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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No. 1545-0047

2005

Open to Public Inspection

JUL 22 '10

STATUTE CLEARED

A For the 2005 calendar year, or tax year beginning 10/01 , 2005, and ending 09/30/2006

B Check if applicable: [ ] Address change [ ] Name change [ ] Initial return [ ] Final return [X] Amended return [ ] Application pending

Please use IRS label or print or type See Specific Instructions

C Name of organization
SCRIPPS HEALTH

Number and street (or P O box if mail is not delivered to street address) Room/suite
4275 CAMPUS POINT COURT

City or town, state or country, and ZIP + 4
SAN DIEGO, CA 92121

D Employer identification number
95-1684089

E Telephone number
(858) 678-6828

F Accounting method [ ] Cash [X] Accrual [ ] Other (specify) ▶

- **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

G Website: ▶ WWW.SCRIPPSHEALTH.ORG

J Organization type (check only one) ▶ [X] 501(c)(3) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

K Check here ▶ [ ] if the organization's gross receipts are normally not more than $25,000 The organization need not file a return with the IRS, but if the organization chooses to file a return, be sure to file a complete return **Some states require a complete return**

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 1,867,063,337.

H and I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) If "Yes," enter number of affiliates ▶

H(c) Are all affiliates included? [ ] Yes [ ] No
(If "No," attach a list See instructions)

H(d) Is this a separate return filed by an organization covered by a group ruling? [ ] Yes [X] No

I Group Exemption Number ▶

M Check ▶ [ ] if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF)

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances *(See the instructions)*

Revenue	1	Contributions, gifts, grants, and similar amounts received			
	a	Direct public support	1a	41,517,311.	
	b	Indirect public support	1b	287,079.	
	c	Government contributions (grants)	1c		
	d	Total (add lines 1a through 1c) (cash $ 34,837,310. noncash $ 6,967,080.)			1d 41,804,390.
	2	Program service revenue including government fees and contracts (from Part VII, line 93)			2 1,557,647,727.
	3	Membership dues and assessments			3
	4	Interest on savings and temporary cash investments			4 886,047.
	5	Dividends and interest from securities			5 18,498,443.
	6 a	Gross rents	6a	415,990.	
	b	Less rental expenses	6b		
	c	Net rental income or (loss) (subtract line 6b from line 6a)			6c 415,990.
	7	Other investment income (describe ▶ STMT 5)			7 712,917.
	8 a	Gross amount from sales of assets other than inventory	(A) Securities 235,259,562.	8a (B) Other 1,275,000.	
	b	Less cost or other basis and sales expenses	224,123,709.	8b 450,948.	
	c	Gain or (loss) (attach schedule)	11,135,853.	8c 824,052.	
	d	Net gain or (loss) (combine line 8c, columns (A) and (B))			8d 11,959,905.
	9	Special events and activities (attach schedule) If any amount is from gaming, check here ▶ [ ]			
	a	Gross revenue (not including $ 2,854,472. of STMT 6 contributions reported on line 1a) STMT. 7.	9a	849,832.	
	b	Less direct expenses other than fundraising expenses	9b	950,869.	
	c	Net income or (loss) from special events (subtract line 9b from line 9a)			9c -101,037.
	10 a	Gross sales of inventory, less returns and allowances	10a		
	b	Less cost of goods sold	10b		
	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)			10c
	11	Other revenue (from Part VII, line 103)			11 9,713,429.
	12	**Total revenue** (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)			12 1,641,537,811.
Expenses	13	Program services (from line 44, column (B))			13 1,350,777,549.
	14	Management and general (from line 44, column (C))			14 128,087,964.
	15	Fundraising (from line 44, column (D))			15 7,460,263.
	16	Payments to affiliates (attach schedule)			16
	17	**Total expenses** (add lines 16 and 44, column (A))			17 1,486,325,776.
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)			18 155,212,035.
	19	Net assets or fund balances at beginning of year (from line 73, column (A))			19 799,362,638.
	20	Other changes in net assets or fund balances (attach explanation) STMT .8. . STMT. 9.			20 11,459,800.
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)			21 966,034,473.

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Part II Statement of Functional Expenses All organizations must complete column (A) Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others *(See the instructions)*

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) (cash $ _____ noncash $ _____) If this amount includes foreign grants, check here ▶ ☐	22				
23 Specific assistance to individuals (attach schedule)	23				
24 Benefits paid to or for members (attach schedule)	24				
25 Compensation of officers, directors, etc	25	4,539,927.		4,539,927.	
26 Other salaries and wages	26	522,566,723.	464,367,135.	54,515,547.	3,684,041.
27 Pension plan contributions	27	17,106,896.	13,393,881.	3,642,525.	70,490.
28 Other employee benefits	28	68,217,904.	59,886,959.	7,915,274.	415,671.
29 Payroll taxes	29	38,795,032.	34,464,821.	4,106,505.	223,706.
30 Professional fundraising fees	30				
31 Accounting fees	31	369,160.	3,238.	365,922.	
32 Legal fees	32	4,642,463.	2,997,190.	1,629,327.	15,946.
33 Supplies	33	14,233,391.	11,678,895.	2,431,075.	123,421.
34 Telephone	34	2,988,279.	2,072,551.	912,569.	3,159.
35 Postage and shipping	35	1,305,401.	239,528.	980,423.	85,450.
36 Occupancy	36	36,933,409.	34,190,554.	2,617,368.	125,487.
37 Equipment rental and maintenance	37	45,096,669.	36,173,175.	8,838,366.	85,128.
38 Printing and publications	38	4,208,353.	2,997,920.	706,408.	504,025.
39 Travel	39				
40 Conferences, conventions, and meetings	40				
41 Interest	41	11,790,045.	11,790,045.		
42 Depreciation, depletion, etc (attach schedule)	42	57,394,575.	48,544,015.	8,850,560.	
43 Other expenses not covered above (itemize)					
a STMT 10	43a	656,137,549.	627,977,642.	26,036,168.	2,123,739.
b	43b				
c	43c				
d	43d				
e	43e				
f	43f				
g	43g				
44 **Total functional expenses.** Add lines 22 through 43 (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44	1,486,325,776.	1,350,777,549.	128,087,964.	7,460,263.

Joint Costs. Check ▶ ☐ if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ▶ ☐ Yes ☒ No

If "Yes," enter (i) the aggregate amount of these joint costs $ _____, (ii) the amount allocated to Program services $ _____,

(iii) the amount allocated to Management and general $ _____, and (iv) the amount allocated to Fundraising $ _____

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Part III Statement of Program Service Accomplishments *(See the instructions.)*

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments

What is the organization's primary exempt purpose? ▶SEE STATEMENT 11

All organizations must describe their exempt purpose achievements in a clear and concise manner State the number of clients served, publications issued, etc Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others)

Program Service Expenses (Required for 501(c)(3) and (4) orgs , and 4947(a)(1) trusts, but optional for others)

a IN FY 2006, SCRIPPS HEALTH ACCOMPLISHED THE FOLLOWING, WHICH REFLECTS THE ORGANIZATION'S EXEMPT PURPOSE:
1. PROVISION OF $195,307,921 IN CHARITY CARE/ UN-REIMBURSED CARE. *

(Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐

b 2. TRAINING AND SUPPORT OF GRADUATE MEDICAL EDUCATION WITH $14,870,169 IN MONETARY CONTRIBUTIONS.

(Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐

c 3. CONTRIBUTIONS TO RESEARCH IN THE FORM OF CLINICAL RESEARCH AND OUTCOME MEASUREMENT OF MODELS OF SERVICE DELIVERY TO UNDERSERVED AND VULNERABLE POPULATIONS.

(Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐

d 4. WELLNESS, HEALTH EDUCATION AND SUPPORT GROUP SERVICES TO HUNDREDS OF THOUSANDS OF INDIVIDUALS TOTALING $4,353,570.

* THE AMOUNT IS VALUED AT COST.
PLEASE SEE COMMUNITY BENEFIT REPORT ON OUR WEBSITE WWW.SCRIPPSHEALTH.ORG/GENERALINFO.ASP?ID=7

(Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐ 1,350,777,549.

e Other program services (attach schedule)
(Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐

f Total of Program Service Expenses (should equal line 44, column (B), Program services) . . . . . ▶ 1,350,777,549.

