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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

2008

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning 07-01-2008 and ending 06-30-2009

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Termination
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
WELLSPAN HEALTH

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
PO BOX 2767

City or town, state or country, and ZIP + 4
YORK, PA 17405

D Employer identification number
22-2517863

E Telephone number
(717) 851-3055

G Gross receipts $ 101,294,758

F Name and address of Principal Officer
Bruce M Bartels
PO Box 2767
York, PA 174052767

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☑ No
(If "No," attach a list See instructions)

H(c) Group Exemption Number ▶

I Tax-exempt status ☑ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Web site: ▶ WWW WELLSPAN ORG

K Type of organization ☑ Corporation ☐ trust ☐ association ☐ other ▶

L Year of Formation 1983

M State of legal domicile PA

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
WellSpan Health is an integrated health system serving the greater Adams-York County region As a community-based, not-for-profit organization, WellSpan is dedicated to improving the health and well-being of the people it serves

2 Check this box ☐ 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)	3	15
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	11
5	Total number of employees (Part V, line 2a)	5	851
6	Total number of volunteers (estimate if necessary)	6	82
7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	504,647
b	Net unrelated business taxable income from Form 990-T, line 34	7b	

		Prior Year	Current Year
Revenue			
8	Contributions and grants (Part VIII, line 1h)	36,730,050	34,071,853
9	Program service revenue (Part VIII, line 2g)	60,670,245	66,403,946
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	7,304	65,207
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	643,255	714,817
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	98,080,886	101,255,823
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	817,012	543,150
14	Benefits paid to or for members (Part IX, column (A), line 4)		0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	48,719,107	57,928,532
16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
b	(Total fundraising expenses, Part IX, column (D), line 25 0)		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	34,846,906	40,501,682
18	Total expenses—add lines 13–17 (must equal Part IX, line 25, column (A))	84,383,025	98,973,364
19	Revenue less expenses Subtract line 18 from line 12	13,697,861	2,282,459
Net Assets or Fund Balances		**Beginning of Year**	**End of Year**
20	Total assets (Part X, line 16)	55,314,700	64,198,534
21	Total liabilities (Part X, line 26)	105,686,617	225,351,591
22	Net assets or fund balances Subtract line 21 from line 20	-50,371,917	-161,153,057

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

Please Sign Here

****** | 2010-05-05
Signature of officer | Date

Michael F O'Connor CFO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ DAVID TRIMNER	Date	Check if self-empolyed ▶ ☐	Preparer's PTIN (See Gen Inst)
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ Argy Wiltse & Robinson PC 8405 Greensboro Drive McLean, VA 22102			EIN ▶ Phone no ▶ (703) 893-0600

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

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

1 Briefly describe the organization's mission

See Additional Data Table

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 (4) organizations and 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 $ 87,368,574 including grants of $ 543,150) (Revenue $ 65,947,809)

See Federal Supplemental Information Attachment WellSpan Health - 2009 Community Benefit Report

4b (Code) (Expenses $ including grants of $) (Revenue $)

4c (Code) (Expenses $ including grants of $) (Revenue $)

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses $ 87,368,574 *Must equal Part IX, Line 25, column (B).*

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)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	Section 501(c)(3) organizations Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		No
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? *If "Yes," complete Schedule C, Part III*	5		No
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? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
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? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? *If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11	Yes	
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? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12	Yes	
13	Is the organization a school as described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the U S ?	14a		No
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 ? *If "Yes," complete Schedule F, Part I*	14b		No
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? *If "Yes," complete Schedule F, Part II*	15		No
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? *If "Yes," complete Schedule F, Part III*	16		No
17	Did the organization report more than $15,000 on Part IX, column (A), line 11e? *If "Yes," complete Schedule G, Part I*	17		No
18	Did the organization report more than $15,000 total on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		No
21	Did the organization report more than $5,000 on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	Yes	
22	Did the organization report more than $5,000 on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? *If "Yes," complete Schedule J*	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to question 25*	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
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?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
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? *If "Yes," complete Schedule L, Part I*	25a		No
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? *If "Yes," complete Schedule L, Part I*	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		No
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? *If "Yes," complete Schedule L, Part III*	27		No

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)? *If "Yes," complete Schedule L, Part IV*	**28a**	Yes	
b	Have a family member who had a direct or indirect business relationship with the organization? *If "Yes," complete Schedule L, Part IV*	**28b**		No
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? *If "Yes," complete Schedule L, Part IV*	**28c**	Yes	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35**	Yes	
36	501(c)(3) organizations Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5 percent of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No

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	691		
b	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?	1c		Yes	
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	851		
b	If at least one is reported in 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.*	2b		Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	3a		Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b		Yes	
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)?	4a			No
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?	5a			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No
c	If "Yes," to 5a or 5b, did the organization file Form 8886-T, *Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?*	5c			No
6a	Did the organization solicit any contributions that were not tax deductible?	6a			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			No
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 $75 or more?	7a			No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			No
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	0		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			No
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g		Yes	
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h		Yes	
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?	8			No
9	*Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.*				
a	Did the organization make any taxable distributions under section 4966?	9a			No
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			No
10	*Section 501(c)(7) organizations.* Enter				
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				
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			No
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			

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

			Yes	No
	For each "Yes" response to lines 2-7 below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.			
1a	Enter the number of voting members of the governing body . .	1a 15		
b	Enter the number of voting members that are independent . .	1b 11		
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?	2	Yes	
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? . .	3		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? . .	4		No
5	Did the organization become aware during the year of a material diversion of the organization's assets? . .	5		No
6	Does the organization have members or stockholders?	6		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	Yes	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . .	7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	the governing body?	8a	Yes	
b	each committee with authority to act on behalf of the governing body?	8b	Yes	
9a	Does the organization have local chapters, branches, or affiliates?	9a		No
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?	9b		No
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	10	Yes	
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	11		No

Section B. Policies

			Yes	No
12a	Does the organization have a written conflict of interest policy? *If "No", go to line 13* . .	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision			
a	The organization's CEO, Executive Director, or top management official?	15a	Yes	
b	Other officers or key employees of the organization?	15b	Yes	
	Describe the process in Schedule O			
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?	16a	Yes	
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?	16b	Yes	

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 Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply

☐ own website ☑ another's website ☑ upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

DAVID RIZZUTO
3350 WHITEFORD ROAD
YORK, PA 174029081
(717) 851-3055

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) and key employees 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, or 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-2/1099MISC)	**(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			

Part VII Continued

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099MISC)	(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			
1b Total ▶								4,484,795		2,322,323

2 Total number of individuals (including those in 1a) who received more than $100,000 in reportable compensation from the organization ▶ 52

