

Return of Organization Exempt From Income Tax

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

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2008 calendar year, or tax year beginning JUL 1, 2008 and ending JUN 30, 2009

B Check if applicable: <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type See Specific Instructions	C Name of organization PLANNED PARENTHOOD OF NORTHEAST AND MID-PENN, INC.		D Employer identification number 23-2450112
		Doing Business As		E Telephone number (610) 481-0481
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite PO BOX 813		G Gross receipts \$ 5,746,910.
		City or town, state or country, and ZIP + 4 TREXLERTOWN, PA 18087-0813		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number
F Name and address of principal officer. KIM CUSTER PO BOX 813, TREXLERTOWN, PA 18087		I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: PLANITPA.ORG				
K Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			L Year of formation: 1925 M State of legal domicile: PA	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: PLANNED PARENTHOOD OF NORTHEAST AND MID-PENN (PPNMP) SERVES RESIDENTS OF 19 PENNSYLVANIA COUNTIES		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	23
	4	Number of independent voting members of the governing body (Part VI, line 1b)	23
	5	Total number of employees (Part V, line 2a)	144
	6	Total number of volunteers (estimate if necessary)	106
	7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	0.
7b	Net unrelated business taxable income from Form 990-T, line 34	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year: 408,813. Current Year: 2,966,547.
	9	Program service revenue (Part VIII, line 2g)	1,664,096. 1,861,307.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	21,538. -205,745.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	23,921. 29,784.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,118,368. 4,651,893.
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)
14		Benefits paid to or for members (Part IX, column (A), line 4)	
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,254,500. 3,275,242.
16a		Professional fundraising fees (Part IX, column (A), line 11e)	
b		Total fundraising expenses (Part IX, column (D), line 25) 212,787.	
17		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	938,932. 2,730,671.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	2,193,432. 6,005,913.	
19	Revenue less expenses. Subtract line 18 from line 12	-75,064. -1,354,020.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Year: 2,986,406. End of Year: 3,969,545.
	21	Total liabilities (Part X, line 26)	802,047. 1,118,559.
	22	Net assets or fund balances Subtract line 21 from line 20	2,184,359. 2,850,986.

Part II Signature Block

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

Sign Here
 Signature of officer: *[Signature]* Date: May 10, 2010
KIM CUSTER, PRESIDENT/CEO
 Type or print name and title

Paid Preparer's Use Only

Preparer's signature: *[Signature]* Date: 05/10/10 Check if self-employed: Preparer's identifying number (see instructions):
 Firm's name (or yours if self-employed), address, and ZIP + 4: **CAMPBELL RAPPOLD & YURASITS LLP**
1033 S CEDAR CREST BLVD
ALLENTOWN, PA 18103-5443 EIN:
 Phone no.: **(610) 435-7489**

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

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

SCANNED JUL 0 8 2010

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PLANNED PARENTHOOD OF NORTHEAST
AND MID-PENN, INC.

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Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission:

PPNMP'S MISSION IS TO: PROVIDE AND PROMOTE HIGH QUALITY AND
COMPREHENSIVE REPRODUCTIVE HEALTH CARE THROUGH MEDICAL SERVICES,
EDUCATION AND ADVOCACY.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes", describe these new services on Schedule O.

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

If "Yes", describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 4,429,323. including grants of \$) (Revenue \$)
REPRODUCTIVE HEALTH CARE: PLANNED PARENTHOOD IS THE LEADING PROVIDER OF
REPRODUCTIVE HEALTH CARE IN THE UNITED STATES. PATIENTS PAY FOR
EXAMINATIONS, TESTS, TREATMENTS AND METHODS OF BIRTH CONTROL ACCORDING
TO AN INCOME-BASED, SLIDING FEE SCALE. MOST INSURANCE PLANS ARE
ACCEPTED, AS WELL AS MEDICAID AND OTHER PUBLICALLY-FUNDED INSURANCE
PROGRAMS. AS THEIR LIVES UNFOLD, WOMEN AND MEN VISIT PLANNED
PARENTHOOD VARIOUSLY FOR CONTRACEPTION EDUCATION AND SUPPLIES ANNUAL
GYNECOLOGICAL EXAMS SEXUALLY TRANSMITTED DISEASE TESTING AND
TREATMENT PREGNANCY TESTS CERVICAL CANCER SCREENING AND TREATMENT
AND ABORTION CARE. WHILE ABORTION SERVICES ACCOUNT FOR LESS THAN 2
PERCENT OF OUR SERVICES PLANNED PARENTHOOD IS COMMITTED TO ENSURING IT
IS SAFE, LEGAL AND AFFORDABLE.

4b (Code:) (Expenses \$ 174,516. including grants of \$) (Revenue \$)
COMPREHENSIVE SEXUALITY EDUCATION: THE COMPREHENSIVE SEXUALITY
EDUCATION WE OFFER IN SCHOOLS AND COMMUNITY ORGANIZATIONS UTILIZES
MEDICALLY ACCURATE AGE-APPROPRIATE INFORMATION TO HELP YOUNG PEOPLE
ACQUIRE HEALTHY ATTITUDES AND BEHAVIOURS REGARDING HUMAN DEVELOPMENT
AND SEXUALITY. OUR GOAL IS FOR TEENS TO DELAY SEXUAL ACTIVITY OR IF
THEY BECOME SEXUALLY ACTIVE, TO DO SO RESPONSIBLY. EITHER CHOICE
ENABLES THEM TO PREVENT THE POTENTIALLY LIFE-CHANGING CONSEQUENCES OF
UNINTENDED PREGNANCY AND SEXUALLY TRANSMITTED DISEASE.

