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Form 990

Return of Organization Exempt From Income Tax

2008

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2008 calendar year, or tax year beginning 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 HH Medstar Health Inc	D Employer identification number 52-1542230
Doing Business As	
E Number and street (or P O box if mail is not delivered to street address) 5565 Sterrett Place 5th Floor	F Room/suite
G City or town, state or country, and ZIP + 4 Columbia, MD 21044	

I Tax-exempt status 501(c) (3) (Insert no) 4947(a)(1) or 527

J Web site: ► www.medstarhealth.org

H(a) Is this a group return for affiliates? Yes NoH(b) Are all affiliates included? Yes No
(If "No," attach a list. See instructions.)

H(c) Group Exemption Number ►

K Type of organization Corporation trust association other ► L Year of Formation 1987 M State of legal domicile MD

Part I Summary

1 Briefly describe the organization's mission or most significant activities PLAN, DEVELOP, COORDINATE, DIRECT AND MANAGE AN INTEGRATED HEALTHCARE SYSTEM
2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets
3 Number of voting members of the governing body (Part VI, line 1a)
4 Number of independent voting members of the governing body (Part VI, line 1b)
5 Total number of employees (Part V, line 2a)
6 Total number of volunteers (estimate if necessary)
7a Total gross unrelated business revenue from Part VIII, line 12, column (C)
b Net unrelated business taxable income from Form 990-T, line 34

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)		0
9 Program service revenue (Part VIII, line 2g)	114,403,736	139,570,451
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,617	1,673
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	29,575	17,601
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	114,438,928	139,589,725

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12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	114,438,928	139,589,725
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		0
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)	74,107,963	74,131,106
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)	49,685,025	69,056,046
18 Total expenses—add lines 13-17 (must equal Part IX, line 25, column (A))	123,792,988	143,187,152
19 Revenue less expenses Subtract line 18 from line 12	-9,354,060	-3,597,427

	Beginning of Year	End of Year
20 Total assets (Part X, line 16)	31,698,424	61,307,145
21 Total liabilities (Part X, line 26)	98,933,512	207,962,435
22 Net assets or fund balances Subtract line 21 from line 20	-67,235,088	-146,655,290

Part II Signature Block

Please Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge		
	Signature of officer	2010-05-11	Date
	Marc R Berger AVP, Taxation/Financial Compliance Type or print name and title		

Paid Preparer's Use Only	Preparer's signature	Scott Sherman	Date	Check if self-employed ► <input type="checkbox"/>	Preparer's PTIN (See Gen Inst)
	Firm's name (or yours if self-employed), address, and ZIP + 4	KPMG LLP 2100 Dominion Tower Norfolk, VA 235103310		EIN ►	
				Phone no ►	(757) 616-7000

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 C.

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 C.

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 \$ 143,187,152 including grants of \$) (Revenue \$ 139,570,451)
HH MedStar Health, Inc 's sole program service is to provide management and support to Medstar Health, Inc and its affiliated entities The program service expenses incurred by the organization relate to corporate service functions including financial services and information systems

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

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

4e Total program service expenses \$ 143,187,152 *Must equal Part IX, Line 25, column (B)*

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors?

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

4 Section 501(c)(3) organizations Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II

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

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

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

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

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

10 Did the organization hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V

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

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

13 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the U.S.?

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

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

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

17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If "Yes," complete Schedule G, Part I

18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H

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

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

23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? If "Yes," complete Schedule J

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

b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?

c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?

d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?

25a Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I

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

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

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

	Yes	No
1	Yes	
2		No
3		No
4		No
5		
6		No
7		No
8		No
9		No
10		No
11	Yes	
12		No
13		No
14a		No
14b		No
15		No
16		No
17		No
18		No
19		No
20		No
21		No
22		No
23	Yes	
24a		No
24b		
24c		
24d		
25a		No
25b		No
26		No
27		No

Part IV Checklist of Required Schedules (Continued)

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
- b** Have a family member who had a direct or indirect business relationship with the organization? If "Yes," complete Schedule L, Part IV
- 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

29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M

31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II

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

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

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

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

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

	Yes	No
28a		No
28b		No
28c		No
29		No
30		No
31		No
32		No
33		No
34	Yes	
35		No
36		No
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, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	1a 0	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0	
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a 952	
2b	If at least one is reported in 2a, did the organization file all required federal employment tax returns? <i>Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return.</i>	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		
3b	If "Yes," has it filed a Form 990-T for this year? <i>If "No," provide an explanation in Schedule O</i>		No
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)?		
4b	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?		
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to 5a or 5b, did the organization file Form 8886-T, <i>Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction</i> ?		
6a	Did the organization solicit any contributions that were not tax deductible?		
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	<i>Organizations that may receive deductible contributions under section 170(c).</i>		
7a	Did the organization provide goods or services in exchange for any quid pro quo contribution of \$75 or more?		No
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
7h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
8	<i>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</i> Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		No
9	<i>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</i>		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		No
10	<i>Section 501(c)(7) organizations.</i> Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	<i>Section 501(c)(12) organizations</i> Enter		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	<i>Section 4947(a)(1) non-exempt charitable trusts.</i> Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		