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
Cardinal Valuelink PO Box 905867 Charlotte, NC 282905867	Logistics Service	317,378
TEK Systems Inc PO Box 198568 Atlanta, GA 303848568	IT Consulting	730,114
National Recovery Agency Inc PO Box 67015 Harrisburg, PA 17106	Collection Services	464,582
Healthcare Receivable Spec Inc 400 Market St Philadelphia, PA 191062506	Collection Services	644,665
Financial Recoveries 200 E Park Dr 100 Mt Laurel, NJ 08054	Collection Services	441,390

2 Total number of independent contractors (including those in 1) who received more than $100,000 in compensation from the organization ▶ 23

Part VIII Statement of Revenue

			(A) Total Revenue	(B) Related or Exempt Function Revenue	(C) Unrelated Business Revenue	(D) Revenue Excluded from Tax under IRC 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns 1a				
	b	Membership dues 1b				
	c	Fundraising events 1c				
	d	Related organizations 1d	31,610,423			
	e	Government grants (contributions) 1e	306,716			
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	2,154,714			
	g	Noncash contributions included in lines 1a-1f $				
	h	**Total (Add lines 1a-1f)** ▶	34,071,853			
Program Service Revenue		Business Code				
	2a	Management Fees	561,000	63,316,594	62,921,651	394,943
	b	Apple Hill Surgical Ctr	621,990	1,343,390	1,343,390	
	c	Accounting Fees	541,200	1,743,962	1,667,042	76,920
	d					
	e					
	f	All other program service revenue				
	g	**Total. Add lines 2a-2f** ▶ $ 66,403,946				
	3	Investment income (including dividends, interest other similar amounts) ▶	7,328			7,328
	4	Income from investment of tax-exempt bond proceeds ▶	0			
	5	Royalties	0			
		(i) Real / (ii) Personal				
	6a	Gross Rents				
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss) ▶	0			
		(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory	96,814			
	b	Less cost or other basis and sales expenses	38,935			
	c	Gain or (loss)	57,879			
	d	Net gain or (loss) ▶	57,879	15,726		42,153
Other Revenue	8a	Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 *Attach Schedule G if total exceeds $15,000* a				
	b	Less direct expenses b				
	c	Net income or (loss) from fundraising events ▶	0			
	9a	Gross income from gaming activities See part IV, line 19 *Complete Schedule G if total exceeds $15,000* a				
	b	Less direct expenses b				
	c	Net income or (loss) from gaming activities ▶	0			
	10a	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 ▶	0			
		Miscellaneous Revenue / Business Code				
	11a	Print Shop Fees 561,000	66,591			66,591
	b	Continuing Education 611,600	62,925			62,925
	c	Child Care Services 812,900	213,210			213,210
	d	All other revenue _____	372,091		32,784	339,307
	e	**Total. Add lines 11a-11d** ▶ $ 714,817				
	12	**Total Revenue.** Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ▶	101,255,823	65,947,809	504,647	731,514

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	543,150	543,150		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations and individuals outside the U S See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	4,924,047	3,235,967	1,688,080	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	38,181,946	33,741,236		
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	2,327,858	1,617,619	710,239	
9	Other employee benefits	9,521,921	8,279,356	1,242,565	
10	Payroll taxes	2,972,760	2,647,812	324,948	
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	417,189	299,578	117,611	
c	Accounting	21,651		21,651	
d	Lobbying	0			
e	Professional fundraising *See Part IV, line 17* . .	0			
f	Investment management fees	0			
g	Other	7,938,798	7,744,123	194,675	
12	Advertising and promotion	1,252,338	1,251,338	1,000	
13	Office expenses	1,417,439	1,086,443	330,996	
14	Information technology	12,179,617	12,160,110	19,507	
15	Royalties . .	0			
16	Occupancy	2,405,593	2,155,397	250,196	
17	Travel	903,570	606,491	297,079	
18	Payments of travel or entertainment expenses for any Federal, state or local public officials	0			
19	Conferences, conventions and meetings	265,964	192,062	73,902	
20	Interest	1,082,573		1,082,573	
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	8,683,773	8,540,977	142,796	
23	Insurance	400,360	1,739	398,621	
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	Utilities	712,349	619,780	92,569	
b	Restricted Assets Expenditures	1,518,227	1,518,227		
c	Repair & Maintenence	279,328	277,611	1,717	
d	Postage and Shipping	415,444	410,524	4,920	
e	Dues and Subscriptions	216,396	111,771	104,625	
f	All other expenses	391,073	327,263	63,810	
25	**Total functional expenses.** Add lines 1 through 24f	98,973,364	87,368,574	11,604,790	0
26	**Joint Costs.** Check ☐ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing	52,588	1	572,213
	2	Savings and temporary cash investments		2	0
	3	Pledges and grants receivable, net		3	0
	4	Accounts receivable, net	1,019,557	4	1,342,278
	5	Receivables from current and former officers, directors, trustees, key employees or other related parties *Complete Part II of Schedule L*		5	0
	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	0
	7	Notes and loans receivable, net	7,838,445	7	0
	8	Inventories for sale or use		8	0
	9	Prepaid expenses and deferred charges	11,735,149	9	11,708,495
	10a	Land, buildings, and equipment cost basis — 10a: 50,596,471			
	b	Less accumulated depreciation *Complete Part VI of Schedule D* — 10b: 16,104,207	28,527,407	10c	34,492,264
	11	Investments—publicly traded securities		11	4,881,610
	12	Investments—other securities See Part IV, line 11 *Complete Part VII of Schedule D*		12	0
	13	Investments—program-related See Part IV, line 11 *Complete Part VIII of Schedule D*		13	0
	14	Intangible assets		14	0
	15	Other assets See Part IV, line 11 *Complete Part IX of Schedule D*	6,141,554	15	11,201,674
	16	**Total assets.** *Add lines 1 through 15 (must equal line 34)*	55,314,700	16	64,198,534
Liabilities	17	Accounts payable and accrued expenses	6,996,401	17	11,430,443
	18	Grants payable		18	
	19	Deferred revenue	83,602	19	83,603
	20	Tax-exempt bond liabilities	2,531,736	20	2,521,558
	21	Escrow account liability *Complete Part IV of Schedule D*		21	
	22	Payable to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable		24	
	25	Other liabilities *Complete Part X of Schedule D*	96,074,878	25	211,315,987
	26	**Total liabilities.** *Add lines 17 through 25*	105,686,617	26	225,351,591
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	-50,713,252	27	-161,390,915
	28	Temporarily restricted net assets	341,335	28	237,858
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ 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	-50,371,917	33	-161,153,057
	34	Total liabilities and net assets/fund balances	55,314,700	34	64,198,534