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Part IV Balance Sheets *(See the instructions.)*

Note: *Where required, attached schedules and amounts within the description column should be for end-of-year amounts only*				(A) Beginning of year		(B) End of year
Assets	45	Cash - non-interest-bearing		45,387,348.	45	NONE
	46	Savings and temporary cash investments		151,334,653.	46	167,028,610.
	47a	Accounts receivable	47a 788,294,947.			
	b	Less: allowance for doubtful accounts	47b 564,229,576.	216,304,684.	47c	224,065,371.
	48a	Pledges receivable	48a 25,734,721.			
	b	Less allowance for doubtful accounts	48b 6,926,768.	15,512,510.	48c	18,807,953.
	49	Grants receivable			49	
	50	Receivables from officers, directors, trustees, and key employees (attach schedule)			50	
	51a	Other notes and loans receivable (attach schedule)	51a NONE			
	b	Less: allowance for doubtful accounts	51b	NONE	51c	NONE
	52	Inventories for sale or use		16,467,812.	52	16,759,786.
	53	Prepaid expenses and deferred charges		5,211,344.	53	7,585,781.
	54	Investments - securities (attach schedule) STMT 12 ▶ ☐ Cost ☒ FMV		464,090,713.	54	623,976,859.
	55a	Investments - land, buildings, and equipment basis	55a 335,000.			
	b	Less accumulated depreciation (attach schedule)	55b		55c	335,000.
	56	Investments - other (attach schedule)		181,420.	56	NONE
	57a	Land, buildings, and equipment basis	57a 1,154,157,725.			
	b	Less accumulated depreciation (attach schedule)	57b 610,865,241.	487,608,340.	57c	543,292,484.
	58	Other assets (describe ▶ STMT 13)		117,812,743.	58	119,784,742.
	59	**Total assets** (must equal line 74) Add lines 45 through 58		1,519,911,567.	59	1,721,636,586.
Liabilities	60	Accounts payable and accrued expenses		187,708,007.	60	197,074,864.
	61	Grants payable			61	
	62	Deferred revenue		30,224,087.	62	28,281,283.
	63	Loans from officers, directors, trustees, and key employees (attach schedule)			63	
	64a	Tax-exempt bond liabilities (attach schedule) STMT. 14.		451,950,000.	64a	446,350,000.
	b	Mortgages and other notes payable (attach schedule) STMT. 16.		5,225,465.	64b	9,406,197.
	65	Other liabilities (describe ▶ STMT 18)		45,441,370.	65	74,489,769.
	66	**Total liabilities.** Add lines 60 through 65		720,548,929.	66	755,602,113.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here** ▶ ☒ and complete lines 67 through 69 and lines 73 and 74				
	67	Unrestricted		651,526,867.	67	798,989,646.
	68	Temporarily restricted		90,505,311.	68	106,616,250.
	69	Permanently restricted		57,330,460.	69	60,428,577.
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 70 through 74				
	70	Capital stock, trust principal, or current funds			70	
	71	Paid-in or capital surplus, or land, building, and equipment fund			71	
	72	Retained earnings, endowment, accumulated income, or other funds			72	
	73	**Total net assets or fund balances** (add lines 67 through 69 **or** lines 70 through 72, column (A) **must** equal line 19, column (B) **must** equal line 21)		799,362,638.	73	966,034,473.
	74	**Total liabilities and net assets/fund balances.** Add lines 66 and 73		1,519,911,567.	74	1,721,636,586.

Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return *(See the instructions.)*

a	Total revenue, gains, and other support per audited financial statements			a	1712548866.
b	Amounts included on line a but not on Part I, line 12				
1	Net unrealized gains on investments	b1	13,527,852.		
2	Donated services and use of facilities	b2			
3	Recoveries of prior year grants	b3			
4	Other (specify) SEE STATEMENT 19	b4	160,055,062.		
	Add lines b1 through b4			b	173,582,914.
c	Subtract line b from line a			c	1538965952.
d	Amounts included on Part I, line 12, but not on line a:				
1	Investment expenses not included on Part I, line 6b	d1			
2	Other (specify) SEE STATEMENT 20	d2	102,571,859.		
	Add lines d1 and d2			d	102,571,859.
e	Total revenue (Part I, line 12). Add lines c and d ▶			e	1641537811.

Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

a	Total expenses and losses per audited financial statements			a	1545881032.
b	Amounts included on line a but not on Part I, line 17				
1	Donated services and use of facilities	b1			
2	Prior year adjustments reported on Part I, line 20	b2			
3	Losses reported on Part I, line 20	b3			
4	Other (specify): SEE STATEMENT 21	b4	152,037,893.		
	Add lines b1 through b4			b	152,037,893.
c	Subtract line b from line a			c	1393843139.
d	Amounts included on Part I, line 17, but not on line a:				
1	Investment expenses not included on Part I, line 6b	d1			
2	Other (specify) SEE STATEMENT 22	d2	92,482,637.		
	Add lines d1 and d2			d	92,482,637.
e	Total expenses (Part I, line 17) Add lines c and d ▶			e	1486325776.

Part V Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) *(See the instructions.)*

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
SEE STATEMENT 23		2,316,155.	637,413.	28,800.

Part V-A Current Officers, Directors, Trustees, and Key Employees *(continued)*

			Yes	No
75a	Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings ▶ 14			
b	Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)	75b		X
c	Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to this organization through common supervision or common control? **Note.** Related organizations include section 509(a)(3) supporting organizations	75c		X
	If "Yes," attach a statement that identifies the individuals, explains the relationship between this organization and the other organization(s), and describes the compensation arrangements, including amounts paid to each individual by each related organization			
d	Does the organization have a written conflict of interest policy?	75d	X	

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits
(If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column See the instructions)

(A) Name and address	(B) Loans and Advances	(C) Compensation	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
SEE STATEMENT 27	NONE	1,443,751.	113,808.	NONE

Part VI Other Information *(See the instructions)*

			Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS?	77		X
	If "Yes," attach a conformed copy of the changes			
78a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	78a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	78b	X	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79		X
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc , to any other exempt or nonexempt organization?	80a	X	
b	If "Yes," enter the name of the organization ▶ STMT 28 and check whether it is [X] exempt or [X] nonexempt			
81a	Enter direct and indirect political expenditures (See line 81 instructions.)	81a NONE		
b	Did the organization file **Form 1120-POL** for this year?	81b		X

Part VI Other Information *(continued)*

			Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a		X
b	If "Yes," you may indicate the value of these items here Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III) 82b N/A			
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A	
85	*501(c)(4), (5), or (6) organizations* a Were substantially all dues nondeductible by members?	85a	N/A	
b	Did the organization make only in-house lobbying expenditures of $2,000 or less?	85b	N/A	
	If "Yes" was answered to either 85a or 85b, **do not** complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year			
c	Dues, assessments, and similar amounts from members 85c N/A			
d	Section 162(e) lobbying and political expenditures 85d N/A			
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices 85e N/A			
f	Taxable amount of lobbying and political expenditures (line 85d less 85e) 85f N/A			
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A	
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A	
86	*501(c)(7) orgs* Enter a Initiation fees and capital contributions included on line 12 86a N/A			
b	Gross receipts, included on line 12, for public use of club facilities 86b N/A			
87	*501(c)(12) orgs* Enter a Gross income from members or shareholders 87a N/A			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) 87b N/A			
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Part IX	88	X	
89 a	*501(c)(3) organizations* Enter Amount of tax imposed on the organization during the year under section 4911 ▶ NONE, section 4912 ▶ NONE, section 4955 ▶ NONE			
b	*501(c)(3) and 501(c)(4) orgs* Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b		X
c	Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ NONE			
d	Enter Amount of tax on line 89c, above, reimbursed by the organization ▶ N/A			
90 a	List the states with which a copy of this return is filed ▶ CA,			
b	Number of employees employed in the pay period that includes March 12, 2005 (See instructions)	90b	10067	
91 a	The books are in care of ▶ SCRIPPS HEALTH Telephone no ▶ 858-678-6828 Located at ▶ 4275 CAMPUS POINT COURT, SAN DIEGO, CA ZIP + 4 ▶ 92121			

			Yes	No
b	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)?	91b		X
	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			
c	At any time during the calendar year, did the organization maintain an office outside of the United States?	91c		X
	If "Yes," enter the name of the foreign country ▶			
92	*Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of* ***Form 1041*** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 92 N/A			

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Part VII Analysis of Income-Producing Activities *(See the instructions.)*

Note: *Enter gross amounts unless otherwise indicated*	Unrelated business income		Excluded by section 512, 513, or 514		(E)
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	Related or exempt function income
93 Program service revenue					
a STMT 29		394,073.			1,557,253,654.
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	886,047.	
96 Dividends and interest from securities			14	18,498,443.	
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property			16	415,990.	
98 Net rental income or (loss) from personal property					
99 Other investment income	523000	31,180.	14	681,737.	
100 Gain or (loss) from sales of assets other than inventory			18	11,959,905.	
101 Net income or (loss) from special events			01	-101,037.	
102 Gross profit or (loss) from sales of inventory					
103 Other revenue a					
b STMT 30				9,713,429.	
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		425,253.		42,054,514.	1,557,253,654.
105 **Total** (add line 104, columns (B), (D), and (E)) ▶					1,599,733,421.