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	4
b Enter the number of voting members that are independent . . .	1b	0
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	No
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	Yes
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	
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	No
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	

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed _____

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
 MARC BERGER
 5565 STERRETT PLACE 5TH FLOOR
 COLUMBIA, MD 21044
 (410) 772-6719

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

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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			
1b Total							1,493,906	6,027,470	1,156,640

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization **130**

	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 on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	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
TEK SYSTEMS 7437 RACE ROAD HANOVER, MD 21076	IT CONSULTING	2,173,474
XTEND CONSULTANTS 1825 BARRETT LAEKS BLVD SUITE 250 KENNESAW, GA 30144	IT CONSULTING	1,556,748
CLINICAL CONTENT CONSULTANTS 6 FOGG STREET CONCORD, NH 03301	CONSULTING	835,200
WATSON WYATT PO BOX 277665 ATLANTA, GA 303847665	CONSULTING	624,791
JANUS ASSOCIATES BUSINESS HEALTH SERVICES 711 W 40TH BALTIMORE, MD 21211	CONSULTING	402,300
2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization		20

**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 0				
	b Membership dues 1b				
	c Fundraising events 1c				
	d Related organizations . . . 1d				
	e Government grants (contributions) 1e				
	f All other contributions, gifts, grants, and similar amounts not included above 1f				
	g Noncash contributions included in lines 1a-1f \$ 1g	0			
	h Total (Add lines 1a-1f) 1h	0			
Program Service Revenue	2a MANAGEMENT FEES	Business Code 900,099	139,570,451	139,570,451	
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f 2g	\$ 139,570,451			
	3 Investment income (including dividends, interest other similar amounts) 3		0		
4 Income from investment of tax-exempt bond proceeds 4		0			
5 Royalties 5		0			
	(i) Real	(ii) Personal			
6a Gross Rents					
b Less rental expenses					
c Rental income or (loss)					
d Net rental income or (loss) 6d					
7a	(i) Securities	(ii) Other			
b					
c					
d Net gain or (loss) 7d			1,673		1,673
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 c			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 c			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 c			0		
Miscellaneous Revenue	Business Code				
11a MISCELLANEOUS REV	900,099	17,601			17,601
b					
c					
d All other revenue _____					
e Total. Add lines 11a-11d 11e	\$ 17,601				
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e 12	139,589,725	139,570,451	0	19,274	

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	0			
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	0			
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	59,892,701	59,892,701		
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	3,781,913	3,781,913		
9 Other employee benefits	6,029,887	6,029,887		
10 Payroll taxes	4,426,605	4,426,605		
11 Fees for services (non-employees)				
a Management	0			
b Legal	12,112	12,112		
c Accounting	0			
d Lobbying	0			
e Professional fundraising See Part IV, line 17 . . .	0			
f Investment management fees	0			
g Other	21,893,054	21,893,054		
12 Advertising and promotion	519,529	519,529		
13 Office expenses	1,771,945	1,771,945		
14 Information technology	11,933,920	11,933,920		
15 Royalties	0			
16 Occupancy	3,372,913	3,372,913		
17 Travel	899,377	899,377		
18 Payments of travel or entertainment expenses for any Federal, state or local public officials	0			
19 Conferences, conventions and meetings	128,028	128,028		
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	0			
23 Insurance	0			
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 MEDICAL/ SURGICAL SUPPLIES	169,551	169,551		
b FOOD SERVICE/ SUPPLIES	153,274	153,274		
c MAINTENANCE & CONTRACTS	19,236,664	19,236,664		
d MISCELLANEOUS	4,202,161	4,202,161		
e UTILITIES	4,762,522	4,762,522		
f All other expenses	996	996		
25 Total functional expenses. Add lines 1 through 24f	143,187,152	143,187,152	0	0
26 Joint Costs. Check <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
1	Cash—non-interest-bearing	1		
2	Savings and temporary cash investments	2		
3	Pledges and grants receivable, net	3		
4	Accounts receivable, net	468,261	4	932,642
5	Receivables from current and former officers, directors, trustees, key employees or other related parties <i>Complete Part II of Schedule L</i>	5		
6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) <i>Complete Part II of Schedule L</i>	6		
7	Notes and loans receivable, net	7		
8	Inventories for sale or use	6,406	8	3,734
9	Prepaid expenses and deferred charges	18,243,641	9	20,401,478
10a	Land, buildings, and equipment cost basis			
b	Less accumulated depreciation <i>Complete Part VI of Schedule D</i>	10a	39,395,884	
		10b		12,212,170 10c 39,395,884
11	Investments—publicly traded securities		11	
12	Investments—other securities See Part IV, line 11 <i>Complete Part VII of Schedule D</i>		12	
13	Investments—program-related See Part IV, line 11 <i>Complete Part VIII of Schedule D</i>		13	
14	Intangible assets		14	
15	Other assets See Part IV, line 11 <i>Complete Part IX of Schedule D</i>	767,946	15	573,407
16	Total assets. Add lines 1 through 15 (must equal line 34)	31,698,424	16	61,307,145
17	Accounts payable and accrued expenses	29,390,412	17	56,083,074
18	Grants payable		18	
19	Deferred revenue		19	
20	Tax-exempt bond liabilities		20	
21	Escrow account liability <i>Complete Part IV of Schedule D</i>		21	
22	Payable to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons <i>Complete Part II of Schedule L</i>		22	
23	Secured mortgages and notes payable to unrelated third parties		23	
24	Unsecured notes and loans payable		24	
25	Other liabilities <i>Complete Part X of Schedule D</i>	69,543,100	25	151,879,361
26	Total liabilities. Add lines 17 through 25	98,933,512	26	207,962,435
Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
27	Unrestricted net assets	-67,235,088	27	-146,655,290
28	Temporarily restricted net assets		28	
29	Permanently restricted net assets		29	
Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
30	Capital stock or trust principal, or current funds		30	
31	Paid-in or capital surplus, or land, building or equipment fund		31	
32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	-67,235,088	33	-146,655,290
34	Total liabilities and net assets/fund balances	31,698,424	34	61,307,145