Part XI Financial Statements and Reporting

				Yes	No
1	Accounting method used to prepare the Form 990	☐ cash ☑ accrual ☐ other			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		2a		No
b	Were the organization's financial statements audited by an independent accountant?		2b	Yes	
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?		2c	Yes	
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?		3a	Yes	
b	If "Yes," did the organization undergo the required audit or audits?		3b	Yes	

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SCHEDULE A (Form 990 or 990EZ)

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
WELLSPAN HEALTH

Employer identification number
22-2517863

Part I Reason for Public Charity Status (to be completed by all organizations) (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 331/3% 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 331/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **Section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **Section 509(a)(4).** (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
(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 the supported organization? **11g(i)**		No
(ii) a family member of a person described in (i) above? **11g(ii)**		No
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		No

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	
WellSpan Medical Group	232730785	9	Yes		Yes		Yes		1566072
Healthy Community Pharmacy Inc	200519121	9		No	Yes		Yes		239339
VNA Home Health Services	231352573	9	Yes		Yes		Yes		127020
Gettysburg Hospital	231352220	3	Yes		Yes		Yes		10113523
York Hospital	231352222	3	Yes		Yes		Yes		51248974
Total									63,294,928

Part II **Support Schedule for Organizations Described in IRC 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.)

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 line 1-3						
5 The portion of total contribution by each person (other than a government unit or publicly supported organization) included on line 1 that exceed 2% of the amount shown on line 11, column (f)						
6 **Public Support** subtract line 5 from line 4						

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 501(c)(3) organization, check this box and **stop here** ▶

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 for 2007 Schedule A, Part IV-A, line 26f **15**

16a **33 1/3% 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 ▶

b **33 1/3% Test - 2007.** If the organization did not check the 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 ▶

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 ▶

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 ▶

18 **Private Foundation.** If the organization did not check the box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions ▶

Part III Support Schedule for Organizations Described in IRC 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 ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total** Add lines 1-5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or $5,000						
c Total of lines 7a and 7b						
8 **Public Support** (Substract line 7c from line 6)						

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						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after 30 June, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total Support** (Add lines 9, 10c, 11 and 12)						

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

Computation of Public Support Percentage

15	Public Support Percentage for 2008 (line 8 column (f) divided by line 13 column (f))	15
16	Public Support Percentage for 2007 Schedule A, Part IV-A, line 27g	16

Computation of Investment Income Percentage

17	Investment Income Percentage for **2008** (line 10c column (f) divided by line 13 column (f))	17
18	Investment Income Percentage from **2007** Schedule A, Part IV-A, line 27h	18

19a **33 1/3% 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% 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 ☐

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

Facts and Circumstances Test

Additional Data

Software ID:
Software Version:
EIN: 22-2517863
Name: WELLSPAN HEALTH

Form 990, Schedule A, Part I, Line 11h - 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)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
WellSpan Medical Group	232730785	9	Yes		Yes		Yes		1566072
Healthy Community Pharmacy Inc	200519121	9		No	Yes		Yes		239339
VNA Home Health Services	231352573	9	Yes		Yes		Yes		127020
Gettysburg Hospital	231352220	3	Yes		Yes		Yes		10113523
York Hospital	231352222	3	Yes		Yes		Yes		51248974

Additional Data

Software ID:
Software Version:
EIN: 22-2517863
Name: WELLSPAN HEALTH

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099MISC)	(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			
William J Scott III , Director	1 00	X						0	0	0
William Gillespie , VP/ Chief Technology Officer	40 00				X			315,223	0	122,539
Wanda Major , Director	1 00	X						0	0	0
Thomas P Bride DO , Director	1 00	X						0	0	0
Samuel S Laucks II MD , Director	1 00	X						0	0	0
Ronald L Hankey , Director	1 00	X						0	0	0
Robert Batory , Vice President HR	40 00				X			290,078	0	185,048
Richard Harley , Director Treas Mgt	40 00					X		197,033	0	37,254
Richard H Brown , Secretary/Treas	1 00	X		X				0	0	0
Richard Beamesderfer , Director	1 00	X						0	0	0
Richard Baker , VP/Chief Information Officer	40 00				X			267,558	0	179,320
Michael F O'Connor , CFO	40 00			X				443,907	0	273,100
Michael Barley , Director	1 00	X						0	0	0
Maria Royce , VP Community Relations	40 00				X			191,298	0	128,988
Larry Miller , Director	1 00	X						0	0	0
Keith Noll , SR VP/Pres Ambulatory&Post Acute	40 00				X			237,737	0	175,971
Keith Gee , Senior VP Organizational Developmen	40 00				X			251,182	0	168,697
Jeffrey D Lobach Esq , Chairman	1 00	X		X				0	0	0
Jan Herrold , Vice Chairman	1 00	X		X				0	0	0
Glen Moffett , VP/General Counsel	40 00				X			312,888	0	200,600
Francis Zeak , Corp Controller	40 00					X		161,975	0	38,242
Douglas Heishman , Director of Financ	40 00					X		207,484	0	33,732
Dora L Townsend , Director	1 00	X						0	0	0
Debra Bradley , VP Ambulatory Serv	40 00					X		171,100	0	36,896
Daniel P Elby , Director	1 00	X						0	0	0
Dale C Voorheis , Director	1 00	X						0	0	0
Charles Chodroff , Senior Vice President Care Mgmt	40 00				X			429,270	0	254,950
Bruce M Bartels , President	40 00			X				838,685	0	457,668
Barbara Yarrish , VP Op Sp Hosp	40 00					X		169,377	0	29,318
A Daniel Murray , Director	1 00	X						0	0	0

Form 990, Part III, Line 1 - Briefly describe the organization's mission:

WellSpan Health is an integrated health system serving the greater Adams-York County region. As a community-based, not-for-profit organization, WellSpan is dedicated to improving the health and well-being of the people it serves. WellSpan will assume a leadership role and develop partnerships with other organizations to:improve access to coordinated, high quality, cost effective and compassionate healthcare services; educate the healthcare providers of tomorrow; promote healthy lifestyles and life-long wellness; and make its local communities healthier, more desirable places to live, work and play.