Note: *Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I*

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes *(See the instructions)*

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
	STMT 31

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities *(See the instructions.)*

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
STMT 32	%		564,214,560.	69,345,185.
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts *(See the instructions.)*

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

Note: *If "Yes" to (b), file Form 8870 and Form 4720 (see instructions)*

Please Sign Here

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

Signature of officer — Date: 6-25-2010

Type or print name and title: Richard Rothberger

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed	Preparer's SSN or PTIN (See Gen Inst W)
	4-5-10	☐	

Firm's name (or yours if self-employed), address, and ZIP + 4: ERNST & YOUNG U.S. LLP, 18111 VON KARMAN AVENUE, SUITE 1000, IRVINE, CA 92612-1007

EIN ▶ 34-6565596

Phone no ▶ 949.794.2300

SCHEDULE A
(Form 990 or 990-EZ)
Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n), or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information - (See separate instructions.)

▶ MUST be completed by the above organizations and attached to their Form 990 or 990-EZ

OMB No 1545-0047

2005

Name of the organization

SCRIPPS HEALTH

Employer identification number

95-1684089

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
SEE STATEMENT 34				
Total number of other employees paid over $50,000 . . ▶	3879			

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None ")

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 36		
Total number of others receiving over $50,000 for professional services . . . . . ▶ 160		

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services

(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 37		
Total number of other contractors receiving over $50,000 for other services . . . . . ▶ 657		

Part III Statements About Activities (See page 2 of the instructions.)

			Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ $ 222,156. (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B)	1	X	
	Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities			
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? *(If the answer to any question is "Yes," attach a detailed statement explaining the transactions)*			
a	Sale, exchange, or leasing of property? . . . . . STMT 38	2a	X	
b	Lending of money or other extension of credit?	2b		X
c	Furnishing of goods, services, or facilities? . . . . . STMT 39	2c	X	
d	Payment of compensation (or payment or reimbursement of expenses if more than $1,000)? . . . . . STMT 40	2d	X	
e	Transfer of any part of its income or assets?	2e		X
3a	Do you make grants for scholarships, fellowships, student loans, etc ? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments) . . . . . STMT 41	3a	X	
b	Do you have a section 403(b) annuity plan for your employees?	3b	X	
c	During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?	3c		X
4a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4a		X
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	4b		X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions)

The organization is not a private foundation because it is (Please check only **ONE** applicable box)

- 5 [ ] A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
- 6 [ ] A school Section 170(b)(1)(A)(ii) (Also complete Part V)
- 7 [X] A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)
- 8 [ ] A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
- 9 [ ] A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) **Enter the hospital's name, city, and state** ▶
- 10 [ ] An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)
- 11 a [ ] An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 11 b [ ] A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 12 [ ] 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 charitable, etc , 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) (Also complete the **Support Schedule** in Part IV-A)
- 13 [ ] An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in **(1)** lines 5 through 12 above, or **(2)** section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) Check the box that describes the type of supporting organization ▶ [ ] Type 1 [ ] Type 2 [ ] Type 3

Provide the following information about the supported organizations (See page 6 of the instructions)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 [ ] An organization organized and operated to test for public safety Section 509(a)(4) (See page 6 of the instructions)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) ***Use cash method of accounting.***

Note: *You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting* NOT APPLICABLE

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants See line 28)					
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's chantable, etc , purpose					
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income Attach a schedule Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22					
24 Line 23 minus line 17					
25 Enter 1% of line 23					

26 Organizations described on lines 10 or 11:

a Enter 2% of amount in column (e), line 24 NOT APPLICABLE ▶ **26a**

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a **Do not file this list with your return.** Enter the total of all these excess amounts ▶ **26b**

c Total support for section 509(a)(1) test Enter line 24, column (e) ▶ **26c**

d Add Amounts from column (e) for lines 18 _____ 19 _____ 22 _____ 26b _____ ▶ **26d**

e Public support (line 26c minus line 26d total) ▶ **26e**

f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))** ▶ **26f** %

27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person" **Do not file this list with your return.** Enter the sum of such amounts for each year

NOT APPLICABLE

(2004) _____ (2003) _____ (2002) _____ (2001) _____

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the **larger** of **(1)** the amount on line 25 for the year or **(2)** $5,000 (Include in the list organizations described in lines 5 through 11, as well as individuals) **Do not file this list with your return.** After computing the difference between the amount received and the larger amount described in **(1)** or **(2)**, enter the sum of these differences (the excess amounts) for each year

(2004) _____ (2003) _____ (2002) _____ (2001) _____

c Add Amounts from column (e) for lines 15 _____ 16 _____ 17 _____ 20 _____ 21 _____ ▶ **27c**

d Add Line 27a total _____ and line 27b total _____ ▶ **27d**

e Public support (line 27c total minus line 27d total) ▶ **27e**

f Total support for section 509(a)(2) test Enter amount from line 23, column (e) ▶ **27f**

g **Public support percentage (line 27e (numerator) divided by line 27f (denominator))** ▶ **27g** %

h **Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))** ▶ **27h** %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant **Do not file this list with your return.** Do not include these grants in line 15

Part V **Private School Questionnaire** (See page 7 of the instructions.) NOT APPLICABLE
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

			Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?	31		
	If "Yes," please describe, if "No," please explain. (If you need more space, attach a separate statement)			
32	Does the organization maintain the following			
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d		
	If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)			
33	Does the organization discriminate by race in any way with respect to			
a	Students' rights or privileges?	33a		
b	Admissions policies?	33b		
c	Employment of faculty or administrative staff?	33c		
d	Scholarships or other financial assistance?	33d		
e	Educational policies?	33e		
f	Use of facilities?	33f		
g	Athletic programs?	33g		
h	Other extracurricular activities?	33h		
	If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement.)			
34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement	34b		
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation	35		

Part VI-A **Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions.)

(To be completed **ONLY** by an eligible organization that filed Form 5768) NOT APPLICABLE

Check ▶ a ☐ if the organization belongs to an affiliated group Check ▶ b ☐ if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38 Total lobbying expenditures (add lines 36 and 37)	38		
39 Other exempt purpose expenditures	39		
40 Total exempt purpose expenditures (add lines 38 and 39)	40		
41 Lobbying nontaxable amount. Enter the amount from the following table - **If the amount on line 40 is -** / **The lobbying nontaxable amount is -** Not over $500,000 — 20% of the amount on line 40; 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	41		
42 Grassroots nontaxable amount (enter 25% of line 41)	42		
43 Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43		
44 Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44		

Caution: *If there is an amount on either line 43 or line 44, you must file Form 4720.*

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 45 through 50 on page 11 of the instructions)

	Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B **Lobbying Activity by Nonelecting Public Charities**

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes	No	Amount
a Volunteers		X	
b Paid staff or management (Include compensation in expenses reported on lines c through h)		X	
c Media advertisements		X	
d Mailings to members, legislators, or the public		X	
e Publications, or published or broadcast statements		X	
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means	X		222,156.
i Total lobbying expenditures (Add lines c through h)			222,156.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities STMT 42

Part VII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations** (See page 12 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting organization to a noncharitable exempt organization of			
(i) Cash	51a(i)		X
(ii) Other assets	a(ii)		X
b Other transactions			
(i) Sales or exchanges of assets with a noncharitable exempt organization	b(i)		X
(ii) Purchases of assets from a noncharitable exempt organization	b(ii)		X
(iii) Rental of facilities, equipment, or other assets	b(iii)		X
(iv) Reimbursement arrangements	b(iv)		X
(v) Loans or loan guarantees	b(v)		X
(vi) Performance of services or membership or fundraising solicitations	b(vi)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ▶ ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

FORM 990, PART I - EXCLUDED CONTRIBUTIONS

DESCRIPTION	AMOUNT
LA JOLLA CANDLELIGHT BALL	350,650.
SCRIPPS CANCER CENTER SPINOFF	842,301.
SCRIPPS CLINIC GOLF TOURNAMENT	313,430.
ENCINITAS GALA	323,241.
MERCY BALL	400,119.
ACURA CLASSIC	268,264.
SCRIPPS RENAISSANCE BALL	356,467.
TOTAL	2,854,472.

