,876
Invesco	Invesco Van Kampen Growth & Income A	6,932,428
Janus	Perkins Small Cap Value T	4,997,230
PIMCO	PIMCO Total Return Admin	18,558,572
Prudential	Prudential Jennison Mid Cap Growth A	1,878,353
T. Rowe Price	T. Rowe Price Mid Cap Value	5,209,061
T. Rowe Price	T. Rowe Price New Horizons	3,628,476
*Transamerica Partners Funds Group	Transamerica Partners Institutional Money Market	208,922
Vanguard	Vanguard International Value	190,789
*First State Trust Company	Capital Preservation Fund	368,780
*Transamerica Financial Life Ins. Co.	Guaranteed Pooled Fund (Unbundled)	2,694,220
*Transamerica Financial Life Ins. Co.	Insurance Company/General Account	6,982,015
		<u>\$ 80,188,726</u>

* Party-in-interest as defined by ERISA

Susquehanna Health System Retirement Income Plan

EIN 23-2751183 PN 001

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2010

Identity of Party Involved	Description	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Category (i) - Individual Transactions in Excess of 5% of Plan Assets						
U.S. Treasury	U.S. Treasury Note 1.875% due 4/30/14	-	3,969,975	3,974,852	3,969,975	(4,877)
Transamerica Financial Life Ins. Co.	Insurance Company/ General Account	68,724,411	-	68,724,411	68,724,411	-
Category (iii) - Series of Transactions in Excess of 5% of Plan Assets						
Northern Trust	Northern Institutional Diversified Assets - SW	76,986,724	-	76,986,724	76,986,724	-
Northern Trust	Northern Institutional Diversified Assets - SW	-	76,986,724	76,986,724	76,986,724	-
First State Trust	Prime Obligation Fund Class C #234	-	6,734,228	6,734,228	6,734,228	-
Transamerica Financial Life Ins. Co.	Insurance Company/ General Account	73,677,151	-	73,677,151	73,677,151	-

Susquehanna Health System Retirement Income Plan

EIN 23-2751183 PN 001

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2010

Identity of Party Involved	Description	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Category (i) - Individual Transactions in Excess of 5% of Plan Assets						
U.S. Treasury	U.S. Treasury Note 1.875% due 4/30/14	-	3,969,975	3,974,852	3,969,975	(4,877)
Transamerica Financial Life Ins. Co.	Insurance Company/ General Account	68,724,411	-	68,724,411	68,724,411	-
Category (iii) - Series of Transactions in Excess of 5% of Plan Assets						
Northern Trust	Northern Institutional Diversified Assets - SW	76,986,724	-	76,986,724	76,986,724	-
Northern Trust	Northern Institutional Diversified Assets - SW	-	76,986,724	76,986,724	76,986,724	-
First State Trust	Prime Obligation Fund Class C #234	-	6,734,228	6,734,228	6,734,228	-
Transamerica Financial Life Ins. Co.	Insurance Company/ General Account	73,677,151	-	73,677,151	73,677,151	-

Schedule C, Line 2(h) Formula Descriptions

Susquehanna Health System Retirement Income Plan

EIN No.: 23-2751183, Plan No. 001

Plan Year Ending: 12/31/2010

Indirect Compensation in the form of revenue sharing was paid to the following Service Providers:

Diversified Investment Advisors (13-3689044)

National Financial Services (04-3523567)

Mid Atlantic Capital Corporation (25-1409618)

Revenue amounts are shown in annualized basis points of plan assets invested in applicable fund

Fund Family	Fund Name	Start Date	End Date	Revenue to Diversified Investment Advisors	Revenue to National Financial Services	Revenue to Mid Atlantic Capital Corporation
AMERICAN FUNDS	AMERICAN NEW PERSPECTIVES	1/1/2010	12/31/2010	28.043	0.957	
AMERICAN FUNDS	AMERICAN FUNDS - EUROPACIFIC	1/1/2010	12/31/2010	29.010	0.990	
AMERICAN FUNDS	AMERICAN FUNDS-THE GROWTH FUND	1/1/2010	11/30/2010	29.010	0.990	
AMERICAN FUNDS	AMERICAN FUNDS-THE GROWTH FUND	12/1/2010	12/31/2010	27.076	0.924	
COLUMBIA	COLUMBIA BALANCED FUND Z	2/16/2010	2/28/2010	33.845	1.155	
COLUMBIA	COLUMBIA BALANCED FUND Z	3/1/2010	12/31/2010	38.680	1.320	
COLUMBIA	COLUMBIA CONTRARIAN CORE Z	2/16/2010	2/28/2010	33.845	1.155	
COLUMBIA	COLUMBIA CONTRARIAN CORE Z	3/1/2010	12/31/2010	38.680	1.320	
JANUS	Perkins Small Cap Value T	1/1/2010	1/31/2010	31.911	1.089	
JANUS	Perkins Small Cap Value T	2/1/2010	12/31/2010	32.878	1.122	
JENNISON	PRUDENTIAL JENNISON MIDCAP GR	1/1/2010	12/31/2010	48.350	1.650	
PIMCO	PIMCO Total Return,Admin Class	1/1/2010	12/31/2010	24.175	0.825	
T ROWE PRICE	T. ROWE PRICE MID CAP VALUE	1/1/2010	12/31/2010	14.505	0.495	
T ROWE PRICE	T. ROWE PRICE NEW HORIZONS	1/1/2010	12/31/2010	14.505	0.495	
VAN KAMPEN FUNDS	INVESCO GROWTH & INCOME A	1/1/2010	12/31/2010	48.350	1.650	

Susquehanna Health System Retirement Income Plan

EIN No.: 23-2751183, Plan No. 001

Schedule H, Line 4i - Schedule of Assets

Plan Year Ending: 12/31/2010

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Par or Maturity Value	(e) CURRENT VALUE
	American Century	American Century Ginnie Mae I	\$ 1,227,644
	American Funds	American Funds EuroPacific Growth A	\$ 9,436,342
	American Funds	American Funds Growth Fund of America A	\$ 240,031
	American Funds	American Funds New Perspective A	\$ 6,411,083
	Columbia	Columbia Balanced Z	\$ 4,106,732
	Columbia	Columbia Contrarian Core Z	\$ 6,991,172
	Fidelity	Fidelity Spartan 500 Index Adv	\$ 126,876
	Invesco	Invesco Van Kampen Growth & Income A	\$ 6,932,428
	Janus	Perkins Small Cap Value T	\$ 4,997,230
	PIMCO	PIMCO Total Return Admin	\$ 18,558,572
	Prudential	Prudential Jennison Mid Cap Growth A	\$ 1,878,354
	T. Rowe Price	T. Rowe Price Mid Cap Value	\$ 5,209,061
	T. Rowe Price	T. Rowe Price New Horizons	\$ 3,628,476
	Transamerica Partners Funds Group	Transamerica Partners Institutional Money Market	\$ 208,922
	Vanguard	Vanguard International Value	\$ 190,789
		Mutual Funds Total	\$ 70,143,711
		Blended Account	\$ 368,780
	Transamerica Financial Life Ins. Co.	Guaranteed Pooled Fund (Unbundled)	\$ 2,694,220
	Transamerica Financial Life Ins. Co.	Insurance Company/General Account	\$ 7,027,696
		TOTAL PLAN ASSETS	\$ 80,234,407

* Indicates Party-In-Interest to the Plan