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990	<input type="checkbox"/> cash <input checked="" type="checkbox"/> accrual <input type="checkbox"/> other	
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		
b	Were the organization's financial statements audited by an independent accountant?		
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?		
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?		
b	If "Yes," did the organization undergo the required audit or audits?		

SCHEDULE A
(Form 990 or 990EZ)**Public Charity Status and Public Support****2008**Department of the Treasury
Internal Revenue Service**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.****Open to Public
Inspection****Name of the organization**
HH Medstar Health Inc**Employer identification number**

52-1542230

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 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **Section 509(a)(2)**. (Complete Part III)

10 An organization organized and operated exclusively to test for public safety See **Section 509(a)(4)**. (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

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?

(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?

(ii) a family member of a person described in (i) above?

(iii) a 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the organizations the organization supports

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

(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?
See Additional Data Table						
Total						0

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 (Subtract 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 any other additional information. (see instructions)

Facts and Circumstances Test

Additional Data

Software ID:
Software Version:
EIN: 52-1542230
Name: HH Medstar Health Inc

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	
BAY LIFE SERVICES	521496539	09	Yes		Yes		Yes		0
HH MEDICAL SERVICES CORPORATION	521313545	09	Yes		Yes		Yes		0
CHURCH HOME CORPORATION	237374724	09	Yes		Yes		Yes		0
CHURCH HOSPITAL CORPORATION	237395221	03	Yes		Yes		Yes		0
FRANKLIN SQUARE HOSPITAL CENTER INC	520608007	03	Yes		Yes		Yes		0
THE GOOD SAMARITAN HOSPITAL OF MARYLAND INC	520591607	03	Yes		Yes		Yes		0
GS HOUSING INCORPORATED	521481656	09	Yes		Yes		Yes		0
GOOD SAMARITAN NURSING CENTER INCORPORATED	521672866	09	Yes		Yes		Yes		0
HARBOR HOSPITAL INC	520491660	03	Yes		Yes		Yes		0
MEDSTAR HEALTH INC	522087445	0	Yes		Yes		Yes		0
THE UNION MEMORIAL HOSPITAL	520591685	03	Yes		Yes		Yes		0

Additional Data

Software ID:

Software Version:

EIN: 52-1542230

Name: HH Medstar Health Inc

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

The mission of HH MedStar Health is to serve our patients, those who care for them, and our communities. HH MedStar Health is part of a regional healthcare system that operates nine hospitals, providing healthcare services in Maryland and the Washington, D.C. region. It is the area's largest health system and one of its largest employers, with more than 26,000 associates and 5,300 affiliated physicians. Areas of clinical excellence include cardiology, cardiac surgery, oncology services, rehabilitation, neurosciences, sports health, orthopedic surgery, women's services and emergency and trauma services. HH MedStar Health's comprehensive services include primary, urgent and subacute care, medical education and research. Other health-related services include assisted living, home health and long-term care. MedStar Health also operates nursing homes, senior housing, rehabilitation, ambulatory centers and a physician network. In fiscal year 2009, HH MedStar Health's hospitals had 156,343 in