FORM 990 - GENERAL EXPLANATION ATTACHMENT

SUPPLEMENTAL INFORMATION
PART V

SCRIPPS HEALTH HAS ESTABLISHED A PROGRAM THAT PROVIDES FOR SUPPLEMENTAL RETIREMENT BENEFITS FOR SELECTED KEY EXECUTIVES WHO ATTAIN RETIREMENT AGE AND COMPLETE A CERTAIN NUMBER OF YEARS OF SERVICE. THE CONTINUED PARTICIPATION OF ANY EMPLOYEE, AND THE PAYMENT OF BENEFIT FROM THE PROGRAM, HAS BEEN UNDERSTOOD TO BE IN THE SOLE DISCRETION OF THE BOARD OF TRUSTEES.

FORM 990 - GENERAL EXPLANATION ATTACHMENT

LAND, BUILDINGS, AND EQUIPMENT
PART IV, LINE 57

ASSET	END OF YEAR
LAND	75,171,817
BUILDINGS AND IMPROVEMENTS	564,081,267
EQUIPMENT	428,358,146
CONSTRUCTION IN PROGRESS	81,698,723
ASSET RETIREMENT/CLEARING	4,847,772
TOTAL COST BASIS	1,154,157,725
LESS: ACCUMULATED DEPRECIATION AND AMORTIZATION	610,865,241
ADJUSTED BASIS	543,292,484

5E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
SCRIPPS HEALTH	95-1684089

DESCRIPTION OF PROPERTY

SCRIPPS MEMORIAL XIMED MEDICAL

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

RENTAL INCOME	415,990.	
OTHER INCOME		
TOTAL GROSS INCOME		415,990.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		415,990.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		415,990.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
JSA Totals									

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
SCRIPPS MEMORIAL XIM	415,990.			415,990.
TOTALS	415,990.			415,990.

FORM 990, PART I - OTHER INVESTMENT INCOME

DESCRIPTION	AMOUNT
ATOC LP	2,605.
BOSTON FINANCIAL QUALIFIED	478.
COMMONFUND CAPITAL VENTURE PARTNERS VI, LP	-33,312.
HELIX 1960 LTD	15.
INTECH RISK - MANAGED LARGE CAP GROWTH FUND, LLC	195,671.
REKEB LIMITED PARTNERSHIP	-47,859.
SAN MARCOS LAKE-OCEAN VIEW PARTNERSHIP	5,753.
SAN DIEGO GAMMA KNIFE CENTER, LP	554,017.
SFEAP LLC	196.
WHITTIER EQUITIES FUND IX	35,801.
BPIF NON TAXABLE, LP	683,815.
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V, LP	119,987.
SHELTER COVE MARINA, LTD	30,581.
SCRIPPS MEMORIAL-XIMED MEICAL CENTER, LP	55,916.
SCRIPPS MERCY AMBULATORY SURGERY CENTER, LP(LP)	-877,551.
SCRIPPS MERCY AMBULATORY SURGERY CENTER, LP (GP)	-13,196.
TOTAL	712,917.

FORM 990, PART I - SPECIAL FUNDRAISING EVENTS AND ACTIVITIES

DESCRIPTION	GROSS REVENUE	DIRECT EXPENSES	NET INCOME
LA JOLLA CANDLELIGHT BALL	355,341.	377,774.	-22,433.
SCRIPPS CANCER CENTER SPINOFF	117,485.	119,051.	-1,566.
SCRIPPS CLINIC GOLF TOURNAMENT	69,676.	43,238.	26,438.
ENCINITAS GALA	25,050.	136,096.	-111,046.
MERCY BALL	179,245.	178,513.	732.
ACURA CLASSIC	3,427.	-2,882.	6,309.
SCRIPPS RENAISSANCE BALL	99,608.	99,079.	529.
TOTALS	849,832.	950,869.	-101,037.

FORM 990, PART I - OTHER INCREASES IN FUND BALANCES

DESCRIPTION	AMOUNT
MARKET ADJUSTMENT ON INTEREST RATE SWAPS	83,978.
CHANGE IN VALUE OF DEFERRED GIFTS	2,430,133.
EQUITY METHOD FOR SUBSIDIARY - WHITTIER	1,593,048.
EQUITY METHOD FOR SUBSIDIARY - SCHPS	49,281.
EQUITY METHOD FOR SUBSIDIARY - SMASC	303,730.
BOOK-TAX DIFFERENCE FOR PARTNERSHIP INVESTMENTS	230,898.
UNREALIZED GAINS ON INVESTMENTS	13,527,852.
CHANGE IN VALUE OF INTEREST RATE SWAPS	3,901,878.
OTHER CHANGES IN NET ASSETS	379,091.
TOTAL	22,499,889.

FORM 990, PART I - OTHER DECREASES IN FUND BALANCES

DESCRIPTION	AMOUNT
CUMMULATIVE EFFECT OF CHANGE IN ACCOUNTING METHOD	11,040,089.
TOTAL	11,040,089.

FORM 990, PART II - OTHER EXPENSES

DESCRIPTION	TOTAL	PROGRAM SERVICES	MANAGEMENT AND GENERAL	FUNDRAISING
PHYSICIAN FEES	134,428,830.	130,941,343.	3,487,487.	
CONSULTING/MGMT FEES	5,564,059.	2,201,785.	2,941,166.	421,108.
TEMPORARY LABOR	3,750,947.	2,724,936.	886,335.	139,676.
AWARDS & HONORARIA	703,840.	577,790.	126,050.	
PROSTHESIS	85,030,002.	85,030,002.		
PHARMACEUTICALS	63,626,599.	63,558,000.	68,599.	
MEDICAL SUPPLIES	113,878,687.	113,273,647.	605,040.	
FOOD AND SUPPLEMENTS	8,524,351.	8,344,072.	142,424.	37,855.
LINENS	4,953,756.	4,953,756.		
PURCHASED MEDICAL SERVICES	61,816,134.	61,816,134.		
COLLECTION AGENCIES FEES	2,175,894.	2,175,894.		
AMMA FEES	2,272,330.	132.	2,272,198.	
NON MEDICAL PURCH SERVICES	58,270,241.	49,155,205.	8,718,341.	396,695.
INSURANCE	14,123,881.	12,742,971.	1,380,910.	
LICENSES AND TAXES	2,294,841.	2,011,799.	283,042.	
PATIENT STUDY COSTS	674,655.	656,540.	18,115.	
DUES, SUBSCRIPTIONS & BOOKS	2,877,595.	2,181,674.	651,497.	44,424.
TRAINING & SEMINARS	1,704,218.	1,501,687.	138,885.	63,646.
FUEL & MILEAGE	1,320,699.	847,172.	423,939.	49,588.
OTHER EXPENSES	4,011,903.	3,068,240.	855,863.	87,800.
RECRUITING	1,298,094.	311,242.	986,852.	
ADVERTISING	1,880,798.	1,044,384.	836,414.	
UNCOLLECTIBLE ACCOUNTS	66,883,327.	66,878,891.	4,436.	
BANK CHARGES	2,884,747.	1,653,226.	1,178,831.	52,690.
FUNDRAISING COSTS	600,254.	79,095.	29,744.	491,415.
PROFESSIONAL CLAIMS EXPENSE	9,253,593.	8,914,751.		338,842.
MSO FEES	901,489.	901,489.		
MISCELLANEOUS EXPENSES	431,785.	431,785.		
TOTALS	656,137,549.	627,977,642.	26,036,168.	2,123,739.

FORM 990, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE

SCRIPPS HEALTH IS A COMMUNITY-BASED HEALTH CARE DELIVERY NETWORK IN SAN DIEGO, CALIFORNIA, THAT INCLUDES FIVE ACUTE-CARE HOSPITALS, MORE THAN 2,600 AFFILIATED PHYSICIANS, AN EXTENSIVE AMBULATORY CARE NETWORK, HOME HEALTH CARE, AND ASSOCIATED SUPPORT SERVICES.