4c (Code:) (Expenses \$ 139,832. including grants of \$) (Revenue \$)
ADVOCACY: ADVOCACY EFFORTS, CONDUCTED AT THE FEDERAL, STATE AND LOCAL
LEVELS, PROTECTS WOMEN'S RIGHTS AND ACCESS TO REPRODUCTIVE HEALTH CARE
AND EDUCATION. THROUGH PUBLIC POLICY AND PUBLIC RELATION EFFORTS,
PPNMP ENSURES THAT THE COMMUNITIES WE SERVE ARE AWARE OF LEGISLATIVE
AND POLICY THAT THREATENS OR WEAKENS THEIR ACCESS TO CARE. PPNMP WORKS
WITH OUR CONSTITUENTS TO ENGAGE IN PUBLIC DEBATE, TO EDUCATE OUR
LEGISLATORS TO MAKE INFORMED DECISIONS AND TO COLLABORATE WITH OTHER
KEY STAKEHOLDERS TO IMPROVE ACCESS TO NONJUDGMENTAL REPRODUCTIVE HEALTH
CARE AND COMPREHENSIVE SEXUALITY EDUCATION.

4d Other program services. (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ► \$ 4,743,671. (Must equal Part IX, Line 25, column (B).)

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AND MID-PENN., INC.**

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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	X	
10 Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
13 Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the U.S.?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>		X
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X

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AND MID-PENN, INC.**

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Part IV Checklist of Required Schedules *(continued)*

		Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee.		
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>	X	
b	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X

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AND MID-PENN, INC.**

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Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
1a	43		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2a	144		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Did the organization solicit any contributions that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		X
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		X
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter: N/A		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter: N/A		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year N/A	12b	

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AND MID-PENN, INC.**

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Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

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

Section B. Policies

		Yes	No
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13	Does the organization have a written whistleblower policy?	X	
14	Does the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:		
15a	a The organization's CEO, Executive Director, or top management official?	X	
15b	b Other officers or key employees of the organization? Describe the process in Schedule O (see instructions)		X
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b	b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed ▶ PA
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶ KIM CUSTER - 610-481-0481 ADMINISTRATIVE OFFICE PO BOX 813, TREXLERTOWN, PA 18087-0813

832006
12-18-08

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**PLANNED PARENTHOOD OF NORTHEAST
AND MID-PENN, INC.**

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

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

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

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

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

Check this box if the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
JOAN PAXTON CHAIR	2.00	X					0.	0.	0.	
ELIZABETH SHUBA VICE-CHAIR	2.00	X					0.	0.	0.	
STEPHANIE CHESTER TREASURER	2.00	X					0.	0.	0.	
DOROTHY FULTON SECRETARY	2.00	X					0.	0.	0.	
SHAWN MURPHY DEVELOPMENT	2.00	X					0.	0.	0.	
ROGER LEVIN MEMBER AT LARGE	2.00	X					0.	0.	0.	
KATHRYN ONEIL MEMBER AT LARGE	2.00	X					0.	0.	0.	
ALEX REBER MEMBER AT LARGE	2.00	X					0.	0.	0.	
KELLY FREY DIRECTOR	2.00	X					0.	0.	0.	
MARLENE KANUCK DIRECTOR	2.00	X					0.	0.	0.	
KRISTIN REIHMAN, MD DIRECTOR	2.00	X					0.	0.	0.	
EDWARD DANIELS DIRECTOR	2.00	X					0.	0.	0.	
CHIP MILSPA W DIRECTOR	2.00	X					0.	0.	0.	
SUE SAVAGE DIRECTOR	2.00	X					0.	0.	0.	
KIM MICHELSTEIN DIRECTOR	2.00	X					0.	0.	0.	
KIM CUSTER PRESIDENT	50.00			X			117,262.	0.	17,201.	
SUZANNE KRANZ VP EXTERNAL AFFAIRS	50.00			X			47,080.	0.	1,185.	

**PLANNED PARENTHOOD OF NORTHEAST
AND MID-PENN, INC.**

Form 990 (2008)

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
CAROL FRYLING VP FINANCE/OPERATIONS	50.00			X				64,924.	0.	8,106.
1b Total								229,266.	0.	26,492.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization ▶ **1**

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization **NONE**

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization ▶ **0**

Form 990 (2008)

**PLANNED PARENTHOOD OF NORTHEAST
AND MID-PENN, INC.**

Form 990 (2008)

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Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e 2046553.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 919,994.				
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		2,966,547.			
	Program Service Revenue	2 a PATIENT FEES	Business Code 624100	1,113,296.	1,113,296.	
		b SURGICAL SERVICES	624100	471,203.	471,203.	
c THIRD PARTY BILLING		624100	194,096.	194,096.		
d MISCELLANEOUS PATIENT		624100	79,747.	79,747.		
e EDUCATIONAL SERVICES		624100	2,965.	2,965.		
f All other program service revenue						
g Total. Add lines 2a-2f			1,861,307.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		58,328.		58,328.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross Rents	(i) Real				
		(ii) Personal				
		b Less: rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities	825,454.			
		(ii) Other				
		b Less: cost or other basis and sales expenses	1089527.			
		c Gain or (loss)	-264073.			
	d Net gain or (loss)		-264,073.	-264,073.		
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a 35,274.				
		b Less: direct expenses	b 5,490.			
c Net income or (loss) from fundraising events			29,784.		29,784.	
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a _____						
	b _____					
	c _____					
	d All other revenue					
	e Total. Add lines 11a-11d					
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e		4,651,893.	1,597,234.	0.	88,112.	