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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
WELLSPAN HEALTH

Employer identification number
22-2517863

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? ☐ Yes ☐ 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? ☐ Yes ☐ 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 importantly 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 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

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

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

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

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $

b Assets included in Form 990, Part X ▶ $

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

3 Using the organization's 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 the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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

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

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	341,335				
b Contributions	1,414,750				
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs	1,518,227				
f Administrative expenses					
g End of year balance	237,858				

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ▶
- b Permanent endowment ▶
- c Term endowment ▶ 100 000 %

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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land				
b Buildings		7,515	158,159	-150,644
c Leasehold improvements		962,725	229,547	733,178
d Equipment		43,853,917	15,716,501	28,137,416
e Other		5,772,314		5,772,314
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				34,492,264

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

(a) Description of security or cateory (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. *(Column (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. *(Column (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
Intangible Assets	18,906
Advance Deposits-Blue Cross	87,733
Advance Deposits	22,129
Advance Deposit-Royal/Citicorp	83,000
Accounts receivable - interco	1,414,397
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	11,201,674

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

(a) Description of Liability	(b) Amount
Federal Income Taxes	
Vacation Accrual	3,274,627
Pension Accrual	131,784,105
Payroll Accrual	4,298,200
Notes Payable - York Hospital	33,482,521
Notes Payable - WRRRG	6,004,260
Liability Self Insurance Reserve	31,080,671
Bank Payable	1,391,603
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	211,315,987

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

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)	1	101,255,823
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	98,973,364
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	2,282,459
4	Net unrealized gains (losses) on investments	4	251,480
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-113,315,079
9	Total adjustments (net) Add lines 4 - 8	9	-113,063,599
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-110,781,140

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	169,312,791
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	251,481		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	251,481
3	Subtract line **2e** from line **1**			3	169,061,310
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b	-67,805,487		
c	Add lines **4a** and **4b**			4c	-67,805,487
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	101,255,823

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	198,060,798
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Losses reported on Form 990, Part IX, line 25	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	198,060,798
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b	-99,087,434		
c	Add lines **4a** and **4b**			4c	-99,087,434
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	98,973,364

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 XIV, 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

Identifier	Return Reference	Explanation
Part X	Part X FIN48 Footnote	In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation NO 48, Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement NO 109, Accounting for Income Taxes (FIN 48), which creates a single model to address uncertainty in tax positions and clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements Under the requirements of FIN 48, tax-exempt organizations could now be required to record an obligation as the result of a tax position they have historically taken or various tax exposure items Prior to FIN 48, the determination of when to record a liability for tax exposure was based on whether a liability was considered probable and reasonably estimable in accordance with SFAS No 5, Accounting for Contingencies On July 1, 2007, the parent company, WellSpan Health, adopted FIN 48 WellSpan Health determined that it does not have any uncertain tax positions through June 30, 2009
Part XI, Line 8	Part XI, Line 8 Other Changes in Net Assets or Fund Balances	Purchase of assets from restricted funds $1026 Change in Accrued Pension Liability $ -113316105
Part V, Line 4	Part V, Line 4 Intended uses of the endowment fund	The funds were used to improve the health and welfare of the residents of York and Adams counties of Pennsylvania

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the U.S.

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

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
WELLSPAN HEALTH

Employer identification number
22-2517863

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☑ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 if additional space is needed . . . . . ▶ ☐

1(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2 Enter total number of section 501(c)(3) and government organizations . . . . . ▶ 7

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

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

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

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

See Additional Data Table

Identifier	Return Reference	Explanation
Grantmaker's Description of How Grants are Used		All WellSpan non-research grant activities must be coordinated through the York Health Foundation and Gettysburg Hospital Foundation to insure that grant projects are implemented, evaluated, and monitored in accordance with applicable granting agency regulations, with WellSpan policies and procedures, and are consistent with the strategies and priorities of the organization WellSpan has defined the processes by which grants are identified, developed, reviewed, approved, and monitored by the organization This policy covers non-research grants applied for and received by an entity of WellSpan Health It does not cover grants made by the organization Research grants are defined as those that involve "a systematic investigation designed to develop or contribute to generalizable knowledge (45CFR 46 102(d)) and are overseen by Emig Research Center (Policy #619 Extramural Research Funding)

Additional Data Return to Form

Software ID: 08000091
Software Version: 2008v2.7
EIN: 22-2517863
Name: WELLSPAN HEALTH

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
York County Community Against Racism116 N George St York, PA 17401	86-1081184	501(c)(3)	10,000	0			General Support
York College of Pennsylvania 441 Country Club Road York, PA 17403	23-1352698	501(c)(3)	65,000	0			Educational grant
Veterans Administration Medical Ctr1700 S Lincoln Avenue Lebanon, PA 17402			25	0			General Support
The Leukemia & Lymphoma SocietyPO Box 4261 Pittsfield, MA 01202			1,000	0			General Support
The Brethren Home Community2990 Carlisle Pike New Oxford, PA 17350			1,000	0			General Support
SPCA3159 Susquehanna Trail North York, PA 17406			25	0			General Support
Rotary Club of Gettysburg63 Creek Road Dillsburg, PA 17019			2,500	0			General Support
Orthopaedic Research & Education8450 Northwest Blvd Indianapolis, IN 46278			1,500	0			General Support
Margaret E Moul Home2050 Barley Road York, PA 17408			25	0			General Support
Manufacturers Association of SCP160 Roosevelt Ave York, PA 17401			2,500	0			General support

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Lutheran Home Care Services Inc2700 Luther Drive Chambersburg, PA 17201			25	0			General Support
Hospice of Lancaster County685 Good Drive Lancaster, PA 17604			50	0			General Support
Healthy York County Coalition1101 S Edgar St Ste F York, PA 17403	22-2517863	501(c)(3)	104,900	0			General support
Healthy Community PharmacyPO Box 2767 York, PA 17405	20-0519121	501(c)(3)	225,000	0			General Support
Healthy Adams County 424 S Washington St Gettysburg, PA 17325			2,500	0			General Support
Crispus Attucks605 S Duke St York, PA 17403	23-1365320	501(c)(3)	60,000	0			General Support
Byrnes Heatlh Education Center515 S George St York, PA 17403	23-2588187	501(c)(3)	50,000	0			General Support
American Lung Association3001 Old Gettysburg Rd Camp Hill, PA 17011			1,000	0			General Support
Advanced Skills Learning Center2101 Pennsylvania Ave Ste 111 York, PA 17404	23-3026434	501(c)(3)	15,800	0			General Support
4-H Clubs of Adams County Inc670 Old Harrisburg Rd St 204 Gettysburg, PA 17325			300	0			General Support