2008

Open to Public
Inspection**SCHEDULE D**
(Form 990)**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.Department of the Treasury
Internal Revenue Service**Name of the organization**

HH Medstar Health Inc

Employer identification number

52-1542230

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of certified historic structure
	<input type="checkbox"/> 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	
a Total number of conservation easements	Held at the End of the Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06	2c
	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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input type="checkbox"/> 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 d Loan or exchange programs
 b Scholarly research e Other
 c Preservation for future generations

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
1c	
1d	
1e	
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					
1b Contributions					
1c Investment earnings or losses					
1d Grants or scholarships					
1e Other expenditures for facilities and programs					
1f Administrative expenses					
1g End of year balance					

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

a Board designated or quasi-endowment ►
 b Permanent endowment ►
 c Term endowment ►

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

(i) unrelated organizations
 (ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

Yes	No
3a(i)	
3a(ii)	
3b	

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	0	39,384,085		39,384,085
1b Buildings				
1c Leasehold improvements				
1d Equipment				
1e Other	0	11,799		11,799
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ►				39,395,884

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other		
Total. (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
OPTION IT ASSET	573,407
INTERCOMPANY RECEIVABLE	0
Total. (Column (b) should equal Form 990, Part X, col.(B) line 15.)	• • • • • • • • • • • • ►

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

(a) Description of Liability	(b) Amount
FEDERAL INCOME TAXES	
PENSION LIABILITY	108,781,495
INTERCOMPANY PAYABLES	31,572,040
OTHER LIABILITIES	11,002,452
STOCK OPTION PLAN	425,115
WORKERS COMP LIABILITY	98,259
Total. (Column (b) should equal Form 990, Part X, col (B) line 25) ►	151,879,361

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
2	Total expenses (Form 990, Part IX, column (A), line 25)	2
3	Excess or (deficit) for the year Subtract line 2 from line 1	3
4	Net unrealized gains (losses) on investments	4
5	Donated services and use of facilities	5
6	Investment expenses	6
7	Prior period adjustments	7
8	Other (Describe in Part XIV)	8
9	Total adjustments (net) Add lines 4 - 8	9
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10

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
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	
a	Net unrealized gains on investments	2a
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
3	Subtract line 2e from line 1	3
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
c	Add lines 4a and 4b	4c
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5

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

1	Total expenses and losses per audited financial statements	1
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
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
c	Add lines 4a and 4b	4c
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5

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
Schedule D, Part XIV, FIN 48 Audit Report Footnote	Schedule D, Part XIV	The Corporation accounts for uncertain tax positions in accordance with the Financial Accounting Standards Board (FASB) issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement 109 (FIN 48)

2008

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Inspection**Schedule J**
(Form 990)**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.

Department of the Treasury
Internal Revenue Service**Name of the organization**

HH Medstar Health Inc

Employer identification number

52-1542230

Part I Questions Regarding Compensation

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

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

b If 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

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

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply

<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a

a Receive a severance payment or change of control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

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

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?

b Any related organization?

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

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

a The organization?

b Any related organization?

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

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

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

	Yes	No
1b		
2	Yes	
4a		No
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
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				
KENNETH A SAMET	(i) 0 (ii) 1,083,187	0 1,157,977	0 17,163	0 376,568	0 12,332	0 2,647,227	0 541,594
MICHAEL J CURRAN	(i) 0 (ii) 613,845	0 557,079	0 0	0 141,920	0 16,458	0 1,329,302	0 306,923
WILLIAM L THOMAS MD	(i) 0 (ii) 556,941	0 457,153	0 0	0 274,649	0 19,201	0 1,307,944	0 278,471
ERIC R WAGNER	(i) 0 (ii) 402,735	0 304,405	0 0	0 30,735	0 16,190	0 754,065	0 201,368
ELIZABETH A SIMPSON	(i) 0 (ii) 320,470	0 156,429	0 0	0 20,290	0 18,353	0 515,542	0 160,235
DAVID P NOE	(i) 0 (ii) 286,206	0 113,200	0 680	0 24,263	0 15,913	0 440,262	0 143,103
CORBIN RIEMER	(i) 241,619 0	94,329 0	0 0	22,944 0	17,735 0	376,627 0	120,810 0
SUSAN WHITECOTTON	(i) 217,887 0	93,406 0	0 0	23,632 0	12,622 0	347,547 0	108,944 0
SUZANNE CARTER	(i) 217,433 0	85,406 0	0 0	8,418 0	9,367 0	320,624 0	108,717 0
MARK SCHNEIDER	(i) 207,730 0	90,611 0	0 0	2,774 0	14,331 0	315,446 0	103,865 0
LEO HIMMEL	(i) 187,334 0	57,998 0	153 0	62,729 0	15,216 0	323,430 0	93,667 0
(ii)							
(i)							
(ii)							
(i)							
(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.