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Form 990 (2008)

**PLANNED PARENTHOOD OF NORTHEAST
AND MID-PENN, INC.**

Form 990 (2008)

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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	287,613.	131,191.	132,473.	23,949.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	2,460,043.	1,985,154.	350,623.	124,266.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	41,379.	26,642.	9,926.	4,811.
9 Other employee benefits	241,895.	187,035.	44,209.	10,651.
10 Payroll taxes	244,312.	186,511.	43,059.	14,742.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion	37,939.	34,017.	2,863.	1,059.
13 Office expenses	56,777.	43,122.	13,076.	579.
14 Information technology				
15 Royalties				
16 Occupancy	397,411.	348,023.	49,388.	
17 Travel	73,593.	60,003.	11,710.	1,880.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	3,582.	3,487.		95.
20 Interest	30,609.		30,609.	
21 Payments to affiliates	127,094.	127,094.		
22 Depreciation, depletion, and amortization	238,975.	145,871.	93,104.	
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a CONTRACEPTIVE SUPPLIES	422,577.	422,577.		
b PROFESSIONAL FEES	202,395.	109,549.	89,953.	2,893.
c CONTRACTED MEDICAL SERV	183,568.	147,804.	35,764.	
d LABORATORY SERVICE FEES	175,997.	175,997.		
e BUILDING & EQUIP MAINT	165,650.	141,454.	24,196.	
f All other expenses	614,504.	468,140.	118,502.	27,862.
25 Total functional expenses. Add lines 1 through 24f	6,005,913.	4,743,671.	1,049,455.	212,787.
26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

**PLANNED PARENTHOOD OF NORTHEAST
AND MID-PENN, INC.**

Form 990 (2008)

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Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	294,581.	1	179,417.	
	2 Savings and temporary cash investments	37,430.	2	79,776.	
	3 Pledges and grants receivable, net	355,400.	3	553,413.	
	4 Accounts receivable, net	151,430.	4	208,985.	
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L			5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	
	7 Notes and loans receivable, net			7	
	8 Inventories for sale or use	150,839.	8	259,243.	
	9 Prepaid expenses and deferred charges	68,623.	9	127,252.	
	10a Land, buildings, and equipment cost basis	4,589,706.			
	b Less accumulated depreciation Complete Part VI of Schedule D	2,967,494.	1,252,675.	10c	1,622,212.
	11 Investments - publicly traded securities	675,428.	11	929,054.	
	12 Investments - other securities. See Part IV, line 11			12	
	13 Investments - program-related. See Part IV, line 11			13	
	14 Intangible assets			14	
	15 Other assets. See Part IV, line 11			15	10,193.
16 Total assets. Add lines 1 through 15 (must equal line 34)	2,986,406.	16	3,969,545.		
Liabilities	17 Accounts payable and accrued expenses	165,094.	17	355,837.	
	18 Grants payable		18		
	19 Deferred revenue		19		
	20 Tax-exempt bond liabilities		20		
	21 Escrow account liability. Complete Part IV of Schedule D		21	18,537.	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties	636,953.	23	539,518.	
	24 Unsecured notes and loans payable		24		
	25 Other liabilities. Complete Part X of Schedule D	0.	25	204,667.	
	26 Total liabilities. Add lines 17 through 25	802,047.	26	1,118,559.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	1,246,568.	27	2,105,930.	
	28 Temporarily restricted net assets	224,871.	28	512,931.	
	29 Permanently restricted net assets	712,920.	29	232,125.	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
	33 Total net assets or fund balances	2,184,359.	33	2,850,986.	
	34 Total liabilities and net assets/fund balances	2,986,406.	34	3,969,545.	

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b	Were the organization's financial statements audited by an independent accountant?	X	
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
b	If "Yes," did the organization undergo the required audit or audits?	X	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

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

OMB No 1545-0047

2008
Open to Public Inspection

Name of the organization **PLANNED PARENTHOOD OF NORTHEAST AND MID-PENN, INC.** Employer identification number **23-2450112**

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

The organization is not a private foundation because it is: (Please check only one organization.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii). (Attach Schedule H.)
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete the Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4). (see instructions)
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

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

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 - 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	%
16a 33 1/3% support test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3% support test - 2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

PLANNED PARENTHOOD OF NORTHEAST

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	245,096.	309,109.	348,870.	896,932.	882,139.	2682146.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	2753889.	3095309.	3088784.	3019595.	3904895.	15862472.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 - 5	2998985.	3404418.	3437654.	3916527.	4787034.	18544618.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						18544618.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6	2998985.	3404418.	3437654.	3916527.	4787034.	18544618.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	18,623.	22,557.	32,422.	40,008.	58,328.	171,938.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	18,623.	22,557.	32,422.	40,008.	58,328.	171,938.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	26,861.	40,635.	63,103.	99,329.	76,094.	306,022.
13 Total support (Add lines 9, 10c, 11, and 12)						19022578.

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	97.49 %
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	98.11 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	.90 %
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	.76 %

19a 33 1/3% support tests - 2008. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

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

2008
Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

▶ To be completed by organizations described below.

▶ Attach to Form 990 or Form 990-EZ.

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

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

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

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

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then

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

Name of organization PLANNED PARENTHOOD OF NORTHEAST AND MID-PENN, INC.	Employer identification number 23-2450112
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Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations.

See the instructions for Schedule C for details.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B To be completed by all organizations exempt under section 501(c)(3).

See the instructions for Schedule C for details.