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
WELLSPAN HEALTH

Employer identification number
22-2517863

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☑ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	**1b**	Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**	Yes	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☑ Compensation committee ☑ Written employment contract ☑ Independent compensation consultant ☑ Compensation survey or study ☐ Form 990 of other organizations ☑ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a			
a	Receive a severance payment or change of control payment?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	501(c)(3) and 501(c)(4) organizations only must complete lines 5-8.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
William Gillespie	(i) (ii)	233,143	82,080		90,580	31,959	437,762	82,080
Robert Batory	(i) (ii)	209,866	74,100	6,112	157,720	27,328	475,126	74,100
Richard Harley	(i) (ii)	161,774	29,312	5,947	7,620	29,634	234,287	
Richard Baker	(i) (ii)	217,895	44,927	4,736	179,320		446,878	
Michael F O'Connor	(i) (ii)	321,413	115,900	6,594	236,770	36,330	717,007	115,900
Maria Royce	(i) (ii)	137,338	53,960		103,361	25,627	320,286	53,960
Keith Noll	(i) (ii)	196,627	37,100	4,010	146,950	29,021	413,708	
Keith Gee	(i) (ii)	184,682	66,500		139,870	28,827	419,879	66,500
Glen Moffett	(i) (ii)	230,048	82,840		171,070	29,530	513,488	82,840
Francis Zeak	(i) (ii)	132,523	24,543	4,909	6,357	31,885	200,217	
Douglas Heishman	(i) (ii)	171,659	30,942	4,883	7,990	25,742	241,216	
Debra Bradley	(i) (ii)	147,144	20,974	2,982	6,598	30,298	207,996	
Charles Chodroff	(i) (ii)	302,502	115,900	10,868	225,520	29,430	684,220	115,900
Bruce M Bartels	(i) (ii)	593,160	214,549	30,976	419,470	38,198	1,296,353	209,380
Barbara Yarrish	(i) (ii)	148,403	20,974		6,485	22,833	198,695	
	(ii)							

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
Sch J, Part I, Line 1a	Part I, Line 1a Relevant information in regards to selections on 1a	Bruce Bartels, WellSpan CEO, received additional compensation to cover the tax on personal use of his company vehicle

Additional Data

Return to Form

Software ID: 08000091
Software Version: 2008v2.7
EIN: 22-2517863
Name: WELLSPAN HEALTH

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
William Gillespie	(I) (II)	233,143	82,080		90,580	31,959	437,762	82,080
Robert Batory	(I) (II)	209,866	74,100	6,112	157,720	27,328	475,126	74,100
Richard Harley	(I) (II)	161,774	29,312	5,947	7,620	29,634	234,287	
Richard Baker	(I) (II)	217,895	44,927	4,736	179,320		446,878	
Michael F O'Connor	(I) (II)	321,413	115,900	6,594	236,770	36,330	717,007	115,900
Maria Royce	(I) (II)	137,338	53,960		103,361	25,627	320,286	53,960
Keith Noll	(I) (II)	196,627	37,100	4,010	146,950	29,021	413,708	
Keith Gee	(I) (II)	184,682	66,500		139,870	28,827	419,879	66,500
Glen Moffett	(I) (II)	230,048	82,840		171,070	29,530	513,488	82,840
Francis Zeak	(I) (II)	132,523	24,543	4,909	6,357	31,885	200,217	
Douglas Heishman	(I) (II)	171,659	30,942	4,883	7,990	25,742	241,216	
Debra Bradley	(I) (II)	147,144	20,974	2,982	6,598	30,298	207,996	
Charles Chodroff	(I) (II)	302,502	115,900	10,868	225,520	29,430	684,220	115,900
Bruce M Bartels	(I) (II)	593,160	214,549	30,976	419,470	38,198	1,296,353	209,380
Barbara Yarrish	(I) (II)	148,403	20,974		6,485	22,833	198,695	

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

To be completed by organizations that answered "Yes" to Form 990, Part IV, line 24a.
Provide descriptions, explanations, and any additional information in Schedule O.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
WELLSPAN HEALTH

Employer identification number
22-2517863

Part I Bond Issues *(Required for 2008)*

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer	
							Yes	No	Yes	No
A	GA SCPA 2008 Series D	23-2982233	84129NGD5	11-12-2008	100	Refunding Bonds		X		X
B	GA SCPA 2008 Series C	23-2982233	84129NGC7	11-12-2008	100	Refunding Bonds		X		X
C	GA SCPA 2008 Series B	23-2982233	84129NGB9	11-12-2008	100	Refunding Bonds		X		X
D	GA SCPA 2008 Series A	23-2982233		11-12-2008	96	Refunding Bonds		X		X

Part II Proceeds *(Optional for 2008)*

		A	B	C	D	E
1	Total Proceeds of Issue					
2	Gross Proceeds in Reserve Funds					
3	Proceeds in Refunding or Defeasance Escrows					
4	Other Unspent Proceeds					
5	Issuance Costs from Proceeds					
6	Working Capital Expenditures from Proceeds					
7	Capital Expenditures from Proceeds					
8	Year of Substantial Completion					

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
9	Were the bonds issued as part of a current refunding issue?										
10	Were the bonds issued as part of an advance refunding issue?										
11	Has the final allocation of proceeds been made?										
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?										

Part III Private Business Use *(Optional for 2008)*

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

Part III Private Business Use *(Continued)*

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts with respect to the financed property which may result in private business use?										
3b	Are there any research agreements with respect to the financed property which may result in private business use?										
3c	Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?										
4	Enter the percentage of financed property used in a private business use by entities other than a 501(c)(3) organization or a state or local government										
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another 501(c)(3) organization, or a state or local government										
6	Total of lines 4 and 5										
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?										

Part IV Arbitrage *(Optional for 2008)*

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T been filed wth respect to the bond issue?										
2	Is the bond issue a variable rate issue?										
3a	Has the organization or the government issuer identified a hedge with respect to the bond issue on its books and records?										
b	Name of provider										
c	Term of hedge										
4a	Were gross proceeds invested in a GIC?										
b	Name of provider										
c	Term of GIC										
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?										
5	Were any gross proceeds invested beyond an available temporary period?										
6	Did the bond issue qualify for an exception to rebate?										