Software ID:
Software Version:
EIN: 52-1542230
Name: HH Medstar Health Inc

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				
KENNETH A SAMET	(i) 0 (ii) 1,083,187	0 1,157,977	0 17,163	0 376,568	0 12,332	0 2,647,227	0 541,594
MICHAEL J CURRAN	(i) 0 (ii) 613,845	0 557,079	0 0	0 141,920	0 16,458	0 1,329,302	0 306,923
WILLIAM L THOMAS MD	(i) 0 (ii) 556,941	0 457,153	0 0	0 274,649	0 19,201	0 1,307,944	0 278,471
ERIC R WAGNER	(i) 0 (ii) 402,735	0 304,405	0 0	0 30,735	0 16,190	0 754,065	0 201,368
ELIZABETH A SIMPSON	(i) 0 (ii) 320,470	0 156,429	0 0	0 20,290	0 18,353	0 515,542	0 160,235
DAVID P NOE	(i) 0 (ii) 286,206	0 113,200	0 680	0 24,263	0 15,913	0 440,262	0 143,103
CORBIN RIEMER	(i) 241,619 0	94,329 0	0 0	22,944 0	17,735 0	376,627 0	120,810 0
SUSAN WHITECOTTON	(i) 217,887 0	93,406 0	0 0	23,632 0	12,622 0	347,547 0	108,944 0
SUZANNE CARTER	(i) 217,433 0	85,406 0	0 0	8,418 0	9,367 0	320,624 0	108,717 0
MARK SCHNEIDER	(i) 207,730 0	90,611 0	0 0	2,774 0	14,331 0	315,446 0	103,865 0
LEO HIMMEL	(i) 187,334 0	57,998 0	153 0	62,729 0	15,216 0	323,430 0	93,667 0

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(Form 990)**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.**

Name of the organization
HH Medstar Health Inc

Employer identification number

52-1542230

Identifier	Return Reference	Explanation
Conflict of Interest Policy	Part VI, Question 12c	Appointment of Boards of Directors MedStar Health (and its subsidiaries) require all nominated Directors, prior to their appointment or election, to disclose the existence of (or potential existence of) any transaction with MedStar that would result in a conflict of interest. Such disclosures (if any) are reviewed by the Governance Committee of the MedStar Health Board of Directors which determines how the matter should be resolved. Annual Disclosures - All Officers, Directors, and Senior Managers All Officers, Directors and Senior Managers are required, not less than annually, to complete a survey of questions concerning any transactions or relationships which would or could represent a conflict of interest. Such disclosures (if any) are reviewed by the Governance Committee of the MedStar Health Board of Directors which determines how the matter should be resolved. In addition, Officers and Directors of Maryland Hospitals and Nursing Centers are required to annually disclose additional information relating to potential conflicts of interest and such disclosures are reported to the Maryland Health Services Cost Review Commission (HSCRC)

Identifier	Return Reference	Explanation
Executive Compensation Policy	Part VI, Section B, Question 15	The Executive Compensation Committee of the Board of Directors of MedStar Health, Inc (the "Committee") has oversight over the executive compensation program (the "Program") of MedStar Health, Inc and its affiliates. Total compensation for the top management officials, officers and key employees of MedStar Health, Inc and its affiliates are reviewed and approved by the Committee with assistance and guidance from an independent third party advisor. The members of the Committee are independent from all of the participants in the Program. The main objective of the Program is to provide market competitive total compensation that is internally equitable and has a strong pay-for-performance linkage. Performance is evaluated at the system, operating unit, and individual levels. The overall total compensation philosophy is managed at the 75th percentile of the competitive market for comparable size (net revenue) and type (tax-exempt healthcare organizations). Where appropriate, additional industry data is considered (general business and/or taxable healthcare) for selected positions that can be recruited from or potentially lost to these industries (e.g., information technology, finance, etc.). The Committee has engaged Ernst & Young LLP ("E&Y") to serve as an advisor on the reasonableness and competitiveness of the Program. In determining reasonableness and competitiveness, E&Y reviews market practices and trends, and makes recommendations related to the Program. E&Y utilizes information from custom surveys, national compensation surveys, proprietary databases, and client experiences to determine its final recommendations. E&Y presents their findings and recommendations to the Committee. The Committee makes the final decisions on all of the compensation determinations of the Program. All decisions made by the Committee are contemporaneously documented.