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

Part I-C To be completed by all organizations exempt under section 501(c), except section 501(c)(3).

See the instructions for Schedule C for details.

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

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

PLANNED PARENTHOOD OF NORTHEAST

Schedule C (Form 990 or 990-EZ) 2008

AND MID-PENN, INC.

23-2450112 Page 2

Part II-A To be completed by organizations exempt under section 501(c)(3) that filed Form 5768

(election under section 501(h)). See the instructions for Schedule C for details.

- A** Check if the filing organization belongs to an affiliated group.
B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grassroots lobbying)	29,800.	32,046.												
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	25,712.	26,461.												
c	Total lobbying expenditures (add lines 1a and 1b)	55,512.	58,507.												
d	Other exempt purpose expenditures	595,041.	595,339.												
e	Total exempt purpose expenditures (add lines 1c and 1d)	650,553.	653,846.												
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns	122,583.	123,077.												
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	30,646.	30,769.												
h	Subtract line 1g from line 1a. Enter -0- if line g is more than line a	0.	1,277.												
i	Subtract line 1f from line 1c. Enter -0- if line f is more than line c	0.	0.												
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No													

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f of the instructions.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2a Lobbying non-taxable amount	318,544.	319,464.	258,573.	123,077.	1,019,658.
b Lobbying ceiling amount (150% of line 2a, column(e))					1,529,487.
c Total lobbying expenditures	91,844.	106,137.	89,054.	58,507.	345,542.
d Grassroots non-taxable amount	79,636.	79,866.	64,643.	30,769.	254,914.
e Grassroots ceiling amount (150% of line 2d, column (e))					382,371.
f Grassroots lobbying expenditures	47,647.	53,077.	30,548.	32,046.	163,318.

Schedule C (Form 990 or 990-EZ) 2008

PLANNED PARENTHOOD OF NORTHEAST

Part II-B To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.

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

Part III-A To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6). See the instructions for Schedule C for details.

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

Part III-B To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered "No" OR if Part III-A, question 3 is answered "Yes." See Schedule C instructions for details

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

Part IV Supplemental Information

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

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization **PLANNED PARENTHOOD OF NORTHEAST AND MID-PENN, INC.** Employer identification number **23-2450112**

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
- Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically important land area
- Protection of natural habitat Preservation of certified historic structure
- Preservation of open space
- 2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
- | | Held at the End of the Year |
|--|-----------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06 | 2d |
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____
- 4 Number of states where property subject to conservation easement is located ▶ _____
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? Yes No
- 6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ _____
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ \$ _____
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No
- 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8

- 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- (ii) Assets included in Form 990, Part X ▶ \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:
- a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- b Assets included in Form 990, Part X ▶ \$ _____

**PLANNED PARENTHOOD OF NORTHEAST
AND MID-PENN, INC.**

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

- 3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIV and complete the following table.
- | | Amount |
|---------------------------------|---------|
| c Beginning balance | 0. |
| d Additions during the year | 19,182. |
| e Distributions during the year | 645. |
| f Ending balance | 18,537. |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	707,014.				
b Contributions	600.				
c Investment earnings or losses	-151,612.				
d Grants or scholarships	0.				
e Other expenditures for facilities and programs	35,692.				
f Administrative expenses					
g End of year balance	520,310.				

- 2 Provide the estimated percentage of the year end balance held as:
- a Board designated or quasi-endowment 55.00 %
 - b Permanent endowment 45.00 %
 - c Term endowment %
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|-----------------------------|-----|----|
| (i) unrelated organizations | | X |
| (ii) related organizations | | X |
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?
- 4 Describe in Part XIV the intended uses of the organization's endowment funds.

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land		4,141.		4,141.
b Buildings		2,472,018.	2,262,513.	209,505.
c Leasehold improvements		527,192.	381,753.	145,439.
d Equipment		1,586,355.	323,228.	1,263,127.
e Other				
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				1,622,212.

**PLANNED PARENTHOOD OF NORTHEAST
AND MID-PENN, INC.**

Schedule D (Form 990) 2008

Part VII Investments - Other Securities. See Form 990, Part X, line 12.		
(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other		
Total. (Col (b) should equal Form 990, Part X, col (B) line 12.)		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.		
(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Total. (Col (b) should equal Form 990, Part X, col (B) line 13.)		

Part IX Other Assets. See Form 990, Part X, line 15.	
(a) Description	(b) Book value
Total. (Column (b) should equal Form 990, Part X, col (B) line 15.)	

Part X Other Liabilities. See Form 990, Part X, line 25.	
(a) Description of liability	(b) Amount
Federal income taxes	
ACCRUED PAYROLL	204,667.
Total. (Column (b) should equal Form 990, Part X, col (B) line 25.)	204,667.

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

**PLANNED PARENTHOOD OF NORTHEAST
AND MID-PENN, INC.**

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	4,651,893.
2	Total expenses (Form 990, Part IX, column (A), line 25)	6,005,913.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	-1,354,020.
4	Net unrealized gains (losses) on investments	17,868.
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	2,015,088.
8	Other (Describe in Part XIV)	-12,309.
9	Total adjustments (net) Add lines 4-8	2,020,647.
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	666,627.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements	4,657,452.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:	
a	Net unrealized gains on investments	17,868.
b	Donated services and use of facilities	
c	Recoveries of prior year grants	
d	Other (Describe in Part XIV)	-12,309.
e	Add lines 2a through 2d	5,559.
3	Subtract line 2e from line 1	4,651,893.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b	
b	Other (Describe in Part XIV)	
c	Add lines 4a and 4b	0.
5	Total revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	4,651,893.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	6,005,913.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:	
a	Donated services and use of facilities	
b	Prior year adjustments	
c	Losses reported on Form 990, Part IX, line 25	
d	Other (Describe in Part XIV)	
e	Add lines 2a through 2d	0.
3	Subtract line 2e from line 1	6,005,913.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b	
b	Other (Describe in Part XIV)	
c	Add lines 4a and 4b	0.
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)	6,005,913.