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ 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 38b or 40b.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
WELLSPAN HEALTH

Employer identification number
22-2517863

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? To	From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	No	(f) Approved by board or committee? Yes	No	(g) Written agreement? Yes	No
Total . . . . . ▶ $										

Part III Grants or Assistance Benefitting 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, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	No

Additional Data

Software ID:
Software Version:
EIN: 22-2517863
Name: WELLSPAN HEALTH

Form 990, Schedule L, Part IV - Business Transactions Involving Interested Persons

(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**
The Stewart Companies	Officer Dale Voorheis	181,915	YHP employee health admin		No
Core Design Group LLC	Officer Dale Voorheis	156,165	Design & Engineering Serv		No
Richard D Poole LLC	Officer Dale Voorheis	2,142,671	General Contracting Serv		No
Talpier Inc	Officer Dale Voorheis	276,242	Rental of property		No
White Rose Surgical Associates Ltd	Pres -Samuel S Laucks,II	803,001	YH Resident Ed & Coverage		No
Adams County National Bank	Chairman Ronald Hankey	147,867	Checking & Trust Mgmt		No
Barley Snyder LLC	Partner Jeffrey Lobach	6,344,829	Legal Service WSH & Affil		No

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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
WELLSPAN HEALTH

Employer identification number
22-2517863

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 19	Form 990, Part VI, Line 19 Other Organization Documents Publicly Available	Governing documents, policies, and financial statements are available upon request

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 15b	Form 990, Part VI, Line 15b Compensation Review and Approval Process for Officers and Key Employees	The Compensation Committee of WellSpan Health is responsible for rewarding and reinforcing key executives for the achievement of annual and long-term performance objectives The Compensation Committee shall consist of not more than six (6) persons, of whom two (2) shall be the Chairman and Vice Chairman of the Board of the Corporation, and the remaining members shall be such other persons as may be appointed by the Chairman of the Board of the Corporation, with the approval of the Board of Directors, provided, however, that the Compensation Committee shall not include any persons who are employed by the System The Chairman of the Board of Gettysburg Hospital shall participate The role of the Compensation Committee is to set the Executive Compensation Philosophy for the system and ensure adherence, evaluate performance and establish compensation for the WellSpan President, evaluate team performance of the executive team and establish awards, review and approve senior executive base salary ranges, and oversee employed physician compensation programs The Committee will approve salary ranges for each executive position and review incumbent salaries annually The Committee will be responsible for reviewing the President's salary each year, and if warranted, authorizing an adjustment to maintain competitiveness The President will have the authority to make salary adjustments for subordiate positions The Committee is responsible for approving and authorizing payment of the performance awards The Committee will approve and authorize payment of the President's performance awards Integrated Healthcare Strategies, Inc , based in Minneapolis Minnesota is the external consultant to the committee This consultant focuses exclusively on executive and physician compensation in the health care industry In summary, the executive and physician compensation review process consists of the following 1) Cash compensation reviewed annually 2) Cash compensation reviewed by external consultant biennially 3) external total compensation (cash, incentives, benefits, perquisites) reviewed by external consultant periodically 4) Process is integrated with compensation analysis for other WellSpan positions 5) Committee decisions are documented in minutes maintained in Human Resources

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 12c	Form 990, Part VI, Line 12c Explanation of Monitoring and Enforcement of Conflicts	Officers, directors, and key employees fill out a WellSpan Health Conflict of Interest Disclosure Statement questionaire annually The questionaire is administered by the Internal Audit Department of WellSpan Health, the Parent Company There shall be full disclosure by any Director having a business or personal interest or relationship which may be in conflict with the interests of the Corporation After such disclosure the Director shall abide by the determination of the Board of Directors as to whether a conflict exists, the extent to which, if at all, the Director will be permitted to be present during the Board of Directors' discussion of the matter in which the Director may be interested, and whether the Director will be permitted to participate in such discussion and cast a vote in such matter

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 10	Form 990, Part VI, Line 10 Form 990 Review Process	Management provided an electronic copy of the form 990 to each voting member of the organization's governing body, prior to its filing with the IRS The organization's finance management team provided a presentation to the Audit Committee on the organization's 990 return

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 2	Form 990, Part VI, Line 2 Description of Business or Family Relationship of Officers, Directors, Et	Jeffrey D Lobach, Chairman of the Board of Directors, is married to Lucinda C Lobach, who is a member of the Board of Directors of York VNA Home Care, Inc Ronald Hankey, Board Director, is a brother-in-law of Paul Ketterman, who is a director on the Gettysburg Hospital Foundation Board