AS A HEALTH CARE PROVIDER, SCRIPPS HEALTH'S MISSION STATEMENT IS TO:

1. MAKE A MEASURABLE POSITIVE DIFFERENCE IN THE HEALTH OF THE COMMUNITY.
2. PROVIDE QUALITY CARE TO ALL PATIENTS, WHETHER THEY ARE INSURED OR UNINSURED.
3. BE SOCIALLY ACCOUNTABLE AND AN ADVOCATE FOR BETTER HEALTH FOR ALL CITIZENS BY LISTENING TO PATIENT'S NEEDS AND BEING RESPONSIVE.
4. PROVIDE OPPORTUNITIES FOR EMPLOYEES TO PARTICIPATE IN HEALTH IMPROVEMENT RELATED VOLUNTEER ACTIVITIES.

FORM 990, PART IV - INVESTMENTS - SECURITIES

DESCRIPTION	ENDING BOOK VALUE
EQUITY AND OTHER SECURITIES	283,823,238.
FIXED INCOME SECURITIES	330,631,885.
MONEY MKT FUNDS & CERT OF DEP	NONE
DEBT SERV FUNDS HELD BY TRUST	9,521,736.
TOTALS	623,976,859.

FORM 990, PART IV - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE
ANNUITIES/UNITRUSTS	43,936,085.
ART	404,013.
DEFERRED COSTS/DEF INS. NET	2,010,834.
DEFERRED DEBT/REFINANCE CONSTS	8,525,696.
INTANGIBLE ASSETS, NET	37,829,450.
INVESTMENT IN SCHPS	12,662,012.
INVESTMENT IN WHITTIER	3,591,242.
INVESTMENT IN SMASC	399,504.
STRATEGIC CAPITAL RESERVE	8,427,399.
OTHER ASSETS	1,998,507.
TOTALS	119,784,742.

FORM 990, PART IV - TAX-EXEMPT BOND LIABILITIES

DESCRIPTION			ENDING BOOK VALUE
2005A UNEXPENDED PROCEEDS:		212,242.	40,975,000.
PURPOSE - TO FINANCE CAPITAL EXPENSES & BOND ISSUANCE COSTS			
2005 B-F UNEXPENDED PROCEEDS: THIRD PARTY PERCENTAGE:	<5%	75,778,032.	249,025,000.
PURPOSE: TO FINANCE CAPITAL FOR HOSPITALS			
1991B UNEXPENDED PROCEEDS: THIRD PARTY PERCENTAGE:	<5%	NONE	31,500,000.
PURPOSE: TI/EQUIPMENT FOR SWEEP			
COMM. DEVELOPMENT AUTHORITY UNEXPENDED PROCEEDS:		27,315,825.	50,000,000.
PURPOSE: TO FINANCE CAPITAL EXPENSES & BOND ISSUANCE COSTS			
1998A UNEXPENDED PROCEEDS:		NONE	30,450,000.
PURPOSE: TO REFINANCE 1985A BONDS, POOLED FINANCING, & LOANS BY CHW FOR SCRIPPS MERCY			
1998B UNEXPENDED PROCEEDS:		NONE	30,450,000.
PURPOSE: TO REFINANCE 1985A			

FORM 990, PART IV - TAX-EXEMPT BOND LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
BONDS, POOLED FINANCING, AND		
LOANS BY CHW		
2001A		13,950,000.
UNEXPENDED PROCEEDS:	NONE	
PURPOSE: TO FINANCE CAPITAL		
EXPENSES & BOND ISSUANCE COSTS		
TOTALS		446,350,000.

FORM 990, PART IV - MORTGAGES AND OTHER NOTES PAYABLE

LENDER: GENERAL ELECTRIC
ORIGINAL AMOUNT: 2,489,025.
INTEREST RATE: 6.120000
DATE OF NOTE: 09/01/2006
MATURITY DATE: 08/01/2011
SECURITY PROVIDED: DVCT SCANNER
ENDING BALANCE DUE ..... 2,489,025.

LENDER: GENERAL ELECTRIC
ORIGINAL AMOUNT: 2,524,540.
INTEREST RATE: 4.890000
DATE OF NOTE: 09/01/2004
MATURITY DATE: 08/01/2009
SECURITY PROVIDED: SCANNER
ENDING BALANCE DUE ..... 1,540,634.

LENDER: PHILLIPS MEDICAL
ORIGINAL AMOUNT: 582,328.
INTEREST RATE: 4.100000
DATE OF NOTE: 06/01/2006
MATURITY DATE: 01/01/2009
SECURITY PROVIDED: MRI & FUJI CAMERA
ENDING BALANCE DUE ..... 512,059.

LENDER: PHILLIPS MEDICAL
ORIGINAL AMOUNT: 59,548.
INTEREST RATE: 4.100000
DATE OF NOTE: 06/01/2006
MATURITY DATE: 01/01/2009
SECURITY PROVIDED: ULTRASOUND
ENDING BALANCE DUE ..... 52,363.

LENDER: PYXIS
ORIGINAL AMOUNT: 7,279,678.
INTEREST RATE: 7.500000
DATE OF NOTE: VAR
MATURITY DATE: VAR
SECURITY PROVIDED: VRS EQUIPMENT
ENDING BALANCE DUE ..... 4,812,116.

TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE 9,406,197.

FORM 990, PART IV - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
ANNUITY AND UNITRUSTS	13,686,601.
DEFERRED RETIREMENT LIABILITY	8,131,426.
DEPOSITS AND CONTINGENCIES	68,382.
PROFESSIONAL SELF-INSURANCE	16,253,037.
OTHER LONG TERM LIABILITIES	24,039,604.
ARO LIABILITIES	11,932,442.
DUE TO TSRI - DEFERRED GIFTS	378,277.
TOTALS	74,489,769.

FORM 990, PART IV-A - OTHER REVENUE ON BOOKS BUT NOT ON RETURN

DESCRIPTION	AMOUNT
BOOK-TAX DIFFERENCE FOR PARTNERSHIP INVESTMENTS	230,898.
REVENUE OF SUBSIDIARIES	153,029,084.
CHANGE IN VALUE OF DEF. GIFTS	2,430,133.
MARKET ADJ. ON INT. RATE SWAP	83,978.
OTHER CHANGES IN NET ASSETS	379,091.
CHANGE IN VAL - INT. RATE SWAP	3,901,878.
TOTAL	160,055,062.

FORM 990, PART IV-A - OTHER REVENUE ON RETURN BUT NOT ON BOOKS

DESCRIPTION	AMOUNT
CONSOLIDATION ELIMINATIONS	92,482,637.
SPECIAL EVENT EXPENSES	-950,869.
CUMMULATIVE EFFECT OF CHANGE IN ACCOUNTING METHOD	11,040,091.
TOTAL	102,571,859.

FORM 990, PART IV-B - OTHER EXPENSES ON BOOKS BUT NOT ON RETURN

DESCRIPTION	AMOUNT
SPECIAL EVENT EXPENSES	950,869.
EXPENSES OF SUBSIDIARIES	151,087,024.
TOTAL	152,037,893.

FORM 990, PART IV-B - OTHER EXPENSES ON RETURN BUT NOT ON BOOKS

DESCRIPTION	AMOUNT
CONSOLIDATION ELIMINATIONS	92,482,637.
TOTAL	92,482,637.

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CHRIS VAN GORDER (EX-OFFICIO) SEE STATEMENT 1 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	PRESIDENT AND CEO 40	1,127,126.	322,039.	9,600.
THE AMOUNT IN COLUMN D INCLUDES $228,771 FOR AN ESTIMATED INCREASE IN THE VALUE OF A SUPPLEMENTAL RETIREMENT PLAN ("SERP"). THE SERP IS SUBJECT TO SUBSTANTIAL RISK OF FORFEITURE AND THESE AMOUNTS MAY NEVER BE RECEIVED BY THE INDIVIDUAL. IF ANY AMOUNTS ARE PAID OUT UNDER THE SERP, THE AMOUNT WILL ALSO BE REPORTED AS COMPENSATION IN THE YEAR PAID. SEE ADDITIONAL INFORMATION AT GENERAL EXPLANATION ATTACHMENT - SUPPLEMENTAL INFORMATION PART V.				
RICHARD ROTHBERGER 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	EXEC VP/CFO 40	627,625.	129,505.	9,600.
RICHARD R. SHERIDAN SEE STATEMENT 1 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	SECRETARY 40	444,914.	130,159.	9,600.
THE AMOUNT IN COLUMN D INCLUDES $75,168 FOR AN ESTIMATED INCREASE IN THE VALUE OF A SUPPLEMENTAL RETIREMENT PLAN ("SERP"). THE SERP IS SUBJECT TO SUBSTANTIAL RISK OF FORFEITURE AND THESE AMOUNTS MAY NEVER BE RECEIVED BY THE INDIVIDUAL. IF ANY AMOUNTS ARE PAID OUT UNDER THE SERP, THE AMOUNT WILL ALSO BE REPORTED AS COMPENSATION IN THE YEAR PAID. SEE ADDITIONAL INFORMATION AT GENERAL EXPLANATION ATTACHMENT - SUPPLEMENTAL INFORMATION PART V.				