Part XIV Supplemental Information

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

PART IV, LINE 2B: THE ORGANIZATION PROCESSES THE ACCOUNTING TRANSACTIONS FOR THE ACTION FUND, WHICH IS A SEPARATE ENTITY FROM THE ORGANIZATION.

PART V, LINE 4: SUPPORT THE OPERATIONS OF THE ORGANIZATION

PART XI, LINE 8 - OTHER ADJUSTMENTS:

CHANGE IN SPLIT INTEREST

Part XIV Supplemental Information *(continued)*

PART XII, LINE 2D - OTHER ADJUSTMENTS:

CHANGE IN SPLIT INTEREST

[Lined area for supplemental information]

PLANNED PARENTHOOD OF NORTHEAST

Schedule G (Form 990 or 990-EZ) 2008

AND MID-PENN, INC.

23-2450112 Page 2

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col (a) through col. (c))
		FUND FOR CHOICE (event type)	COMMUNITY EVENT (event type)	NONE (total number)	
Revenue	1	Gross receipts	31,179.	4,095.	35,274.
	2	Less: Charitable contributions			
	3	Gross revenue (line 1 minus line 2)	31,179.	4,095.	35,274.
Direct Expenses	4	Cash prizes			
	5	Non-cash prizes			
	6	Rent/facility costs			
	7	Other direct expenses	5,490.	0.	5,490.
	8	Direct expense summary. Add lines 4 through 7 in column (d)			(5,490.)
	9	Net income summary. Combine lines 3 and 8 in column (d)			29,784.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col. (a) through col. (c))
Revenue	1	Gross revenue			
Direct Expenses	2	Cash prizes			
	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
	7	Direct expense summary. Add lines 2 through 5 in column (d)			()
	8	Net gaming income summary. Combine lines 1 and 7 in column (d)			

	Yes	No
9 Enter the state(s) in which the organization operates gaming activities: _____		
a Is the organization licensed to operate gaming activities in each of these states? _____	9a	
b If "No," Explain: _____		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? _____	10a	
b If "Yes," Explain: _____		
11 Does the organization operate gaming activities with nonmembers? _____	11	
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? _____	12	

Schedule G (Form 990 or 990-EZ) 2008

**PLANNED PARENTHOOD OF NORTHEAST
AND MID-PENN, INC.**

13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ _____

Address ▶ _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?

15a

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

17a

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

SCHEDULE L
(Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.
▶ To be completed by organizations that answered
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, lines 38a or 40b.

2008
Open To Public
Inspection

Name of the organization **PLANNED PARENTHOOD OF NORTHEAST
AND MID-PENN, INC.** Employer identification number
23-2450112

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

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

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

- 2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

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

Part III Grants or Assistance Benefiting Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 27.

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

Part IV Business Transactions Involving Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
JOAN PAXTON	JOAN PAXTON IS THE	35,308.	TRI STARR C		X

SEE SCHEDULE O FOR SCHEDULE L CONTINUATIONS

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008
Open to Public
Inspection

Name of the organization **PLANNED PARENTHOOD OF NORTHEAST AND MID-PENN, INC.** Employer identification number **23-2450112**

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:
THROUGH 10 MEDICAL CENTERS, A COMPREHENSIVE SEXUALITY EDUCATION PROGRAM, AND AS AN ADVOCATE FOR REPRODUCTIVE RIGHTS. TWENTY-FIVE PERCENT OF THE STATE'S WOMEN, MEN AND TEENS LIVES WITHIN REACH OF OUR AFFORDABLE, CONFIDENTIAL AND CULTURALLY-RESPONSIVE REPRODUCTIVE HEALTH CARE SERVICES.

FORM 990, PART VI, SECTION A, LINE 4: THE ORGANIZATION MERGED WITH AN AFFILIATE ON 7/1/08 AND CHANGED THEIR NAME TO PLANNED PARENTHOOD OF NORTHEAST AND MID-PENN, INC.

FORM 990, PART VI, SECTION A, LINE 10: THE CFO SHARES THE 990 WITH THE EXECUTIVE COMMITTEE PRIOR TO FILING. A COPY OF THE 990 IS ALSO PROVIDED TO ALL BOARD MEMBERS VIA EMAIL.

FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATION HAS A CONFLICT OF INTEREST POLICY AND EVERY BOARD MEMBER IS REQUIRED TO DISCLOSE ANNUALLY AT THE YEAR END MEETING VIA AN ANNUAL BOARD DISCLOSURE SUPPORT STATEMENT.