Identifier	Return Reference	Explanation
Client Note1		WellSpan Health - 2009 Community Benefit ReportWHEREVER YOUR LIFE'S JOURNEY MAY LEAD, WE ARE WITH YOU EVERY STEP OF THE WAY WellSpan Health includes Gettysburg Hospital, York Hospital, Apple Hill Surgical Center, VNA Home Health, WellSpan Medical Group, SOUTH CENTRAL Preferred, WellSpan Pharmacy, Gettysburg Hospital Foundation, York Health Foundation, York Provider Network and Healthy York Network/ Healthy Community Pharmacy OUR CHARITABLE COMMUNITY MISSIONWellSpan is an integrated health system serving the Adams-York county region As a community-based, not-for-profit organization, WellSpan is dedicated to improving the health and well-being of the people it serves WellSpan will assume a leadership role and develop partnerships with other organizations to o improve access to coordinated, high-quality, cost-effective health care serviceso educate the health care providers of tomorrow o promote healthy lifestyles and lifelong wellnesso make its local communities healthier, more desirable places to live, work and play FOR EVERY AGE FOR EVERY CONDITION FOR EVERY STEP OF YOUR LIFE'S JOURNEY At WellSpan Health, we care for, fret over, and serve a vast and varied population From the octogenarian surrounded by three generations of family to the new mother, alone and struggling to find a way to provide, from the teenager negotiating a minefield of decisions to the middle-age woman choosing a healthier life, from the weekend warrior with a sprained ankle to the 50-year-old disabled by chronic pain Countless situations, issues, moments of despair, weakness and utter joy are all part of the journey that is life Rest assured, WellSpan Health is committed to being with you, every step of the way As a community-based, non-profit organization, WellSpan Health is dedicated to improving the lives of those we serve This dedication is evidenced in scores of ways, through programs that assist those with chronic conditions, initiatives that support the uninsured and underinsured, community-based support and wellness programs, an ongoing investment in advanced care and a steadfast adherence to our mission of providing quality care, regardless of the patient's ability to pay Yes, all of our dedication is paying off Even as you read this, many of the initiatives, programs and partnerships that we support are making a fundamental, life-changing difference for those living in York and Adams counties This year, we are proud to share all that can be accomplished together as we share the journey that is life WELLSPAN SYSTEM-WIDE COMMUNITY BENEFITSubsidized Services$8,554,771Cash & In-kind Contributions$992,367Community Outreach / Programs$1,970,022Medical Education$199,616Research$539,321Charity Care (at cost)$10,710,000Medicaid (non-reimbursed cost)$47,882,000Medicare (non-reimbursed cost)$44,988,000TOTAL$103,580,000HELPING THE UNINSURED AND UNDERINSURED NAVIGATE HEALTHCARE OPTIONS OUR GOAL LOCAL SOLUTIONS TO THE CHALLENGES FACED BY THE UNINSURED OF UNDERINSUREDAt WellSpan, we believe that a healthier south central Pennsylvania and northern Maryland is possible only when those who live here can get the health care that they need That's why we take measures to care for those who have no insurance and are unable to pay We offer discounted care to individuals whose income falls within 300 percent of federal poverty guidelines Additionally, all uninsured patients, regardless of whether they qualify for charity care, receive discounts similar to those offered to private insurance companies Of course, no single organization can eliminate all of the barriers to care That's why we have long-standing relationships with local individuals, agencies, associations and coalitions to identify local, creative approaches to assist those who are uninsured or underinsured Together with our partners and hundreds of physicians in our community, we sponsor and support programs to take basic primary care and other services into urban and rural communities, improve access to oral health care, and help people establish a "medical home" with a primary care physician Initiatives we support o HealthConnect, a mobile health care program that travels to urban and rural communities, provides basic primary care services and helps individuals find a medical home by connecting with a primary care physicianо Healthy York Network, a collaborative effort that facilitates access to discounted health care services for individuals who are uninsured or underinsured o Healthy Community Pharmacy, which provides members of the Healthy York Network with discounted prescription medicationo Community Health Workers, who help individuals and families navigate the health care system, enroll in public assistance programs for which they are eligible and implement health outreach programs to disparate populations o Family First Health's Hannah Penn Health Center, a partnership of York Hospital, Family First Health and the City of York School District, which provides primary care services to students and families at Hannah Penn Middle Schoolo York Hospital Community Health Center, which provides primary care services for adults and children as well as women's health care, HIV care and medically complex pediatric careo Thomas Hart Family Practice Center, which is staffed by resident and faculty physicians at York Hospital and provides acute, chronic, preventive and obstetric careo The George W T Bentzel, DDS Dental Center, which is staffed by licensed dentists and residents from the York Hospital Dental Residency Programo Hoodner Dental Center, which benefits patients who cannot pay for their dental care and who qualify for Medical Assistance or the Healthy York Networko Adams County Dental Health Services, which benefits children without insurance and in need of preventive and restorative dental care and educationOUR PROGRESS The net cost of care provided in 2009 Charity Care $11 million in free care to patients who participated in our charity care programMedicare $46 3 million in cost greater than what was paid by MedicareMedicaid $48 2 million in cost greater than what was paid by MedicaidUncompensated Care $20 4 million in services to patients who received care forwhich they did not pay and who did not participate in the charity care programCommunity Education and Outreach$3 7 million in free community education and outreach to children and at-risk groups inour south central Pennsylvania and northern Maryland communitiesMedical, Dental and Pharmaceutical Care$8 5 million to support services which provided discounted medical, dental and pharmaceutical care to people in needAdditional achievements o Physicians and staff in various WellSpan services received more than 43,000 visits from people who lacked sufficient health insurance and needed primary, specialty and dental care--HealthConnect mobile health care program 1,402 visits--York Hospital Community Health Center 36,402 visits--Hoodner Dental Center 6,088 visitso The York Hospital George W T Bentzel, D D S Dental Center received more than 14,330 patient visits In addition, Family First Health expanded its dental facility to serve additional patients o Adams County Dental Health Services, a dental clinic sponsored by the Oral Health Task Force of Healthy Adams County, Harrisburg Area Community College and Head Start, received nearly 650 visits by children without insurance and in need of preventive and restorative dental care and education o WellSpan and physicians and organizations with whom we partner provided more than $20 million of care to more than 6,600 Healthy York Network members in York County and Adams County who lacked the ability to pay More than 7,200 patients and their families became members of the Healthy York Network, which now has a caseworker in Adams County helping the uninsured obtain access to healthcare and medications o HealthConnect staff received 1,402 patient visits, made 214 physician referrals, dispensed 460 medications, performed 142 point-of-care tests, gave 49 immunizations and ordered 129 outpatient procedures o The Healthy Community Pharmacy served more than 4,400 individuals with 44,898discounted prescriptions More than 7,900 prescriptions were filled at no cost to the patient In addition, financial counselors assisted more than 7,854 individuals complete pharmacy assistance applications o WellSpan Community Health Workers helped 603 adults and 592 children completeapplications for public insurance programs and facilitated a cardiovascular diseaseeducation and screening program for 103 African American and Latino women whoreside in the City of York o Healthy Adams County's Access Committee forged a partnership with Family First Health to establish a community health center in Gettysburg The center, which opened inMarch 2009, provides primary medical care to the uninsured and underinsured residents of Adams County as well as those people who have been unable to find a permanentmedical home

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Attach to Form 990. To be completed by organizations that answerd "Yes" to Form 990, Part IV, lines 33, 34, 35, 36, or 37.
▶ See separate instructions.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
WELLSPAN HEALTH

Employer identification number
22-2517863

Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
See Additional Data Table					

Part III Identification of Related Organizations Taxable as a Partnership

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income(related, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproprtionate allocations?		(I) Code V—UBI amount on Box 20 of K-1	(J) General or managing partner?	
							Yes	No		Yes	No
Community Healthcare Imaging Partners PO Box 2767 York, PA174052767 23-2444154	MRI Center	PA	WHCS	Related	2,614,873	1,408,592		No			No
Cherry Tree Cancer Center LLP PO Box 2767 York, PA174052767 23-2915628	Radiation	PA	WHCS	Related	2,989,933	2,078,583		No			No
Gettysburg Ambulatory Surgical Center LL PO Box 2767 York, PA174052767 20-5602701	Surgical Cn	PA	WHCS	Related	2,945,348			No			No
Littlestown Health Care Partners 300 West King Street Littlestown, PA17340 23-2880464	Lease facil	PA	WHCS	N/A	14	1,634,595		No			No
Q-WH LLC PO Box 2767 York, PA174052767 20-8226561	GP of CHIP	PA	WHCS	Related	60,116	18,414		No			No
Central PA Alliance Laboratories LLC PO Box 2767 York, PA174052767 23-2910950	Ref Lab	PA	NA	N/A	405,048	584,831		No			No
Apple Hill Surgical Center Partners PO Box 2767 York, PA174052767 23-2489452	Surgical Cn	PA	NA	Related	5,884,719	5,686,610		No			No

Part IV Identification of Related Organizations Taxable as a Corporation or Trust