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
KATHERINE J. ALEXANDER 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	ASSISTANT SECRETARY 40	44,428.	40,529.	NONE
VIRGINIA LEARY 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	ASSISTANT SECRETARY 40	72,062.	15,181.	NONE
JEFF BOWMAN 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	CHAIRMAN 5	NONE	NONE	NONE
RICHARD VORTMANN 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	VICE CHAIRMAN 5	NONE	NONE	NONE
MARY JO ANDERSON, CHS 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	TRUSTEE 5	NONE	NONE	NONE
DOUGLAS A. BINGHAM, ESQ. 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	TRUSTEE 5	NONE	NONE	NONE
LAWRENCE E. KLINE, D.O. 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	TRUSTEE 5	NONE	NONE	NONE
RICHARD L. HALL, M.D. 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	TRUSTEE 5	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
FRED HOWE 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	TRUSTEE 5	NONE	NONE	NONE
WESTCOTT W. PRICE, III 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	TRUSTEE 5	NONE	NONE	NONE
ERNEST S. RADY 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	TRUSTEE 5	NONE	NONE	NONE
FELICE SAUERS, R.S.M 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	TRUSTEE 5	NONE	NONE	NONE
MARK J. SHERMAN, M.D. 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	TRUSTEE 5	NONE	NONE	NONE
KAYE WOLTMAN 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	TRUSTEE 5	NONE	NONE	NONE
JOHN H. WARNER, JR., PH.D 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	TRUSTEE 5	NONE	NONE	NONE
ABBY SILVERMAN 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	TRUSTEE 5	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GRAND TOTALS		2,316,155.	637,413.	28,800.

FORM 990, PART V-B - FORMER OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	LOANS AND ADVANCES	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CLYDE H. BECK JR. 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	NONE	1,200,472.	NONE	NONE
JEAN A. BALGROSKY SEE STATEMENT 1 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121 THE AMOUNT IN COLUMN D INCLUDES $87,250 FOR AN ESTIMATED INCREASE IN THE VALUE OF A SUPPLEMENTAL RETIREMENT PLAN ("SERP"). THE SERP IS SUBJECT TO SUBSTANTIAL RISK OF FORFEITURE AND THESE AMOUNTS MAY NEVER BE RECEIVED BY THE INDIVIDUAL. IF ANY AMOUNTS ARE PAID OUT UNDER THE SERP, THE AMOUNT WILL ALSO BE REPORTED AS COMPENSATION IN THE YEAR PAID. SEE ADDITIONAL INFORMATION AT GENERAL EXPLANATION ATTACHMENT - SUPPLEMENTAL INFORMATION PART V.	NONE	243,279.	113,808.	NONE
GRAND TOTALS	NONE	1,443,751.	113,808.	NONE

FORM 990, PART VI - NAMES OF RELATED ORGANIZATIONS

RELATED ORGANIZATION NAME: MERCY HOSPITAL FOUNDATION

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: SC PHYSICIANS ORGANIZATION

EXEMPT: NONEXEMPT: X

RELATED ORGANIZATION NAME: SCRIPPS FOUNDATION FOR MEDICINE AND SCIENCE

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: THE WHITTIER INSTITUTE FOR DIABETES

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: SCRIPPS MERCY AMBULATORY SURGERY CENTER

EXEMPT: NONEXEMPT: X

RELATED ORGANIZATION NAME: SMPP SERVICES, INC.

EXEMPT: NONEXEMPT: X

RELATED ORGANIZATION NAME: SCRIPPS MEDICAL LABORATORY

EXEMPT: NONEXEMPT: X

RELATED ORGANIZATION NAME: SCRIPPS HEALTH AND HEALING

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: SCRIPPS CLINIC BILLING LLC

EXEMPT: NONEXEMPT: X

RELATED ORGANIZATION NAME: SCRIPPS MERCY BILLING LLC

EXEMPT: NONEXEMPT: X

FORM 990, PART VII - PROGRAM SERVICE REVENUE

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
HEATHCARE SERVICES	900002	394,073.			1517059636.
MEDICAL OFF BLDGS					8,111,658.
OTHER PATIENT CARE					24,995,396.
FITNESS CENTER					397,686.
HEALTH EDUCATION					3,865,898.
EXECUTIVE HEALTH					2,823,380.
TOTALS		394,073.			1557253654.

FORM 990, PART VII - OTHER REVENUE

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
CAFETERIA			03	5,394,498.	
GIFT SHOP			03	1,434,403.	
PARKING			03	2,591,896.	
MEDICAL RECORDS			03	123,803.	
VENDING MACHINES			03	168,829.	
TOTALS				9,713,429.	

FORM 990, PART VIII - ACCOMPLISHMENT OF EXEMPT PURPOSES

LINE NO.	EXPLANATION OF HOW EACH ACTIVITY FOR WHICH INCOME IS REPORTED IN COLUMN (E) OF PART VII CONTRIBUTED IMPORTANTLY TO THE ACCOMPLISHMENT OF EXEMPT PURPOSES
93A	REVENUE DERIVED FROM PROVIDING MEDICAL CARE TO THE COMMUNITY INCLUDING SUPPORT SERVICES TO THE UNINSURED AND UNDERSERVED AS FOLLOWS: PROVISION OF SERVICES TO MEDI-CAL PATIENTS PROVISION OF SERVICES TO MEDICARE PATIENTS WELLNESS AND PREVENTION EDUCATION RENTAL INCOME FROM MEDICAL OFFICE BUILDING ADJACENT TO SCRIPPS HEALTH'S HOSPITALS WHICH ENABLE DOCTORS TO BE IN CLOSE PROXIMITY IN ORDER TO ASSIST THE HOSPITAL IN ITS EXEMPT PURPOSE, IN ACCORDANCE WITH REVENUE RULINGS 69-463 AND 69-464.

FORM 990, PART IX - INFORMATION REGARDING TAXABLE SUBSIDIARIES

NAME AND ADDRESS EMPLOYER IDENTIFICATION NUMBER	PERCENTAGE OWNERSHIP INTEREST	NATURE OF BUSINESS ACTIVITIES	TOTAL INCOME	ENDING ASSETS
SC PHYSICIANS ORGANIZATION 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121 33-0796247	100.000000	HOLDING CO.	135,090,907.	66,317,217.
SM AMBULATORY SURGERY CENTER 4275 CAMPUS POINT CENTER SAN DIEGO, CA 92121 45-0503246	67.500000	OUT.PAT. SURG	3,293,540.	3,027,968.
SMPP SERVICES, INC. 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121 02-0668534	100.000000	ADMIN SUPPORT	278,891.	NONE
SCRIPPS MEDICAL LABORATORY 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121 91-2156239	100.000000	LAB SERVICES	NONE	NONE
SCRIPPS CLINIC BILLING, LLC 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121 87-0737749	100.000000	HOSP. BILLING	420,094,099.	NONE
SCRIPPS MERCY BILLING, LLC 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121 87-0737748	100.000000	HOSP. BILLING	5,457,123.	NONE

FORM 990, PART IX - INFORMATION REGARDING TAXABLE SUBSIDIARIES

NAME AND ADDRESS EMPLOYER IDENTIFICATION NUMBER	PERCENTAGE OWNERSHIP INTEREST	NATURE OF BUSINESS ACTIVITIES	TOTAL INCOME	ENDING ASSETS
TOTAL INCOME			564,214,560.	69,345,185.

SCHEDULE A, PART I - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCOUNT
GARY FYBEL 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	HOSP ADMINISTRATOR 40	431,069.	127,971.	9,600.
ARNOLD B. EASTMAN, MD SEE STATEMENT 1 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	CHIEF MED. OFFICER 40	599,110.	544,486.	9,600.