FORM 990, PART VI, SECTION B, LINE 15: PERFORMANCE EVALUATION-THE CHAIR OF THE BOARD WORKS WITH THE HUMAN RESOURCES DEPT TO INITIATE AND COMPLETE THE ANNUAL PERFORMANCE AND COMPENSATION REVIEW FOR THE CEO. THE BOARD CHAIR DISTRIBUTES A CEO EVALUATION FORM TO ALL BOARD MEMBERS. THE FORM IS RETURNED DIRECTLY TO THE CHAIR WHO SHARES THE RESULTS WITH THE BOARD EXECUTIVE COMMITTEE. THE CHAIR MEETS WITH THE CEO TO DELIVER THE RESULTS. THE RESULTS ARE KEPT IN THE CEO'S PERSONNEL FILE.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008
Open to Public
Inspection

Name of the organization

**PLANNED PARENTHOOD OF NORTHEAST
AND MID-PENN, INC.**

Employer identification number
23-2450112

COMPENSATION REVIEW-AN INCREASE TO CEO COMPENSATION, IF ANY, DEPENDS UPON
POSITIVE EVALUATION RESULTS AND BUDGET RESTRICTIONS. THE SUGGESTED
INCREASE IS REVIEWED AGAINST PLANNED PARENTHOOD FEDERATION OF AMERICA'S
ANNUAL CEO COMPENSATION REPORT AND AGAINST LOCAL SALARY SURVEYS. THE
BOARD'S AWARD OF AN INCREASE IS NOTED ON THE AFFILIATE'S CHANGE OF STATUS
FORM WHICH IS COPIED TO THE FINANCE DEPARTMENT AND STORED IN THE CEO'S
PERSONNEL FILE.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS
GOVERNING DOCUMENTS, CONFLICT OF INTERST POLICY AND FINANCIAL STATEMENTS
AVAILABLE UPON REQUEST.

THE ORGANIZATION HAS AN AUDIT COMMITTEE THAT ASSUMES RESPONSIBILITY FOR
THE AUDIT.

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: JOAN PAXTON

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

JOAN PAXTON IS THE BOARD CHAIR AND RUNS TRI-STARR STAFFING.

(D) DESCRIPTION OF TRANSACTION: TRI STARR CONDUCTS EXECUTIVE SEARCHES,
MANAGEMENT TRAINING AND COACHING PRO BONO. TEMPORARY
EMPLOYEES ARE AT OR BELOW MARKET COST.

SCHED C PART II-A

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

Schedule O (Form 990) 2008

832211
12-18-08

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008
Open to Public
Inspection

Name of the organization	PLANNED PARENTHOOD OF NORTHEAST AND MID-PENN, INC.	Employer identification number 23-2450112
--------------------------	---	--

DID THE ORGANIZATION FILE FORM 4720

THE ORGANIZATION DID NOT FILE FORM 4720 BECAUSE THE ORGANIZATION HAS A
501(H) ELECTION IN EFFECT AT THE TIME OF THE LOBBING EXPENDITURES.

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization PLANNED PARENTHOOD OF NORTHEAST PENNSYLVANIA, INC	Employer identification number 23-2450112
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. PO BOX 813	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. TREXLERTOWN, PA 18087-0813	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

CAROL FRYLING - ADMINISTRATIVE OFFICE PO BOX 813 -

- The books are in the care of ▶ **TREXLERTOWN, PA 18087-0813**
 Telephone No. ▶ **610-481-0481** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ▶ If it is for part of the group, check this box ▶ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ▶ calendar year _____ or
 ▶ tax year beginning **JUL 1, 2008**, and ending **JUN 30, 2009**

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	N/A

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization PLANNED PARENTHOOD OF NORTHEAST AND MID-PENN, INC.	Employer identification number 23-2450112
	Number, street, and room or suite no. If a P.O. box, see instructions PO BOX 813	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. TREXLERTOWN, PA 18087-0813	

Check type of return to be filed (File a separate application for each return):

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 5227	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 6069	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

KIM CUSTER - ADMINISTRATIVE OFFICE PO BOX 813 -

- The books are in the care of **TREXLERTOWN, PA 18087-0813**
Telephone No. **610-481-0481** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **MAY 15, 2010**.

5 For calendar year _____, or other tax year beginning **JUL 1, 2008**, and ending **JUN 30, 2009**.

6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension

THE BOOKS AND RECORDS OF THE ORGANIZATION ARE NOT UP TO DATE. ADDITIONAL TIME IS REQUESTED FOR FILING A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	N/A

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **[Handwritten Signature]** Title **CPA** Date **2-3-2010**

CERTIFIED MAIL

7009 0080 0000 0705 5511

Entity #: 000000
Date Filed: 08/08/2008
Effective Date: 07/01/2008
Pedro A. Cortés
Secretary of the Commonwealth

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles/Certificate of Merger

(15 P.S.C.S.)

Entity Number

1511361

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name

Maronetta F. Miller, Legal Assistant Saul Ewing LLP

Address

Saul Ewing LLP, 2 N. 2nd Street, 7th Floor

City

Harrisburg,

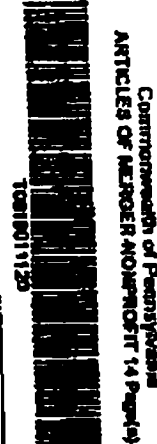
State

PA

Zip Code

17101

Document will be returned to the name and address you enter to the left.



Fee: \$150 plus \$40 additional for each Party in additional to two

Filed in the Department of State on _____

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
Planned Parenthood of North East Pennsylvania, Inc.

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
6900 Hamilton Blvd., Traxler Mall Rear	Troxertown	PA	18087	Lehigh

(b) Name of Commercial Registered Office Provider _____ County _____

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County

(b) Name of Commercial Registered Office Provider _____ County _____

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such foreign jurisdiction is _____

Number and Street	City	State	Zip

DSCR:15-1936/3926/8347-2

3. The names and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/ nonprofit corporation/limited partnership and qualified foreign business/ nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
Planned Parenthood of the Susquehanna Valley	1514 North Second Street,	Harrisburg, PA 17102	Dauphin
Planned Parenthood of North East Pennsylvania, Inc. 6908 Hamilton Blvd., Truckee Mall East TruckeeTown, PA Lehigh			

4. Check, and if appropriate complete, one of the following:

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on: July 1, 2008 at 12:01 a.m.

Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
Planned Parenthood of North East Pennsylvania, Inc.	Adopted by Action of Board of Directors of the corporation pursuant to 13 Pa.C.S. §3924(b)
Planned Parenthood of the Susquehanna Valley	Adopted by Action of Board of Directors of the corporation pursuant to 13 Pa.C.S. §3924(b)

6. In the case of this paragraph for foreign corporation/limited partnership is a party to the merger:

The plan was authorized, adopted or approved, as the case may be, by the foreign business/ nonprofit corporation/limited partnership (or each of the foreign business/ nonprofit corporation/limited partnership) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901(f) 2547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or substitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is:

Number and street	City	State	Zip	County

DOC# 15-1926/906/8347-3

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Conditions of Merger to be signed by a duly authorized officer thereof this

27 day of May

2008

Planned Parenthood of North East Pennsylvania, Inc.
Name of Corporation/Limited Partnership

Signature

Title

Planned Parenthood of the Susquehanna Valley
Name of Corporation/Limited Partnership

[Signature]

Signature

Board Chair

Title

DOC#: 15-1936/936/8547-3

IN TESTIMONY WHEREOF, the undersigned corporate limited partnership has caused these Articles/Conditions of Merger to be signed by a duly authorized officer thereof this

_____ day of _____

_____ 2008

Planned Parenthood of North East Pennsylvania, Inc.
Name of Corporate Limited Partnership

Kathleen M. DeWitt
Signature

BOARD CHAIR
Title

Planned Parenthood of the Susquehanna Valley
Name of Corporate Limited Partnership

Signature

Title

AGREEMENT AND PLAN OF MERGER

BY AND BETWEEN

PLANNED PARENTHOOD OF THE SUSQUEHANNA VALLEY
(A Pennsylvania Nonprofit Corporation)

The Merging Corporation

AND

PLANNED PARENTHOOD OF NORTH EAST PENNSYLVANIA, INC.
(A Pennsylvania Nonprofit Corporation)

The Surviving Corporation

THIS AGREEMENT AND PLAN OF MERGER effective as of July 1, 2008 (the "Agreement"), between and among Planned Parenthood of the Susquehanna Valley, a Pennsylvania nonprofit corporation (the "Merging Corporation") and Planned Parenthood of North East Pennsylvania, Inc., a Pennsylvania nonprofit corporation (the "Surviving Corporation").

A. The Surviving Corporation desires to acquire the properties and other assets and assume all of the liabilities and obligations of the Merging Corporation by means of a merger of the Merging Corporation with and into the Surviving Corporation.

B. 15 Pa. C.S. Section 5921 of the Pennsylvania Associations Code (the "Pennsylvania Associations Code") authorizes the merger of a Pennsylvania nonprofit corporation with and into a Pennsylvania nonprofit corporation.

C. The Merging Corporation and the Surviving Corporation now desire to merge the Merging Corporation with and into the Surviving Corporation (the "Merger"), which shall be the surviving entity.

D. This Agreement and the Merger have been authorized in accordance with the Pennsylvania Nonprofit Corporation Law and with the Bylaws of the Merging Corporation and the Surviving Corporations, and resolutions adopted by the Merging Corporation's and the Surviving Corporation's Boards of Directors authorize this Agreement and the consummation of the Merger.

NOW, THEREFORE, the parties hereby agree as follows:

ARTICLE I

THE MERGER

SECTION 1.01 The Merger

(a) After satisfaction or, to the extent permitted hereunder, waiver of all conditions to the Merger, as the Surviving Corporation and the Merging Corporation shall determine, the Merging Corporation shall merge with and into the Surviving Corporation, with the Surviving Corporation being the surviving entity, and the Surviving Corporation shall file a certificate of merger (the "Certificate of Merger") with the Secretary of State of the Commonwealth of Pennsylvania and make all other filings or recordings required by Pennsylvania law in connection with the Merger. The Merger shall become effective on July 1, 2008 (the "Effective Time").

(b) At the Effective Time, the Merging Corporation shall be merged with and into the Surviving Corporation, whereupon the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall be the surviving entity of the Merger in accordance with the Pennsylvania Associations Code.

SECTION 1.02 The Officers and Directors. At the Effective Time, the officers and directors of the Merging Corporation and of Planned Parenthood of North East Pennsylvania,

Inc., immediately prior to the Effective Time shall be replaced with the officers and directors designated IN Schedule 1.02 attached hereto and by reference made part hereof.

ARTICLE II

THE SURVIVING CORPORATION

SECTION 2.01 ~~Articles of Incorporation of Surviving Corporation.~~ The Articles of Incorporation and By-Laws of Planned Parenthood of North East Pennsylvania, Inc., in effect at the Effective Time shall be the Articles of Incorporation and By-Laws of the Surviving Corporation following the Merger unless and until amended in accordance with their terms and applicable law. The name of the Surviving Corporation shall be Planned Parenthood of Northeast and Mid-Penn, Inc.

SECTION 2.02 ~~Bylaws of Surviving Corporation.~~ The Bylaws attached hereto as Exhibit 2.02 shall be the Bylaws of the Surviving Corporation following the Merger unless and until amended in accordance with their terms and applicable law.