Identifier	Return Reference	Explanation
Compensation Footnotes	Part VII, Section A	Kenneth Samet Kenneth Samet's Deferred compensation in Part II, Column (C) includes \$330,414 representing the amount to which Mr. Samet became vested in a supplemental retirement benefit. This supplemental retirement benefit was earned during the past 20 years of service. Michael Curran Michael Curran's Deferred compensation in Part II, Column (C) includes \$119,836 representing the amount to which Mr. Curran became vested in a supplemental retirement benefit. This supplemental retirement benefit was earned during the past 8 years of service. William Thomas William Thomas' Deferred compensation in Part II, Column (C) includes \$231,017 representing the amount to which Mr. Thomas became vested in a supplemental retirement benefit. This supplemental retirement benefit was earned during the past 14 years of service.

Identifier	Return Reference	Explanation
Financial Statement Availability	Part VI, Section C, Question 19	In prior years, MedStar Health has posted its annual financial audit and quarterly financial reports to the Nationally Recognized Municipal Securities Information Repository (NRMSIRs) and this year the organization began posting its financials to the Electronic Municipal Market Access (EMMA) system. The organization also mails its annual and quarterly disclosures to holders of the Company's publicly traded debt. The Company's governance documents and conflicts of interest policies are available upon request through its corporate (or as applicable entity) public information offices.

Identifier	Return Reference	Explanation
Financial Statements and Reporting	Part XI, Question 2c	HH MedStar Health, Inc is an affiliate of the MedStar Health, Inc audit and subject to oversight by the Audit Committee of the MedStar Board

Identifier	Return Reference	Explanation
Process for Reviewing Form 990	Part VI, Section A, Question 10	The process for reviewing the Form 990 included education and transparency. Senior financial executives, working with independent outside experts, thoroughly reviewed the revised Form 990 and accompanying instructions and provided education sessions on the revised Form to the organization's governing body and its senior officers. In addition, separate education sessions were provided to the following committees of organization's governing body: Finance, Audit, Governance, Strategic Planning, and Executive Compensation. This education process took place over several months. Following these education sessions, the governing body was provided a copy of the Form 990 in its final form and was encouraged to provide any input or comments relating to the Form 990 prior to its filing.

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2008

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Inspection**

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

► **See separate instructions**

Department of the Treasury
Internal Revenue Service

Name of the organization

HH Medstar Health Inc

Employer identification number

52-1542230

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

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
See Additional Data Table							

Part V Transactions with Related Organizations**Note.** Complete line 1 if any entity is listed in Parts II, III or IV**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
- b** Gift, grant, or capital contribution to other organization(s)
- c** Gift, grant, or capital contribution from other organization(s)
- d** Loans or loan guarantees to or for other organization(s)
- e** Loans or loan guarantees by other organization(s)
- f** Sale of assets to other organization(s)
- g** Purchase of assets from other organization(s)
- h** Exchange of assets
- i** Lease of facilities, equipment, or other assets to other organization(s)
- j** Lease of facilities, equipment, or other assets from other organization(s)
- k** Performance of services or membership or fundraising solicitations for other organization(s)
- l** Performance of services or membership or fundraising solicitations by other organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets
- n** Sharing of paid employees
- o** Reimbursement paid to other organization for expenses
- p** Reimbursement paid by other organization for expenses
- q** Other transfer of cash or property to other organization(s)
- r** Other transfer of cash or property from other organization(s)

	Yes	No
1a		No
1b		No
1c		No
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m		No
1n		No
1o		No
1p		No
1q	Yes	
1r	Yes	

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.