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership
York Provider Network PO Box 2767 York, PA174052767 23-2907828	Coordinates managed care risk contracting	PA	NA	C Corp			100 000 %
York Health Plan PO Box 2767 York, PA174052767 23-2664989	Preferred Provider Organization	PA	NA	C corp	6,971,608	1,700,279	100 000 %
Wellspan Reciprocal Risk Retention Group PO Box 2767 York, PA174052767 20-0048457	Risk Retention Group	PA	NA	C corp	85,081	341,569	1 490 %
Wellspan Pharmacy Inc PO Box 2767 York, PA174052767 23-2374072	Dispenses Pharmaceuticals and provides IV Therapy	PA	WellSpan Health Care Services	C corp	2,406,081	7,131,541	100 000 %

Part V Transactions with Related Organizations

Note. Complete line 1 if any entity is listed in Parts II, III or IV

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

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(A) Name of other organization(s)	(B) Transaction type(a-r)	(C) Amount Involved
(1) **See Additional Data Table**		
(2)		
(3)		
(4)		
(5)		
(6)		

Part VI Unrelated Organizations Taxable as a Partnership

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(A) Name, address, and EIN of entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Are all partners section 501(c)(3) organizations?		(E) Share of end-of-year assets	(F) Disproprtionate allocations?		(G) Code V—UBI amount on Box 20 of K-1	(H) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Additional Data

Return to Form

Software ID: 08000091
Software Version: 2008v2.7
EIN: 22-2517863
Name: WELLSPAN HEALTH

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary Activity	(C) Legal Domicile (State or Foreign Country)	(D) Exempt Code section	(E) Public charity status (if 501(c)(3))	(F) Direct Controlling Entity
Wellspan Properties PO Box 2767 York, PA174052767 22-2842252	Leases facilities to affiliates	PA	501(c)(3)	11 Type 1	WellSpan Health Care Services
York VNA Home Care Inc PO Box 2767 York, PA174052767 23-2899911	Mgmt hospice/home health care services	PA	501(c)(3)	11 Type 1	NA
York Hospital PO Box 2767 York, PA174052767 23-1352222	Community teaching hospital	PA	501(c)(3)	3	NA
York Health Foundation PO Box 2767 York, PA174052767 23-3050192	Charitable contributions for Wellspan entities	PA	501(c)(3)	11 Type 3	NA
Wellspan Medical Group PO Box 2767 York, PA174052767 23-2730785	Medical and surgical care	PA	501(c)(3)	9	NA
Wellspan Health Care Services PO Box 2767 York, PA174052767 23-2400237	Health-related activities in the service area	PA	501(c)(3)	11 Type 1	NA
VNA Home Health Services PO Box 2767 York, PA174052767 23-1352573	Home health and hospice care services	PA	501(c)(3)	9	York VNA Home Care Inc
VNA Community Services PO Box 2767 York, PA174052767 23-2338591	Home personal care services for elderly and disabled	PA	501(c)(3)	9	York VNA Home Care Inc
Healthy Community Pharmacy Inc PO Box 2767 York, PA174052767 20-0519121	Reduced rate prescription drugs to uninsured	PA	501(c)(3)	11 Type 1	WellSpan Health Care Services
Gettysburg Hospital Foundation PO Box 2767 York, PA174052767 23-2251358	Fundraising to support Gettysburg Hospital	PA	501(c)(3)	11 Type 1	Gettysburg Hospital
Gettysburg Hospital PO Box 2767 York, PA174052767 23-1352220	Health Care Services	PA	501(c)(3)	3	NA
Apple Hill Surgical Center Inc PO Box 2767 York, PA174052767 22-2842253	Sole GP in limited ptnrshp operating surgical center	PA	501(c)(3)	9	WellSpan Health Care Services

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal Domicile (State or Foreign Country)	(D) Direct Controlling Entity	(E) Predominant income(related, investment, unrelated)	(F) Share of total income ($)	(G) Share of end-of-year assets ($)	(H) Disproprtionate allocations?		(I) Code V-UBI amount on Box 20 of Schedule K-1 (Form 1065) ($)	(J) General or Managing Partner?	
							Yes	No		Yes	No
Community Healthcare Imaging Partners PO Box 2767 York, PA 174052767 23-2444154	MRI Center	PA	WHCS	Related	2,614,873	1,408,592		No			No
Cherry Tree Cancer Center LLP PO Box 2767 York, PA 174052767 23-2915628	Radiation	PA	WHCS	Related	2,989,933	2,078,583		No			No
Gettysburg Ambulatory Surgical Center LL PO Box 2767 York, PA 174052767 20-5602701	Surgical Cn	PA	WHCS	Related	2,945,348			No			No
Littlestown Health Care Partners 300 West King Street Littlestown, PA 17340 23-2880464	Lease facil	PA	WHCS	N/A	14	1,634,595		No			No
Q-WH LLC PO Box 2767 York, PA 174052767 20-8226561	GP of CHIP	PA	WHCS	Related	60,116	18,414		No			No
Central PA Alliance Laboratories LLC PO Box 2767 York, PA 174052767 23-2910950	Ref Lab	PA	NA	N/A	405,048	584,831		No			No
Apple Hill Surgical Center Partners PO Box 2767 York, PA 174052767 23-2489452	Surgical Cn	PA	NA	Related	5,884,719	5,686,610		No			No

Form 990, Schedule R, Part V - Transactions with Related Organizations

	(A) Name of other organization	(B) Transaction type(a-r)	(C) Amount Involved ($)
(1)	York Health Plan	p	840,667
(2)	York Health Plan	o	917,078
(3)	York Health Plan	k	571,448
(4)	Wellspan Reciprocal Risk Retention Group	o	5,260,500
(5)	Wellspan Pharmacy Inc	p	813,261
(6)	Wellspan Pharmacy Inc	k	262,357
(7)	Community Healthcare Imaging Partners	p	193,060
(8)	Q-WH LLC	k	83,819
(9)	Apple Hill Surgical Center Partners	p	675,833
(10)	Apple Hill Surgical Center Partners	k	83,326
(11)	Wellspan Properties	p	71,045
(12)	Wellspan Properties	k	144,851
(13)	Wellspan Properties	j	1,740,286
(14)	York VNA Home Care Inc	p	126,340
(15)	York VNA Home Care Inc	k	127,020
(16)	York Hospital	p	49,168,927
(17)	York Hospital	k	51,248,974
(18)	York Hospital	a	921,170
(19)	York Health Foundation	p	70,971
(20)	Wellspan Medical Group	p	15,540,120
(21)	Wellspan Medical Group	k	1,566,072
(22)	VNA Home Health Services	p	1,317,897
(23)	VNA Community Services	p	154,957
(24)	Gettysburg Hospital	p	8,367,291
(25)	Gettysburg Hospital	k	10,113,523
(26)	Apple Hill Surgical Center Inc	k	260,896