THE AMOUNT IN COLUMN D INCLUDES $449,928 FOR AN ESTIMATED INCREASE IN THE VALUE OF A SUPPLEMENTAL RETIREMENT PLAN ("SERP"). THE SERP IS SUBJECT TO SUBSTANTIAL RISK OF FORFEITURE AND THESE AMOUNTS MAY NEVER BE RECEIVED BY THE INDIVIDUAL. IF ANY AMOUNTS ARE PAID OUT UNDER THE SERP, THE AMOUNT WILL ALSO BE REPORTED AS COMPENSATION IN THE YEAR PAID. SEE ADDITIONAL INFORMATION AT GENERAL EXPLANATION ATTACHMENT - SUPPLEMENTAL INFORMATION PART V.

VICTOR BUZACHERO 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	SENIOR VP, HR 40	514,768.	115,247.	9,600.
JUNE E. KOMAR SEE STATEMENT 1 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	SNR VP, PLANNING/DEV 40	479,154.	212,960.	9,600.

THE AMOUNT IN COLUMN D INCLUDES $155,341 FOR AN ESTIMATED INCREASE IN THE VALUE OF A SUPPLEMENTAL RETIREMENT PLAN ("SERP"). THE SERP IS SUBJECT TO SUBSTANTIAL RISK OF FORFEITURE AND THESE AMOUNTS MAY NEVER BE RECEIVED BY

SCHEDULE A, PART I - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCOUNT
THE INDIVIDUAL. IF ANY AMOUNTS ARE PAID OUT UNDER THE SERP, THE AMOUNT WILL ALSO BE REPORTED AS COMPENSATION IN THE YEAR PAID. SEE ADDITIONAL INFORMATION AT GENERAL EXPLANATION ATTACHMENT - SUPPLEMENTAL INFORMATION PART V.				
ROBIN BROWN 4275 CAMPUS POINT COURT SAN DIEGO, CA 92121	HOSP. ADMINISTRATOR 40	444,411.	201,261.	9,600.
THE AMOUNT IN COLUMN D INCLUDES $141,192 FOR AN ESTIMATED INCREASE IN THE VALUE OF A SUPPLEMENTAL RETIREMENT PLAN ("SERP"). THE SERP IS SUBJECT TO SUBSTANTIAL RISK OF FORFEITURE AND THESE AMOUNTS MAY NEVER BE RECEIVED BY THE INDIVIDUAL. IF ANY AMOUNTS ARE PAID OUT UNDER THE SERP, THE AMOUNT WILL ALSO BE REPORTED AS COMPENSATION IN THE YEAR PAID. SEE ADDITIONAL INFORMATION AT GENERAL EXPLANATION ATTACHMENT - SUPPLEMENTAL INFORMATION PART V.				
TOTAL COMPENSATION		2,468,512.	1,201,925.	48,000.

SCH. A, PART II-A COMPENSATION OF THE 5 HIGHEST PAID FOR PROF. SERV.

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
CARDINAL PHARMACY MANAGEMENT 21377 NETWORK PL CHICAGO, IL 60673	PHARMACY MANAGEMENT	37,492,311.
SCRIPPS CLINIC MEDICAL GROUP 4275 CAMPUS POINT CT SAN DIEGO, CA 92121	PHYSICIAN SERVICES	121,052,552.
AMERICAN MOBILE NURSES HEALTHCARE 12235 EL CAMINO REAL SAN DIEGO, CA 92130	NURSE STAFFING	13,101,620.
EMERGENCY ACUTE CARE MED CORPORATION PO BOX 9350 RANCHO SANTA FE, CA 92067	PHYSICIAN SERVICES	9,224,552.
SCRIPPS MERCY MEDICAL GROUP 501 WASHINGTON #60 SAN DIEGO, CA 92103	PHYSICIAN SERVICES	6,140,625.
TOTAL COMPENSATION		187,011,660.

SCH. A, PART II-B COMPENSATION OF THE 5 HIGHEST PAID FOR OTHER SERV.

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
DPR CONTRUCTION, INC 6333 GREENWICH DR. #170 SAN DIEGO, CA 92122	CONSTRUCTION	9,063,499.
KILROY REALTY CORPORATION 1220 WEST OLYMPIC BLVD., SUITE 200 LOS ANGELES, CA 90064	CONSTRUCTION	8,926,871.
SYSKA HENNESSY GROUP, INC 11500 WEST OLYMPIC BLVD., SUITE 680 LOS ANGELES, CA 90064	CONSTRUCTION	5,797,472.
INTELLITYPE TRANSCRIPTION MANEGEMENT 920 KLINE STREET LA JOLLA, CA 92037	TRANSCRIPTION	3,687,714.
BYCOR GENERAL CONTRACTORS INC. 6490 MARINDUSTRY PLACE SAN DIEGO, CA 92121	CONSTRUCTION	3,430,492.
TOTAL COMPENSATION		30,906,048.

SCHEDULE A, PART III - EXPLANATION FOR LINE 2A

MARK SHERMAN, M.D., IS A TRUSTEE ON THE SCRIPPS HEALTH BOARD OF TRUSTEES. HE IS ALSO A PARTNER OF AN ENTITY THAT LEASED MEDICAL OFFICE SPACE IN LA JOLLA, CALIFORNIA. SCRIPPS HEALTH IS A GENERAL PARTNER OF THE ENTITY THAT OWNS THE MEDICAL OFFICE SPACE. DR. SHERMAN DID NOT PARTICIPATE NOR DID THE BOARD CONSIDER THE LEASE AS A BOARD ACTION AND THE LEASE RATE IS CONSISTENT WITH FAIR MARKET VALUE AND THE LEASE RATES CHARGED OTHER TENANTS IN THE MEDICAL OFFICE BUILDING IN WHICH DR. SHERMAN CONDUCTS HIS MEDICAL PRACTICE.

SCHEDULE A, PART III - EXPLANATION FOR LINE 2C

SCRIPPS HEALTH FURNISHED GOODS, SERVICES AND FACILITIES INDIRECTLY TO LAWRENCE E. KLINE, D.O., A TRUSTEE ON THE SCRIPPS HEALTH BOARD OF TRUSTEES. DR. KLINE IS A MEMBER OF SCRIPPS CLINIC MEDICAL GROUP, A 300+ PHYSICIAN GROUP THAT HAS AN EXCLUSIVE PROVIDER AGREEMENT WITH SCRIPPS HEALTH. DR. KLINE HAS NOT PARTICIPATED, NOR DOES HE PARTICIPATE IN ANY DECISIONS CONCERNING THE SCRIPPS CLINIC MEDICAL GROUP.

SCHEDULE A, PART III - EXPLANATION FOR LINE 2D

SEE FORM 990, PART V

SCHEDULE A, PART III - EXPLANATION FOR LINE 3A

THE PRESDIENT'S SCHOLARSHIP PROGRAM IS AVAILABLE TO ALL EMPLOYEES REGARDLESS OF JOB POSITION OR EDUCATION. APPLICANTS ARE SCREENED BY A SELECTION COMMITTEE WITH FINAL SELECTION AND CONFIRMATION TO BE MADE BY THE PRESIDENT/CEO.

SCHEDULE A, PART VI-B - LOBBYING ACTIVITY EXPLANATION

TO INFLUENCE FEDERAL, STATE AND LOCAL LEGISLATION AS IT AFFECTS SCRIPPS HEALTH REIMBURSMENT AND REGULATIONS.

SCRIPPS HEALTH
FEIN: 95-1684089

FORM 990 - IRC SECTION 6033(H) REPORTING REQUIREMENT
INFORMATION REGARDING TRANSFERS TO/FROM CONTROLLED ENTITIES

TRANSFERS FROM CONTROLLED ENTITIES:

CONTROLLED ENTITY'S NAME:	THE WHITTIER INSTITUTE FOR DIABETES
CONTROLLED ENTITY'S ADDRESS:	9894 GENESEE AVENUE
CITY, STATE & ZIP	LA JOLLA, CA 92037
EIN:	95-3621314
TRANSFER AMOUNT:	2,212,660

EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
INTERCOMPANY TRANSFER FOR EXPENSES PAID BY SCRIPPS HEALTH

CONTROLLED ENTITY'S NAME	SCRIPPS HEALTH PLAN SERVICES, INC
CONTROLLED ENTITY'S ADDRESS:	4275 CAMPUS POINT COURT
CITY, STATE & ZIP	SAN DIEGO, CA 92121
EIN:	33-0782099
TRANSFER AMOUNT:	4,715,113

EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
INTERCOMPANY TRANSFER FOR EXPENSES PAID BY SCRIPPS HEALTH

CONTROLLED ENTITY'S NAME.	SCRIPPS HEALTH PLAN SERVICES, INC.
CONTROLLED ENTITY'S ADDRESS:	4275 CAMPUS POINT COURT
CITY, STATE & ZIP	SAN DIEGO, CA 92121
EIN	33-0782099
TRANSFER AMOUNT:	45,725,103

EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY.
SUB-CAPITATION PAYMENTS

CONTROLLED ENTITY'S NAME:	SCRIPPS HEALTH PLAN SERVICES, INC
CONTROLLED ENTITY'S ADDRESS:	4275 CAMPUS POINT COURT
CITY, STATE & ZIP	SAN DIEGO, CA 92121
EIN:	33-0782099
TRANSFER AMOUNT:	300,000

EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY.
REPAY CONTRIBUTION FROM SCRIPPS

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2005

Name of estate or trust

SCRIPPS HEALTH

Employer identification number

95-1684089

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example, 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 34)	(f) Gain or (Loss) for the entire year (col (d) less col (e))
1						

2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2004 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1 through 4 in column (f) Enter here and on line 13, column (3) below ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example, 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 34)	(f) Gain or (Loss) for the entire year (col (d) less col (e))
6						
	SEE STATEMENT 1			235,259,562.	224,123,709.	11,135,853.