ARTICLE III

TRANSFER AND CONVEYANCE OF ASSETS AND ASSUMPTION OF LIABILITIES

SECTION 3.01 ~~Transfer, Conveyance and Assumption.~~ At the Effective Time, the Surviving Corporation shall continue in existence as the Surviving Corporation and, without further transfer, succeed to and possess all of the rights, privileges and powers of the Merging Corporation and all of the assets and property of whatever kind and character of the Merging Corporation shall vest in the Surviving Corporation without further act or deed; thereafter, the Surviving Corporation as the Surviving Corporation shall be liable for all of the liabilities and obligations of the Merging Corporation, and any claim or judgment against the Merging Corporation may be enforced against the Surviving Corporation as the Surviving Corporation in accordance with the Pennsylvania Associations Code.

SECTION 3.02 ~~Further Assurances.~~ If at any time the Surviving Corporation shall consider or be advised that any further assignment, conveyance or assurance is necessary or advisable to vest, perfect or confirm of record in the Surviving Corporation the title to any property or right of the Merging Corporation, or otherwise to carry out the provisions hereof, the proper representatives of the Merging Corporation as of the Effective time shall execute and deliver any and all proper deeds, assignments and assurances and do all things necessary or proper to vest, perfect or convey title to such property or right in the Surviving Corporation, and otherwise to carry out the provisions hereof.

ARTICLE IV

CONDITIONS TO THE MERGER

SECTION 4.01 Conditions to the Obligations of Each Party. The obligations of the Surviving Corporation and the Merging Corporation to consummate the Merger are subject to the satisfaction of the following conditions as of the Effective Time:

- (a) No provisions of any applicable law or regulation and no judgment, injunction, order or decree shall prohibit the consummation of the Merger;
- (b) All actions by or in respect of or filings with any governmental body, agency, official or authority required to permit the consummation of the Merger shall have been obtained; and
- (c) This Agreement shall have been adopted by the respective Boards of Directors of the Merging Corporation and the Surviving Corporation.

ARTICLE V

TERMINATION

SECTION 5.01 Termination. This Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Time:

- (a) By mutual written consent of the Merging Corporation and the Surviving Corporation; or
- (b) By the Board of Directors of either the Merging Corporation or the Surviving Corporation, if there shall be any law or regulation that makes consummation of the Merger illegal or otherwise prohibited, or if any judgment, injunction, order or decree enjoining the Surviving Corporation or the Merging Corporation from consummating the Merger is entered and such judgment, injunction order or decree shall become final and non-applicable.

SECTION 5.02 Effect of Termination. If this Agreement is terminated pursuant to Section 5.01, this Agreement shall become void and of no effect with no liability on the part of either party hereto.

ARTICLE VI

MISCELLANEOUS

SECTION 6.01 Survival of Representations and Warranties. The representations and warranties and agreements contained in any certificate or other writing delivered pursuant hereto shall not survive the Effective Time or the termination of this Agreement.

SECTION 6.02 Amendments; No Waivers.

(a) Any provisions of this Agreement may, subject to applicable law, be amended or waived prior to the Effective Time if, and only if, such amendment or waiver is in writing and signed by the Surviving Corporation and the Merging Corporation.

(b) No failure or delay by any party hereto in exercising any right, power or privilege hereunder shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege. The rights and remedies herein provided shall be cumulative and not exclusive of any rights or remedies provided by law.

SECTION 6.03 Integration. All prior or contemporaneous agreements, contracts, promises, representations and statements, if any, among the Surviving Corporation and the Merging Corporation, or their representatives, are merged into this Agreement and this Agreement shall constitute the entire understanding among the Surviving Corporation and the Merging Corporation with respect to the subject matter hereof.

SECTION 6.04 Successors and Assigns. The provisions of this Agreement shall be binding upon the issue to the benefit of the parties hereto and their respective successors and assigns, provided that no party may assign, delegate or otherwise transfer any of its rights or obligations under this Agreement without the consent of the other party hereto.

SECTION 6.05 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania, without regard to principles of conflict of laws.

SECTION 6.06 Counterparts; Effectiveness. This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received the counterpart hereof signed by the other party hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized representatives as of the date and year first above written.

PLANNED PARENTHOOD OF
THE SUSQUEHANNA VALLEY

By: [Signature]
Name: DOROTHY FLORA
Title: BOARD CHAIR

PLANNED PARENTHOOD OF
NORTH EAST PENNSYLVANIA,
INC.

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized representatives as of the date and year first above written.

PLANNED PARENTHOOD OF
THE SUSQUEHANNA VALLEY

By: _____
Name:
Title:

PLANNED PARENTHOOD OF
NORTH EAST PENNSYLVANIA,
INC.

By: Kathryn M. O'Neill
Name: KATHRYN M. O'NEILL
Title: BOARD CHAIR

Schedule J.02**Executive Committee Members**

Joan Paxton, Board Chair
Elizabeth Shuba, Vice Chair/Nominating
Shawn Murphy, Development Chair
Stephanie Chester, Treasurer
Dorothy Fulton, Secretary
Kathy O'Neill, Member at Large
Alex Reber, Member at Large
Roger Levin, Member at Large

Board Members

Cynthia Jimenez
David Perry
Diana Carter
Dorothy Fulton
Sharon Potter
Kristin Reihman
Cheryl Cavalari
Judy Seroska
Lucina Glian
Marlene Karuck
Luther Milspaw
Joan Carey
Kathy O'Neill
Kim Michaelstein
Shawn Murphy
Ed Daniels
Alex Reber
Joan Paxton
Elizabeth Shuba
Mary Rosenberger
Stephanie Chester
Roger Levin