Software ID:
Software Version:
EIN: 52-1542230
Name: HH Medstar Health Inc

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
Church Home Corporation 5565 Sterrett Place 5th Floor Columbia, MD21044 23-7374724	Medical Fund	MD	501(c)(3)	PF	NA
Franklin Square Hospital Center Inc 9000 Franklin Square Drive Baltimore, MD21237 52-0608007	Hospital	MD	501(c)(3)	3	NA
Harbor Hospital Inc 3001 South Hanover Street Baltimore, MD21225 52-0491660	Hospital	MD	501(c)(3)	3	NA
Medstar Health Inc 5565 Sterrett Place 5th Floor Columbia, MD21044 52-2087445	Medical Svcs	MD	501(c)(3)	11b II	NA
Montgomery General Hospital 18101 Prince Philip Drive Olney, MD20832 52-0646893	Hospital	MD	501(c)(3)	3	NA
The Good Samaritan Hospital of Maryland 5601 Loch Raven Blvd Baltimore, MD21239 52-0591607	Hospital	MD	501(c)(3)	3	NA
The Union Memorial Hospital 201 East University Parkway Baltimore, MD21218 52-0591685	Hospital	MD	501(c)(3)	3	NA
Medstar Research Institute 108 Irving Street NW Washington, DC20010 52-6056274	Hospital	DC	501(c)(3)	3	NA
The Medstar-Georgetown Medical Center I Hospitai Admin 1 Main Bldg Washington, DC20007 52-2218584	Hospital	DC	501(c)(3)	3	NA
Washington Hospital Center Corporation 110 Irving Street NW Washington, DC20010 52-1272129	Hospital	DC	501(c)(3)	3	NA
Bay Development Corp 5565 Sterrett Place 5th Floor Columbia, MD21044 52-1132992	Foundation	MD	501(c)(3)	11a I	HH Medstar
Bay Life Services Inc 5565 Sterrett Place 5th Floor Columbia, MD21044 52-1496539	Mental Health	MD	501(c)(3)	9	Bay Dev Corp
MedStar Surgery Center Inc 4061 Powdermill Road Suite 210 Calverton, MD20705 52-1061679	Medical Svcs	MD	501(c)(3)	9	NA
Church Home and Hospital of the City of 5565 Sterrett Place 5th Floor Columbia, MD21044 52-0591600	Medical Fund	MD	501(c)(3)	3	NA
Foundation for Georgetown University Hos Hospatal Admin 1 Main Bldg Washington, DC20007 52-2339873	Foundation	DC	501(c)(3)	11a I	NA
Franklin Square Hospital Center Foundati 9000 Franklin Square Drive Baltimore, MD21237 52-2329546	Foundation	MD	501(c)(3)	11a I	NA
Good Samaritan Hospital Foundation Inc 5601 Loch Raven Blvd Baltimore, MD21239 52-2307122	Foundation	MD	501(c)(3)	11a I	NA
Good Samaritan Nursing Center Inc 5601 Loch Raven Blvd Baltimore, MD21239 52-1672866	Medical Svcs	MD	501(c)(3)	9	Bay Dev Corp
GS Housing Inc 5601 Loch Raven Blvd Baltimore, MD21239 52-1481656	Elder Housing	MD	501(c)(3)	9	NA
GS Properties Inc 5601 Loch Raven Blvd Baltimore, MD21239 52-1429853	Admin Svcs	MD	501(c)(3)	11a I	Bay Dev Corp
Harbor Hospital Foundation Inc 3001 South Hanover Street Baltimore, MD21225 52-1284532	Foundation	MD	501(c)(3)	11a I	NA
Medstar Health Infusion Inc 4061 Powdermill Road Suite 210 Calverton, MD20705 52-1980510	Medical Svcs	MD	501(c)(3)	9	NA
Medstar Health Visiting Nurses Associati 4061 Powdermill Road Calverton, MD20705 53-0196597	Medical Svcs	MD	501(c)(3)	9	NA
Medstar Long Term Care Corporation 4061 Powdermill Road Suite 210 Calverton, MD20705 53-1489097	Hospital	MD	501(c)(3)	3	NA
Medstar VNA Healthcare 4061 Powdermill Road Suite 210 Calverton, MD20705 52-1458516	Medical Svcs	MD	501(c)(3)	9	NA
MGH Community Health Inc 18101 Prince Philip Drive Olney, MD20832 52-1372467	Medical Svcs	MD	501(c)(3)	9	NA
MGH Health Foundation Inc 18101 Prince Philip Drive Olney, MD20832 52-1129959	Foundation	MD	501(c)(3)	7	NA
MGH Health Services Inc 18101 Prince Philip Drive Olney, MD20832 52-1366812	Foundation	MD	501(c)(3)	11a I	NA
MGH Women's Board 18101 Prince Philip Drive Olney, MD20832 52-6039600	Foundation	MD	501(c)(3)	11a I	NA
National Rehabilitation Hospital 102 Irving Street NW Washington, DC20010 52-1369749	Hospital	DC	501(c)(3)	3	NA

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
Regional Rehab at Olney Inc 18101 Prince Philip Drive Olney, MD20832 52-2310902	Medical Svcs	MD	501(c)(3)	3	NA
Suburban NRH Medical Rehabilitation I 102 Irving Street NW Washington, DC20010 52-1931151	Medical Svcs	DC	501(c)(3)	3	NA
The Thomas O'Neil Catholic Health Care F 5601 Loch Raven Blvd Baltimore, MD21239 52-1104382	Foundation	MD	501(c)(3)	11a I	NA
Union Memorial Hospital Foundation Inc 201 East University Parkway Baltimore, MD21218 52-1446828	Foundation	MD	501(c)(3)	11a I	NA
VNA Foundation 4061 Powdermill Road Suite 210 Calverton, MD20705 52-1331981	Foundation	MD	501(c)(3)	11a I	NA
VNA Inc 4061 Powdermill Road Suite 210 Calverton, MD20705 52-1332411	Admin Svcs	MD	501(c)(3)	11a I	NA
WHC Foundation Inc 110 Irving Street NW Washington, DC20010 52-1791670	Foundation	DC	501(c)(3)	11a I	NA
Woodbourne Woods Inc 5601 Loch Raven Blvd Baltimore, MD21239 52-2299070	Elder Housing	MD	501(c)(3)	9	NA
Self Insurance Trust of Washington Hospi 110 Irving Street NW Washington, DC20010 52-1128332	Self Insuranc	DC	501(c)(3)	11a I	NA