7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2004 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6 through 11 in column (f) Enter here and on line 14a, column (3) below ▶	12	11,135,853.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see page 36)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			
14	**Net long-term gain or (loss):**				
a	Total for year	14a			11,135,853.
b	Unrecaptured section 1250 gain (see line 18 of the worksheet on page 35)	14b			
c	28% rate gain or (loss)	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			11,135,853.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4, the **smaller** of
a The loss on line 15, column (3) **or**
b $3,000 . . . . . 16 ( )

*If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22, is a loss, complete the **Capital Loss Carryover Worksheet** on page 37 of the instructions to determine your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

(Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22 is more than zero)

Note: *If line 14b, column (2) or line 14c, column (2) is more than zero, complete the worksheet on page 38 of the instructions and skip Part V Otherwise, go to line 17*

17 Enter taxable income from Form 1041, line 22 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) 19

20 Add lines 18 and 19 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . ▶ 21

22 Subtract line 21 from line 20 If zero or less, enter -0- 22

23 Subtract line 22 from line 17 If zero or less, enter -0- 23

24 Enter the **smaller** of the amount on line 17 or $2,000 24

25 Is the amount on line 23 equal to or more than the amount on line 24?
☐ **Yes.** Skip lines 25 through 27; go to line 28 and check the "No" box
☐ **No.** Enter the amount from line 23 25

26 Subtract line 25 from line 24 26

27 Multiply line 26 by 5% (05) 27

28 Are the amounts on lines 22 and 26 the same?
☐ **Yes.** Skip lines 28 through 31, go to line 32
☐ **No.** Enter the **smaller** of line 17 or line 22 28

29 Enter the amount from line 26 (If line 26 is blank, enter -0-) 29

30 Subtract line 29 from line 28 30

31 Multiply line 30 by 15% (15) 31

32 Figure the tax on the amount on line 23 Use the 2005 Tax Rate Schedule on page 23 of the instructions 32

33 Add lines 27, 31, and 32 33

34 Figure the tax on the amount on line 17 Use the 2005 Tax Rate Schedule on page 23 of the instructions 34

35 **Tax on all taxable income.** Enter the **smaller** of line 33 or line 34 here and on line 1a of Schedule G, Form 1041 35

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SCRIPPS HEALTH 95-1684089

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) FROM SECURITIES					
SALE OF PUBLICLY TRADED SECURITIES	VARIOUS	VARIOUS	235,259,562.	224,123,709.	11,135,853.
TOTAL CAPITAL GAINS (LOSSES) FROM SECURITIES			235,259,562.	224,123,709.	11,135,853.
Totals			235,259,562.	224,123,709.	11,135,853.

Form **4797**

Department of the Treasury
Internal Revenue Service (99)

Sales of Business Property
(Also Involuntary Conversions and Recapture Amounts Under Sections 179 and 280F(b)(2))

▶ Attach to your tax return. ▶ See separate instructions.

OMB No 1545-0184

2005

Attachment Sequence No **27**

Name(s) shown on return	Identifying number
SCRIPPS HEALTH	95-1684089

1 Enter the gross proceeds from sales or exchanges reported to you for 2005 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions) 1

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year (see instructions)

(a) Description of property	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)

3	Gain, if any, from Form 4684, line 42	3	
4	Section 1231 gain from installment sales from Form 6252, line 26 or 37	4	
5	Section 1231 gain or (loss) from like-kind exchanges from Form 8824	5	
6	Gain, if any, from line 32, from other than casualty or theft	6	
7	Combine lines 2 through 6 Enter the gain or (loss) here and on the appropriate line as follows	7	

Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9 Skip lines 8, 9, 11, and 12 below

Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9 If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below

8	Nonrecaptured net section 1231 losses from prior years (see instructions)	8	
9	Subtract line 8 from line 7 If zero or less, enter -0- If line 9 is zero, enter the gain from line 7 on line 12 below If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on Schedule D filed with your return (see instructions)	9	

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less)

SEE STATEMENT 1						824,052.

11	Loss, if any, from line 7	11	( )
12	Gain, if any, from line 7 or amount from line 8, if applicable	12	
13	Gain, if any, from line 31	13	
14	Net gain or (loss) from Form 4684, lines 34 and 41a	14	
15	Ordinary gain from installment sales from Form 6252, line 25 or 36	15	
16	Ordinary gain or (loss) from like-kind exchanges from Form 8824	16	
17	Combine lines 10 through 16	17	824,052.
18	For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below For individual returns, complete lines a and b below		
a	If the loss on line 11 includes a loss from Form 4684, line 38, column (b)(ii), enter that part of the loss here Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 27, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 22 Identify as from "Form 4797, line 18a " See instructions	18a	
b	Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a Enter here and on Form 1040, line 14	18b	

Part III **Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255** (see instructions)

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)
A		
B		
C		
D		

These columns relate to the properties on lines 19A through 19D ▶		Property A	Property B	Property C	Property D
20 Gross sales price (Note: *See line 1 before completing*)	20				
21 Cost or other basis plus expense of sale	21				
22 Depreciation (or depletion) allowed or allowable . .	22				
23 Adjusted basis Subtract line 22 from line 21 . . .	23				
24 Total gain Subtract line 23 from line 20	24				
25 If section 1245 property:					
a Depreciation allowed or allowable from line 22 . .	25a				
b Enter the **smaller** of line 24 or 25a	25b				
26 If section 1250 property: If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291					
a Additional depreciation after 1975 (see instructions)	26a				
b Applicable percentage multiplied by the **smaller** of line 24 or line 26a (see instructions)	26b				
c Subtract line 26a from line 24 If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e	26c				
d Additional depreciation after 1969 and before 1976	26d				
e Enter the **smaller** of line 26c or 26d	26e				
f Section 291 amount (corporations only)	26f				
g Add lines 26b, 26e, and 26f	26g				
27 If section 1252 property: Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership)					
a Soil, water, and land clearing expenses	27a				
b Line 27a multiplied by applicable percentage (see instructions) . .	27b				
c Enter the **smaller** of line 24 or 27b	27c				
28 If section 1254 property:					
a Intangible drilling and development costs, expenditures for development of mines and other natural deposits, and mining exploration costs (see instructions)	28a				
b Enter the **smaller** of line 24 or 28a	28b				
29 If section 1255 property:					
a Applicable percentage of payments excluded from income under section 126 (see instructions) . . .	29a				
b Enter the **smaller** of line 24 or 29a (see instructions)	29b				

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30 Total gains for all properties Add property columns A through D, line 24	30	
31 Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b Enter here and on line 13	31	
32 Subtract line 31 from line 30 Enter the portion from casualty or theft on Form 4684, line 36 Enter the portion from other than casualty or theft on Form 4797, line 6	32	

Part IV **Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less** (see instructions)

		(a) Section 179	(b) Section 280F(b)(2)
33 Section 179 expense deduction or depreciation allowable in prior years	33		
34 Recomputed depreciation (see instructions)	34		
35 Recapture amount Subtract line 34 from line 33 See the instructions for where to report	35		

SCRIPPS HEALTH

95-1684089

Supplement to Form 4797 Part II Detail

Description	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed or Allowable	Cost or Other Basis	Gain or (Loss) for entire year
LAND AND HOUSE	04/29/1992	06/13/2006	1,275,000.		450,948.	824,052.
SOLD TO: R. RIDENOUR			NONE	NONE	NONE	NONE
Totals						824,052.

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