Form 990, Schedule R, 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
MedStar Pharmacies Inc 5565 Sterrett Place 5th Floor Columbia, MD21044 52-1513056	Drug Sales	MD	Parkway Ven Inc	C Corp			
ExtenCare Inc 5565 Sterrett Place 5th Floor Columbia, MD21044 52-1556228	Medical Services	MD	Parkway Ven Inc	C Corp			
Helix Resources Management Inc 5565 Sterrett Place 5th Floor Columbia, MD21044 52-1913070	Admin Services	MD	Parkway Ven Inc	C Corp			
HelixCare Medical Group LLC 5565 Sterrett Place 5th Floor Columbia, MD21044 52-1955580	Medical Services	MD	Parkway Ven Inc	C Corp			
HelixCare Properties LLC 5565 Sterrett Place 5th Floor Columbia, MD21044 52-1966695	Medical Services	MD	Parkway Ven Inc	C Corp			
Parkway Ventures Inc 5565 Sterrett Place 5th Floor Columbia, MD21044 52-1702572	Holding Company	MD	HH Medstar Inc	C Corp			
Physicians Administrative Services Inc 5565 Sterrett Place 5th Floor Columbia, MD21044 23-7042074	Billing Services	MD	Parkway Ven Inc	C Corp			
MedStar Family Choice Inc 5565 Sterrett Place 5th Floor Columbia, MD21044 52-1995521	Managed Care	MD	Parkway Ven Inc	C Corp			
Medstar Enterprises Inc 4061 Powdermill Road Suite 210 Calverton, MD20705 52-2139841	Admin Services	MD	NA	C Corp			
Nascott Inc 4061 Powdermill Road Suite 210 Calverton, MD20705 52-1693808	Medical Services	MD	NA	C Corp			
Star Billing Inc 4061 Powdermill Road Suite 210 Calverton, MD20705 52-1850113	Billing Services	MD	NA	C Corp			
Washington Risk Network Management Inc 4061 Powdermill Road Suite 210 Calverton, MD20705 52-2132677	Medical Services	MD	NA	C Corp			
Washington Hospital Center Physician Hos 100 Irving Street NW Washington, DC20010 52-1931000	Medical Services	MD	NA	C Corp			
Medstar Physician Partners Inc 4061 Powdermill Road Suite 210 Calverton, MD20705 52-2030809	Medical Services	MD	NA	C Corp			
NRH Ambulatory Services Inc 102 Irving Street NW Washington, DC20010 52-1930165	Rehab Services	MD	NA	C Corp			
Franklin Square Drive Land Condo Associa 5565 Sterrett Place 5th Floor Columbia, MD21044 76-0756352	Condo Owner Assoc	MD	NA	C Corp			
MGH Diversified Services Inc 18101 Prince Philip Drive Olney, MD20832 52-1943602	Medical Services	MD	NA	C Corp			
Greenspring Financial Insurance Limited 23 Lime Tree Bay Avenue PO Box 1051 Grand Cayman, KY1-1102 CJ 98-0188617	Insurance	CJ	NA	C Corp			

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

	(A) Name of other organization	(B) Transaction type(a-r)	(C) Amount Involved (\$)
(1)	Nascott Inc	q	3,042,570
(2)	Lawson 452	q	2,880,033
(3)	Franklin Square Hospital Center Inc	q	616,421
(4)	WHC Physician Hospital Organization Inc	q	285,308
(5)	RadAmerica II LLC	q	278,464
(6)	Harbor Hospital Inc	q	241,066
(7)	Helix Health Surgicenter at Pasadena	q	217,834
(8)	Medstar Family Choice Inc	q	102,856
(9)	Physicians Administrative Services Inc	q	67,024
(10)	Medstar Pharmacies Inc	q	53,668
(11)	Greenspring Financial Insurance Ltd	r	14,773,090
(12)	MedStar Health Inc	r	9,791,900
(13)	Helixcare Medical Group LLC	r	414,457
(14)	MedStar Physician Partners	r	360,326
(15)	Union Memorial Hospital Inc	r	315,470
(16)	VNA Inc	r	70,523
(17)	MedStar Enterprises Inc	r	57,268
(18)	The Good Samaritan Hospital of Maryland	r	57,257
(19)	Medstar Health Visiting Nurses Assoc	r	52,246
(20)	MedStar Surgery Center	r	51,362